

KUBOTA CORP  
Form 20-F/A  
June 27, 2006  
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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## Form 20-F/A

(AMENDMENT NO. 1)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR 12(G) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2005

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report \_\_\_\_\_

Commission file number 1-07294

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# KABUSHIKI KAISHA KUBOTA

(Exact name of registrant as specified in its charter)

# KUBOTA CORPORATION

(Translation of registrant's name into English)

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JAPAN

(Jurisdiction of incorporation or organization)

2-47, SHIKITSUHIGASHI 1-CHOME, NANIWA-KU, OSAKA, JAPAN

(Address of principal executive offices)

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Securities registered or to be registered pursuant to

Section 12(b) of the Act

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock*	New York Stock Exchange

\* Not for trading, but only in connection with the listing of American Depositary Receipts pursuant to the requirement of the New York Stock Exchange.

American Depositary Receipts evidence American Depositary Shares, each American Depositary Share representing five shares of the registrant's common stock.

**Securities registered or to be registered pursuant to**

**Section 12(g) of the Act**

**None**

(Title of Class)

**Securities for which there is a reporting obligation pursuant to**

**Section 15(d) of the Act.**

**None**

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

<u>Title of Class</u>	<u>Outstanding as of</u>	
	<u>March 31, 2005</u> (Tokyo Time)	<u>March 31, 2005</u> (New York Time)
Common stock	1,340,808,978 shares	
American Depositary Shares		2,088,542 ADS

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual report, indicate by checkmark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer

Indicate by check mark which financial statement item the registrant has elected to follow. Item 17     Item 18

If it is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes     No

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**Explanatory Note**

The registrant hereby amends its annual report on Form 20-F for the fiscal year ended March 31, 2005 (the Form 20-F ), which was filed with the Securities and Exchange Commission on September 26, 2005. The purpose of this amendment (this Form 20-F/A ) is to reflect restatements in the registrant's consolidated financial statements for the fiscal years ended March 31, 2003, 2004 and 2005. These restatements reflect the effects of the presentation of a subsidiary sold by the registrant during the fiscal year ended March 31, 2005 as a discontinued operation under Statement of Financial Accounting Standards No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. The registrant's restated consolidated financial statements for the fiscal years ended March 31, 2003, 2004 and 2005, together with an auditor's report thereon, are included in this Form 20-F/A. Revisions related to these restatements have been made in the selected financial data set forth under A. Selected Financial Data of Item 3. Key Information . The registrant has also revised the discussion under B. Business Overview of Item 4. Information on the Company , A. Operating Results and D. Trend Information of Item 5. Operating and Financial Review and Prospects , A. Consolidated Statements and Other Financial Information of Item 8. Financial Information and Item 15. Controls and Procedures , in order to reflect the effects of these restatements. Except with respect to these matters, the registrant's restated consolidated financial statements included in this Form 20-F/A do not reflect any events that have occurred after the filing of the Form 20-F.

All information contained in this Form 20-F/A is as of or for the 12 months ended March 31, 2005 unless otherwise specified in response to a comment from the staff of the U.S. Securities and Exchange Commission.

As used herein, Kubota or the Company refer to Kubota Corporation and its subsidiaries unless the context otherwise indicates.

Certain sections of this Form 20-F/A contain forward-looking statements that are based on management's expectations, estimates, projections and assumptions. Words such as expects , anticipates , believes , scheduled , estimates , variations of these words and similar expressions are intended to identify forward-looking statements which include but are not limited to projections of revenues, earnings, segment performance, cash flows and so forth. These statements are not guarantees of future performance and involve certain risks and uncertainties, which are difficult to predict. Therefore, actual future results may differ materially from what is forecast in forward-looking statements due to a variety of factors, including, without limitation: general economic conditions in the Company's markets, particularly government agricultural policies, levels of capital expenditures, both in public and private sectors, foreign currency exchange rates, continued competitive pricing pressures in the marketplace, as well as the Company's ability to continue to gain acceptance of its products.

**Table of Contents****PART I****Item 3. Key Information**

The information required by this item, except as stated below, appears on page 11 in the consolidated financial statements of this Form 20-F/A.

**A. Selected Financial Data**

	Years ended March 31 (millions of yen)				
	2001	2002	2003	2004	2005
Capital stock	78,156	78,156	78,156	78,156	78,156
Capital expenditures	37,170	36,342	35,845	21,396	26,097
Depreciation and amortization	43,926	40,535	38,804	27,755	25,808
R & D expenses	30,257	30,186	26,405	23,261	21,963

  

	Years ended March 31				
	2001	2002	2003	2004	2005
Cash dividends declared per depositary share:					
Interim (in yen)	15	15	15	15	15
(in U.S. dollars)	0.134	0.119	0.121	0.138	0.136
Year-end (in yen)	15	15	15	15	25
(in U.S. dollars)	0.120	0.125	0.125	0.138	0.233
Exchange rates (yen amounts per U.S. dollar):					
Year-end	125.54	132.70	118.07	104.18	107.22
Average	111.65	125.64	121.10	112.75	107.28
High	125.54	134.77	133.40	120.55	114.30
Low	104.19	115.89	115.71	104.18	102.26

  

2005	Feb.	Mar.	Apr.	May	Jun.	Jul.
High	105.84	107.49	108.67	108.17	110.91	113.42
Low	103.70	103.87	104.64	104.41	106.64	110.47
Period-end	104.25	107.22	104.64	107.97	110.91	112.25

Notes to Selected Financial Data:

1. Cash dividends in U.S. dollars are computed based on the exchange rates, determined as described in the succeeding Note 2, at each respective payment date.

2. Exchange rates are the noon buying rates for cable transfers between the yen and the U.S. dollar in New York City as certified for customs purposes by the Federal Reserve Bank of New York. The rate on September 9, 2005 was ¥109.69 = US\$1.



**Table of Contents****Item 4. Information on the Company****B. Business Overview**

The Company classifies its products for revenue reporting purposes into the following 4 product segments: Internal Combustion Engine and Machinery (which includes farm equipment, engines and construction machinery); Pipes, Valves, and Industrial Castings (which includes pipes, valves, and industrial castings); Environmental Engineering (which includes environmental engineering and pumps); and Other.

The Company reclassified its segment information for the year ended March 31, 2004 to confirm with the segment information for the year ended March 31, 2005. See further description in Segment Information in the attached 2005 Annual Report.

**Net Sales by Product Group**

Years ended March 31, 2005, 2004, and 2003

	<u>Millions of yen</u>		<u>Thousands of U.S. dollars</u>
	<u>2005</u>		<u>2005</u>
	<u>¥</u>	<u>%</u>	<u>\$</u>
Internal Combustion Engine and Machinery	582,664	59.3	5,445,458
Pipes, Valves, and Industrial Castings	170,629	17.3	1,594,664
Environmental Engineering	117,633	12.0	1,099,374
Other	112,300	11.4	1,049,532
<b>Total</b>	<b>983,226</b>	<b>100.0</b>	<b>9,189,028</b>

	<u>Millions of yen</u>			
	<u>2004</u>		<u>2003</u>	
	<u>¥</u>	<u>%</u>	<u>¥</u>	<u>%</u>
Internal Combustion Engine and Machinery	501,551	53.9	444,169	48.0
Pipes, Valves, and Industrial Castings	175,178	18.8	177,217	19.1
Environmental Engineering	115,721	12.5	136,381	14.7
Other	137,426	14.8	168,021	18.2
<b>Total</b>	<b>929,876</b>	<b>100.0</b>	<b>925,788</b>	<b>100.0</b>

Operation of Each Segment

Internal Combustion Engine and Machinery

Internal Combustion Engine and Machinery includes farm equipment, engines and construction machinery. Kubota is Japan's largest manufacturer of farm equipment and small engines for agricultural use based on market share. Sales in this market in Japan are dominated by 4 major manufacturers, and the Company possesses a substantially larger share than the second ranked company. Main products include tractors ranging from 10.5 to 125 horsepower, combine harvesters, rice transplanters, power tillers and reaper binders. The Company also manufactures and sells a line of construction machinery including mini-excavators and wheel loaders as well as engines for various industrial uses. Overseas sales of this segment accounted for 55.9% of the total sales of this segment in fiscal 2005.

Domestic sales of farm equipment, engines and construction machinery are made through wholesale-retail dealers, wholesalers and the National Federation of Agricultural Cooperative Associations. Overseas sales are made through trading companies, local distributors and the Company's overseas subsidiaries and affiliates.

The products in this segment are manufactured at 6 domestic plants, and the Company has manufacturing subsidiaries in the United States, Germany, People's Republic of China and Thailand, and minority equity interests in an overseas manufacturing company.

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### Pipes, Valves, and Industrial Castings

Pipes, Valves, and Industrial Castings is comprised of various kinds of pipes, valves, and industrial castings. Pipes and Valves consists of ductile iron pipes, spiral welded steel pipes, plastic pipes and fittings, filament winding (FW) pipes, and various valves. Most of these products are to municipalities and public utilities for use principally in water supply and sewage systems along with industrial water supply. These products are also used for gas supply, telecommunication and irrigation systems.

Industrial castings include various iron and steel castings. Iron castings encompass rolls for the steel industry, machinery parts, tunnel segments, and soil pipes and fittings. Steel castings include alloyed tubing and fittings for the petrochemical industry, rolls for the paper industry, centrifugal cast pipes used in oil tankers, and centrifugal cast steel columns and piles used in civil engineering and construction.

The products in this segment are manufactured at 10 plants in Japan, and the Company has a manufacturing subsidiary in Canada, and minority equity interest in an overseas manufacturing company.

### Environmental Engineering

This segment develops and markets environmental control plants, pumps and related engineering. As for water treatment, the Company supplies water and sewage treatment plants, night soil treatment plants, landfill leachate treatment plants, submerged membrane systems and biogas production systems. Regarding solid waste treatment, the Company supplies refuse incineration plants, industrial waste treatment plants, pulverizing facilities. The Company is also engaged in related engineering, such as contaminated soil remediation and industrial waste treatment business.

This segment manufactures and supplies various pumps for waterworks, sewage facilities, irrigation system, rainwater drainage and power supplies.

At present, almost all the sales in this segment are to municipalities focusing on domestic environmental engineering market, which is competitive with many engineering companies. There are 2 manufacturing plants in Japan and no overseas plants.

### Other

This segment encompasses all the other businesses that don't belong to the aforementioned 3 segments. This segment consists of vending machines, electronic-equipped machinery, air-conditioning equipment, septic tanks, condominiums, construction, and other equipment and services.

The products in this segment are manufactured mainly at 4 plants in Japan, and the Company has a manufacturing subsidiary in Indonesia.

Overseas Activities

The Company's overseas sales (which represent sales to unaffiliated customers outside Japan) in fiscal 2005, 2004, and 2003 amounted to ¥345,324 million (\$3,227,327 thousand), ¥286,891 million and ¥241,891 million, respectively. The ratios of such overseas sales to consolidated net sales in 2005, 2004, and 2003 were 35.1%, 30.9 % and 26.1%, respectively. The sales of the Company's subsidiaries outside Japan in fiscal 2005, 2004, and 2003 amounted to ¥323,943 million (\$3,027,504 thousand), ¥254,795 million and 213,181 million, respectively. Its ratio to consolidated net sales in fiscal 2005, 2004, and 2003 were 32.9%, 27.4% and 23.0%, respectively.

The Company has manufacturing subsidiaries in the U.S.A., Canada, Germany, China, Indonesia and Thailand, and manufacturing affiliates in Indonesia and China. International sales subsidiaries are located in the U.S.A., Canada, France, the U.K., Germany, Spain, Australia, Singapore, China and South Korea. In addition, a representative office is maintained in Beijing, and liaison offices are located in Torrance (California : U.S.A.), Flowery Branch (Georgia : U.S.A.), Argenteuil (France), Dubai (U.A.E.), Suzhou (China), Bangkok (Thailand), Selangor (Malaysia) and Cairo (Egypt).

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### Seasonality of the Company's Businesses

In such businesses as ductile iron pipes, valves, environmental engineering, and pumps, which rely upon national government or municipalities for most of their sales, there is a tendency that sales in the second half of the fiscal year are much larger than those in the first half. Because the fiscal years of the national government or municipalities generally end in March, execution of public budgets in the second half is liable to be much larger than in the first half of the fiscal year.

### Raw Materials and Source of Supply

The Company purchases raw materials or parts from numerous sources. The major materials purchased are steel scrap, polyvinyl chloride resin, rolled steel coils, non-ferrous metals and alloys and pig iron. Some of the purchase prices of the major materials such as steel scrap fluctuate significantly by supply and demand conditions of the market. The Company has no difficulty in obtaining adequate supplies of all of its raw materials requirements.

### Marketing Channels

Domestic sales of farm equipment, engines and construction machinery are made through wholesale-retail dealers, wholesalers and the National Federation of Agricultural Cooperative Associations. Overseas sales of those products are made through trading companies, local distributors and the Company's overseas subsidiaries and affiliates.

A large portion of pipes, valves, environmental control plants, and a portion of industrial castings are sold to public-sector markets in Japan directly by the Company, as well as through dealers.

On the other hand, domestic sales of industrial machinery and part of industrial castings are made to private-sector markets through dealers and trading companies, directly to the end-users or, in the case of vending machines, to manufacturers of beverages or other products sold in vending machines. Overseas sales of those products are made directly by the Company or through trading companies, local distributors and the Company's overseas subsidiaries and an affiliate.

### Dependent Contract, License, Patent and Manufacturing Process

The Company has many contracts. Some of them, for example, are for technical cooperation with other manufacturers, or for financing from banks. These are relatively important to the Company, but the Company relies on no specific contracts.

With respect to licenses or patents, the Company does not rely on specific licenses or patents. As of March 31, 2005, the Company held 5,735 Japanese patent and utility model registrations, and 885 foreign patent and utility model registrations. A utility model registration is a right

granted under Japanese law and in certain other countries to inventions of lesser originality than those which qualify for patents. Although patent rights are important to Kubota, the Company does not consider that the expiration of any single patent or group of related patents would materially affect the conduct of Kubota's business. Kubota grants others licenses to use its technology including its patents, and obtains licenses under patents from third parties for technological assistance on a royalty basis. In fiscal 2005, royalty income and expenses were ¥672 million (\$6,280 thousand) and ¥706 million (\$6,598 thousand), respectively, under such licensing arrangements.

### Competition

The Company is the largest manufacturer of farm equipment in Japan based on market share. There are 3 other major Japanese manufacturers of farm equipment and engines for agricultural use, all of which offer a complete line of machinery and engines in competition with the Company. The Company believes that foreign manufacturers do not at present produce the kind of machinery or, in the case of farm tractors, the size of tractors suited to Japanese agriculture and that the Company has the advantages that accrue from an established production and distribution system. In overseas markets, the Company experiences strong competition from Japanese and foreign companies in the sale of farm equipment and engines.

In Japan, there are 2 other major manufacturers of ductile iron pipes, 3 other major manufacturers of spiral welded steel pipes and 2 other major manufacturers of plastic pipes according to internal research. In export markets for ductile iron pipes, the Company faces strong competition with foreign manufacturers. The Company also encounters strong competition with Japanese and foreign companies in all of its product lines.

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### **Governmental Regulations**

Businesses of the Company tend to be affected by the regulations or restrictions in the countries where the Company or its subsidiaries operate. Those are, for example, regulations concerning investments, tariffs, anti-monopoly, intellectual property, foreign exchange, and environment.

Domestic sales of farm equipment, which are the mainstay of the Company's business, are prone to be influenced by Japanese agricultural policies. For example, policies that decrease rice prices or reduce rice paddy acreage will adversely influence the sales of farm equipment.

In overseas markets, restrictions on exhausted gas may affect the engines business of the Company.

## **Item 5. Operating and Financial Review and Prospects**

### **A. Operating Results**

*(The fiscal year ended March 31, 2005 compared with the fiscal year ended March 31, 2004)*

#### **General Economic Conditions**

During the year ended March 31, 2005, although the Japanese economy initially maintained an upward trend, the tempo of economic growth slackened after the summer, reflecting slower growth of exports and higher prices of oil and raw materials. Overseas, while the U.S. economy expanded smoothly supported by active housing investment and private capital expenditures, the EU economy decelerated gradually, affected by the stronger Euro.

While the domestic market for Internal Combustion Engine and Machinery was sluggish, overseas markets, especially the small-sized tractors market in the U.S.A., were brisk due to active private consumption and the high level of housing starts. As for the public works related markets, the total amount of orders remained stagnant as ever due to the continuously declining public works spending. The domestic demand for ductile iron pipe, which is one of the mainstays in the public works related products, continued to decline although the pace of decrease declined. Environmental Engineering also faced a difficult operating environment in terms of receiving orders from public agencies.

#### **Sales**

Under such conditions, net sales of the Company during the year under review were ¥983.2 billion (\$9,189 million), a 5.7% increase from the prior year, and domestic sales were ¥637.9 billion (\$5,962 million), a 0.8% decrease from the prior year. Although the negative impact from the sale of building materials operations in December 2003 (a decrease of ¥28.5 billion) was largely offset by a favorable increase in sales in other

segments, domestic sales slightly declined from the prior year.

Overseas sales were ¥345.3 billion (\$3,227 million), a 20.4% increase from the prior year. This increase was mainly due to the continuing growth in sales of tractors in North America where a very promising new product was introduced, and brisk sales of construction machinery and engines principally in the U.S.A. and European markets. As a result, overseas sales accounted for 35.1% of net sales, 4.2 percentage points higher than in the prior year.



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### **Sales by Industry Segment**

#### 1) Internal Combustion Engine and Machinery

Sales in Internal Combustion Engine and Machinery were ¥582.7 billion (\$5,446 million), 16.2% higher than in the prior year, comprising 59.3% of consolidated net sales. Domestic sales increased 5.8%, to ¥257.0 billion (\$2,402 million), and overseas sales increased 25.9%, to ¥325.7 billion (\$3,044 million). This segment consists of farm equipment and engines as well as construction machinery.

In the domestic market, due to the declining number of farmers and the negative impact of typhoons and earthquakes, market conditions were rather harsh. Accordingly, the Company executed aggressive sales promotion campaigns in connection with the introduction of new models of competitively priced farm equipment offering improved performance. By stimulating the market through these activities, the Company further diversified its customer base and increased its market share, which led to higher sales. Sales of construction machinery also increased due to the expansion of sales to rental companies and the introduction of new models supported by a recovery in demand. In overseas markets, sales of tractors in North America remained strong as a result of the introduction of new models and sales promotions, including promotions offering a 0% promotional interest rate. In particular, sales of a newly introduced product, the utility vehicle (multipurpose four-wheel vehicles), greatly exceeded expectations, fueling overall sales growth. In European markets, sales of tractors remained steady. In Asian and Oceanian markets, the Company recorded favorable sales, especially in Australia, South Korea, and Thailand. Sales of engines increased due principally to growth in demand from European and North American manufacturers of industrial machinery. Sales of construction machinery, underpinned by growing worldwide demand, also expanded sharply in Europe, our main market, and in the U.S.A., where the market for mini-excavators is growing rapidly.

#### 2) Pipes, Valves, and Industrial Castings

Sales in Pipes, Valves, and Industrial Castings were ¥170.6 billion (\$1,594 million), 2.6% lower than in the prior year, comprising 17.3% of consolidated net sales. Domestic sales increased 2.0%, to ¥155.4 billion (\$1,452 million), but overseas sales declined 33.2%, to ¥15.2 billion (\$142 million). This segment consists of pipes and valves as well as industrial castings. As for domestic sales of ductile iron pipes and PVC pipes, prices of these products improved substantially. However, sales of ductile iron pipes decreased due to the lower demand from municipalities, while sales of PVC pipes increased, reflecting higher prices. Sales of industrial castings increased principally due to brisk demand from the steel, energy, and automobile industries.

On the other hand, overseas sales deteriorated significantly because shipments of large orders to Middle East countries were over in the prior fiscal year, although sales of industrial castings rose.

#### 3) Environmental Engineering

Sales in Environmental Engineering were ¥117.6 billion (\$1,099 million), 1.7% higher than in the prior year, comprising 12.0% of consolidated net sales. Domestic sales increased 1.3%, to ¥113.9 billion (\$1,064 million), and overseas sales also increased, up 12.5%, to ¥3.7 billion (\$35 million). This segment consists of environmental control plants and pumps.

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In the domestic market, Sales in the Water & Sewage Engineering Division decreased as a consequence of the lower level of bids accepted by local government in the prior year due to increased competition. Sales of pumps declined owing to reduced demand of large-sized pumps. On the other hand, sales in the Waste Engineering Division increased due to the progress in construction of large orders. Overall, total sales in Environmental Engineering increased in the domestic market. Overseas sales increased due to favorable sales in a subsidiary, which sells submerged membrane system.

### 4) Other

Sales in Other were ¥112.3 billion (\$1,050 million), 18.3% lower than in the prior year, comprising 11.4% of consolidated net sales. Domestic sales decreased 17.4%, to ¥111.6 billion (\$1,043 million), and overseas sales declined 67.5%, to ¥0.7 billion (\$7 million). This segment consists of vending machines, electronic-equipped machinery, air-conditioning equipment, septic tanks, condominiums, construction, and other equipment and services.

Sales of this segment decreased sharply, affected by the impact of the business transfer of building materials operations. However, sales of vending machines increased owing to brisk demand from the cigarette and bottling industries. Sales of air-conditioning equipment and condominiums also increased significantly. Additionally, sales of electronic-equipped machinery and septic tanks grew. On the other hand, revenues from construction services declined from the prior year.

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### Operating Income

Operating income increased 283.8% from the prior year, to ¥86.8 billion (\$811 million). In spite of the appreciation of the yen and higher prices of raw materials, a significant decrease in pension costs (a decrease of ¥44.9 billion), increased sales centering on the Internal Combustion Engine and Machinery segment, and the reduction of costs and spending control in public works related business contributed to an increase in operating income. In the prior year, the Company recognized a large amount of unrecognized actuarial loss that resulted from unfavorable stock market conditions in Japan in the past few years before the prior year and a reduction of the discount rate used in pension plans in the year before the prior year.

The Company also had expenses related to reorganization of the building materials business in the prior year (¥4.8 billion). In contrast, the Company had non-recurring operating income in connection with the business transfer of a subsidiary in the year under review. As a result of these factors, operating income for the year under review expanded significantly. Operating income or loss in each industry segment (before elimination of intersegment profits and corporate expenses) was as follows: Internal Combustion Engine and Machinery, operating income of ¥79.2 billion (\$740 million), a 46.5% increase; Pipes, Valves, and Industrial Castings, operating income of ¥11.5 billion (\$107 million), as compared to an operating loss of ¥5.7 billion in the prior year; Environmental Engineering, operating income of ¥5.7 billion (\$53 million), a 4,262.6% increase; and Other, operating income of ¥3.9 billion (\$36 million), as compared to an operating loss of ¥7.1 billion in the prior year.

Profitability in Internal Combustion Engine and Machinery benefited from the brisk sales of lawn mowers as well as compact and utility tractors in the U.S. market, due to steady private consumption and strong housing construction, which was similar with that of the prior year. In addition to the above factors, the decrease in pension costs contributed to an increase in operating income in this segment. Profitability in Pipes, Valves, and Industrial Castings benefited from rigorous cost controls and the increased efficiency of the manufacturing process as well as the decrease in pension costs. In Environmental Engineering, profitability improved due to the decrease in pension costs.

### Cost of Sales

The cost of sales increased 1.7% from the prior year, to ¥713.3 billion (\$6,666 million). The cost of sales as a percentage of net sales decreased 2.9 percentage points, to 72.6%. The decrease in the ratio was attributable to the substantial decrease in pension costs.

### SG&A Expenses

Selling, general, and administrative (SG&A) expenses decreased 8.8% from the prior year, to ¥181.7 billion (\$1,698 million). The ratio of SG&A expenses to net sales decreased 2.9 percentage points, to 18.5%. The decrease in pension costs as well as the Company's efforts for spending control in all aspects of business operations contributed to the decrease in the ratio.

### Loss from Disposal and Impairment of Businesses and Fixed Assets

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Loss from disposal and impairment of business and fixed assets decreased 77.8 % from the prior year, to ¥1.4 billion (\$13 million). This improvement was mainly due to the absence of impairment loss of the roofing and siding materials business in the prior year.

### Other Income (Expenses)

Other income (expenses), net, was income of ¥69.3 billion (\$647 million), an increase of ¥64.0 billion from the prior year. The increase is largely due to ¥58.6 billion from a government subsidy, which is the difference in the substitutional portion of accumulated benefit obligation settled and related plan assets transferred to the Japanese government. In addition, the foreign exchange gain improved ¥5.1 billion (\$48 million) and interest and dividend income increased by ¥2.2 billion (\$21 million).

### Income from Continuing Operations before Income Taxes, Minority Interests in Earnings of Subsidiaries, and Equity in Net Income of Affiliated Companies

Due to the factors described above, income from continuing operations before income taxes, minority interests in earnings of subsidiaries, and equity in net income of affiliated companies increased 459.4%, to ¥156.0 billion (\$1,458 million).

### Income Taxes

Income taxes increased 251.2% from the prior year, to ¥48.1 billion (\$450 million). The effective tax rate decreased 18.3 percentage points, to 30.8%. The primary reason for the decrease in the effective tax rate was due to the deductibility of the historical impairment losses and net operating losses related to the sale and dissolution of the subsidiaries. Related deferred tax assets were fully reserved prior to the sale and dissolution of the subsidiaries. Income tax current was ¥34.5 billion (\$322 million), an increase of ¥5.2 billion (\$49 million), and income tax deferred (expense) was ¥13.6 billion (\$127 million) as compared to income tax deferred (benefit) of ¥15.6 billion in the prior year.

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### Minority Interests in Earnings of Subsidiaries and Equity in Net Income of Affiliated Companies

Minority interests in earnings of subsidiaries increased ¥1.0 billion, to ¥3.4 billion (\$32 million). Equity in net income of affiliated companies increased ¥1.5 billion from the prior year, to ¥2.3 billion (\$22 million). Increased profit of the joint venture Kubota Matsushitadenko Exterior Works, Ltd., contributed to increased equity in net income of affiliated companies.

### Income (Loss) from Discontinued Operations, Net of Taxes

Income from discontinued operations, net of taxes was ¥11.1 billion (\$104 million), as compared to a loss of ¥0.8 billion in the prior year. This income resulted from a gain in connection with the sale of a subsidiary that operated a golf course.

### Net Income

Due to the factors described previously, net income was ¥117.9 billion (\$1,102 million), compared with ¥11.7 billion in the prior year. Return on shareholders' equity improved 23.7 percentage points, to 27.0%, from the prior year.

### Income per ADS

Basic net income per ADS (5 common shares) was ¥446 (\$4.17), as compared to ¥44 in the prior year. The number of shares of treasury stock held by the Company was 40.4 million as of March 31, 2005, and these shares were excluded from the calculation of net income per ADS.

### Dividends

The Company's basic policy for the allocation of profit is to maintain or raise dividends. To this end, the Company determines the most appropriate use of retained earnings by considering requirements of maintaining stable current business operations as well as the future business environment. A year-end cash dividend per ADS at the rate of ¥25 (\$0.23) was approved at the general meeting of shareholders, held on June 24, 2005. The Company also paid a ¥15 (\$0.14) per ADS interim dividend to each shareholder.

### Comprehensive Income

Comprehensive income was ¥119.3 billion (\$1,115 million), a ¥33.5 billion improvement from the prior year. The increase resulted from the expansion of net income, to ¥117.9 billion (\$1,102 million). However, the increase was partially offset by a decrease in unrecognized gains on securities and adjustment to reduce the minimum pension liability.

*(The fiscal year ended March 31, 2004 compared with the fiscal year ended March 31, 2003)*

#### General Economic Conditions

During the year ended March 31, 2004, the Japanese economic recovery continued at a gradual pace, supported by steady growth in private capital expenditure and exports. However, public investment remained weak, resulting in harsh business conditions for the Company. Overseas, in the U.S.A., brisk private consumption continued, housing investment remained favorable, private capital expenditures expanded, and signs of an economic upturn prevailed.

While the domestic market for Internal Combustion Engine and Machinery showed slight improvement, the overseas market, especially the small size tractor market in the U.S.A., was brisk due to increased private consumption and lower interest rates. As for the public works related market, the total amount of orders and order prices remained sluggish due to the reduction of public works spending. The demand for ductile iron pipes, one of the mainstays in the public works related market, showed no signs of increase, although the pace of decrease declined.

#### Sales

Under such conditions, net sales of the Company during the year under review were ¥929.9 billion, a 0.4% increase from the prior year. Domestic sales were ¥643.0 billion, a 6.0% decrease from the prior year, resulting principally from persistently sluggish sales of public works related products, the sale of Kubota Lease Corporation, and the business transfer of the roofing and siding materials operations to a newly formed affiliate (the Company has applied the equity method of accounting to the affiliated company). Overseas sales were ¥286.9 billion, an 18.6% increase from the prior year, mainly due to the strong sales of tractors in North America and brisk export of ductile iron pipes to Middle Eastern countries. As the increase in overseas sales exceeded the decrease in domestic sales, net sales increased. The percentage of overseas sales to net sales was 30.9%, 4.8 percentage points higher than the prior year.

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### Sales by Industry Segment

#### 1) Internal Combustion Engine and Machinery

Sales in Internal Combustion Engine and Machinery totaled ¥501.5 billion, an increase of 12.9% from the prior year, comprising 53.9% of consolidated net sales. Domestic sales were ¥243.0 billion, an increase of 7.7%, and overseas sales were ¥258.5 billion, an increase of 18.3% from the prior year. This segment consists of farm equipment and engines and construction machinery.

(1) Sales of farm equipment and engines were ¥450.7 billion, an increase of 12.9% from the prior year. Domestic sales were ¥219.8 billion, an increase of 7.6%, and overseas sales were ¥231.0 billion, an increase of 18.3% from the prior year. In domestic markets, the Company has aggressively conducted sales promotion campaigns to introduce new models of farm equipment with improved performance and price-competitiveness and thus stimulated the market and increased its market share. As a result, sales of farm equipment increased from the prior year. In overseas markets, sales of tractors in North America had a significant increase resulting from sales campaigns, including a zero-percent promotional interest rate offered by the Company's retail finance subsidiary, and the introduction of new models, such as full model changes of the L-series tractors. In the Asian market, sales of farm equipment grew favorably, especially in China and South Korea.

Sales of engines increased 4.4% from the prior year. Domestic sales increased 0.7%, and overseas sales also increased 5.0%, owing principally to growing sales to original equipment manufacturers in EU markets as well as in the U.S. markets. (2) Sales of construction machinery were ¥50.8 billion, an increase of 13.4% from the prior year. Domestic sales were ¥23.2 billion, an increase of 8.8%, and overseas sales were ¥27.6 billion, an increase of 17.6% from the prior year. While demand for construction machinery in the Japanese market recovered, the Company made successful marketing efforts aimed at major rental companies, resulting in a sales increase. Overseas, while demand in EU markets was recovering and demand in North America was strong, the Company achieved sales increases by introducing new models and executing effective sales campaigns.

#### 2) Pipes, Valves, and Industrial Castings

Sales in Pipes, Valves, and Industrial Castings totaled ¥175.2 billion, a decrease of 1.2% from the prior year, comprising 18.8% of consolidated net sales. Domestic sales were ¥152.5 billion, a decrease of 4.1%, and overseas sales were ¥22.7 billion, an increase of 24.6% from the prior year. This segment consists of pipes and valves and industrial castings.

(1) Sales of pipes and valves were ¥143.8 billion, a decrease of 1.2% from the prior year. Domestic sales were ¥130.7 billion, a decrease of 3.6%, and overseas sales were ¥13.1 billion, an increase of 30.1% from the prior year. While domestic sales of ductile iron pipes decreased slightly from the prior year, domestic sales of PVC pipes remained at the same level in spite of a reduction in public works spending and the financial difficulties of local governments. However, sales of spiral-welded steel pipes and valves declined significantly, and thus total domestic sales of this sub-segment decreased. Overseas sales surged as a result of the brisk export of ductile iron pipes to Middle Eastern countries.

(2) Sales of industrial castings were ¥31.4 billion, a decrease of 0.8% from the prior year. Domestic sales were ¥21.8 billion, a decrease of 7.2%, and overseas sales were ¥9.6 billion, an increase of 17.7% from the prior year. Domestic sales declined mainly due to the weak demand for ductile tunnel segments in construction markets, although the demand in steel industries recovered. Overseas sales increased due to the rising demand for reformer tubes in petrochemical industries.

3) Environmental Engineering

Sales in Environmental Engineering totaled ¥115.7 billion, a decrease of 15.1% from the prior year, comprising 12.4% of consolidated net sales. Domestic sales were ¥112.4 billion, a decrease of 16.5%, and overseas sales were ¥3.3 billion, an increase of 79.6% from the prior year. This segment consists of environmental control plants and pumps.

Due to prolonged sluggish public works spending and fierce competition, domestic sales fell in the Solid Waste Engineering, Water Environment Engineering, and Pumps divisions. Sales in the Solid Waste Engineering division decreased due to a downturn in demand for rebuilding incinerators to prevent dioxin emissions and as a result of the very low number of orders received during the prior fiscal year. Sales in the Water and Sewage Engineering division increased due to the high level of orders received in the prior year. Overseas sales increased due to the growing export of pumps to the African and Southeast Asian markets.



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### 4) Building Materials and Housing

Sales in Building Materials and Housing were ¥51.8 billion, a decrease of 19.5% from the prior year, comprising 5.6% of consolidated net sales. This segment consists mainly of building materials (roofing materials, siding materials, and septic tanks) and sales of condominiums.

(1) Sales of building materials were ¥42.7 billion, a decrease of 25.5% from the prior year. On December 1, 2003, Matsushita Electric Works, Ltd. (MEW), and the Company established and held a 50% ownership in Kubota Matsushitadenko Exterior Works, Ltd. (hereinafter KMEW), the joint operation entity, into which the Company transferred its roofing and siding materials business. The Company has applied the equity method of accounting to KMEW, due to its 50% ownership in the entity, and has excluded the sales of roofing and siding materials during the period from December 1, 2003, through March 31, 2004, from its consolidated operations. Accordingly, sales of building materials fell sharply. Sales of septic tanks remained at the same level as in the prior year, owing to the focus of marketing efforts on the expansion of market share.

(2) Sales of condominiums were ¥9.1 billion, an increase of 29.7% from the prior year. Sales of condominiums surged from the prior year due to the completion of large orders during the year under review.

### 5) Other

Sales in Other were ¥85.6 billion, a decrease of 17.4% from the prior year, comprising 9.3% of consolidated net sales. Domestic sales were ¥83.3 billion, a decrease of 17.1%, and overseas sales were ¥2.3 billion, a decrease of 27.2% from the prior year. This segment consists of vending machines, weighing and measuring control systems, electronic-equipped machinery, air-conditioning equipment, construction, and other items.

The decrease was mainly due to the sale of Kubota Lease Corporation at the beginning of the year which had sales of ¥13.4 billion in the prior year. Although sales of electronic-equipped machinery increased due to a recovery in private sector capital expenditures, sales of vending machines decreased, due to increasing price competition. Sales of construction also decreased, mainly due to the reduction in public works spending.

## Operating Income

Operating income decreased 51.5% from the prior year, to ¥22.6 billion, and as a percentage of net sales decreased to 2.4%, 2.6% lower than the prior year. The decrease was mainly due to a significant increase in pension costs in fiscal 2004 (an increase of ¥43.4 billion) and expenses resulting mainly from the reorganization of the building materials business (¥4.8 billion). The increase in pension costs resulted from the unfavorable stock market conditions in Japan, which caused a significant loss on plan assets in the prior year. Accordingly, the Company amortized a large amount of unrecognized actuarial loss during fiscal 2004. Additionally, the Company reduced the discount rate used in pension plans from 3.0% to 2.5% as of March 31, 2003, resulting in an increase in benefit obligations. The expenses from the reorganization of the building materials business include a loss resulting from the disposal of certain fixed assets related to the roofing and siding materials business.

Operating Income or Loss in Each Industry Segment

Operating income or loss in each industry segment (before elimination of intersegment profits and corporate expenses) was as follows: Internal Combustion Engine and Machinery, operating income of ¥54.0 billion, a 4.7% decrease; Pipes, Valves, and Industrial Castings, operating loss of ¥5.7 billion, as compared to operating income of ¥1.9 billion in the prior year; Environmental Engineering, operating income of ¥0.1 billion, a 98.5% decrease; Building Materials and Housing, operating loss of ¥6.4 billion, as compared to operating income of ¥32 million in the prior year; and Other, operating loss of ¥0.7 billion, compared with loss of ¥0.2 billion for the prior year.

Profitability in Internal Combustion Engine and Machinery benefited from the brisk sales of lawn mowers, compact and utility tractors in the U.S. market, due to lower interest rates, and strong housing construction, which was consistent with the prior year. However, this benefit was offset by the increase in pension costs and, in the end, operating income declined from the prior year. Profitability in Pipes, Valves, and Industrial Castings benefited from rigorous cost controls and the increased efficiency of the manufacturing process production system. However, these benefits were offset by the surge in the prices of raw materials and the increase in pension costs. In Environmental Engineering, profitability deteriorated because of lower sales to local governments. Building Materials and Housing recorded an operating loss of ¥6.4 billion, reflecting various expenses from the reorganization of the building materials business amounting to approximately ¥4.7 billion.

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### Cost of Sales

The cost of sales increased 0.9% from the prior year, to ¥701.7 billion. The cost of sales as a percentage of net sales increased 0.4%, to 75.5%. In spite of a favorable product mix and continuous cost reduction efforts, the increase in pension costs (an increase of ¥28.2 billion) increased the ratio of cost of sales to sales.

### Selling, General, and Administrative Expenses

Selling, general, and administrative (SG&A) expenses increased 10.1% from the prior year, to ¥199.2 billion. The ratio of SG&A expenses to net sales increased 1.9 percentage points, to 21.4%. The Company continued to reduce SG&A expenses by reducing staff at the corporate headquarters. These efforts were successful and achieved the goal of reduced costs. However, the surge in pension costs (an increase of ¥15.2 billion) resulted in an overall increase in total SG&A expenses.

### Loss from Disposal and Impairment of Businesses and Fixed Assets

Loss from disposal and impairment of businesses and fixed assets increased 125.8%, to ¥6.4 billion. The increase was mainly due to recorded impairment loss of the roofing and siding materials business.

### Other Income (Expenses)

Other income, net, was ¥5.2 billion, an increase of ¥28.7 billion from the prior year. The valuation losses on short-term and other investments decreased ¥23.7 billion from the prior year, to ¥1.1 billion, and the gain on sales of securities increased by ¥3.2 billion. Interest expense was ¥4.3 billion and has been decreasing over the past 5 consecutive years due to the reduction of interest-bearing debt.

### Income from Continuing Operations before Income Taxes, Minority Interests in Earnings of Subsidiaries, and Equity in Net Income of Affiliated Companies

Due to the factors above, income from continuing operations before income taxes, minority interests in earnings of subsidiaries, and equity in net income of affiliated companies increased 20.5%, to ¥27.9 billion.

### Income Taxes

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Income taxes increased 11.4% from the prior year, to ¥13.7 billion. Income tax current was ¥29.3 billion, an increase of ¥7.7 billion, and income tax deferred (benefit) increased ¥6.3 billion, to ¥15.6 billion.

### Minority Interests in Earnings of Subsidiaries and Equity in Net Income of Affiliated Companies

Minority interests in earnings of subsidiaries increased ¥0.4 billion, to ¥2.5 billion. Equity in net income of affiliated companies increased ¥0.5 billion from the prior year, to ¥0.8 billion.

### Income (Loss) from Discontinued Operations, Net of Taxes

Loss from discontinued operations, net of taxes was ¥0.8 billion, as compared to a loss of ¥17.0 billion in the prior year. Most of loss from discontinued operations, net of taxes of the prior year was due to a substantial loss on impairment of fixed assets of a golf course amounting to ¥16.8 billion.

### Net Income (Loss)

Due to the aforementioned factors, net income was ¥11.7 billion, compared with a loss of ¥8.0 billion in the prior year. Return on shareholders equity improved 5.6%, to 3.3%, from the prior year.

### Income per ADS

Basic net income per ADS (5 common shares) was ¥44, as compared to a loss per ADS of ¥29 in the prior year. The number of shares of treasury stock held by the Company was 69.6 million as of March 31, 2004, and these shares were excluded from the calculation of net income per ADS.

### Dividends

The Company's basic policy for the allocation of profit is to maintain or raise dividends. To this end, the Company determines the most appropriate use of retained earnings by considering current business operations as well as the future business environment. A year-end cash dividend per ADS at the rate of ¥15 was approved at the general meeting of shareholders, held on June 25, 2004. The Company also paid a ¥15 per ADS interim dividend to each shareholder. Accordingly, the annual cash dividends per ADS were ¥30.

### Comprehensive Income

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Comprehensive income was ¥85.9 billion, ¥142.1 billion improvement from the prior year. This increase was due to the improvement in net income of ¥19.7 billion, an increase in unrealized gains on securities of ¥55.0 billion, and a ¥68.0 billion adjustment to reduce the minimum pension liability from the prior year.

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### D. Trend Information

#### Outlook for the Next Fiscal Year

#### General Conditions

Although the Japanese economy is expected to break out of its stagnant condition, the prospects are still unpredictable considering current risks, especially considering that the potential for higher prices of raw materials and crude oil may have a negative impact on the world economy. The Company expects the difficult economic conditions to persist.

#### Medium-Term Management Strategy

The Company formulated the Medium-Term Management Strategy (for the 2 years ending March 31, 2006) in order to further improve profitability and is engaged in a concerted effort to implement the strategy corporate-wide. The key target of the strategy is to create a business structure that can generate operating income of more than 8% of consolidated net sales on a regular basis. In fiscal 2005, the Company attained an operating income ratio of 8.8%, exceeding our target. Building on the progress made in the first year of the strategy, the Company intends to pursue higher levels of achievement and to do its utmost to ensure that the strategy will be implemented with maximum effectiveness, relying on the 3 principal concepts of the strategy: Reforming the business structure and profit structure, Reforming operational systems, and Strengthening the financial position.

#### Financial Outlook

Under such conditions, the Company expects consolidated net sales for the year ending March 31, 2006 to increase slightly from the prior year. Domestic sales are expected to be almost the same amount as that of the year ended March 31, 2005. Overseas sales are expected to increase steadily due to sales expansion in the Internal Combustion Engine and Machinery segment.

The Company expects a steady improvement in operating income. Although the price increases in raw materials and the appreciation of the yen will result in downward pressure on operating income, increases of overseas sales in the Internal Combustion Engine and Machinery, corporate-wide cost cuts, and a decrease in pension costs are expected to contribute to the increase in operating income. The Company also expects a sharp decrease of net income mainly due to the significant decrease in other income net as a result of a government subsidy recorded during the year ended March 31, 2005.

#### Contingencies

#### Legal proceedings

In May 1998, the Company was investigated by the Fair Trade Commission of Japan (the FTCJ ) for an alleged violation of the Law Concerning Prohibition of Private Monopoly and Preservation of Fair Trade (the Anti-Monopoly Law ) relating to participation in fixing the shares of ductile iron straight pipe orders in Japan. The Company received a cease and desist recommendation from the FTCJ in March 1999, which was accepted by the Company in April 1999.

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The FTCJ also brought a criminal accusation alleging violation of the Anti-Monopoly Law against the Company and 3 of its employees, who were indicted in the Tokyo High Court in March 1999. On February 24, 2000, the Company was fined ¥130 million, and the 3 employees were given 6-10 months prison sentences, suspended for 2 years. In the meanwhile, the Company received a surcharge order of ¥7,072 million from the FTCJ. The Company has challenged this order and filed a petition for the initiation of hearing procedures that were started in March 2000. Under Section 49 of the Anti-Monopoly Law, upon initiation of the procedures the surcharge order lost effect. In addition, Section 7-2 of the Anti-Monopoly Law stipulates that surcharges are imposed in cases where price cartels or cartels that influence prices by curtailing the volume of supply are carried out. The Company believes that the alleged share cartel does not meet the requirement of Section 7-2, and has not established any provision for the ultimate liability, if any, which may result from the settlement of this matter. An unfavorable outcome from this issue could materially affect the Company's results of operations or cash flows in a given year. The Company is not able to estimate the likelihood of such unfavorable outcome. As of this filing date, the Company is still in the process of the hearing procedures.

**The Company's action in response to issues in connection with the health hazard of asbestos**

Until 1995, the Company's plant in Amagasaki, Hyogo Prefecture, which is now a company office, had produced asbestos-containing products. In April 2005, the Company was advised that some residents who lived near the former plant suffered from mesothelioma, a form of lung cancer and is said to be mainly caused by aspiration of asbestos. After discussing this issue with those patients and their private support groups, and deliberating internally and consulting with outside advisors, the Company announced on June 30, 2005 that it would pay consolation payments to three patients. Subsequently, such payments were made. The Company stated in its announcement that, although the causal relationship between the Company's manufacturing activities of asbestos-containing products and the contraction of diseases such as mesothelioma was not clear, it reached this decision because of the need to act quickly to economically assist these long-suffering patients, who had incurred certain medical expenses, from the viewpoint of social responsibility. The Company also stated that it would react seriously and faithfully if it learned of asbestos-related health hazards that occurred near its other plants.

Subsequent to the Company's announcement, in accordance with the Company's policies and procedures, the Company decided to make consolation payments to additional patients with mesothelioma who lived near the former plant during a specified period and to the families of residents who died from mesothelioma.

With regard to current and former employees who died of, or are suffering from, asbestos-related diseases, the Company has paid, or is paying, compensation in accordance with policies that were established in the early 1990s, which include compensation for medical expenses, special health checkups for retired employees, and certain additional payments to workers' compensation that are not required by law but are voluntarily made by the Company.

The Company expenses payments to residents and current and former employees when the Company determines that a payment is warranted based on the medical condition of the individual concerned and in consideration of the Company's policy. During the years ended March 31, 2005, 2004 and 2003, the Company made payments aggregating ¥210 million (\$1,963 thousand), ¥433 million and ¥142 million, respectively, to current and former employees affected by asbestos contamination. Although the Company has not been involved in any lawsuits up to the present time related to the asbestos-related health hazards of employees (including former employees) who engaged in the manufacturing of asbestos-containing products, and residents who lived near the Company's plants at which asbestos-containing products were produced, the Company may face lawsuits related to this issue. The Company believes that it is not possible at this time to reasonably estimate its total exposure and the related liability to current and former employees and residents related to this matter that might ultimately be incurred in the future. No liability for this contingency has been recorded in the Company's accompanying consolidated balance sheets as of March 31, 2005 and 2004.

**Subsequent event**



On May 13, 2005, the Company's Board of Directors resolved to pay a cash dividend to shareholders of record on March 31, 2005 of ¥5 per common share (¥25 per 5 common shares) or a total of ¥7 billion (\$61million). The resolution to pay the cash dividend was approved at the general meeting held on June 24, 2005.

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### Item 8. Financial Information

#### A. Consolidated Statements and Other Financial Information

The information required by this item, except as stated below, appears in the consolidated financial statements of this Form 20-F/A.

#### Legal Proceedings

##### Anti-Trust

In May 1998, the Company was investigated by the Fair Trade Commission of Japan (the FTCJ) for an alleged violation of the Law Concerning Prohibition of Private Monopoly and Preservation of Fair Trade (the Anti-Monopoly Law) relating to participation in fixing the shares of ductile iron straight pipe orders in Japan. The Company received a cease and desist recommendation from the FTCJ in March 1999, which was accepted by the Company in April 1999.

The FTCJ also brought a criminal accusation alleging violation of the Anti-Monopoly Law against the Company and 3 of its employees, who were indicted in the Tokyo High Court in March 1999. On February 24, 2000, the Company was fined ¥130 million, and the 3 employees were given 6 to 10 months prison sentences, suspended for 2 years.

In the meanwhile, the Company received a surcharge order of ¥7,072 million (\$66,093 thousand) from the FTCJ. The Company has challenged this order and filed a petition for the initiation of hearing procedures that were started in March 2000. Under Section 49 of the Anti-Monopoly Law, upon initiation of the procedures the surcharge order lost effect. In addition, Section 7-2 of the Anti-Monopoly Law stipulates that surcharges are imposed in cases where price cartels or cartels that influence prices by curtailing the volume of supply are carried out. The Company believes that the alleged share cartel does not meet the requirement of Section 7-2, and has not established any provision for the ultimate liability, if any, which may result from the settlement of this matter. An unfavorable outcome from this issue could materially affect the Company's results of operations or cash flows in a given year. The Company is not able to estimate the likelihood of such unfavorable outcome. As of March 31, 2005 the Company is still in the process of the hearing procedures.

##### Patent Infringement

In July 2003, Etesia, which manufactures mowers in France, filed a patent infringement lawsuit and a noise regulation infringement lawsuit against the Company to the French district court. The district court rendered a verdict in favor of the Company in January 2005.

##### Policy on Dividends Distributions

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The Company's basic policy for the allocation of profit is to maintain or raise dividends. The Company's policy is to determine the most appropriate use of retained earnings, by considering current business operations as well as the future business environment.

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**PART II**

**Item 15. Controls and Procedures**

In connection with the original filing of the Form 20-F, the Company's management, with the participation of its chief executive and chief financial officers, evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) under the U.S. Securities Exchange Act of 1934) as of March 31, 2005. Based on that evaluation, the Company's chief executive and chief financial officers concluded that the Company's disclosure controls and procedures were effective as of that date.

In connection with the filing of this Form 20-F/A, the Company's management, with the participation of its chief executive and chief financial officers, reevaluated the effectiveness of the Company's disclosure controls and procedures as of March 31, 2005. This reevaluation included examination of the process and procedures for gathering and summarizing the information relating to the sale by the Company of a subsidiary, which operated a golf course, during the fiscal year ended March 31, 2005, for which restatements have been made to the Company's consolidated financial statements in response to a comment from the staff of the U.S. Securities and Exchange Commission. In the consolidated financial statements included in the Form 20-F, the results of operations of the subsidiary were not accounted for as a discontinued operation as required by Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS 144). The Company's management determined that the failure to ensure the correct application of that Statement with respect to the reporting of results of operation of the subsidiary was attributable to a material weakness in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) under the U.S. Securities Exchange Act of 1934). Based on the reevaluation mentioned above, the Company's chief executive and chief financial officers concluded that the Company's disclosure controls and procedures were not effective as of March 31, 2005 solely due to such material weakness in its internal control over financial reporting.

To remediate the above-mentioned material weakness in the Company's internal control over financial reporting, the Company has taken, or is taking, the following measures:

The Company is currently formulating an accounting staff's checklist to ensure the correct application of SFAS 144 with respect to discontinued operations. With this checklist, the Company's management will check whether there are any operations to be accounted for as a discontinued operation, and if there is any such discontinued operation, whether it is appropriately accounted for in accordance with SFAS 144.

The Company is currently preparing to implement management's additional oversight controls to review and approve accounting treatment and related documentation to ensure SFAS 144 is appropriately applied with respect to discontinued operations.

The disclosure committee of the Company will monitor and confirm whether the discontinued operations are accounted for correctly in accordance with SFAS 144 when the committee reviews the Company's financial statements and its disclosures.

These changes in the Company's internal control over financial reporting have occurred, or are occurring, during the Company's current fiscal year ending March 31, 2007.

No change in the Company's internal control over financial reporting occurred during the year ended March 31, 2005 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART III**

**Item 17. Financial Statements**

See Consolidated Financial Statements attached hereto.

**Item 18. Financial Statements**

Not applicable

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**Item 19. Exhibits**

Documents filed as exhibits to this Form 20-F/A are as follows:

The consolidated financial statements of this Form 20-F/A

	<b>Pages in the consolidated financial statements</b>
	<hr/>
Five-Year Financial Summary of Operations	1
[Information with respect to Item 3 is included ]	
Segment Information	2 to 3
Consolidated Financial Statements as indicated in accompanying Index to Consolidated Financial Statements	4 to 31
Independent Auditors Report	32
1.1* Articles of Incorporation of the Registrant (English translation)	
1.2* Share Handling Regulations of the Registrant (English translation)	
2.1 Form of Amended and Restated Deposit Agreement among the Registrant, JPMorgan Chase Bank as Depositary and all owners and holders from time to time of American Depositary Receipts, including the form of American Depositary Receipt (incorporated by reference to the Registration Statement on Form F-6 (File No. 333-91654) filed on June 26, 2002)	
8.1* List of Significant Subsidiaries	
11.1* Code of Ethics for Senior Financial Officers of the Registrant (English translation)	
12.1 Certification of the principal executive officer of the Company required by Rule 13a-14(a)	
12.2 Certification of the principal financial officer of the Company required by Rule 13a-14(a)	
13.1 Certification required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code	

\* Previously filed with the Securities and Exchange Commission on September 26, 2005.

(Note) The Company has not included as exhibits certain instruments with respect to its long-term debt, the amount of debt authorized under each of which does not exceed 10% of its total assets, and it agrees to furnish a copy of any such instrument to the Securities and Exchange Commission upon request.

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SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this amendment to the annual report on its behalf.

KUBOTA CORPORATION

Date: June 23, 2006

By /s/ Hirokazu Nara  
Hirokazu Nara  
Director  
(Principal Financial and Accounting Officer)



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**Kubota Corporation and Subsidiaries**

Consolidated Financial Statements

and Financial Statements Schedule Comprising

Item 17 of the consolidated financial statements of Form 20-F/A

to Securities and Exchange Commission

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for the Years Ended March 31, 2005, 2004, and 2003,

and Independent Auditors Report

**Table of Contents****Kubota Corporation and Subsidiaries**

## INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND SCHEDULE

Consolidated Financial Statements and Independent Auditors Report Included in the Consolidated Financial Statements of 20-F/A Attached Hereto and Incorporated by Reference:

	<b>Page in the consolidated financial statements</b>
	<hr/>
<u>Five-Year Financial summary</u>	1
<u>Segment Information (Years Ended March 31, 2005 and 2004)</u>	2 and 3
<u>Consolidated Balance Sheets (as of March 31, 2005 and 2004 (as restated))</u>	4 and 5
<u>Consolidated Statements of Income (Years Ended March 31, 2005, 2004, and 2003)</u>	6
<u>Consolidated Statements of Comprehensive Income (Loss) (Years Ended March 31, 2005, 2004, and 2003)</u>	7
<u>Consolidated Statements of Shareholders' Equity (Years Ended March 31, 2005, 2004, and 2003)</u>	7
<u>Consolidated Statements of Cash Flows (Years Ended March 31, 2005, 2004, and 2003)</u>	8
<u>Notes to Consolidated Financial Statements</u>	9 to 31
<u>Independent Auditors' Report</u>	32
Financial Statement Schedule and Other Supplemental Information:	
<u>Schedule II : Valuation and Qualifying Accounts (Years Ended March 31, 2005, 2004, and 2003)</u>	A
<u>Supplemental Note to Consolidated Financial Statements with Respect to Income Taxes to Conform with Regulation S-X</u>	B
All other schedules and supplemental information are omitted because they are not applicable, or not required, or because the required information is included in the consolidated financial statements or in notes thereto.	
<u>Independent Auditors' Report</u>	C

**Table of Contents****FIVE-YEAR FINANCIAL SUMMARY**

Kubota Corporation and Subsidiaries Years Ended March 31, 2005, 2004, 2003, 2002, and 2001

	Millions of Yen (Except Per Share Information)					Thousands of U.S. Dollars (Except Per Share Information) (Note 1)
	2005	2004	2003	2002	2001	2005
<b>For the year</b>						
Net sales	¥ 983,226	¥ 929,876	¥ 925,788	¥ 965,429	¥ 984,385	\$ 9,189,028
Percentage of previous year	105.7%	100.4%	95.9%	98.1%	101.1%	
Cost of sales	713,312	701,718	695,543	729,834	742,487	6,666,468
Selling, general, and administrative expenses	181,727	199,189	180,857	188,112	197,912	1,698,383
Loss from disposal and impairment of businesses and fixed assets	1,414	6,359	2,816	12,788	468	13,215
Operating income	86,773	22,610	46,572	34,695	43,518	810,962
Income from continuing operations before income taxes, minority interests in earnings of subsidiaries, and equity in net income of affiliated companies	156,035	27,892	23,155	28,991	61,141	1,458,271
Cumulative effect of an accounting change					(21,559)	
Net income (loss):	117,901	11,700	(8,004)	9,530	9,795	1,101,879
Percentage of previous year	1,007.7%			97.3%	59.6%	
Percentage of net sales	12.0%	1.3%	(0.9)%	1.0%	1.0%	
Net income (loss) per common share (Yen and U.S. Dollars):						
Basic	¥ 89.11	¥ 8.72	¥ (5.84)	¥ 6.78	¥ 6.95	\$ 0.83
Diluted	86.83	8.53	(5.84)	6.67	6.83	0.81
Net income (loss) per 5 common shares (Yen and U.S. Dollars):						
Basic	¥ 446	¥ 44	¥ (29)	¥ 34	¥ 35	\$ 4.17
Diluted	434	43	(29)	33	34	4.06
Pro forma amounts assuming accounting change was applied retroactively:						
Net income					¥ 31,354	
Net income per common share (Yen):						
Basic					¥ 22	
Diluted					21	
Net income per 5 common shares (Yen):						
Basic					¥ 111	
Diluted					104	
Cash dividends per common share (Yen and U.S. Dollars):	¥ 6	¥ 6	¥ 6	¥ 6	¥ 6	\$ 0.06
	¥ 30	¥ 30	¥ 30	¥ 30	¥ 30	\$ 0.28

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Cash dividends per 5 common shares (Yen and U.S. Dollars):

<b>At year-end</b>						
Total assets	¥ <b>1,193,056</b>	¥ 1,124,225	¥ 1,139,011	¥ 1,200,117	¥ 1,290,756	\$ <b>11,150,056</b>
Working capital	<b>171,326</b>	199,747	159,221	169,428	162,644	<b>1,601,178</b>
Long-term debt	<b>117,488</b>	144,845	155,966	167,850	182,238	<b>1,098,019</b>
Total shareholders' equity	<b>481,019</b>	391,082	315,443	394,970	434,979	<b>4,495,505</b>
Shareholders' equity per common share outstanding (Yen and U.S. Dollars):	¥ <b>369.90</b>	¥ 291.81	¥ 234.45	¥ 284.07	¥ 308.54	\$ <b>3.46</b>
Shareholders' equity per 5 common shares outstanding (Yen and U.S. Dollars):	¥ <b>1,849</b>	¥ 1,459	¥ 1,172	¥ 1,420	¥ 1,543	\$ <b>17.28</b>

- Notes:
1. The U.S. dollar amounts in this report represent translations of Japanese yen, for convenience only, at the rate of ¥107=US\$1. See Note 1 to the consolidated financial statements.
  2. The Company has not accounted for a nonmonetary security exchange transaction in accordance with accounting principles generally accepted in the United States of America. See Note 1 to the consolidated financial statements.
  3. Per share amounts have been calculated per common share and per 5 common shares since each American Depository Share represents 5 shares of common stock.
  4. Cash dividends per common share are based on dividends paid during the year.
  5. Pro forma data reflect the effect of an accounting change in retirement and pension costs to account for actuarial gains and losses in accordance with its current policy as described in Note 6 to the consolidated financial statements.
  6. Working capital is the amount of total current assets less total current liabilities in the consolidated balance sheets. Working capital from 2001 through 2004 was restated as described in Note 17 to the consolidated financial statements.
  7. In accordance with Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets", the figures of the consolidated statements of income for the prior years related to the discontinued operations have been separately reported from the ongoing operating results to conform with the current year presentation. See Note 17 to the consolidated financial statements.

**Table of Contents****SEGMENT INFORMATION**

The following segment information for the years ended March 31, 2005 and 2004, which is required under the regulations of the Securities and Exchange Law of Japan, is not consistent with accounting principles generally accepted in the United States of America.

In December 2003, the Company transferred the building materials business to one of its affiliated companies. Accordingly, the Building Materials & Housing segment was considered immaterial, and was included in the Other segment. The industry segment information for the year ended March 31, 2004 has been reclassified to conform with the industry segment information for the year ended March 31, 2005.

**Industry Segments**

Millions of Yen							
Year Ended March 31, 2005	Internal Combustion Engine & Machinery	Pipes, Valves, & Industrial Castings	Environmental Engineering	Other	Total	Corporate & Eliminations	Consolidated
Net sales:							
Unaffiliated customers	¥ 582,664	¥ 170,629	¥ 117,633	¥ 112,300	¥ 983,226		¥ 983,226
Intersegment	88	8,237	249	14,956	23,530	(23,530)	
<b>Total</b>	<b>582,752</b>	<b>178,866</b>	<b>117,882</b>	<b>127,256</b>	<b>1,006,756</b>	<b>(23,530)</b>	<b>983,226</b>
Cost of sales and operating expenses	503,596	167,391	112,167	123,374	906,528	(10,075)	896,453
<b>Operating income</b>	<b>¥ 79,156</b>	<b>¥ 11,475</b>	<b>¥ 5,715</b>	<b>¥ 3,882</b>	<b>¥ 100,228</b>	<b>¥ (13,455)</b>	<b>¥ 86,773</b>
Identifiable assets at March 31, 2005	¥ 614,123	¥ 190,669	¥ 105,890	¥ 100,874	¥ 1,011,556	¥ 181,500	¥ 1,193,056
Depreciation	14,154	6,368	930	1,678	23,130	2,338	25,468
Capital expenditures	17,482	1,823	358	1,388	21,051	5,046	26,097

Millions of Yen							
Year Ended March 31, 2004	Internal Combustion Engine & Machinery	Pipes, Valves, & Industrial Castings	Environmental Engineering	Other	Total	Corporate & Eliminations	Consolidated
Net sales:							
Unaffiliated customers	¥ 501,551	¥ 175,178	¥ 115,721	¥ 137,426	¥ 929,876		¥ 929,876
Intersegment	32	6,923	696	16,581	24,232	(24,232)	
<b>Total</b>	<b>501,583</b>	<b>182,101</b>	<b>116,417</b>	<b>154,007</b>	<b>954,108</b>	<b>(24,232)</b>	<b>929,876</b>
Cost of sales and operating expenses	447,559	187,783	116,286	161,058	912,686	(5,420)	907,266

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Operating income	¥ 54,024	¥ (5,682)	¥ 131	¥ (7,051)	¥ 41,422	¥ (18,812)	¥ 22,610
Identifiable assets at March 31, 2004	¥ 512,885	¥ 204,764	¥ 101,086	¥ 109,829	¥ 928,564	¥ 195,661	¥ 1,124,225
Depreciation	12,713	7,440	927	3,777	24,857	2,397	27,254
Capital expenditures	13,096	2,504	2,711	2,117	20,428	968	21,396

Thousands of U.S. Dollars

Year Ended March 31, 2005	Internal Combustion Engine & Machinery	Pipes, Valves, & Industrial Castings	Environmental Engineering	Other	Total	Corporate & Eliminations	Consolidated
Net sales:							
Unaffiliated customers	\$ 5,445,458	\$ 1,594,664	\$ 1,099,374	\$ 1,049,532	\$ 9,189,028	\$	\$ 9,189,028
Intersegment	823	76,981	2,327	139,776	219,907	(219,907)	
<b>Total</b>	<b>5,446,281</b>	<b>1,671,645</b>	<b>1,101,701</b>	<b>1,189,308</b>	<b>9,408,935</b>	<b>(219,907)</b>	<b>9,189,028</b>
Cost of sales and operating expenses	4,706,505	1,564,402	1,048,290	1,153,028	8,472,225	(94,159)	8,378,066
<b>Operating income</b>	<b>\$ 739,776</b>	<b>\$ 107,243</b>	<b>\$ 53,411</b>	<b>\$ 36,280</b>	<b>\$ 936,710</b>	<b>\$ (125,748)</b>	<b>\$ 810,962</b>
Identifiable assets at March 31, 2005	\$ 5,739,467	\$ 1,781,953	\$ 989,626	\$ 942,748	\$ 9,453,794	\$ 1,696,262	\$ 11,150,056
Depreciation	132,280	59,514	8,692	15,682	216,168	21,851	238,019
Capital expenditures	163,383	17,037	3,346	12,972	196,738	47,159	243,897

Note: In accordance with Statement of Financial Accounting Standards ( SFAS ) No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets , the results of operations related to discontinued operations are eliminated from Other , Total , and Consolidated .

**Table of Contents****Geographic Segments**

Millions of Yen						
Year Ended March 31, 2005	Japan	North America	Other Areas	Total	Corporate & Eliminations	Consolidated
Net Sales:						
Unaffiliated customers	¥ 659,283	¥ 232,135	¥ 91,808	¥ 983,226	¥	¥ 983,226
Intersegment	193,242	3,000	2,792	199,034	(199,034)	
<b>Total</b>	<b>852,525</b>	<b>235,135</b>	<b>94,600</b>	<b>1,182,260</b>	<b>(199,034)</b>	<b>983,226</b>
Cost of sales and operating expenses	778,412	215,044	87,207	1,080,663	(184,210)	896,453
<b>Operating income</b>	<b>¥ 74,113</b>	<b>¥ 20,091</b>	<b>¥ 7,393</b>	<b>¥ 101,597</b>	<b>¥ (14,824)</b>	<b>¥ 86,773</b>
Identifiable assets at March 31, 2005	¥ 746,627	¥ 259,218	¥ 64,737	¥ 1,070,582	¥ 122,474	¥ 1,193,056

Millions of Yen						
Year Ended March 31, 2004	Japan	North America	Other Areas	Total	Corporate & Eliminations	Consolidated
Net sales:						
Unaffiliated customers	¥ 675,081	¥ 188,767	¥ 66,028	¥ 929,876	¥	¥ 929,876
Intersegment	154,741	2,656	1,949	159,346	(159,346)	
<b>Total</b>	<b>829,822</b>	<b>191,423</b>	<b>67,977</b>	<b>1,089,222</b>	<b>(159,346)</b>	<b>929,876</b>
Cost of sales and operating expenses	814,036	172,195	63,338	1,049,569	(142,303)	907,266
<b>Operating income</b>	<b>¥ 15,786</b>	<b>¥ 19,228</b>	<b>¥ 4,639</b>	<b>¥ 39,653</b>	<b>¥ (17,043)</b>	<b>¥ 22,610</b>
Identifiable assets at March 31, 2004	¥ 752,041	¥ 177,163	¥ 44,290	¥ 973,494	¥ 150,731	¥ 1,124,225

Thousands of U.S. Dollars						
Year Ended March 31, 2005	Japan	North America	Other Areas	Total	Corporate & Eliminations	Consolidated
Net sales:						
Unaffiliated customers	\$ 6,161,524	\$ 2,169,486	\$ 858,018	\$ 9,189,028	\$	\$ 9,189,028
Intersegment	1,806,000	28,037	26,094	1,860,131	(1,860,131)	
<b>Total</b>	<b>7,967,524</b>	<b>2,197,523</b>	<b>884,112</b>	<b>11,049,159</b>	<b>(1,860,131)</b>	<b>9,189,028</b>
Cost of sales and operating expenses	7,274,879	2,009,757	815,019	10,099,655	(1,721,589)	8,378,066



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Operating income	\$ 692,645	\$ 187,766	\$ 69,093	\$ 949,504	\$ (138,542)	\$ 810,962
Identifiable assets at March 31, 2005	\$ 6,977,822	\$ 2,422,598	\$ 605,019	\$ 10,005,439	\$ 1,144,617	\$ 11,150,056

Note: In accordance with SFAS No. 144, the results of operations related to discontinued operations are eliminated from Japan, Total, and Consolidated.

**Sales by Region**

Years Ended March 31, 2005 and 2004	Millions of Yen				Thousands of U.S. Dollars
	2005		2004		2005
Japan	¥ 637,902	64.9%	¥ 642,985	69.1%	\$ 5,961,701
Overseas:					
North America	232,631	23.6	189,273	20.4	2,174,121
Other Areas	112,693	11.5	97,618	10.5	1,053,206
Subtotal	345,324	35.1	286,891	30.9	3,227,327
Total	¥ 983,226	100.0%	¥ 929,876	100.0%	\$ 9,189,028

Notes: 1. Sales by region represent sales to unaffiliated customers based on the customers' locations.  
 2. In accordance with SFAS No. 144, sales from discontinued operations are eliminated from Japan and Total.

**Table of Contents****CONSOLIDATED BALANCE SHEETS**

Kubota Corporation and Subsidiaries March 31, 2005 and 2004

	Millions of Yen		Thousands of U.S. Dollars (Note 1)
	2005	2004 As Restated (Note 17)	2005
<b>ASSETS</b>			
<b>Current assets:</b>			
Cash and cash equivalents	¥ 74,563	¥ 81,221	\$ 696,850
Short-term investments (Note 4)		3,001	
Notes and accounts receivable (Notes 1, 3, 5 and 15):			
Trade notes	72,517	73,834	677,729
Trade accounts	248,338	227,021	2,320,916
Less: Allowance for doubtful notes and accounts receivable	(2,257)	(2,408)	(21,093)
Short-term finance receivables net (Notes 1, 5 and 15)	50,921	26,876	475,897
Inventories (Note 2)	155,146	142,973	1,449,963
Other current assets (Notes 9 and 15)	76,143	61,909	711,617
<b>Total current assets</b>	<b>675,371</b>	<b>614,427</b>	<b>6,311,879</b>
<b>Investments and long-term finance receivables:</b>			
Investments in and advances to affiliated companies (Note 3)	11,808	12,982	110,355
Other investments (Notes 4 and 5)	146,979	148,482	1,373,636
Long-term finance receivables net (Notes 1, 5 and 15)	80,725	47,964	754,439
<b>Total investments and long-term finance receivables</b>	<b>239,512</b>	<b>209,428</b>	<b>2,238,430</b>
<b>Property, plant, and equipment (Note 5):</b>			
Land	83,031	81,671	775,990
Buildings	200,173	200,535	1,870,776
Machinery and equipment	359,659	364,572	3,361,299
Construction in progress	4,499	2,313	42,047
<b>Total</b>	<b>647,362</b>	<b>649,091</b>	<b>6,050,112</b>
Accumulated depreciation	(427,612)	(426,345)	(3,996,374)
<b>Net property, plant, and equipment</b>	<b>219,750</b>	<b>222,746</b>	<b>2,053,738</b>
<b>Other assets (Notes 1 and 9)</b>	<b>58,423</b>	<b>77,624</b>	<b>546,009</b>
<b>Total</b>	<b>¥ 1,193,056</b>	<b>¥ 1,124,225</b>	<b>\$ 11,150,056</b>

See notes to consolidated financial statements.

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	Millions of Yen		Thousands of U.S. Dollars (Note 1)
	2004		
	As Restated		
	2005	(Note 17)	2005
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>			
<b>Current liabilities:</b>			
Short-term borrowings (Note 5)	¥ 119,802	¥ 85,999	\$ 1,119,645
Trade notes payable	33,675	35,309	314,720
Trade accounts payable	183,367	158,397	1,713,710
Advances received from customers	4,104	6,026	38,355
Notes and accounts payable for capital expenditures	9,094	7,747	84,991
Accrued payroll costs	23,616	23,519	220,710
Accrued expenses	24,998	21,545	233,626
Income taxes payable	12,223	15,179	114,234
Other current liabilities (Note 14)	26,289	25,101	245,691
Current portion of long-term debt (Note 5)	66,877	35,858	625,019
<b>Total current liabilities</b>	<b>504,045</b>	<b>414,680</b>	<b>4,710,701</b>
<b>Long-term liabilities:</b>			
Long-term debt (Note 5)	117,488	144,845	1,098,019
Accrued retirement and pension costs (Note 6)	65,836	143,679	615,290
Other long-term liabilities (Note 9)	3,093	14,293	28,906
<b>Total long-term liabilities</b>	<b>186,417</b>	<b>302,817</b>	<b>1,742,215</b>
<b>Commitments and contingencies (Note 14)</b>			
<b>Minority interests</b>	<b>21,575</b>	<b>15,646</b>	<b>201,635</b>
<b>Shareholders equity (Notes 7 and 11):</b>			
Common stock, authorized 1,931,000,000 shares and 2,000,000,000 shares in 2005 and 2004, respectively outstanding 1,300,413,082 shares and 1,340,197,124 shares in 2005 and 2004, respectively	78,156	78,156	730,430
Additional paid-in capital	87,263	87,263	815,542
Legal reserve	19,539	19,539	182,607
Retained earnings	290,187	204,156	2,712,028
Accumulated other comprehensive income	27,507	26,075	257,075
Treasury stock (40,395,896 shares and 69,611,854 shares in 2005 and 2004, respectively), at cost	(21,633)	(24,107)	(202,177)
<b>Total shareholders equity</b>	<b>481,019</b>	<b>391,082</b>	<b>4,495,505</b>
<b>Total</b>	<b>¥ 1,193,056</b>	<b>¥ 1,124,225</b>	<b>\$ 11,150,056</b>

**Table of Contents****CONSOLIDATED STATEMENTS OF INCOME**

Kubota Corporation and Subsidiaries Years Ended March 31, 2005, 2004, and 2003

	As Restated (Note 17)			Thousands of
	Millions of Yen			U.S. Dollars
	2005	2004	2003	(Note 1) 2005
<b>Net sales</b> (Note 3)	<b>¥ 983,226</b>	¥ 929,876	¥ 925,788	<b>\$ 9,189,028</b>
<b>Cost of sales</b>	<b>713,312</b>	701,718	695,543	<b>6,666,468</b>
<b>Selling, general, and administrative expenses</b>	<b>181,727</b>	199,189	180,857	<b>1,698,383</b>
<b>Loss from disposal and impairment of businesses and fixed assets</b> (Note 13)	<b>1,414</b>	6,359	2,816	<b>13,215</b>
<b>Operating income</b>	<b>86,773</b>	22,610	46,572	<b>810,962</b>
<b>Other income (expenses):</b>				
Interest and dividend income	9,488	7,264	7,622	88,673
Interest expense	(4,699)	(4,252)	(4,778)	(43,916)
Valuation losses on short-term and other investments	(423)	(1,083)	(24,822)	(3,953)
Subsidy from the government (Note 6)	58,571			547,393
Other net (Note 8)	6,325	3,353	(1,439)	59,112
<b>Other income (expenses), net</b>	<b>69,262</b>	5,282	(23,417)	<b>647,309</b>
<b>Income from continuing operations before income taxes, minority interests in earnings of subsidiaries, and equity in net income of affiliated companies</b>	<b>156,035</b>	27,892	23,155	<b>1,458,271</b>
<b>Income taxes</b> (Note 9):				
Current	34,491	29,255	21,538	322,346
Deferred	13,625	(15,554)	(9,242)	127,337
<b>Total income taxes</b>	<b>48,116</b>	13,701	12,296	<b>449,683</b>
<b>Minority interests in earnings of subsidiaries</b>	<b>3,442</b>	2,476	2,097	<b>32,168</b>
<b>Equity in net income of affiliated companies</b> (Note 3)	<b>2,324</b>	780	233	<b>21,720</b>
<b>Income from continuing operations</b>	<b>106,801</b>	12,495	8,995	<b>998,140</b>
<b>Income (loss) from discontinued operations, net of taxes</b> (Note 18)	<b>11,100</b>	(795)	(16,999)	<b>103,739</b>
<b>Net income (loss)</b>	<b>¥ 117,901</b>	¥ 11,700	¥ (8,004)	<b>\$ 1,101,879</b>
		Yen		U.S. Dollars

				(Note 1)
<b>Net income (loss) per common share (Note 10):</b>				
<b>Basic:</b>				
Continuing operations	¥ 80.72	¥ 9.31	¥ 6.56	\$ 0.75
Discontinued operations	8.39	(0.59)	(12.40)	0.08
<b>Net income (loss)</b>	<b>¥ 89.11</b>	<b>¥ 8.72</b>	<b>¥ (5.84)</b>	<b>\$ 0.83</b>
<b>Diluted:</b>				
Continuing operations	¥ 78.67	¥ 9.09	¥ 6.56	\$ 0.73
Discontinued operations	8.16	(0.56)	(12.40)	0.08
<b>Net income (loss)</b>	<b>¥ 86.83</b>	<b>¥ 8.53</b>	<b>¥ (5.84)</b>	<b>\$ 0.81</b>

See notes to consolidated financial statements.

**Table of Contents****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

Kubota Corporation and Subsidiaries Years Ended March 31, 2005, 2004, and 2003

	Millions of Yen			Thousands of U.S. Dollars (Note 1)
	2005	2004	2003	2005
	<b>Net income (loss)</b>	<b>¥ 117,901</b>	<b>¥ 11,700</b>	<b>¥ (8,004)</b>
<b>Other comprehensive income (loss), net of tax (Note 11):</b>				
Foreign currency translation adjustments	(1,468)	(7,535)	(6,366)	(13,720)
Unrealized gains (losses) on securities	517	43,368	(11,602)	4,832
Minimum pension liability adjustment	3,492	37,565	(30,386)	32,636
Unrealized gains (losses) on derivatives	(1,109)	772	131	(10,365)
<b>Other comprehensive income (loss)</b>	<b>1,432</b>	<b>74,170</b>	<b>(48,223)</b>	<b>13,383</b>
<b>Comprehensive income (loss)</b>	<b>¥ 119,333</b>	<b>¥ 85,870</b>	<b>¥ (56,227)</b>	<b>\$ 1,115,262</b>

See notes to consolidated financial statements.

**CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY**

Kubota Corporation and Subsidiaries Years Ended March 31, 2005, 2004, and 2003

	Millions of Yen						
	Shares of Common Stock Outstanding (Thousands)	Common Stock	Additional Paid-in Capital	Legal Reserve	Retained Earnings	Accumulated	Treasury Stock at Cost
						Other Comprehensive Income (Loss)	
<b>Balance, March 31, 2002</b>	1,390,419	¥ 78,156	¥ 87,263	¥ 19,539	¥ 216,810	¥ 128	¥ (6,926)
Net loss					(8,004)		
Other comprehensive loss						(48,223)	
Cash dividends, ¥6 per common share					(8,289)		
Purchases of treasury stock	(44,969)						(15,011)

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<b>Balance, March 31, 2003</b>	1,345,450	78,156	87,263	19,539	200,517	(48,095)	(21,937)
Net income					11,700		
Other comprehensive income						74,170	
Cash dividends, ¥6 per common share					(8,061)		
Purchases of treasury stock	(5,253)						(2,170)
<b>Balance, March 31, 2004</b>	1,340,197	78,156	87,263	19,539	204,156	26,075	(24,107)
Net income					117,901		
Other comprehensive income						1,432	
Cash dividends, ¥6 per common share					(7,989)		
Purchases of treasury stock	(39,784)						(21,407)
Retirement of treasury stock					(23,881)		23,881
<b>Balance, March 31, 2005</b>	1,300,413	¥ 78,156	¥ 87,263	¥ 19,539	¥ 290,187	¥ 27,507	¥ (21,633)

Thousands of U.S. Dollars (Note 1)

	Common Stock	Additional Paid-in Capital	Legal Reserve	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock at Cost
<b>Balance, March 31, 2004</b>	\$ 730,430	\$ 815,542	\$ 182,607	\$ 1,908,000	\$ 243,692	\$ (225,299)
Net income				1,101,879		
Other comprehensive income					13,383	
Cash dividends, \$0.06 per common share				(74,664)		
Purchases of treasury stock						(200,065)
Retirement of treasury stock				(223,187)		223,187
<b>Balance, March 31, 2005</b>	\$ 730,430	\$ 815,542	\$ 182,607	\$ 2,712,028	\$ 257,075	\$ (202,177)

See notes to consolidated financial statements.



**Table of Contents****CONSOLIDATED STATEMENTS OF CASH FLOWS**

Kubota Corporation and Subsidiaries Years Ended March 31, 2005, 2004, and 2003

	Millions of Yen			Thousands of U.S. Dollars (Note 1)
	2005	2004	2003	2005
<b>Operating activities:</b>				
Net income (loss)	¥ 117,901	¥ 11,700	¥ (8,004)	\$ 1,101,879
Adjustments to reconcile net income (loss) to net cash provided by operating activities:				
Depreciation and amortization	25,808	27,755	38,804	241,196
Provision for doubtful receivables	79	783	961	738
Provision for (reversal of) accrued retirement and pension costs	(7,306)	48,516	(4,416)	(68,280)
Subsidy from the government	(58,571)			(547,393)
Loss (gain) on sales of securities	(1,604)	(3,161)	5	(14,991)
Valuation losses on short-term and other investments	423	1,083	24,822	3,953
Loss on disposals of fixed assets	1,341	4,122	2,484	12,533
Impairment loss on fixed assets	1,095	1,263	17,403	10,234
Equity in net income of affiliated companies	(2,324)	(780)	(233)	(21,720)
Deferred income taxes	13,625	(15,554)	(9,242)	127,337
Change in assets and liabilities, net of effects from sales and transfer of businesses:				
(Increase) decrease in notes and accounts receivable	(19,540)	48,241	36,917	(182,617)
(Increase) decrease in inventories	(8,129)	6,954	2,455	(75,972)
Increase in other current assets	(15,159)	(15,812)	(5,637)	(141,673)
Increase (decrease) in trade notes and accounts payable	22,404	(9,521)	(20,315)	209,383
Increase (decrease) in income taxes payable	(3,363)	5,195	(2,332)	(31,430)
Increase (decrease) in other current liabilities	3,151	310	(3,340)	29,449
Other	(2,923)	(1,519)	(1,038)	(27,318)
Net cash provided by operating activities	66,908	109,575	69,294	625,308
<b>Investing activities:</b>				
Purchases of fixed assets	(20,818)	(26,493)	(33,838)	(194,561)
Purchases of investments and change in advances	(495)	9,257	(2,056)	(4,626)
Proceeds from sales of property, plant, and equipment	2,769	3,129	1,803	25,878
Proceeds from sales of investments	2,981	8,182	5,153	27,860
Proceeds from sale of business	1,117	2,562		10,439
Increase in finance receivables	(119,878)	(115,117)	(73,487)	(1,120,355)
Collection of finance receivables	53,575	31,192	27,554	500,701
Sales of finance receivables	5,208	50,019	40,892	48,673
Net (increase) decrease in short-term investments	3,001	(2,991)	1,384	28,047
Cash transferred in sale of a business	(6,048)			(56,523)
Other	360	(117)	(39)	3,364
Net cash used in investing activities	(78,228)	(40,377)	(32,634)	(731,103)

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<b>Financing activities:</b>				
Proceeds from issuance of long-term debt	39,582	37,128	65,627	369,925
Repayments of long-term debt	(39,081)	(74,171)	(45,447)	(365,243)
Net increase (decrease) in short-term borrowings	34,453	(7,489)	(26,548)	321,991
Cash dividends	(7,989)	(8,061)	(8,289)	(74,664)
Purchases of treasury stock	(21,451)	(2,223)	(15,011)	(200,476)
Other	(1,006)	(281)	(341)	(9,402)
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Net cash provided by (used in) financing activities	4,508	(55,097)	(30,009)	42,131
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	154	(242)	(272)	1,439
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<b>Net increase (decrease) in cash and cash equivalents</b>	(6,658)	13,859	6,379	(62,225)
Cash and cash equivalents, beginning of year	81,221	67,362	60,983	759,075
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<b>Cash and cash equivalents, end of year</b>	<u>¥ 74,563</u>	<u>¥ 81,221</u>	<u>¥ 67,362</u>	<u>\$ 696,850</u>

See notes to consolidated financial statements.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Kubota Corporation and Subsidiaries Years Ended March 31, 2005, 2004, and 2003

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Description of Business**

Kubota Corporation (the parent company) and subsidiaries (collectively the Company) are one of Japan's leading manufacturers of a comprehensive range of machinery and other industrial and consumer products, including farm equipment, engines, pipe and fluid systems engineering, industrial castings, environmental control plants, and housing materials and equipment.

The manufacturing operations of the Company are conducted primarily at 19 plants in Japan and at 6 overseas plants located in the United States and certain other countries. Farm equipment, construction machinery, ductile iron pipe, and certain other products are not only sold in Japan but are also sold in overseas markets which consist mainly of North America, Europe, and Asia.

**Basis of Financial Statements**

The consolidated financial statements are presented in accordance with accounting principles generally accepted in the United States of America (US GAAP) with the exception of FASB Emerging Issues Task Force (EITF) Issue No. 91-5, Nonmonetary Exchange of Cost-Method Investments (see **Investments**). The presentation of segment information required by Statement of Financial Accounting Standards (SFAS) No. 131, Disclosures about Segments of an Enterprise and Related Information, also has been omitted.

Certain reclassifications have been made to the consolidated financial statements for 2004 and 2003 to conform with classifications used in 2005.

**Translation into United States Dollars**

The parent company and its domestic subsidiaries maintain their accounts in Japanese yen, the currency of the country in which they are incorporated and principally operate. The United States dollar amounts included herein represent a translation using the approximate exchange rate at March 31, 2005 of ¥107=US\$1, solely for convenience of readers outside Japan. The translation should not be construed as a representation that the yen amounts have been, could have been, or could in the future be, converted into United States dollars.

## **Consolidation**

The consolidated financial statements include the accounts of the parent company and all majority-owned subsidiaries. The accounts of certain consolidated subsidiaries that have December 31 fiscal year-ends have been included in the March 31 consolidated financial statements. The accounts of variable interest entities (VIEs) as defined by the FASB Interpretation No. 46 (revised December 2003) are included in the consolidated financial statements, if applicable. Intercompany items have been eliminated in consolidation.

Investments mainly in 20%~50%-owned companies (the affiliated companies ) are accounted for using the equity method of accounting.

## **Revenue Recognition**

The Company recognizes revenue related to product sales when (1) persuasive evidence of an arrangement exists, (2) delivery has occurred or services have been rendered, (3) the sales price is fixed or determinable, and (4) collectibility is reasonably assured.

Sales of environmental and other plant and equipment are recorded when the installation of plant and equipment is completed and accepted by the customer. For long-term contracts, such sales are recorded under the percentage-of-completion method of accounting. Housing real estate sales are recorded when the title is legally transferred to the customer in accordance with the underlying contract and real estate laws and regulations. Estimated losses on sales contracts are recorded in the period in which they are identified.

In the case of finance receivables in which the face amount includes finance charges (principally retail financing), income is recorded over the terms of the receivables using the interest method.

## **Foreign Currency Translation**

Under the provisions of SFAS No. 52, Foreign Currency Translation assets and liabilities of foreign subsidiaries are translated into Japanese yen at year-end exchange rates, and income and expenses are translated at the average exchange rates for the year. The resulting translation adjustments are included in accumulated other comprehensive income (loss) in the accompanying consolidated balance sheets. Exchange gains and losses resulting from foreign currency transactions and translation of assets and liabilities denominated in foreign currencies are included in the consolidated statements of income.

## **Finance Receivables**

Finance receivables arise from sales of farm equipment and construction machinery to customers under retail finance agreements. The term of the receivables varies from one to eight years, with interest at rates ranging from 0.0% to 14.5% per annum.

## **Allowance for Doubtful Receivables**

The Company provides an allowance for doubtful notes and receivables. The allowance for doubtful receivables is based on historical collection trends and management's judgment on the collectibility of these accounts. Historical collection trends, as well as prevailing and anticipated economic conditions, are routinely monitored by management, and any adjustment required to the allowance is reflected in current operations.

### **Inventories**

Manufacturing inventories are stated at the lower of cost, substantially determined using the average-cost method, or market, representing the estimated selling price less costs to sell. Completed real estate projects are stated at the lower of acquisition cost or fair value less estimated costs to sell. The fair values of those assets are estimates based on the appraised values in the market. Land to be developed and projects under development are carried at cost unless an impairment loss is required. An impairment loss on those assets is recognized when their carrying amounts exceed the undiscounted future cash flows expected to be realized from them and is measured based on the present values of those expected future cash flows.

**Table of Contents****Investments**

Under SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities*, the Company classifies all its debt securities and marketable equity securities as available for sale and carries them at fair value with a corresponding recognition of the net unrealized holding gain or loss (net of tax) as an other comprehensive income item of shareholders' equity. The fair values of those securities are determined based on quoted market prices.

Gains and losses on sales of available-for-sale securities as well as other nonmarketable equity securities which are carried at cost are computed on the average-cost method. When a decline in the value of the marketable security is deemed to be other than temporary, the Company recognizes an impairment loss to the extent of the decline. In determining if and when such a decline in value is other than temporary, the Company evaluates market conditions, trends of earnings, the extent to which cost exceeds market value, the duration of market declines, the ability and intent to hold the marketable securities, and other key measures. Other non-marketable securities are stated at cost and reviewed periodically for impairment.

On April 1, 1996, The Bank of Tokyo, Ltd. ( BOT ) and The Mitsubishi Bank, Limited, merged. Upon the merger, each common share of BOT owned by the Company which had been carried at cost was converted into 0.8 share of the combined entity, The Bank of Tokyo-Mitsubishi, Ltd. (currently part of Mitsubishi Tokyo Financial Group, Inc.) For purposes of comparability with financial statements under Japanese GAAP, the Company did not account for the exchange under EITF 91-5, which requires recognition of a nonmonetary exchange gain on the common shares of BOT.

If EITF 91-5 had been adopted, net loss would have increased by ¥545 million for the year ended March 31, 2003 and net income would have increased by ¥3,081 million for the year ended March 31, 1997. There would have been no impact on operating results for the years ended March 31, 2005, and 2004. Retained earnings would have decreased by ¥380 million (\$3,551 thousand) at March 31, 2005, 2004, and 2003, with a corresponding increase in accumulated other comprehensive income. These amounts primarily reflect the unrecognized gain on the initial nonmonetary exchange in 1997 and subsequent losses on sales and impairment of the investment through 2003.

**Property, Plant, and Equipment**

Property, plant, and equipment are stated at cost less accumulated depreciation. Depreciation of plant and equipment is principally computed using the declining-balance method based on the estimated useful lives of the assets. The estimated useful lives are principally as follows:

Buildings	10~50 years
Machinery and equipment	2~14 years

**Income Taxes**

The Company accounts for income taxes in accordance with SFAS No. 109, *Accounting for Income Taxes*. Under SFAS No. 109, deferred tax assets and liabilities are computed based on the differences between the financial statement and the income tax bases of assets and liabilities and tax loss and other carryforwards using the enacted tax rate. A valuation allowance is established, when necessary, to reduce deferred tax assets to

the amount that management believes will more likely than not be realized.

#### **Consideration Given by a Vendor to a Customer**

The Company accounts for consideration given to a customer in accordance with EITF 01-9, Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor's Products). EITF 01-9 defines the income statement classification of consideration given by a vendor to a customer or a reseller of the vendor's products. In accordance with EITF 01-9, certain sales incentives are deducted from revenue.

#### **Research and Development and Advertising**

Research and development and advertising costs are expensed as incurred.

#### **Shipping and Handling Costs**

Shipping and handling costs are included in selling, general, and administrative expenses.

#### **Net Income per Common Share**

Basic net income per common share has been computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding for the period.

Diluted net income per common share reflects the potential dilution and has been computed on the basis that all convertible debentures were converted at the beginning of the year or at the time of issuance (if later).

#### **Derivative Financial Instruments**

The Company accounts for derivative financial instruments in accordance with SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, No. 138, Accounting for Certain Derivative Instruments and Certain Hedging Activities, an amendment of FASB Statement No. 133, and No. 149, Amendment of Statement 133 on Derivative Instruments and Hedging Activities. These standards establish accounting and reporting standards for derivative instruments and for hedging activities, and require that an entity recognize all derivatives as either assets or liabilities in the balance sheet and measure those instruments at fair value.

On the date the derivative contract is entered into, the Company designates the derivative as a hedge of a forecasted transaction or the variability of cash flows to be received or paid related to a recognized asset or liability (cash flow hedge). The Company formally documents all

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relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. This process includes linking all derivatives that are designated as cash flow hedges to specific assets and liabilities on the consolidated balance sheet or to specific firm commitments or forecasted transactions. The Company considers all hedges to be highly effective in offsetting changes in cash flows of hedged items, because the currency, index of interest rates, amount, and terms of the derivatives correspond to those of the hedged items in accordance with the Company's policy.

Changes in the fair value of a derivative that is highly effective and that is designated and qualifies as a cash flow hedge are recorded in other comprehensive income (loss), until earnings are affected by the variability in cash flows of the designated hedged item.



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### **Impairment of Long-Lived Assets**

The Company accounts for impairment of long-lived assets in accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets.

The Company evaluates long-lived assets to be held and used for impairment using an estimate of undiscounted cash flows whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. If the estimate of undiscounted cash flows is less than the carrying amount of the assets, an impairment loss is recorded based on the fair value of the assets.

The Company evaluates long-lived assets to be disposed of by sale at the lower of carrying amount or fair value less cost to sell.

### **Cash Flow Information**

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. At March 31, 2005, 2004, and 2003, time deposits with original maturities of three months or less amounting to ¥3,333 million (\$31,150 thousand), ¥7,866 million, and ¥14,945 million, respectively, were included in cash and cash equivalents.

Cash paid for interest amounted to ¥4,401 million (\$41,131 thousand), ¥4,459 million, and ¥4,759 million, and for income taxes amounted to ¥32,092 million (\$299,925 thousand), ¥24,030 million, and ¥24,117 million in 2005, 2004, and 2003, respectively.

In June 2004, the Company retired treasury stock of ¥23,881 million (\$ 223,187 thousand).

### **Use of Estimates in the Preparation of the Financial Statements**

Management uses estimates in preparing the consolidated financial statements in conformity with US GAAP. Significant estimates used in the preparation of the consolidated financial statements are primarily in the areas of collectibility of private-sector notes and accounts receivable, inventory valuation, impairment of long-lived assets, valuation allowance for deferred tax assets, and accruals for employee retirement and pension plans. These estimates are assessed by the Company on a regular basis and management believes that material changes will not occur in the near term, although actual results could ultimately differ from these estimates.

### **Discontinued Operations**

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The Company accounts for discontinued operations in accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets and presents the results of discontinued operations as a separate line item in the consolidated statements of income under income (loss) from discontinued operations, net of taxes.

The figures of the consolidated statements of income for the prior years related to the discontinued operations have been separately reported from the ongoing operating results to conform with the current year presentation.

### **New Accounting Standards**

In March 2004, EITF reached a consensus on EITF Issue No. 03-1 ( EITF 03-1 ), The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments. EITF 03-1 provides guidance on other-than-temporary impairment models for marketable debt and equity securities accounted for under SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities, and non-marketable equity securities accounted for under the cost method. FASB issued FASB Staff Position EITF Issue 03-1-1 in September 2004 which delayed the effective date of the recognition and measurement of provisions of EITF 03-1. The adoption of EITF 03-1 is not expected to have a material effect on the Company's consolidated results of operations and financial position.

In November 2004, FASB issued SFAS No. 151, Inventory Costs, an amendment of ARB No. 43 ( ARB 43 ), Chapter 4 in order to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material (spoilage). This statement requires that those items be recognized as current-period charges regardless of whether they meet the so abnormal criterion outlined in ARB 43. SFAS No. 151 also requires the allocation of fixed production overheads to inventory based on the normal capacity of the production facilities. Unallocated overheads must be recognized as an expense in the period in which they are incurred. This statement is effective for inventory costs incurred during fiscal years beginning after June 15, 2005. The adoption of this statement is not expected to have a material effect on the Company's consolidated results of operations and financial position.

In December 2004, FASB issued SFAS No. 153, Exchanges of Nonmonetary Assets, an amendment to APB Opinion No. 29. This statement eliminates the exception to measure exchanges at fair value for exchanges of similar productive assets and replaces it with a general exception for exchange transactions that do not have commercial substance. This statement is effective for nonmonetary exchanges in fiscal periods beginning after June 15, 2005. The adoption of this statement is not expected to have a material effect on the Company's consolidated results of operations and financial position.

### **Reclassification of Retail Finance Receivables in the Consolidated Statements of Cash Flows and in the Consolidated Balance Sheet**

Activity related to the retail finance receivables in the consolidated statements of cash flows was previously classified into operating activities as (Increase) decrease in notes and accounts receivable. The Company reconsidered its classification of the cash flow activity related to loans provided by finance subsidiaries to customers of independent dealers of the Company's products and currently classifies such activity into investing activities pursuant to the FASB No. 95, Statement of Cash Flows and in consideration of industry standards as Increase in finance receivables, Collection of finance receivables, and Sales of finance receivables in the consolidated statements of cash flows.

Additionally, the Company previously reflected loans provided by a finance subsidiary to customers of Company-owned dealers as Finance receivables in its consolidated balance sheet. The Company reconsidered its classification and currently presents the current portion of such receivables as Trade accounts receivable and the long-term portion as Other assets as such receivables consist of balances due from direct customers of the Company in connection with the sale of the Company's products. The remaining balance in the current and long-term portion of Finance receivables, after such reclassification, is comprised of loans provided by finance subsidiaries to customers of independent dealers of the

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Company's products. The reclassification has been made to the presentation of the prior years' balance sheet and the statements of cash flows to conform with classifications used for the year ended March 31, 2005.

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The impact of the reclassification of the affected line items in the consolidated statements of cash flows with respect to the years ended March 31, 2004 and 2003 is as follows:

**Consolidated Statements of Cash Flows**

	Millions of Yen					
	2004			2003		
	Previous Classification	Reclassification	As Reclassified	Previous Classification	Reclassification	As Reclassified
Provision for doubtful receivables	¥ 728	¥ 55	¥ 783	¥ 817	¥ 144	¥ 961
Decrease in notes and accounts receivable	13,439	34,802	48,241	31,649	5,268	36,917
Other	(568)	(951)	(1,519)	(667)	(371)	(1,038)
Net cash provided by operating activities	75,669	33,906	109,575	64,253	5,041	69,294
Increase in finance receivables		(115,117)	(115,117)		(73,487)	(73,487)
Collection of finance receivables		31,192	31,192		27,554	27,554
Sales of finance receivables		50,019	50,019		40,892	40,892
Net cash used in investing activities	(6,471)	(33,906)	(40,377)	(27,593)	(5,041)	(32,634)

The impact of the reclassification of the affected line items in the consolidated balance sheet at March 31, 2004 is disclosed in Note 17.

**2. INVENTORIES**

Inventories at March 31, 2005 and 2004 were as follows:

	Millions of Yen		Thousands of U.S. Dollars
	2005	2004	2005
<b>Manufacturing:</b>			
Finished products	¥ 93,576	¥ 85,434	\$ 874,542
Spare parts	18,516	17,547	173,047
Work in process	21,658	20,640	202,411
Raw materials and supplies	17,362	14,865	162,262
Subtotal	151,112	138,486	1,412,262
<b>Real estate:</b>			
Completed projects, land to be developed, and projects under development	4,034	4,487	37,701

**¥ 155,146**    **¥ 142,973**    **\$ 1,449,963**

The Company wrote down the value of completed projects, land to be developed, and projects under development by ¥363 million in 2004, due to the slumping real estate market in Japan. This amount was included in cost of sales in the consolidated statement of income.

**Table of Contents****3. INVESTMENTS IN AND ADVANCES TO AFFILIATED COMPANIES**

Investments in and advances to affiliated companies at March 31, 2005 and 2004 consisted of the following:

	Millions of Yen		Thousands of U.S. Dollars
	2005	2004	2005
	Investments	¥ 11,558	¥ 12,385
Advances	250	597	2,336
	<b>¥ 11,808</b>	<b>¥ 12,982</b>	<b>\$ 110,355</b>

A summary of financial information of affiliated companies is as follows:

At March 31, 2005 and 2004	Millions of Yen		Thousands of U.S. Dollars
	2005	2004	2005
	Current assets	¥ 66,245	¥ 77,416
Noncurrent assets	54,342	62,084	507,869
Total assets	<b>120,587</b>	139,500	<b>1,126,981</b>
Current liabilities	63,076	70,944	589,495
Noncurrent liabilities	29,102	37,162	271,981
Net assets	<b>¥ 28,409</b>	<b>¥ 31,394</b>	<b>\$ 265,505</b>

Years ended March 31, 2005, 2004, and 2003	Millions of Yen			Thousands of U.S. Dollars
	2005	2004	2003	2005
	Net sales	¥ 222,753	¥ 153,819	¥ 174,233
Cost of sales	165,050	115,154	133,671	1,542,523
Other income net	722	995	1,860	6,748
Net income	<b>4,886</b>	2,236	1,711	<b>45,664</b>

Trade notes and accounts receivable from affiliated companies at March 31, 2005 and 2004 were ¥22,729 million (\$212,421 thousand) and ¥23,875 million, respectively.

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Sales to affiliated companies aggregated ¥64,465 million (\$602,477 thousand), ¥74,886 million, and ¥82,433 million for the years ended March 31, 2005, 2004, and 2003, respectively.

Cash dividends received from affiliated companies were ¥28 million (\$262 thousand), ¥486 million, and ¥523 million for the years ended March 31, 2005, 2004, and 2003, respectively.

### 4. SHORT-TERM AND OTHER INVESTMENTS

The cost, fair value, and gross unrealized holding gains and losses for securities by major security type at March 31, 2005 and 2004 were as follows:

	Millions of Yen							
	2005				2004			
	Cost	Fair Value	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Cost	Fair Value	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses
<b>Short-term investments:</b>								
Available-for-sale:								
Corporate debt securities	¥	¥	¥	¥	¥ 3,001	¥ 3,001	¥	¥
<b>Other investments:</b>								
Available-for-sale:								
Equity securities of financial institutions	22,040	87,232	65,193	1	22,307	89,682	67,375	
Other equity securities	19,812	47,423	27,717	106	19,431	44,463	25,289	257
Government debt securities					795	845	50	
Corporate debt securities	813	820	12	5	813	850	37	
	¥ 42,665	¥ 135,475	¥ 92,922	¥ 112	¥ 46,347	¥ 138,841	¥ 92,751	¥ 257

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Thousands of U.S. Dollars				
2005				
	Cost	Fair Value	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses
<b>Short-term investments:</b>				
Available-for-sale:				
Corporate debt securities	\$	\$	\$	\$
<b>Other investments:</b>				
Available-for-sale:				
Equity securities of financial institutions	205,981	815,252	609,280	9
Other equity securities	185,159	443,205	259,037	991
Government debt securities				
Corporate debt securities	7,598	7,664	113	47
	<b>\$ 398,738</b>	<b>\$ 1,266,121</b>	<b>\$ 868,430</b>	<b>\$ 1,047</b>

Gross unrealized holding losses and fair values on available-for-sale securities at March 31, 2005 and 2004 aggregated by the length of time that individual securities have been in a continuous unrealized loss position were as follows:

Millions of Yen										
2005										
2004										
Less than 12 months					12 months or longer					
Less than 12 months					Less than 12 months					
12 months or longer					12 months or longer					
	Fair Value	Gross Unrealized Holding Losses	Fair Value	Gross Unrealized Holding Losses	Fair Value	Gross Unrealized Holding Losses	Fair Value	Gross Unrealized Holding Losses	Fair Value	Gross Unrealized Holding Losses
<b>Other investments:</b>										
Available-for-sale:										
Equity securities of financial institutions	¥ 9	¥ 1	¥	¥	¥	¥	¥	¥	¥	¥
Other equity securities	1,865	106			328	26	1,103	231		
Corporate debt securities	0	5								
	<b>¥ 1,874</b>	<b>¥ 112</b>	<b>¥</b>	<b>¥</b>	<b>¥ 328</b>	<b>¥ 26</b>	<b>¥ 1,103</b>	<b>¥ 231</b>		

Thousands of U.S. Dollars

2005



	Less than 12 months		12 months or longer	
	Fair Value	Gross Unrealized Holding Losses	Fair Value	Gross Unrealized Holding Losses
<b>Other investments:</b>				
Available-for-sale:				
Equity securities of financial institutions	\$ 84	\$ 9	\$	\$
Other equity securities	17,430	991		
Corporate debt securities	0	47		
	<u>\$ 17,514</u>	<u>\$ 1,047</u>	<u>\$</u>	<u>\$</u>

Proceeds from sales of available-for-sale securities and gross realized gains and losses that have been included in earnings as a result of those sales for the years ended March 31, 2005, 2004, and 2003 were as follows:

	Millions of Yen			Thousands of U.S. Dollars
	2005	2004	2003	2005
Proceeds from sales	¥ 2,981	¥ 8,182	¥ 5,153	\$ 27,860
Gross realized gains	1,821	3,228	654	17,019
Gross realized losses	(217)	(67)	(659)	(2,028)

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At March 31, 2005, the cost of debt securities classified as available-for-sale was ¥800 million (\$7,477 thousand) and such securities mature in 2011.

Investments in non-traded and unaffiliated companies, for which there is no readily determinable fair value, were stated at cost of ¥11,504 million (\$107,514 thousand) and ¥12,642 million at March 31, 2005 and 2004, respectively.

Investments in non-marketable equity securities for which there is no readily determinable fair value were accounted for using the cost method and each investment in non-marketable equity securities is reviewed annually for impairment or upon the occurrence of an event on change in circumstances that may have a significant adverse effect on the carrying value of the investment.

For the years ended March 31, 2005, 2004, and 2003, valuation losses on short-term and other investments were recognized to reflect the decline in fair value considered to be other-than-temporary totaling ¥423 million (\$3,953 thousand), ¥1,083 million, and ¥24,822 million, respectively.

**5. SHORT-TERM BORROWINGS AND LONG-TERM DEBT**

Short-term borrowings at March 31, 2005 consisted of notes payable to banks of ¥113,802 million (\$1,063,570 thousand) and commercial paper of ¥6,000 million (\$56,075 thousand). Short-term borrowings at March 31, 2004 consisted of notes payable to banks. Stated annual interest rates of short-term borrowings ranged primarily from 0.02% to 2.70% and from 0.29% to 1.68% at March 31, 2005 and 2004, respectively. The weighted average interest rates on such short-term borrowings at March 31, 2005 and 2004 were 1.7% and 0.9%, respectively.

Available lines of credit with certain banks totaled ¥30,000 million (\$280,374 thousand) at March 31, 2005 and 2004, respectively. The Company had no outstanding balances as of March 31, 2005 and 2004 related to lines of credit.

Long-term debt at March 31, 2005 and 2004 consisted of the following:

Due in Years Ending March 31	Millions of Yen		Thousands of U.S. Dollars	
	2005	2004	2005	
<b>Unsecured bonds:</b>				
1.8% yen bonds	2006	¥ 10,000	¥ 10,000	\$ 93,458
<b>Unsecured convertible bonds:</b>				
0.85% yen bonds	2005		19,513	
0.9% yen bonds	2006	18,627	18,627	174,084
<b>Loans, principally from banks and insurance companies, maturing on various dates through 2015:</b>				
Collateralized		16,662		155,720

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Unsecured	134,235	128,773	1,254,533
<b>Capital lease obligations</b>	<b>4,841</b>	<b>3,790</b>	<b>45,243</b>
Total	184,365	180,703	1,723,038
Less current portion	(66,877)	(35,858)	(625,019)
	<b>¥ 117,488</b>	<b>¥ 144,845</b>	<b>\$ 1,098,019</b>

The interest rates on unsecured bonds and unsecured convertible bonds were fixed. The interest rates of the long-term loans from banks and insurance companies were principally fixed and the weighted average rates at March 31, 2005 and 2004 were 1.6% and 1.4%, respectively.

Annual maturities of long-term debt at March 31, 2005 were as follows:

Years ending March 31,	Millions of Yen	Thousands of U.S. Dollars
2006	¥ 66,877	\$ 625,019
2007	34,784	325,084
2008	38,021	355,337
2009	20,138	188,206
2010	17,956	167,813
2011 and thereafter	6,589	61,579
Total	¥ 184,365	\$ 1,723,038

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At March 31, 2005, assets pledged as collateral for debt were as follows:

	Millions of Yen	Thousands of U.S. Dollars
Trade notes	¥ 1,299	\$ 12,140
Trade accounts	688	6,430
Finance receivables	53,868	503,439
Other investments	9	84
Property, plant, and equipment	9,919	92,701
<b>Total</b>	<b>¥ 65,783</b>	<b>\$ 614,794</b>

The above assets were pledged against the following liabilities:

	Millions of Yen	Thousands of U.S. Dollars
Short-term borrowings	¥ 38,462	\$ 359,458
Current portion of long-term debt	10,056	93,981
Long-term debt	6,606	61,739
<b>Total</b>	<b>¥ 55,124</b>	<b>\$ 515,178</b>

The conversion price of the unsecured yen convertible bonds is ¥769 per share, which exceeded the fair value of the stock on the debt issuance date, and the number of shares into which outstanding bonds were convertible at March 31, 2005 totaled 24,222 thousand shares.

Both short-term and long-term bank loans are made under general agreements which provide that security and guarantees for present and future indebtedness will be given upon request of the bank, and that the bank shall have the right to offset cash deposits against obligations that have become due or, in the event of default, against all obligations due to the bank. Long-term agreements with lenders other than banks also generally provide that the Company must give additional security upon request of the lender.

**6. RETIREMENT AND PENSION PLANS**

The parent company and its domestic subsidiaries have a number of unfunded severance indemnity plans and defined benefit pension plans covering substantially all Japanese employees. Most employees of overseas subsidiaries are covered by defined benefit pension plans or defined contribution pension plans.

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Among them, the parent company has an unfunded severance indemnity plan which covers substantially all of its employees. Employees who terminate their employment receive benefits in the form of lump-sum payments. Benefits to be received under the plan were previously determined based on the rate of pay at the time of termination, length of service, and certain other factors. Effective April 2003, the Company introduced a point-based benefits system, under which benefits are calculated based on accumulated points allocated to employees each year according to their job classification and performance.

The parent company also had a contributory defined benefit pension plan covering all of its employees (the Contributory Plan). The Contributory Plan consisted of a substitutional portion based on the pay-related part of the old-age pension benefits prescribed by the Japanese Welfare Pension Insurance Law and a corporate portion based on a defined benefit pension arrangement established at the discretion of management.

Based on a law issued by the Japanese government in June 2001, the Company made applications for an exemption from the obligation to pay benefits for future employee service related to the substitutional portion and received approval from the Japanese Ministry of Health, Labour and Welfare on January 30, 2003. After the approval, the Company made applications for an exemption from the obligation to pay benefits for past employee service related to the substitutional portion and received approval from the Japanese Ministry of Health, Labour and Welfare on September 1, 2004. Based on the approval, the Company transferred the benefit obligation and the related government-specified portion of the plan assets of the Contributory Plan to the government on January 31, 2005.

In accordance with EITF No. 03-2, Accounting for the Transfer to the Japanese Government of the Substitutional Portion of Employee Pension Fund Liabilities, the Company recognized the difference of ¥58,571 million (\$547,393 thousand) between the substitutional portion of accumulated benefit obligation settled and the related plan assets transferred to the Japanese government as a government subsidy in Other income (expenses) in the 2005 consolidated statement of income. The Company also recognized

derecognition of previously accrued salary progression of ¥11,111 million (\$103,841 thousand) and a settlement loss for the proportionate amount of the net unrecognized loss attributable to the substitutional portion of ¥13,366 million (\$124,916 thousand). The net amount of ¥2,255 million (\$21,075 thousand) of derecognition of previously accrued salary progression and the settlement loss was allocated to cost of sales of ¥1,511 million (\$14,121 thousand) and selling, general, and administrative expenses of ¥744 million (\$6,953 thousand).

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As a result of the transfer of the substitutional portion, the parent company has a non-contributory defined benefit pension plan covering substantially all of its employees (the Non-contributory Plan), which has succeeded the corporate portion of the Contributory Plan. The Non-contributory Plan consists of a lifetime pension plan and a limited annuity plan. Employees who terminate have the option to receive benefits from the Non-contributory Plan in the form of lump-sum payments or annuity payments. Benefits are determined based on the rate of pay at the time of termination, the length of service, and reason for retirement. Annual contributions are made by the parent company for an amount determined on the basis of an accepted actuarial method for the Non-contributory Plan. The Non-contributory Plan is administered by a board of trustees composed of management and employee representatives. Plan assets, which are managed by trust banks and investment advisors, are invested primarily in corporate and government bonds and stocks.

The Company's measurement date of benefit obligations and plan assets is March 31.

Net periodic benefit cost for the unfunded severance indemnity plan, the Contributory Plan, and the Non-contributory Plan of the parent company and for the unfunded severance indemnity plans and noncontributory defined benefit pension plans of certain subsidiaries for the years ended March 31, 2005, 2004, and 2003 consisted of the following components:

	Millions of Yen			Thousands of U.S. Dollars
	2005	2004	2003	2005
	Service cost	¥ 8,343	¥ 9,458	¥ 10,128
Interest cost	7,457	8,502	9,600	69,691
Expected return on plan assets	(3,129)	(4,999)	(5,862)	(29,243)
Amortization of transition obligation		1,124	1,615	
Amortization of prior service benefit	(522)	(230)	(797)	(4,878)
Recognized actuarial loss	2,047	52,141	5,591	19,131
Derecognition of previously accrued salary progression	(11,111)			(103,841)
Settlement loss	13,366			124,916
Actuarial periodic benefit cost	16,451	65,996	20,275	153,748
Employee contributions			(1,005)	
Net periodic benefit cost	¥ 16,451	¥ 65,996	¥ 19,270	\$ 153,748

Weighted-average assumptions used in calculating benefit obligations and net periodic benefit cost were as follows:

	2005	2004	
Benefit obligations at March 31:			
Discount rate	2.5%	2.5%	
Rate of compensation increase	6.5%	6.5%	
	2005	2004	2003

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Net periodic benefit cost for the years ended March 31:			
Discount rate	<b>2.5%</b>	2.5%	3.0%
Expected return on plan assets	<b>3.5%</b>	3.5%	3.5%
Rate of compensation increase	<b>6.5%</b>	6.5%	6.5%

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To determine the expected rate of return on plan assets, the Company considers actual returns in the past 5 to 10 years, the current and expected components of plan assets, and anticipated market trends. The Company anticipates that the plan's investments will generate long-term returns of 3.5%, which is based on an asset allocation assumption of 45% of debt securities, with an expected rate of return of 1.0%, and 55% of equity securities, with an expected rate of return of 5.5%. The Company believes that 3.5% is a reasonable long-term rate of return despite an actual return on plan assets in the past 10 years of 2.3%, as significant losses on plan assets were incurred from fiscal 2001 to 2003 caused by the recent market downturn. Based on current economic conditions, the Company expects better returns on its plan assets in the future.

During the year ended March 31, 2005, the Company reviewed the components of plan assets and adopted an asset allocation of 55% on fixed income securities and 45% on equity securities to secure stable returns.

Pension plan weighted-average asset allocations by asset category were as follows:

	2005	2004
Equity securities	43.6%	31.5%
Debt securities	54.4%	22.7%
Cash related to the transfer of the substitutional portion of employee pension fund liabilities	%	45.1%
Other	2.0%	0.7%
	<b>100.0%</b>	<b>100.0%</b>

The Company's investment policy is to invest in equity securities and debt securities of companies in Japan and overseas primarily in Europe and the United States in order to diversify risk. The Company believes that investment in equity securities of 45% and debt securities of 55% is a proper allocation ratio and is consistent with the Company's investment objectives.

Plan assets at March 31, 2004 consisted of a significant amount of cash to be transferred to the government in connection with the transfer to the Japanese government of the substitutional portion of employee pension fund liabilities and assets.

Employer contributions to pension plans for the year ending March 31, 2006 are expected to be ¥14,105 million (\$131,822 thousand).

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

Years ending March 31,	Thousands of	
	Millions of Yen	U.S. Dollars
2006	¥ 11,140	\$ 104,112
2007	12,556	117,346
2008	12,932	120,860



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2009	13,015	121,636
2010	13,278	124,093
2011 2015	60,054	561,252

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Reconciliations of beginning and ending balances of the benefit obligations and the fair value of the plan assets, together with accumulated benefit obligations and aggregate information for accumulated benefit obligations in excess of plan assets, were as follows:

	Millions of Yen		Thousands of U.S. Dollars
	2005	2004	2005
<b>Change in benefit obligations:</b>			
Benefit obligations at beginning of year	¥ 354,418	¥ 353,138	\$ 3,312,318
Service cost, less employee contributions	8,343	9,458	77,972
Interest cost	7,457	8,502	69,691
Amendments	(3,420)		(31,963)
Transfer to the Japanese government of the substitutional portion of employee pension fund liabilities	(155,466)		(1,452,953)
Actuarial (gain) loss	(9,821)	1,480	(91,785)
Benefits paid (settlement)	(14,792)	(4,538)	(138,243)
Benefits paid (other)	(10,611)	(13,806)	(99,168)
Foreign currency exchange rate changes	142	184	1,327
	<u>¥ 176,250</u>	<u>¥ 354,418</u>	<u>\$ 1,647,196</u>
<b>Change in plan assets:</b>			
Fair value of plan assets at beginning of year	¥ 191,817	¥ 155,989	\$ 1,792,682
Actual return on plan assets	4,344	37,641	40,598
Employer contributions	14,035	12,647	131,168
Transfer to the Japanese government of the substitutional portion of employee pension fund liabilities	(85,784)		(801,720)
Benefits paid (settlement)	(5,868)	(801)	(54,841)
Benefits paid (other)	(10,611)	(13,806)	(99,168)
Foreign currency exchange rate changes	127	147	1,187
	<u>¥ 108,060</u>	<u>¥ 191,817</u>	<u>\$ 1,009,906</u>
<b>Plans funded status at end of year:</b>			
Funded status	¥ (68,190)	¥ (162,601)	\$ (637,290)
Unrecognized actuarial loss	11,284	37,733	105,458
Unrecognized prior service benefit	(8,248)	(5,350)	(77,084)
	<u>¥ (65,154)</u>	<u>¥ (130,218)</u>	<u>\$ (608,916)</u>
<b>Amounts recognized in the consolidated balance sheets:</b>			
Accrued retirement and pension costs	¥ (65,836)	¥ (143,679)	\$ (615,290)
Prepaid expenses for benefit plans, included in other assets	682	601	6,374
Intangible assets, included in other assets		6,869	
Accumulated other comprehensive income		5,991	
	<u>¥ (65,154)</u>	<u>¥ (130,218)</u>	<u>\$ (608,916)</u>
<b>Accumulated benefit obligations:</b>			
Accumulated benefit obligations at end of year	¥ 167,954	¥ 322,944	\$ 1,569,664

<b>Retirement and pension plans with accumulated benefit obligations in excess of plan assets:</b>			
Projected benefit obligations	¥ 174,549	¥ 353,015	\$ 1,631,299
Accumulated benefit obligations	166,253	321,541	1,553,766
Fair value of plan assets	106,227	190,328	992,776

The unrecognized prior service costs (benefits) due to amendments of the benefit plans are being amortized over approximately 15 years.

The Company recognizes actuarial gains and losses in excess of 20% of the larger of the projected benefit obligation or plan assets in the year following the year in which such gains and losses were incurred, and amortizes actuarial gains and losses between 10% and 20% over the average participants' remaining service period (approximately 15 years).

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### **7. SHAREHOLDERS EQUITY**

Japanese companies are subject to the Japanese Commercial Code (the Code).

The Code requires at least 50% of the issue price of new shares to be designated as stated capital as determined by resolution of the Board of Directors. Proceeds in excess of amounts designated as stated capital, as reduced by stock issue expenses less the applicable tax benefit, are credited to additional paid-in capital. Under the Code, shares are recorded with no par value.

Under the Code, companies may issue new common shares to existing shareholders without consideration as a stock split pursuant to a resolution of the Board of Directors.

The Code requires that an amount at least equal to 10% of the aggregate amount of cash dividends and certain other cash payments which are made as an appropriation of retained earnings applicable to each fiscal period shall be appropriated and set aside as a legal reserve until such reserve equals 25% of stated capital.

The Code permits companies to transfer a portion of additional paid-in capital and the legal reserve to stated capital by resolution of the Board of Directors. The Code also permits companies to transfer a portion of unappropriated retained earnings, available for dividends, to stated capital by resolution of the shareholders.

The Code allows for an appropriation of retained earnings applicable to each fiscal period to be set aside as a legal reserve until the total additional paid-in capital and the legal reserve equals 25% of stated capital. The amount of total additional paid-in capital and the legal reserve which exceeds 25% of stated capital can be transferred to retained earnings which may be available for dividends by resolution of the shareholders.

Dividends are approved by the shareholders at a meeting held subsequent to the fiscal year to which the dividends are applicable. Semiannual interim dividends may also be paid upon resolution of the Board of Directors, subject to certain limitations imposed by the Code.

Under the Code, the amount available for dividends is based on retained earnings, less treasury stock, as recorded on the books of the parent company. Certain adjustments, not recorded on the parent company's books, are reflected in the consolidated financial statements. At March 31, 2005, retained earnings, less treasury stock, recorded on the parent company's books of account were ¥178,097 million (\$1,664,458 thousand).

The Code allows for the repurchase of treasury stock by resolution of the Board of Directors under the authorization of the Company's articles of incorporation or by resolution of the general shareholders' meeting. The Code also allows for the disposal of such treasury stock by resolution of the Board of Directors. The repurchased amount of treasury stock cannot exceed the amount available for future dividends plus the amount of stated capital, additional paid-in capital, or the legal reserve to be reduced in the case where such reduction was resolved at the general shareholders' meeting.

At the general shareholders meeting held on June 25, 2004, the articles of incorporation were amended to authorize the Board of Directors to repurchase treasury stock. Approximately 40 million shares amounting to ¥21,407 million (\$200,065 thousand) and 5 million shares amounting to ¥2,170 million were purchased during the years ended March 31, 2005 and 2004, respectively.

The Company retired 69 million shares amounting to ¥23,881 million (\$223,187 thousand) of treasury stock by resolution of the Board of Directors on May 14, 2004.

On May 13, 2005, the Board of Directors resolved to retire 39 million shares of treasury stock on June 30, 2005.

## 8. OTHER INCOME (EXPENSES), NET

Other net as shown in other income (expenses) for the years ended March 31, 2005, 2004, and 2003 consisted of the following:

	Millions of Yen			Thousands of U.S. Dollars
	2005	2004	2003	2005
Gain (loss) on sales of securities net	¥ 1,604	¥ 3,161	¥ (5)	\$ 14,991
Foreign exchange (loss) gain net	3,597	(1,534)	(2,482)	33,617
Other net	1,124	1,726	1,048	10,504
	¥ 6,325	¥ 3,353	¥ (1,439)	\$ 59,112

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The approximate effects of temporary differences and tax loss and credit carryforwards that gave rise to deferred tax balances at March 31, 2005 and 2004 were as follows:

	Millions of Yen				Thousands of U.S. Dollars	
	2005		2004		2005	
	Deferred Tax Assets	Deferred Tax Liabilities	Deferred Tax Assets	Deferred Tax Liabilities	Deferred Tax Assets	Deferred Tax Assets
Allowance for doubtful receivables	¥ 1,645	¥ 55	¥ 2,010	¥ 47	\$ 15,374	\$ 514
Intercompany profits	9,305		8,664		86,963	
Adjustments of investment securities	15,465	37,692	11,889	37,597	144,533	352,262
Write-downs of inventories and fixed assets	6,145		13,541		57,430	
Enterprise tax	948		1,226		8,860	
Accrued bonus	6,250		6,193		58,411	
Retirement and pension costs	29,340		57,261		274,205	
Unremitted earnings of foreign subsidiaries and affiliates		4,403		3,203		41,149
Other temporary differences	11,322	3,987	11,056	3,696	105,813	37,262
Tax loss and credit carryforwards	9,602		10,950		89,738	
Subtotal	90,022	46,137	122,790	44,543	841,327	431,187
Less valuation allowance	3,824		22,913		35,738	
	¥ 86,198	¥ 46,137	¥ 99,877	¥ 44,543	\$ 805,589	\$ 431,187

Net deferred tax balances at March 31, 2005 and 2004 were reflected in the accompanying consolidated balance sheets under the following captions:

	Millions of Yen		Thousands of U.S. Dollars
	2005	2004	2005
	Other current assets	¥ 21,322	¥ 22,047
Other assets	19,728	33,961	184,374
Other long-term liabilities	(989)	(674)	(9,243)
Net deferred tax assets	¥ 40,061	¥ 55,334	\$ 374,402

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In March 2003, an amendment to Japanese tax regulation was enacted and the normal statutory tax rate was decreased from 42.0% to 40.6% effective April 1, 2004.

The provision for income taxes for the year ended March 31, 2003 included a ¥1,789 million adjustment to record the impact on deferred tax assets and liabilities expected to be realized subsequent to April 1, 2004 for the change in the enacted tax rate.

A valuation allowance is recorded against the deferred tax assets for items which may not be realized. The net changes in the valuation allowance for the years ended March 31, 2005, 2004, and 2003 were a decrease of ¥19,089 million (\$178,402 thousand), an increase of ¥2,154 million, and an increase of ¥4,881 million, respectively. Such changes were due primarily to the realization or nonrealization of tax benefits regarding operating losses of subsidiaries.

Based upon the level of historical taxable income and projections for future taxable income over the periods which the net deductible temporary differences are expected to reverse and/or the tax losses and credits are carried forward, management believes it is more likely than not that the Company will realize the benefits of these deferred tax assets, net of the existing valuation allowances at March 31, 2005.

At March 31, 2005, the tax loss carryforwards in the aggregate amounted to approximately ¥23,000 million (\$214,953 thousand), which are available to offset future taxable income, and will expire in the period from 2006 through 2010.

The effective income tax rates of the Company for each of the three years in the period ended March 31, 2005 differed from the normal Japanese statutory tax rates as follows:

	<u>2005</u>	<u>2004</u>	<u>2003</u>
Normal Japanese statutory tax rates applied to income from continuing operations before income taxes, minority interests in earnings of subsidiaries, and equity in net income of affiliated companies	<b>40.6%</b>	42.0%	42.0%
Increase (decrease) in tax rates resulting from:			
Increase (decrease) in valuation allowance	<b>(8.5)</b>	12.2	(1.7)
Permanently nondeductible expenses	<b>0.4</b>	3.6	3.7
Nontaxable dividend income	<b>(0.1)</b>	(0.4)	(0.8)
Inhabitant tax per capita	<b>0.1</b>	0.7	0.8
Change in tax rate		(0.7)	7.7
Extra tax deduction on expenses for research and development	<b>(1.3)</b>	(7.9)	
Other net	<b>(0.4)</b>	(0.4)	1.4
	<u>          </u>	<u>          </u>	<u>          </u>
Effective income tax rates on income from continuing operations before income taxes, minority interests in earnings of subsidiaries, and equity in net income of affiliated companies	<b>30.8%</b>	49.1%	53.1%
	<u>          </u>	<u>          </u>	<u>          </u>

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Provisions have been recorded for unremitted earnings of all foreign subsidiaries and affiliates where earnings are not deemed to be permanently reinvested. Substantially all of the undistributed earnings of domestic subsidiaries and affiliates would not, under present Japanese tax law, be subject to tax through tax-free distributions.

**10. NET INCOME (LOSS) PER COMMON SHARE**

A reconciliation of the numerators and denominators of the basic and diluted net income (loss) per common share computation for the years ended March 31, 2005, 2004, and 2003 was as follows:

	Millions of Yen			Thousands of U.S. Dollars
	2005	2004	2003	2005
<b>Basic net income (loss):</b>				
Income from continuing operations	¥ 106,801	¥ 12,495	¥ 8,995	\$ 998,140
Income (loss) from discontinued operations, net of taxes	11,100	(795)	(16,999)	103,739
<b>Net income (loss)</b>	<b>¥ 117,901</b>	<b>¥ 11,700</b>	<b>¥ (8,004)</b>	<b>\$ 1,101,879</b>
Effect of dilutive convertible bonds	¥ 188	¥ 337	¥	\$ 1,757
<b>Diluted net income (loss):</b>				
Income from continuing operations	¥ 106,989	¥ 12,832	¥ 8,995	\$ 999,897
Income (loss) from discontinued operations, net of taxes	11,100	(795)	(16,999)	103,739
<b>Net income (loss)</b>	<b>¥ 118,089</b>	<b>¥ 12,037</b>	<b>¥ (8,004)</b>	<b>\$ 1,103,636</b>
<b>Number of Shares (Thousands)</b>				
Weighted average common shares outstanding	1,323,068	1,342,386	1,370,382	
Effect of dilutive convertible bonds	36,910	68,944		
<b>Diluted common shares outstanding</b>	<b>1,359,978</b>	<b>1,411,330</b>	<b>1,370,382</b>	

**11. OTHER COMPREHENSIVE INCOME (LOSS)**

The components of other comprehensive income (loss), including reclassification adjustments and tax effects for the years ended March 31, 2005, 2004, and 2003 are as follows:



	Millions of Yen			Thousands of U.S. Dollars		
	2005			2005		
	Before-Tax Amount	Tax Benefit (Expense)	Net-of-Tax Amount	Before-Tax Amount	Tax Benefit (Expense)	Net-of-Tax Amount
<b>Foreign currency translation adjustments:</b>						
Foreign currency translation adjustments arising during period	¥ (1,628)	¥ 103	¥ (1,525)	\$ (15,215)	\$ 962	\$ (14,253)
Reclassification adjustment for losses realized in net income	57		57	533		533
	<u>(1,571)</u>	<u>103</u>	<u>(1,468)</u>	<u>(14,682)</u>	<u>962</u>	<u>(13,720)</u>
<b>Unrealized gains on securities:</b>						
Unrealized gains on securities arising during period	2,046	(827)	1,219	19,121	(7,729)	11,392
Reclassification adjustment for gains realized in net income	(1,181)	479	(702)	(11,037)	4,477	(6,560)
	<u>865</u>	<u>(348)</u>	<u>517</u>	<u>8,084</u>	<u>(3,252)</u>	<u>4,832</u>
<b>Minimum pension liability adjustment</b>	<u>5,991</u>	<u>(2,499)</u>	<u>3,492</u>	<u>55,991</u>	<u>(23,355)</u>	<u>32,636</u>
<b>Unrealized losses on derivatives:</b>						
Unrealized losses on derivatives arising during period	(1,429)	591	(838)	(13,355)	5,523	(7,832)
Reclassification adjustments for gains realized in net income	(456)	185	(271)	(4,262)	1,729	(2,533)
	<u>(1,885)</u>	<u>776</u>	<u>(1,109)</u>	<u>(17,617)</u>	<u>7,252</u>	<u>(10,365)</u>
<b>Other comprehensive income</b>	<u>¥ 3,400</u>	<u>¥ (1,968)</u>	<u>¥ 1,432</u>	<u>\$ 31,776</u>	<u>\$ (18,393)</u>	<u>\$ 13,383</u>

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	Millions of Yen		
	2004		
	Before-Tax Amount	Tax Benefit (Expense)	Net-of-Tax Amount
<b>Foreign currency translation adjustments:</b>			
Foreign currency translation adjustments arising during period	¥ (7,786)	¥ 211	¥ (7,575)
Reclassification adjustment for losses realized in net income	40		40
	(7,746)	211	(7,535)
<b>Unrealized gains on securities:</b>			
Unrealized gains on securities arising during period	75,094	(30,492)	44,602
Reclassification adjustment for gains realized in net income	(2,078)	844	(1,234)
	73,016	(29,648)	43,368
<b>Minimum pension liability adjustment</b>	64,797	(27,232)	37,565
<b>Unrealized gains on derivatives:</b>			
Unrealized gains on derivatives arising during period	3,751	(1,573)	2,178
Reclassification adjustments for gains realized in net income	(2,424)	1,018	(1,406)
	1,327	(555)	772
<b>Other comprehensive income</b>	¥ 131,394	¥ (57,224)	¥ 74,170

	Millions of Yen		
	2003		
	Before-Tax Amount	Tax Benefit (Expense)	Net-of-Tax Amount
<b>Foreign currency translation adjustments:</b>			
Foreign currency translation adjustments arising during period	¥ (6,482)	¥ 316	¥ (6,166)
Reclassification adjustment for gains realized in net income	(200)		(200)
	(6,682)	316	(6,366)
<b>Unrealized losses on securities:</b>			
Unrealized losses on securities arising during period	(44,827)	18,825	(26,002)
Reclassification adjustment for losses realized in net income	24,827	(10,427)	14,400
	(20,000)	8,398	(11,602)
<b>Minimum pension liability adjustment</b>	(52,389)	22,003	(30,386)
<b>Unrealized gains on derivatives:</b>			

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Unrealized gains on derivatives arising during period	1,043	(442)	601
Reclassification adjustments for gains realized in net income	(811)	341	(470)
	<u>232</u>	<u>(101)</u>	<u>131</u>
<b>Other comprehensive loss</b>	<b>¥ (78,839)</b>	<b>¥ 30,616</b>	<b>¥ (48,223)</b>

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The balances of each classification within accumulated other comprehensive income were as follows:

	Millions of Yen				
	Cumulative Translation Adjustments	Unrealized Gains on Securities	Minimum Pension Liability Adjustment	Unrealized Gains (Losses) on Derivatives	Accumulated Other Comprehensive Income
Balance, April 1, 2004	¥ (11,445)	¥ 40,499	¥ (3,492)	¥ 513	¥ 26,075
Current period change	(1,468)	517	3,492	(1,109)	1,432
Balance, March 31, 2005	¥ (12,913)	¥ 41,016	¥	¥ (596)	¥ 27,507

	Thousands of U.S. Dollars				
	Cumulative Translation Adjustments	Unrealized Gains on Securities	Minimum Pension Liability Adjustment	Unrealized Gains (Losses) on Derivatives	Accumulated Other Comprehensive Income
Balance, April 1, 2004	\$ (106,962)	\$ 378,495	\$ (32,636)	\$ 4,795	\$ 243,692
Current period change	(13,720)	4,832	32,636	(10,365)	13,383
Balance, March 31, 2005	\$ (120,682)	\$ 383,327	\$	\$ (5,570)	\$ 257,075

**12. FINANCIAL INSTRUMENTS**

In the normal course of business, the Company invests in various financial assets and incurs various financial liabilities. The Company also enters into agreements involving derivative instruments to manage its exposure to fluctuations in foreign exchange and interest rates.

**Market Risk Management****Market Risk Exposures**

The Company is subject to market rate risks due to fluctuation of foreign currency exchange rates, interest rates, and equity prices. Among these risks, the Company manages foreign currency exchange and interest rate risks by using derivative financial instruments in accordance with established policies and procedures. The Company does not use derivative financial instruments for trading purposes. The credit risks associated with these instruments are not considered to be significant since the counterparties are reliable major international financial institutions and the Company does not anticipate any such losses. The net cash requirements arising from the previously mentioned risk management activities are not expected to be material.

**Foreign Currency Exchange Risks**

The Company's foreign currency exposure relates primarily to its foreign currency denominated assets in its international operations. The Company entered into foreign exchange forward contracts and currency swaps designated to mitigate its exposure to foreign currency exchange risks.

The following table provides information regarding the Company's derivative financial instruments related to foreign currency exchange transactions as of March 31, 2005, which was translated into Japanese yen at the year-end currency exchange rate.

**Foreign Exchange Forward Contracts and Currency Swaps**

Maturities, Years Ending March 31		Millions of	Thousands of
		Yen	U.S. Dollars
		2006	2006
Sell U.S. Dollar, buy Yen	Receive	¥ 37,377	\$ 349,318
	Pay	38,306	358,000
Sell Euro, buy Yen	Receive	11,201	104,682
	Pay	11,437	106,888
Sell Sterling Pound, buy Euro	Receive	1,375	12,850
	Pay	1,340	12,523
Sell Baht, buy Yen	Receive	875	8,178
	Pay	883	8,252
Sell Baht, buy U.S. Dollar	Receive	222	2,075
	Pay	225	2,103
Sell Yen, buy U.S. Dollar	Receive	102	953
	Pay	102	953

**Table of Contents****Interest Rate Risks**

The Company is exposed to interest rate risks mainly inherent in its debt obligations with both fixed and variable rates. Debt obligations that are sensitive to interest rate changes are disclosed in Note 5. In order to hedge these risks, the Company uses interest rate swap contracts to change the characteristics of its fixed and variable rate exposures.

The following table provides information, by maturity date, about the Company's interest rate swap contracts. The table represents notional principal amounts and weighted average interest rates by expected maturity dates. Notional principal amounts are used to calculate the contractual payments to be exchanged under the contracts as of March 31, 2005, which are translated into Japanese yen at the year-end currency exchange rate.

**Interest Rate Swap Contracts**

Maturities, Years Ending March 31,	Weighted Average Rate		Notional Amount	
	Receive	Pay	Millions of Yen	Thousands of U.S. Dollars
2006	1.43%	1.74%	¥ 33,997	\$ 317,729
2007	1.06	1.58	19,353	180,869
2008	0.44	1.01	8,573	80,121
2009	0.20	0.81	4,500	42,056

**Cash Flow Hedges**

Changes in the fair value of foreign exchange contracts and interest rate swap agreements designated and qualifying as cash flow hedges are reported in other comprehensive income (loss). These amounts are subsequently reclassified into earnings through other income (expense) in the same period as the hedged items affect earnings. For most forward exchange contracts, the amounts are reclassified when products related to hedged transactions are sold from overseas subsidiaries to customers. In the case of interest rate swaps, the amounts are reclassified when the related interest expense is recognized. Substantially all of the unrecognized net losses on derivatives included in accumulated other comprehensive loss of ¥596 million (\$5,570 thousand) at March 31, 2005 will be reclassified into earnings within the next 12 months.

**Equity Price Risks**

The Company's short-term and other investments are exposed to changes in equity price risks and consist mainly of available-for-sale securities. Fair value and other information for such equity securities is disclosed in Note 4.

**Fair Value of Financial Instruments**

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The Company had the following financial instruments at March 31, 2005 and 2004:

	Millions of Yen				Thousands of U.S. Dollars	
	2005		2004		2005	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial assets:</b>						
Finance receivables net	¥ 131,646	¥ 126,164	¥ 74,840	¥ 68,788	\$ 1,230,336	\$ 1,179,103
<b>Financial liabilities:</b>						
Long-term debt	(179,524)	(178,584)	(176,913)	(176,384)	(1,677,794)	(1,669,009)
<b>Derivative financial instruments recorded as (liabilities) assets:</b>						
Foreign exchange instruments	(902)	(902)	1,006	1,006	(8,430)	(8,430)
Interest rate swaps and other instruments	(98)	(98)	(131)	(131)	(916)	(916)

Short-term and other investments are disclosed in Note 4.

The fair values of finance receivables and long-term debt are based on discounted cash flows using the current interest rate on similar financing investments or borrowings. The fair value estimates of the financial instruments are not necessarily indicative of the amounts the Company might pay or receive from actual market transactions.

The carrying amounts of cash and cash equivalents, notes and accounts receivable and payable, and short-term borrowings approximate the fair value because of the short maturity of those instruments.

### Concentration of Credit Risks

A certain level of group concentrations of the Company's business activities is found in the domestic farm equipment sales through the National Federation of Agricultural Cooperative Associations and affiliated dealers. The concentrated credit risk of the domestic farm equipment business consists principally of notes and accounts receivable and financial guarantees, for which the Company historically has not experienced any significant uncollectibility. Additionally, transactions associated with country risk are limited.

**Table of Contents****13. SUPPLEMENTAL EXPENSE INFORMATION****Selling, General, and Administrative Expenses**

Amounts of certain costs and expenses for the years ended March 31, 2005, 2004, and 2003 were as follows:

	Millions of Yen			Thousands of U.S. Dollars
	2005	2004	2003	2005
Research and development expenses	¥ 21,963	¥ 23,261	¥ 26,405	\$ 205,262
Advertising costs	9,586	9,621	9,517	89,589
Shipping and handling costs	40,412	39,137	37,725	377,682

**Loss from Disposal and Impairment of Businesses and Fixed Assets**

Loss from disposal and impairment of businesses and fixed assets for the year ended March 31, 2005 includes a loss of ¥1,095 million (\$10,234 thousand) resulting from the impairment of long-lived assets and a gain of ¥1,022 million (\$9,551 thousand) resulting mainly from the sale of a subsidiary. The Company recorded a gain of ¥1,573 million (\$14,701 thousand) related to the sale of a company which is involved in a rental computer server service.

Loss from disposal and impairment of businesses and fixed assets for the year ended March 31, 2004 includes a loss of ¥1,263 million resulting from the impairment of long-lived assets and a loss of ¥4,122 million resulting primarily from the disposal of certain fixed assets related to the roofing and siding materials business.

**14. COMMITMENTS AND CONTINGENCIES****Commitments**

Commitments for capital expenditures outstanding at March 31, 2005 approximated ¥1,155 million (\$10,794 thousand).

The Company leases certain office space and equipment and employee housing under cancelable and noncancelable lease agreements.



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Future minimum lease payments required under capital and noncancelable operating leases that have initial or remaining lease term in excess of one year as of March 31, 2005 were as follows:

Years ending March 31,	Millions of Yen		Thousands of U.S. Dollars	
	Capital Leases	Operating Leases	Capital Leases	Operating Leases
2006	¥ 2,428	¥ 334	\$ 22,692	\$ 3,121
2007	1,302	267	12,168	2,496
2008	957	246	8,944	2,299
2009	114	162	1,065	1,514
2010	75	83	701	776
2011 and thereafter	50	386	467	3,607
<b>Total minimum lease payments</b>	<b>4,926</b>	<b>¥ 1,478</b>	<b>46,037</b>	<b>\$ 13,813</b>
<b>Less: amounts representing interest</b>	<b>(85)</b>		<b>(794)</b>	
<b>Present value of net minimum capital lease payments</b>	<b>¥ 4,841</b>		<b>\$ 45,243</b>	

Capital lease obligations are included in current portion of long-term debt and long-term debt in the consolidated balance sheets. Rental expenses under operating leases for the years ended March 31, 2005, 2004, and 2003 were ¥7,029 million (\$65,692 thousand), ¥8,553 million, and ¥8,182 million, respectively.

**Table of Contents****Guarantees**

The Company is contingently liable as guarantor of the indebtedness of distributors, including affiliated companies, and customers for their borrowings from financial institutions. The Company is also contingently liable as guarantor of the housing loans of employees. The Company would have to perform under these guarantees in the events of default on a payment within the guarantee periods of 1 year to 10 years for distributors and customers and of 1 year to 20 years for employees with housing loans.

Maximum potential amounts of undiscounted future payments of these financial guarantees as of March 31, 2005 were as follows:

	Millions of Yen	Thousands of U.S. Dollars
Borrowings of distributors and customers	¥ 1,224	\$ 11,439
Housing loans of employees	1,755	16,402
<b>Total</b>	<b>¥ 2,979</b>	<b>\$ 27,841</b>

The Company issues contractual product warranties under which it generally guarantees the performance of products delivered and services rendered for a certain period or term. The Company determines its reserve for product warranties based on an analysis of the historical data of costs to perform under product warranties.

The changes in the accrued product warranty cost for the years ended March 31, 2005 and 2004 were as follows:

	Millions of Yen		Thousands of U.S. Dollars
	2005	2004	2005
Balance at beginning of year	¥ 2,209	¥ 1,748	\$ 20,645
Addition	3,663	4,978	34,234
Utilization	(3,138)	(3,293)	(29,327)
Other	(16)	(1,224)	(150)
<b>Balance at end of year</b>	<b>¥ 2,718</b>	<b>¥ 2,209</b>	<b>\$ 25,402</b>

Accrued product warranty cost is included in other current liabilities in the consolidated balance sheets.

**Legal Proceedings**

In the fiscal year ended March 31, 1999, the Fair Trade Commission of Japan (the FTCJ) began an investigation of the Company for an alleged violation of the Anti-Monopoly Law (prohibition of private monopoly or unfair trade restraint) relating to participation in fixing the shares of ductile iron straight pipe orders in Japan. In March 1999, the Company received a cease and desist recommendation from the FTCJ, which was accepted by the Company in April 1999.

In connection with this investigation, on December 24, 1999, the Company received a surcharge order of ¥7,072 million from the FTCJ. The Company has challenged this order and filed a petition for the initiation of hearing procedures that were started in March 2000 and continued through the year ended March 31, 2005. Under Section 49 of the Anti-Monopoly Law, upon the initiation of the procedures, the surcharge order lost effect. In addition, Section 7-2 of the law stipulates that surcharges are imposed in cases where price cartels or cartels that influence prices by curtailing the volume of supply are carried out. The Company believes that the alleged share cartel does not meet the requirement of Section 7-2 and has not established any provision for the ultimate liability, if any, which may result from the settlement of this matter.

An unfavorable outcome from this issue could materially affect the Company's results of operations or cash flows in a given year. The Company is not able to estimate the likelihood of such an unfavorable outcome or the amount of related losses, if any.

#### **Asbestos-Related Matters**

The Company previously manufactured and sold asbestos-containing products such as asbestos-pipes and building materials (roofing and siding materials). In April 2005, the Company was advised that some residents who lived near the Company's plant once called Kanzaki Plant in Amagasaki, Hyogo Prefecture suffered from mesothelioma, a form of lung cancer and is said to be mainly caused by aspiration of asbestos. In June 2005, the Company voluntarily decided to make consolation payments to certain residents with mesothelioma. Additionally, in accordance with its policies and procedures, the Company has made compensation payments to current and former employees, who suffered, or currently suffering, from asbestos-related disease.

The Company expenses payments to residents and current and former employees when the Company determines that a payment is warranted based on the medical condition of the individual concerned and in the consideration of the Company's policy. During the years ended March 31, 2005, 2004 and 2003, the Company made payments aggregating ¥210 million(\$1,963 thousand), ¥433 million and ¥142 million, respectively, to current and former employees affected by asbestos contamination. Although the Company has not been involved in any lawsuits up to the present time related to the asbestos-related health hazards of employees (including former employees) who engaged in the manufacturing of asbestos-containing products, and residents who lived near the Company's plants at which asbestos-containing products were produced, the Company may face lawsuits related to this issue. The Company believes that it is not possible at this time to reasonably estimate its total exposure and the related liability to current and former employees and residents related to this matter that might ultimately be incurred in the future. No liability for this contingency has been recorded in the Company's accompanying consolidated balance sheets as of March 31, 2005 and 2004.

**Table of Contents****15. SALE OF ACCOUNTS RECEIVABLE**

The Company sells trade and finance receivables to investors through bankruptcy-remote independent revolving-period securitization trusts. As of March 31, 2005, the Company has agreements to sell up to ¥33,740 million (\$315,327 thousand) of trade receivables and an unspecified amount of finance receivables, subject to the approval of the trusts.

The Company sold trade receivables, net of loss reserves, totaling ¥84,504 million (\$789,757 thousand), ¥69,218 million and ¥37,746 million during the years ended March 31, 2005, 2004, and 2003, respectively. The Company sold finance receivables, net of loss reserves, totaling ¥5,752 million (\$53,757 thousand), ¥50,338 million and ¥43,840 million during the years ended March 31, 2005, 2004, and 2003, respectively.

The Company did not recognize any gains or losses from the sale of trade receivables for the years ended March 31, 2005, 2004, and 2003. The Company's sales of financial receivables resulted in a net gain of ¥129 million (\$1,206 thousand), ¥902 million and ¥752 million during the years ended March 31, 2005, 2004, and 2003, respectively.

Under the terms of the agreements, new receivables are added to the pool as collections reduce previously sold accounts receivable. At the time the receivables are sold under the securitization program, the balances are removed from the consolidated balance sheet of the Company. In determining the gain or loss for each qualifying sale of receivables, the investment in the sold receivables pool is allocated between the portion sold and the portion retained based on their relative fair values on the date of sale.

The Company retains a residual interest in sold receivables, which represents residual payments received in excess of payments due to the investor. Retained interests are recorded at fair value based on the net present value of future anticipated cash flows, which is calculated by analyzing yield, estimated credit losses, contractual servicing rates and the average life of the transferred receivables.

The Company's residual interest in trade and financial receivables at March 31, 2005 and 2004 was as follows:

	Millions of Yen		Thousands of U.S. Dollars
	2005	2004	2005
Residual interest in trade receivables	¥ 37,332	¥ 23,080	\$ 348,897
Residual interest in finance receivables	6,376	6,262	59,589

The Company continues to service the receivables for a fee based on a percentage of the receivables transferred. The investors and the securitization trusts have no recourse to the Company's assets for failure of debtors to pay when due.

The following key economic assumptions were used in measuring the retained interest in receivables sold by the Company during the years ended March 31:

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	2005	2004
Trade receivables:		
Weighted average life (months)	6.5	6.5
Expected credit losses	0.2%	0.2%
Expected net dilution	9.4%	4.2%
Finance receivables:		
Weighted-average life (months)	50.4	49.6
Expected credit losses	0.1%	0.1%
Discount rate	10.1%	10.2%

The following table summarizes certain cash flows received from securitization trusts for the years ended March 31:

	Millions of Yen			Thousands of U.S. Dollars
	2005	2004	2003	2005
Trade receivables:				
Proceeds from revolving period sales	¥ 13,555	¥ 10,908	¥ 5,985	\$ 126,682
Servicing fees received	270	231	189	2,523
Finance receivables:				
Proceeds from revolving period sales		38,367	33,389	
Servicing fees received	210	279	387	1,963
Cash flows received on retained interests in securitizations	359	662	1,200	3,355

The Company has determined that a change of up to 25% in any of the above economic assumptions on trade receivables would not have a material impact on the consolidated financial statements of the Company.

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The following depicts the sensitivity of the fair value of retained interests in finance receivables at March 31, 2005 to adverse changes in the key economic assumptions used to measure fair value:

	Millions of Yen	Thousands of U.S. Dollars
Finance receivables:		
Fair value of retained interest	¥ 11,061	\$ 103,374
Expected credit losses (annual rate)	0.07%	
Impact on fair value of 10% adverse change	1	9
Impact on fair value of 20% adverse change	2	19
Residual cash flows discount rate (annual rate)	10.13%	
Impact on fair value of 10% adverse change	88	822
Impact on fair value of 20% adverse change	178	1,664

Considerable judgment is required in interpreting market data to develop estimates of fair values, so the above estimates are not necessarily indicative of the amounts that could be realized or would be paid in a current market exchange. The effect of a variation in a particular assumption on the fair value of the retained interest is calculated without changing any other assumption; in reality, changes in one factor may result in changes in another (for example, increases in market interest rates may result in lower prepayments and increased credit losses), which might magnify or counteract the sensitivities. In addition, the above-estimated amounts generated from the sensitivity analysis include estimates of market risk, which assume for analytical purposes that certain adverse market considerations may occur. Actual future market conditions may differ materially, and accordingly, the forward-looking estimates should not be considered to be projections by the Company of future events or losses.

**16. SUBSEQUENT EVENT**

On May 13, 2005, the Company's Board of Directors resolved to pay a cash dividend to shareholders of record on March 31, 2005 of ¥5 per common share (¥25 per 5 common shares) or a total of ¥6,504 million (\$60,785 thousand). The resolution to pay the cash dividend is subject to shareholders' approval at the general meeting to be held on June 24, 2005.

**17. RESTATEMENT****Restatement of Retail Finance Receivables in the Consolidated Balance Sheet**

Retail finance receivables were previously classified as current assets in the consolidated balance sheet at March 31, 2004.

Subsequent to the issuance of the Company's 2004 financial statements, the Company reconsidered its classification of these receivables considering Chapter 3, Section A, "Current Assets and Current Liabilities" of Accounting Research Bulletins No. 43, "Restatement and Revision of Accounting Research Bulletins." In accordance with such guidance, the Company has restated its consolidated balance sheet at March 31, 2004 to reflect amounts expected to be collected one year after the balance sheet date as a long-term asset.

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The impact of the restatement of the affected line items in the consolidated balance sheet at March 31, 2004 is as follows:

Millions of Yen				
2004				
	As Previously Reported	Restatement	Reclassification	As Restated and Reclassified
Notes and accounts receivable:				
Trade accounts	¥ 206,609	¥	¥ 20,412	¥ 227,021
Finance receivables net	114,713	(67,267)	(47,446)	
Allowance for doubtful notes and accounts receivable	(3,054)	488	158	(2,408)
Short-term finance receivables net			26,876	26,876
Other current assets	62,105	(196)		61,909
Total current assets	681,402	(66,975)		614,427
Long-term finance receivables net		66,779	(18,815)	47,964
Other assets	58,613	196	18,815	77,624

A description of the Reclassification is disclosed in Note 1.

**Table of Contents****Restatement of Discontinued Operations in the Consolidated Statements of Income**

SFAS No. 144 requires that the results of operations of a component of an entity either has been disposed of or is classified as held for sale ( discontinued operations ) shall be separately reported from those of ongoing operations in the consolidated statements of income.

During the year ended March 31, 2005, the Company sold a subsidiary which operated a golf course but the results of its operations were not separated from the results of the ongoing operations, previously. The Company reconsidered its accounting treatment for this operation in accordance with SFAS No. 144 and then has restated its consolidated statements of income for the years ended March 31, 2005, 2004, and 2003.

The impact of the restatement of the affected line items in the consolidated statements of income for the years ended March 31, 2005, 2004 and 2003 were as follows:

	Millions of Yen			Thousands of U.S. Dollars		
	2005			2005		
	As Previously Reported	Restatement	As Restated	As Previously Reported	Restatement	As Restated
Loss (gain) from disposal and impairment of businesses and fixed assets	¥ (4,112)	¥ 5,526	¥ 1,414	\$ (38,430)	\$ 51,645	\$ 13,215
Operating income	92,299	(5,526)	86,773	862,607	(51,645)	810,962
Income from continuing operations before income taxes, minority interests in earnings of subsidiaries, and equity in net income of affiliated companies	161,561	(5,526)	156,035	1,509,916	(51,645)	1,458,271
Income taxes:						
Current	28,917	5,574	34,491	270,252	52,094	322,346
Total income taxes	42,542	5,574	48,116	397,589	52,094	449,683
Income from continuing operations	117,901	(11,100)	106,801	1,101,879	(103,739)	998,140
Income from discontinued operations, net of taxes		11,100	11,100		103,739	103,739

	Millions of Yen					
	2004			2003		
	As Previously Reported	Restatement	As Restated	As Previously Reported	Restatement	As Restated
Net sales	¥ 930,237	¥ (361)	¥ 929,876	¥ 926,145	¥ (357)	¥ 925,788
Cost of sales	701,727	(9)	701,718	695,571	(28)	695,543
Selling, general, and administrative expenses	199,768	(579)	199,189	181,353	(496)	180,857
Loss from disposal and impairment of businesses and fixed assets	6,893	(534)	6,359	19,608	(16,792)	2,816
Operating income	21,849	761	22,610	29,613	16,959	46,572
Other income (expenses):						
Interest expenses	(4,286)	34	(4,252)	(4,818)	40	(4,778)



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Other income (expenses), net	5,248	34	5,282	(23,457)	40	(23,417)
Income from continuing operations before income taxes, minority interests in earnings of subsidiaries, and equity in net income of affiliated companies	27,097	795	27,892	6,156	16,999	23,155
Income from continuing operations	11,700	795	12,495	(8,004)	16,999	8,995
Loss from discontinued operations, net of taxes		(795)	(795)		(16,999)	(16,999)

**Table of Contents****18. DISCONTINUED OPERATIONS**

Nishinohon Kubota Kaihatsu Co., Ltd., a subsidiary reported in the Other Segment, operated a golf course, which had reported consecutive losses arising from a severe business environment after the collapse of the Japanese bubble economy. In these business conditions, it was very unlikely that Nishinohon Kubota Kaihatsu Co., Ltd. would be able to improve its earnings in the future. Therefore, the Company disposed of it by sale during the year ended March 31, 2005.

Operating results of the discontinued operations for the years ended March 31, 2005, 2004, and 2003 were as follows:

	Millions of Yen			Thousands of U.S. Dollars
	2005	2004	2003	2005
Net sales	¥	¥ 361	¥ 357	\$
Loss from discontinued operations before income taxes		795	16,999	
Gain from disposal of business	<b>5,526</b>			<b>51,645</b>
Income taxes	<b>5,574</b>			<b>52,094</b>
Income (loss) from discontinued operations	<b>¥ 11,100</b>	<b>¥ (795)</b>	<b>¥ (16,999)</b>	<b>\$ 103,739</b>

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of Kubota Corporation:

We have audited the accompanying consolidated balance sheets of Kubota Corporation and subsidiaries (the "Company") as of March 31, 2005 and 2004, and the related consolidated statements of income, comprehensive income (loss), shareholders' equity, and cash flows for each of the three years in the period ended March 31, 2005, all expressed in Japanese yen. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Certain information required by Statement of Financial Accounting Standards ("SFAS") No. 131, "Disclosures about Segments of an Enterprise and Related Information" has not been presented in the accompanying consolidated financial statements. In our opinion, presentation concerning operating segments and other information is required for a complete presentation of the Company's consolidated financial statements.

The Company has not accounted for a nonmonetary security exchange transaction, that occurred during the year ended March 31, 1997, in accordance with accounting principles generally accepted in the United States of America. In our opinion, the recognition of the nonmonetary exchange gain, and the related impact in subsequent periods, is required by accounting principles generally accepted in the United States of America. The Company has disclosed the effects of the departure and other relevant information in Note 1 to the consolidated financial statements.

In our opinion, except for the omission of segment and other information required by SFAS No. 131 and the effect of not properly recording a nonmonetary security exchange transaction, as discussed in the preceding paragraphs, such consolidated financial statements present fairly, in all material respects, the financial position of Kubota Corporation and subsidiaries as of March 31, 2005 and 2004, and the results of their operations and their cash flows for each of the three years in the period ended March 31, 2005 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 17, the accompanying consolidated 2005, 2004 and 2003 financial statements have been restated.

Our audits also comprehended the translation of Japanese yen amounts into U.S. dollar amounts and, in our opinion, such translation has been made in conformity with the basis stated in Note 1. Such U.S. dollar amounts are presented solely for the convenience of readers outside Japan.

/s/ Deloitte Touche Tohmatsu

Osaka, Japan

June 3, 2005 (August 24, 2005, as to Asbestos-related matters described in Note 14, Commitments and Contingencies, and June 23, 2006 as to the restatement discussed in Note 17, Restatement of Discontinued Operations in the Consolidated Statements of Income)

**Table of Contents****Schedule II : Valuation and Qualifying Accounts****Kubota Corporation and Subsidiaries      March 31, 2005, 2004, and 2003**

Millions of Yen					
<u>Column A</u>	<u>Column B</u>	<u>Column C</u>	<u>Column D</u>		
Description	Balance, Beginning of Year	Additions- Charged to Costs and Expenses	Deductions Actual Write-Off	Translation Adjustments and Other	Balance, End of Year
<b>Allowance for doubtful notes and accounts receivable :</b>					
Year ended March 31, 2005	¥ 3,054	¥ 79	¥ 175	¥ (701)	¥ 2,257
Year ended March 31, 2004	¥ 4,089	¥ 728	¥ 1,040	¥ (723)	¥ 3,054
Year ended March 31, 2003	¥ 4,052	¥ 817	¥ 722	¥ (58)	¥ 4,089
<u>Column A</u>	<u>Column B</u>	<u>Column C</u>	<u>Column D</u>		
Description	Balance, Beginning of Year	Additions	Deductions		
<b>Valuation on deferred tax assets :</b>					
Year ended March 31, 2005	¥ 22,913	¥ 2,466	¥ 21,555		
Year ended March 31, 2004	¥ 20,759	¥ 2,508	¥ 354		
Year ended March 31, 2003	¥ 15,878	¥ 7,572	¥ 2,691		

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**Table of Contents****Supplemental Note to Consolidated Financial Statements with Respect to Income Taxes to Conform with Regulation S-X****Kubota Corporation and Subsidiaries**      **Years ended March 31, 2005, 2004, and 2003**

Income from continuing operations before income taxes, minority interests in earnings of subsidiaries, and equity in net income of affiliated companies for the years ended March 31, 2005, 2004, and 2003 were comprised of the following :

	Millions of Yen		
	2005	2004	2003
Parent company and domestic subsidiaries	¥ 123,461	¥ (643)	¥ (934)
Foreign subsidiaries	32,574	28,535	24,089
<b>Total</b>	<b>¥ 156,035</b>	<b>¥ 27,892</b>	<b>¥ 23,155</b>

Provisions for income taxes for the years ended March 31, 2005, 2004, and 2003 were comprised of the following :

	Millions of Yen		
	2005	2004	2003
<b>Income tax current :</b>			
Parent company and domestic subsidiaries	¥ 21,780	¥ 16,519	¥ 12,871
Foreign subsidiaries	12,711	12,736	8,667
	<b>¥ 34,491</b>	<b>¥ 29,255</b>	<b>¥ 21,538</b>
<b>Income tax deferred :</b>			
Parent company and domestic subsidiaries	¥ 14,503	¥ (13,607)	¥ (9,858)
Foreign subsidiaries	(878)	(1,947)	616
	<b>¥ 13,625</b>	<b>¥ (15,554)</b>	<b>¥ (9,242)</b>

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of

Kubota Corporation (Kabushiki Kaisha Kubota):

We have audited the consolidated financial statements of Kubota Corporation (Kabushiki Kaisha Kubota) and subsidiaries as of March 31, 2005 and 2004, and for each of the three years in the period ended March 31, 2005, all expressed in Japanese yen, and have issued our report thereon dated June 3, 2005, except for Asbestos-related matters described in Note 14, as to which the date is August 24, 2005, and Restatement of Discontinued Operations in the Consolidated Statements of Income discussed in Note 17, as to which the date is June 23, 2006 (which report expresses a qualified opinion regarding the omission of segment information required by Statement of Financial Accounting Standards No. 131, Disclosures about Segments of an Enterprise and Related Information, and the effect of not properly recording a nonmonetary security exchange transaction, that occurred during the year ended March 31, 1997, in accordance with accounting principles generally accepted in the United States of America); such consolidated financial statements and report are included in your 2005 Annual Report to Shareholders and are included in Item 17 of this Form 20-F.

Our audits also included the supplemental note to the consolidated financial statements to conform with regulation S-X and the financial statement schedule of Kubota Corporation and subsidiaries, listed in the index to consolidated financial statements and schedule. The consolidated financial statement supplemental note and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits.

In our opinion, such consolidated financial statement supplemental note and schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly in all material respects the information set forth therein.

/s/ Deloitte Touche Tohmatsu

Osaka, Japan

June 3, 2005 (August 24, 2005, as to Asbestos-related matters described in Note 14, Commitments and Contingencies, and June 23, 2006 as to the restatement discussed in Note 17, Restatement of Discontinued Operations in the Consolidated Statements of Income)

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