

ChuoAoyama Audit Corporation

PRICEWATERHOUSECOOPERS 

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To the Board of Directors TOA CORPORATION

We have audited the accompanying consolidated balance sheets of TOA CORPORATION and its consolidated subsidiaries as of March 31, 2002 and 2001, and the related consolidated statements of operations and retained earnings and of cash flows for the years then ended, 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, 2002 and 2001, and the consolidated results of their operations and their cash flows for the years then ended in conformity with accounting principles and practices generally accepted in Japan (see Note 1) applied on a consistent basis.

As described in Note (1) (e) and (i), effective from the year ended March 31, 2001, TOA CORPORATION and its consolidated subsidiaries have adopted the new Japanese accounting standards for financial instrument and reserve for retirement benefits.

The amounts expressed in U.S. dollars, which are provided solely for the convenience of the reader, have been translated on the basis set forth in Note 3 to the accompanying consolidated financial statements.

ChuoAoyama Audit Corporation

ChuoAoyama Audit Corporation
Tokyo, Japan
June 28, 2002