

Unlisted transactions	Contract amount		Estimated fair Value	Unrealized gain (loss)
	Total	Due after one year		
Interest rate swaps:				
Pay Fix / Receive Float .....	\$103,594	\$ 92,274	\$ (1,915)	\$ (1,915)
Receive Fix / Pay Float .....	9,434	9,434	9	9
Total .....	\$113,028	\$ 101,708	\$ (1,906)	\$ (1,906)

## REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

### To the Board of Directors of TOA CORPORATION

We have audited the accompanying consolidated balance sheets of TOA CORPORATION and its consolidated subsidiaries as of March 31, 2000 and 1999, and the related consolidated statements of operations and retained earnings for the years then ended, and the statement of cash flows for the year ended March 31, 2000, all expressed in Japanese Yen. Our audits were made in accordance with auditing standards, procedures and practices generally accepted and applied in Japan and, accordingly, included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the consolidated financial statements referred to above present fairly the consolidated financial position of TOA CORPORATION and its consolidated subsidiaries as of March 31, 2000 and 1999, and the consolidated results of their operations for the years then ended, and the statement of cash flows for the year ended March 31, 2000 in conformity with accounting principles and practices generally accepted in Japan (see Note 1) applied on a consistent basis, except as described in the third paragraph.

As described in Note (1), in Notes (1) (j), with respect to corporate officers, directors and statutory auditors, the Companies have changed to provide for lump-sum severance indemnities on the basis of 100% of the amount required in the event of ordinary retirement at the balance sheet date.

As described in Note (1) (a), effective for the year ended March 31, 2000, TOA CORPORATION and its consolidated subsidiaries have adopted new Japanese accounting standards for preparation of consolidated financial statements and income taxes.

The amounts expressed in U.S. dollars, provided solely for the convenience of the readers, have been translated on the basis set forth in Note (2) to the accompanying consolidated financial statements.

*ChuoAoyama Audit Corporation*

Tokyo, Japan  
June 29, 2000