

FINANCIAL SECTION

CONSOLIDATED BALANCE SHEETS

Aioi Insurance Company, Limited (Formerly The Dai-Tokyo Fire and Marine Insurance Company, Limited) and
Consolidated Subsidiaries

March 31, 2001 and 2000

| | Millions of Yen | | Thousands of U.S. Dollars (Note 1) |
|---|-------------------|-------------------|---------------------------------------|
| | 2001 | 2000 | 2001 |
| ASSETS | | | |
| Cash and cash equivalents | ¥ 252,200 | ¥ 168,205 | \$ 2,035,512 |
| Money held in trust (Note 3) | 12,240 | 41,226 | 98,790 |
| Investments in securities (Note 4) | 864,109 | 707,086 | 6,974,247 |
| Loans (Note 5) | 285,505 | 318,111 | 2,304,324 |
| Property and equipment—net | 105,176 | 110,545 | 848,884 |
| Premiums receivable from policyholders and agents | 21,460 | 23,577 | 173,207 |
| Reinsurance receivable and recoverable on paid losses | 39,832 | 43,695 | 321,487 |
| Deferred tax assets (Note 9) | 29,629 | 79,734 | 239,138 |
| Allowance for doubtful accounts | (14,511) | (11,915) | (117,125) |
| Other assets (Note 12) | 81,538 | 64,375 | 658,103 |
| Foreign currency translation adjustment | — | 2,620 | — |
| TOTAL | ¥1,677,181 | ¥1,547,262 | \$13,536,570 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | |
| LIABILITIES: | | | |
| Underwriting reserves: | | | |
| Estimated losses and claims | ¥ 136,997 | ¥ 127,274 | \$ 1,105,707 |
| Unearned premiums | 492,718 | 493,886 | 3,976,744 |
| Maturity refunds and dividends to policyholders | 572,603 | 611,788 | 4,621,496 |
| Reinsurance payable and due to other insurance companies | 28,856 | 28,440 | 232,901 |
| Income taxes payable (Note 9) | 15 | 5,315 | 122 |
| Commercial paper | 30,000 | — | 242,130 |
| Convertible bonds (Note 6) | 3,810 | 3,810 | 30,750 |
| Liability for employees' retirement benefit | 22,806 | 20,519 | 184,070 |
| Reserve for price fluctuation | 5,021 | 3,730 | 40,531 |
| Deferred tax liabilities (Note 9) | 1,989 | 263 | 16,061 |
| Other liabilities | 65,501 | 27,539 | 528,667 |
| Total liabilities | 1,360,320 | 1,322,568 | 10,979,184 |
| COMMITMENTS AND CONTINGENT LIABILITIES (Note 11) | | | |
| SHAREHOLDERS' EQUITY: | | | |
| Common stock, ¥50 par value – authorized, 800,000 thousand shares; issued and outstanding, 407,154 thousand shares in 2001 and 2000 | 57,139 | 57,139 | 461,177 |
| Additional paid-in capital | 41,712 | 41,712 | 336,664 |
| Retained earnings | 130,163 | 125,843 | 1,050,553 |
| Unrealized gain on available-for-sale securities | 87,846 | — | 709,012 |
| Total | 316,862 | 224,695 | 2,557,407 |
| Treasury stock, at cost | (2) | (0) | (21) |
| Total shareholders' equity | 316,860 | 224,694 | 2,557,386 |
| TOTAL | ¥1,677,181 | ¥1,547,262 | \$13,536,570 |

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

Aioi Insurance Company, Limited (Formerly The Dai-Tokyo Fire and Marine Insurance Company, Limited) and Consolidated Subsidiaries

Years Ended March 31, 2001 and 2000

| | Millions of Yen | | Thousands of |
|---|-----------------|-----------|-----------------------|
| | 2001 | 2000 | U.S. Dollars (Note 1) |
| | | | 2001 |
| OPERATING ACTIVITIES: | | | |
| Income before income taxes | ¥ 10,964 | ¥ 11,138 | \$ 88,496 |
| Adjustments for: | | | |
| Depreciation | 7,930 | 8,053 | 64,008 |
| Reversal of underwriting reserve | (30,629) | (28,429) | (247,211) |
| Provision for (Reversal of) allowance for doubtful accounts | 2,596 | (3,093) | 20,952 |
| Provision for (Reversal of) investment loss allowances | (106) | 110 | (861) |
| Increase in liability for employees' retirement benefit | 2,286 | — | 18,456 |
| Reversal of employees' retirement allowances | — | (244) | — |
| Reversal of employees' bonus allowances | (332) | (248) | (2,686) |
| Reversal of allowances for the loss arising from sale of loans receivable ... | (56) | (806) | (454) |
| Increase in price fluctuation reserve | 1,291 | 1,317 | 10,422 |
| Interest and dividend income | (28,468) | (41,072) | (229,773) |
| (Gain) loss arising from sales or revaluation of investments in securities... | (18,278) | 220 | (147,525) |
| Interest expenses | 309 | 260 | 2,501 |
| Foreign exchange losses | 2,830 | 2,859 | 22,845 |
| Loss on sale of property and equipment | 2,947 | 473 | 23,792 |
| Others – net | 14,264 | 3,913 | 115,127 |
| Interest and dividends received | 26,421 | 38,993 | 213,251 |
| Interest paid | (319) | (270) | (2,577) |
| Income taxes paid | (9,640) | 2,505 | (77,808) |
| Total adjustment | (26,953) | (15,458) | (217,539) |
| Net cash used in operating activities | (15,988) | (4,319) | (129,043) |
| INVESTING ACTIVITIES: | | | |
| Net increase in bank deposits | 4,325 | 7,245 | 34,914 |
| Purchase of debts | (8,890) | (2,000) | (71,751) |
| Proceeds from sale of debts purchased | 1,055 | 1,000 | 8,515 |
| Decrease (Increase) in money held in trust – net | 23,259 | (3,136) | 187,728 |
| Purchase of investments in securities | (437,213) | (767,183) | (3,528,764) |
| Proceeds from sale or maturities of investments in securities | 434,850 | 777,033 | 3,509,690 |
| Decrease in loans – net | 31,185 | 12,522 | 251,697 |
| Purchases of property and equipment | (7,811) | (7,888) | (63,046) |
| Proceeds from sale of property and equipment | 2,775 | 433 | 22,399 |
| Increase in deposits received under loan debenture agreement | 30,920 | — | 249,562 |
| Decrease in deposits received in securities under loan securities agreement ... | — | (33,919) | — |
| Others – net | (2,146) | 1,555 | (17,325) |
| Net cash provided by (used in) investing activities | 72,310 | (14,339) | 583,621 |
| FINANCING ACTIVITIES: | | | |
| Proceeds from (repayment of) commercial paper – net | 30,000 | (40,000) | 242,130 |
| Repayment of convertible bonds | — | (4,355) | — |
| Acquisition of treasury stock | (1) | (0) | (14) |
| Cash dividends | (2,850) | (2,850) | (23,002) |
| Others – net | (8) | (11) | (66) |
| Net cash provided by (used in) financing activities | 27,139 | (47,217) | 219,047 |
| Foreign Currency Transaction Adjustment on Cash and Cash Equivalents ... | 532 | (542) | 4,299 |
| Net Increase (Decrease) in Cash and Cash Equivalents | 83,994 | (66,418) | 677,924 |
| Cash and Cash Equivalents, Beginning of Year | 168,205 | 234,623 | 1,357,588 |
| Cash and Cash Equivalents, End of Year | ¥252,200 | ¥168,205 | \$2,035,512 |

See notes to consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Aioi Insurance Company, Limited (Formerly The Dai-Tokyo Fire and Marine Insurance Company, Limited) and Consolidated Subsidiaries

Years Ended March 31, 2001 and 2000

1. Basis of presenting consolidated financial statements

The accompanying consolidated financial statements of The Dai-Tokyo Fire and Marine Insurance Company, Limited (“the Company”) and its consolidated subsidiaries have been prepared from the accounts maintained in accordance with the provisions set forth in the Japanese Securities and Exchange Law, the Insurance Business Law and related regulations, and in conformity with accounting principles and practices generally accepted in Japan, which are different in certain respects as to application and disclosure requirements of International Accounting Standards. The consolidated financial statements are not intended to present the financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in countries and jurisdictions other than Japan.

In preparing the accompanying consolidated financial statements, certain reclassifications and rearrangements have been made to the consolidated financial statements issued domestically for the convenience of readers outside Japan. In accordance with accounting procedures generally accepted in Japan, certain comparative disclosures are not required to be and have not been presented herein.

The accounts of the Company and its consolidated subsidiary established in Japan are maintained in Japanese yen, the currency of the country in which the Company is incorporated and operates. Figures stated in yen have been rounded down to millions of yen. Figures stated in U.S. dollars in the accompanying consolidated financial statements are converted, solely for convenience of readers outside Japan and are stated at the rate of ¥123.90 to U.S.\$1, the approximate rate of exchange at March 31, 2001. The translations should not be construed as representations that the Japanese yen amounts could have been converted to U.S. dollars at that or any other rate.

2. Summary of significant accounting policies

a. Consolidation – The accompanying consolidated financial statements include the accounts of the Company and its two significant subsidiaries. The financial statements of the remaining unconsolidated subsidiaries would not have a material effect on the accompanying consolidated financial statements. Investments in unconsolidated subsidiaries and affiliates are stated at cost.

All significant inter-company balances and transactions have been eliminated in consolidation. The effect on the consolidated financial statements of not applying the equity method is immaterial.

One of the subsidiaries is consolidated on the basis of the fiscal year ending December 31, which differs from that of the Company; however, significant effects arising from transactions occurring in the period from January 1 to March 31 have been adjusted for consolidation purposes.

b. Cash Equivalents – Cash equivalents are short-term investments that are readily convertible into cash and that are exposed

to insignificant risk of changes in value. Cash equivalents include time deposits, call loans, debts purchased and money management funds (MMF). Money held in trust and time deposits with original maturities exceeding three months have been excluded from cash equivalents.

c. Foreign Currency Translation – The accounts stated on the financial statements of the Company and its consolidated subsidiaries are translated as follows:

Before the revised accounting standards prescribed below became operative, current receivables and payables denominated in foreign currencies were translated into Japanese yen at the current exchange rates at each balance sheet date, while non-current receivables and payables denominated in foreign currencies were recorded and reported at the rates prevailing when acquired or incurred.

The revised accounting standard for foreign currency transaction become operative for financial statement covering periods beginning on or after April 1, 2000, the Company and the consolidated domestic subsidiary adopted the revised accounting standard accordingly. In accordance with the revised standard, all current and non-current monetary receivables and payables denominated in foreign currencies are translated into Japanese yen at the exchange rates at the balance sheet date. The foreign exchange gains and losses from translation are recognized in the income statement.

Revenue and expense accounts of the foreign consolidated subsidiary are translated into yen at the rates of exchange in effect at the balance sheet date. Balance sheet accounts are also translated at the same exchange rates, except for the components of shareholders' equity which are translated at the historical rate.

Prior to April 1, 2000, differences arising from such translation were shown as “Foreign currency translation adjustments” as either asset or liability in the balance sheet.

Effective April 1, 2000, such differences are presented as “Foreign currency translation adjustments” forming a separate component of shareholders' equity in accordance with the revised accounting standard for foreign currency transactions.

The adoption of the revised accounting standard, did not effect the consolidated financial statement as of and for the year ended March 31, 2001.

d. Investments in Securities and Derivatives Activities – Prior to April 1, 2000, on which the new accounting standard for financial instrument became operative, listed securities owned by the Company and the consolidated domestic subsidiary were stated at the lower of moving-average cost or market. Carrying amounts of investments in securities were determined by comparing their original historical cost and market value at each balance sheet date. Unlisted securities owned by the Company were stated at moving-average cost. Listed securities included in money held in trust were stated in accordance with the same policy prescribed above. Marketable bonds (except for the convert-

ible bonds) owned by the consolidated domestic subsidiary were, however, stated at moving-average cost. All securities owned by the foreign consolidated subsidiary were stated at the lower of moving-average cost or market.

Effective April 1, 2000, the Company and the consolidated subsidiaries adopted a new accounting standard for financial instruments, including investment in securities and derivatives activities.

The standard requires all applicable securities to be classified and accounted for, depending on management's intent, as follows: (1) Trading securities, which are held for the purpose of earning capital gains in near term are reported at fair value, and the related unrealized gains and losses are included in the income statement for the period. The carrying amount of the securities are determined by the moving-average cost. (2) Held-to-maturity debt securities, which are expected to be held to maturity with the positive intent and ability to hold to maturity are reported at amortized cost. (3) Available-for-sale securities, which are not classified as either of the aforementioned securities, are reported at fair value, with unrealized gains and losses, net of applicable taxes, reported in a separate component of shareholders' equity. The carrying amount of the securities are determined by the moving-average cost. Unlisted securities that do not have a quoted market price in an active market, are reported at moving-average cost or amortized cost. Listed securities in the money held in trust are stated at fair value.

As to derivatives activities the standards require that: (a) all derivatives be recognized as either assets or liabilities and measured at fair value, and gains or losses on derivative transactions are recognized in the income statement and (b) for derivatives used for hedging purposes, if derivatives qualify for hedge accounting because of high correlation and effectiveness between the hedging instruments and the hedged items, gains or losses on derivatives are deferred until maturity of the hedged transactions.

The effect of adoption of the new standard was to increase income before income taxes by ¥11,887 million (\$95,943 thousand), which includes the effect of adopting the new standard for derivatives financial instruments.

e. Property and Equipment – Property and equipment are carried at cost less accumulated depreciation. Significant renewals and additions are capitalized; maintenance and repairs, and minor renewals and improvements are charged to income as incurred.

Depreciation of property and equipment is computed by the declining-balance method while the straight-line method is applied to buildings acquired on or after April 1, 1998, in accordance with the revised Corporate Tax Law in Japan. The range of useful lives is based on the Ministerial Ordinance to the Corporate Tax Law.

f. Policy Acquisition Costs – Policy acquisition costs are charged to income as incurred.

g. Underwriting Reserves – Underwriting reserves are set aside as reserves for unpaid estimated losses and claims and unearned premiums and maturity refunds and dividends to policy holders by each line of insurance.

Estimated losses and claims

Provision is made for claims reported prior to the close of the accounting period based on the estimated ultimate cost of settling such claims. In addition to the above, provision is made for incurred but not reported claims (“IBNR”) based on the past experience.

Unearned premiums

The unearned premiums reserve is based on unearned premiums at the end of the year, or the underwriting balances at the end of the year for policies written during the year, whichever is greater, by lines of insurance and type of policy. However, for compulsory automobile liability insurance (“CALI”) and earthquake insurance, all underwriting balances are transferred to this reserve. The total of these reserves by lines will be roughly equal to the unearned premiums determined by using the monthly prorate method. The extraordinary loss reserve (“ELR”) is also provided for catastrophic losses from net premiums written. The maximum amount of ELR at the end of the year is stipulated in the Insurance Business Law. The amount of the annual transfer to ELR from net premiums written is the larger of the amounts deductible for tax purposes or the minimum required under the Insurance Business Law. The maximums differ by line of insurance, and are calculated using percentages of net premiums written. With respect to CALI and earthquake insurance, there is no extraordinary loss reserve because all underwriting balances are transferred to the unearned premium reserve.

Maturity refunds and dividends to policyholders

Provision is made for the sum of an amount equal to the refundable portion of the insurance premiums of long-term insurance at maturity and an amount equal to the investment income attributable to such portion of the relevant premiums.

h. Income Taxes – The provision for income taxes is computed based on the pretax income included in the consolidated statements of income. The asset and liability approach is used to recognize deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. Deferred taxes are measured by applying currently enacted tax laws to the temporary differences.

i. Allowance for Doubtful Accounts – The allowance for doubtful accounts stated on the financial statements of the Company

and the domestic subsidiary is determined based on management's judgment and assessment of future losses formatted and secured through the self-assessment system. This method reflects past history of credit losses, possible credit losses, business and economic conditions, in addition to the character, quality and performance of debtors' business activities, and other pertinent indicators.

The amount of the allowance for doubtful accounts is then, calculated in accordance with the rules of self-assessment of asset and the rules for provision or write-offs of doubtful accounts.

For loans to counter parties who are in legal or perfunctory bankruptcy and are not allowed to participate in the bank clearing process, and for loans to counter parties who are substantially in bankruptcy, provision is made at amounts equal to the loan balance less the estimated amounts recoverable through disposal of encumbered pledges or discharges of guarantees.

For loans to borrowers who are likely to be in future bankruptcy, a provision equal to the anticipated irrecoverable amount is estimated by management based on their knowledge of borrower's solvency. In determining the anticipated irrecoverable amount, management considers the recoverable amount of the balance of loans in question through disposal of pledges encumbered or discharged guarantees.

For debts other than the loans described above, provision is calculated by multiplying the balance of debts at the closing date by the actual bad debt ratio computed based on bad debts incurred in the past.

All debts of the Company and the domestic subsidiary are subject to the self-assessment conducted by departments handling the debts in question. The result of that self-assessment is required to be reviewed by the inspection department independent of each department conducting self-assessment.

j. Employees' Retirement Benefit and Pension Plan – The Company and the consolidated domestic subsidiary have severance payment plans for employees.

Under the employees' retirement plans for the Company and the domestic subsidiary, until April 1, 2000, the reserve for employees' retirement allowances was stated at the amount which would be required if all employees terminated their employment at the end of each year under voluntary conditions, less the amount covered by the pension plan.

Effective April 1, 2000, which the new accounting standard for employees' retirement benefits become effective, the Company and the consolidated domestic subsidiary adopted a new accounting standard for employees' retirement benefits and accounted for the liability for retirement benefits based on the present value of the projected benefit obligations and the fair value of plan assets at the balance sheet date.

The full amount of the transitional obligation determined as of the beginning of year was charged to income and presented as other expense in the income statement. As a result, income before income taxes and minority interests as compared with the prior method, decreased by ¥3,601 million (\$29,064 thousand).

Changes in the projected benefit obligation arising from modified actuarial assumptions are amortized by straight-line method over the average remaining service life of the employees (15 years) and recognized as an expense the years after the changes.

k. Reserve for Price Fluctuation – In conformity with the Insurance Business Law, insurance companies are required to establish a provision for losses resulting from fluctuations in market values of securities, bank deposits and loans denominated in foreign currencies.

The amount of the reserve for price fluctuation and the maximum balances is calculated using percentages set forth in the Insurance Business Law for each type of security.

l. Leases – All leases are accounted for as operating leases. Under Japanese accounting standards for leases, finance leases that deem to transfer ownership of the leased property to the lessee are to be capitalized, while other finance leases are permitted to be accounted for as operating lease transactions if certain “as if capitalized” information is disclosed in the Note 10 set forth below.

m. Net Income per Share – Net income per share is computed based on the weighted average number of shares outstanding during each year.

Diluted net income per share of common stock assumes full conversion of the outstanding convertible bonds at the beginning of the year with an applicable adjustment for related interest expense (net of tax).

n. Deferred Expenses under Article 113 of the Insurance Business Law – Article 113 of the Insurance Business Law permits newly established insurance companies to defer organization costs and the selling and general administrative costs which exceed total of net underwriting income and net investment income for the first five years from the year of its incorporation. These deferred costs are subject to amortization over a period of ten years. In accordance with this Article, the consolidated subsidiary operating a life-insurance business which was established in 1996 has deferred a portion of selling and general administrative costs incurred before April 1, 1998 as well as its organization cost incurred at inception and made a pertinent amortization required by the aforementioned law.

3. Money held in trust

All of the money held in trust was classified as trading securities. Aggregate cost at March 31, 2001 and gains or losses recognized in the income statement were as follows:

| | Millions of Yen | Thousands of U.S. Dollars |
|----------------------|-----------------|---------------------------|
| Money held in trust: | | |
| Aggregate cost..... | ¥12,240 | \$98,790 |
| (Losses) | (2,077) | (16,770) |

Aggregate cost and aggregate market value of money held in trust at March 31, 2000 were as follows:

| | Millions of Yen | | |
|---------------------------|-----------------|------------------|------------------------|
| | Aggregate Cost | Aggregate Market | Unrealized Gain (Loss) |
| Money held in trust | ¥41,226 | ¥41,347 | ¥120 |

4. Investments in securities

Investment in securities as of March 31, 2001 consisted of the following:

| | Millions of Yen | Thousands of U.S. Dollars |
|--|-----------------|---------------------------|
| National and local government bonds..... | ¥104,734 | \$ 845,311 |
| Corporate bonds | 205,637 | 1,659,708 |
| Equity securities..... | 393,425 | 3,175,347 |
| Foreign securities | 137,980 | 1,113,646 |
| Other securities..... | 22,334 | 180,259 |
| Allowances for investment loss | (3) | (26) |
| Total | ¥864,109 | \$6,974,247 |

Information regarding each category of the securities classified as trading, available-for-sale and held-to-maturity at March 31, 2001 was as follows (see Note 2.d for the subsequent measurement of investments in securities):

| | Millions of Yen | | | |
|---------------------------|-----------------|------------------|-------------------|------------------|
| | Aggregate Cost | Unrealized Gains | Unrealized Losses | Aggregate Market |
| Securities classified as: | | | | |
| Trading..... | | | | ¥ 45,414 |
| Available-for-sale: | | | | |
| Bonds..... | ¥285,934 | ¥ 9,486 | ¥ 900 | ¥294,520 |
| Equity securities.... | 256,524 | 142,865 | 15,776 | 383,613 |
| Foreign securities.. | 100,728 | 3,209 | 683 | 103,253 |
| Other securities..... | 11,105 | 49 | 784 | 10,370 |
| Total..... | ¥654,293 | ¥155,610 | ¥18,146 | ¥791,757 |
| Held-to-maturity: | | | | |
| Bonds..... | ¥ 3,521 | ¥ 168 | ¥ 3 | ¥ 3,686 |
| Foreign securities.. | 798 | 39 | | 838 |
| Total..... | ¥ 4,320 | ¥ 207 | ¥ 3 | ¥ 4,524 |

| | Thousands of U.S. Dollars | | | |
|---------------------------|---------------------------|------------------|-------------------|------------------|
| | Aggregate Cost | Unrealized Gains | Unrealized Losses | Aggregate Market |
| Securities classified as: | | | | |
| Trading..... | | | | \$ 366,541 |
| Available-for-sale: | | | | |
| Bonds..... | \$2,307,788 | \$ 76,564 | \$ 7,270 | \$2,377,081 |
| Equity securities.... | 2,070,418 | 1,153,069 | 127,335 | 3,096,152 |
| Foreign securities.. | 812,979 | 25,901 | 5,519 | 833,361 |
| Other securities..... | 89,629 | 401 | 6,333 | 83,697 |
| Total..... | \$5,280,815 | \$1,255,936 | \$146,459 | \$6,390,292 |

| | Thousands of U.S. Dollars | | | |
|----------------------|---------------------------|------------------|-------------------|------------------|
| | Aggregate Cost | Unrealized Gains | Unrealized Losses | Aggregate Market |
| Held-to-maturity: | | | | |
| Bonds..... | \$ 28,418 | \$ 1,363 | \$ 24 | \$ 29,757 |
| Foreign securities.. | 6,448 | 315 | | 6,763 |
| Total..... | \$ 34,866 | \$ 1,678 | \$ 24 | \$ 36,521 |

Available-for-sale securities and held-to-maturity securities whose fair value is not readily determinable as of March 31, 2001 were as follows:

| | Carrying Amount | |
|-----------------------------|-----------------|---------------------------|
| | Millions of Yen | Thousands of U.S. Dollars |
| Available-for-sale: | | |
| Bonds | ¥ 8,269 | \$ 66,745 |
| Equity securities..... | 9,355 | 75,507 |
| Foreign securities | 3,000 | 24,213 |
| Other securities..... | 13,008 | 104,994 |
| Total | ¥33,633 | \$271,460 |
| Held-to-maturity—Bonds..... | ¥ 4,060 | \$ 32,774 |
| Total | ¥ 4,060 | \$ 32,774 |

Proceeds from sales of available-for-sale securities for the year ended March 31, 2001 were ¥324,463 million (\$2,618,749 thousand). Gross realized gains and losses on these sales, computed on the moving average cost basis, were ¥25,687 million (\$207,321 thousand) and ¥1,529 million (\$12,343 thousand),

respectively.

Carrying amounts of debt securities with contractual maturities classified available-for-sale and held-to-maturity at March 31, 2001 are as follows:

| | Millions of Yen | | | Thousands of U.S. Dollars | | |
|---|-----------------|--------------------|------------------|---------------------------|--------------------|------------------|
| | Bonds | Foreign Securities | Other Securities | Bonds | Foreign Securities | Other Securities |
| Due in one year or less..... | ¥ 54,700 | ¥ 5,155 | ¥13,089 | \$ 441,492 | \$ 41,611 | \$105,645 |
| Due after one year through five years..... | 157,471 | 52,585 | 4,400 | 1,270,956 | 424,420 | 35,513 |
| Due after five years through ten years..... | 57,696 | 35,506 | 5,181 | 465,667 | 286,576 | 41,820 |
| Due after ten years | 22,806 | 2,787 | 97 | 184,067 | 22,501 | 783 |
| Total | ¥292,674 | ¥96,036 | ¥22,768 | \$2,362,184 | \$775,110 | \$183,762 |

Aggregate cost and aggregate market value of investments in securities at March 31, 2000 were as follows:

| | Millions of Yen | | |
|-------------------------|-----------------|------------------|------------------------|
| | Aggregate Cost* | Aggregate Market | Unrealized Gain (Loss) |
| Bonds | ¥259,712 | ¥266,070 | ¥ 6,358 |
| Equity securities | 255,911 | 467,958 | 212,046 |
| Foreign securities..... | 78,129 | 77,518 | (610) |
| Other securities..... | 10,900 | 10,857 | (42) |
| Total | ¥604,653 | ¥822,405 | ¥217,751 |

* The amounts shown above include only the cost of investments in securities for which a market value is reasonably obtained. Therefore, the total cost shown above does not equal the total carrying amount of investments in securities shown on the consolidated balance sheets.

5. Loans

Loans which are defaulted, delinquent, past due and under mitigating conditions are as follows:

| | Millions of Yen | | Thousands of U.S. Dollars |
|---|-----------------|---------|---------------------------|
| | 2001 | 2000 | 2001 |
| Defaulted loans..... | ¥ 778 | ¥ 1,005 | \$ 6,281 |
| Delinquent loans (non-performing loans) | 11,890 | 9,589 | 95,966 |
| Past due loans (over three months) | 704 | 474 | 5,684 |
| Loans under mitigating conditions | 4,563 | 6,042 | 36,834 |
| Total | ¥17,936 | ¥17,112 | \$144,766 |

Defaulted loans represent loans for which the Company assumes that there are no prospects for recovery or repayment of principals or interest and therefore, do not account for accrued interest revenues.

Delinquent loans represent loans for which the Company assumes that there are very few prospects for recovery or repayment of principals or interest and therefore, do not account for accrued interest revenues. For delinquent loans, management does not intend to mitigate conditions of loans on behalf of the recovery of the counter parties as mentioned in the definition of loans under mitigating conditions below.

Past due (over three months) loans represent loans in which the repayment of principal or payment of interest incurred are past due over three months from the due date set forth in the loan agreements, not falling into either the categories of defaulted loans or delinquent loans.

Loans under mitigating conditions represent loans to counter parties in which the Company accepted a reduction in its rates and revised repayment and payment schedule of principal or interest, or waived the certain amounts owned in order to provide financial support to facilitate the recovery of the counter parties, not falling into the categories of either defaulted loans or delinquent loans or past due loans.

6. Convertible bonds

Unsecured bonds convertible into common stock is as follows:

| | Conversion Price per Share | Thousands of U.S. Dollars | | |
|---|----------------------------|---------------------------|--------|----------|
| | | 2001 | 2000 | 2001 |
| 1.6% convertible bonds due March 31, 2003 | ¥1,194.30 | ¥3,810 | ¥3,810 | \$30,750 |

If all convertible bonds outstanding were converted as of March 31, 2001, common shares outstanding would be increased by 3,190 thousand shares.

Under the trust deeds, conversion prices are subject to adjustment in certain cases including stock splits or the issuance of new shares at paid-in prices which are less than market prices.

7. Employees' retirement benefit and pension plan

Under the pension plan of the Company, employees terminating their employment are entitled to pension payments and lump-sum payment based on their average pay during their employment, length of service and certain other factors. Under the pension plan of the consolidated domestic subsidiary, employees terminating their employment are entitled to lump-sum payment based on their average pay during their employment, length of service and certain other factors.

The Company contributed certain available-for-sale securities to the employee retirement benefit trust for non-contributory pension plans, and recognized a non-cash gain of ¥3,672 million (\$29,641 thousand). The securities held in this trust are qualified as plan assets.

Effective April 1, 2000, the Company and the consolidated domestic subsidiary adopted a new accounting standard for employees' retirement benefits.

The liability for employees' retirement benefits at March 31, 2001 consisted of the following:

| | Millions of Yen | Thousands of U.S. Dollars |
|------------------------------------|-----------------|---------------------------|
| Projected benefit obligation | ¥(46,017) | \$(371,407) |
| Fair value of plan assets..... | 20,299 | 163,841 |
| Unrecognized actuarial loss..... | 2,911 | 23,495 |
| Net liability | ¥(22,806) | \$(184,070) |

The components of net periodic benefit costs for the year ended March 31, 2001 are as follows:

| | Millions of Yen | Thousands of U.S. Dollars |
|---|-----------------|---------------------------|
| Service cost..... | ¥ 2,179 | \$17,588 |
| Interest cost..... | 1,269 | 10,242 |
| Expected return on plan assets..... | (423) | (3,418) |
| Amortization on transitional obligation | 7,158 | 57,775 |
| Net periodic benefit costs..... | ¥10,183 | \$82,187 |

Assumptions used for the year ended March 31, 2001 are set forth as follows:

| | |
|---|----------|
| Discount rate..... | 3.0% |
| Expected rate of return on plan assets | 3.0% |
| Recognition period of actuarial gain/loss | 15 years |
| Amortization period of transitional obligation..... | 1 year |

The amounts contributed to the fund which were charged to income for the year ended March 31, 2000 were ¥1,248 million.

8. Shareholders' equity

The Japanese Commercial Code (the "Code") requires at least 50% of the issue price of new shares, with a minimum of the par value thereof, to be designated as paid-in capital as determined by resolution of the Board of Directors. Proceeds in excess of amounts designated as paid-in capital are credited to additional paid-in capital.

The Insurance Business Law provides that an amount at least equal to 20% 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. The Company's legal reserve amount, which is included in retained earnings, totals ¥14,150 million (\$114,205 thousand) and ¥13,150 million as of March 31, 2001 and 2000, respectively, and is not available for dividends but may be used to reduce a deficit by resolution of the shareholders.

Under the Code, the Company is permitted to transfer portions of additional paid-in capital and legal reserve to stated capital by resolution of the Board of Directors. The Code also permits the company to transfer portions of unappropriated retained earnings, available for dividends, to paid-in capital by resolution of the shareholders.

Under the Code, the Company may issue new common shares to existing shareholders without consideration as a stock split pursuant to resolution of the Board of Directors. The Company may make such a stock split to the extent that the aggregate par value of the shares outstanding after the stock split does not exceed the authorized capital. However, the amount calculated by dividing the total amount of shareholders' equity by the number of outstanding shares after the stock split cannot be less than ¥50.

Under the code, the amount available for dividends is based on retained earnings as recorded on the Company's books. At March 31, 2001, retained earnings recorded on the Company's books were ¥118,951 million (\$957,152 thousand) which is available for future dividends subject to the approval of the shareholders and legal reserve requirement.

9. Income taxes

The Company and its domestic subsidiary are subject to corporate income tax and inhabitant income tax which, in the aggregate, resulted in a normal statutory tax rate of approximately 36.1% for the years ended March 31, 2001 and 2000. The tax effects derived of significant temporary differences which result in deferred tax assets and liabilities at March 31, 2001 are as follows:

| | Millions of Yen | | Thousands of U.S. Dollars |
|--|-----------------|---------|---------------------------|
| | 2001 | 2000 | 2001 |
| Deferred tax assets: | | | |
| Unearned premiums | ¥51,597 | ¥55,180 | \$416,444 |
| Liability for employees' allowances..... | 6,334 | — | 51,129 |
| Reserve for employees' allowances..... | — | 4,961 | — |
| Reserve for doubtful accounts..... | 4,822 | 3,490 | 38,920 |
| Estimated losses and claims.. | | 4,675 | |
| Devaluation of securities | 4,285 | 3,632 | 34,584 |
| Depreciation..... | 3,643 | 3,560 | 29,407 |
| Others | 7,790 | 5,738 | 62,873 |
| Total..... | 78,473 | 81,239 | 633,359 |
| Valuation allowance | (821) | (1,062) | (6,628) |
| Deferred tax assets..... | 77,651 | 80,176 | 626,730 |
| Deferred tax liabilities: | | | |
| Deferred tax liabilities | — | (706) | — |
| Unrealized gain on available-for-sale securities | (49,617) | — | (400,464) |
| Others | (395) | — | (3,188) |
| Net deferred tax assets..... | ¥27,639 | ¥79,470 | \$223,077 |

Deferred tax assets and liabilities appearing on the consolidated balance sheets are net amounts among each consolidated entity while the figures above are gross amounts.

A reconciliation between the normal effective statutory tax rate for the years ended March 31, 2001 and 2000 and the actual effective tax rates reflected in the accompanying consolidated statements of income is as follows:

| | 2001 |
|---|-------|
| Normal effective statutory tax rate | 36.1% |
| Dividend received | (8.0) |
| Expenses not deductible for income tax purposes | 6.5 |
| Other - net..... | (0.5) |
| Actual effective tax rate..... | 34.1% |

| | 2000 |
|---|-------|
| Normal effective statutory tax rate | 36.1% |
| Dividend received | (6.5) |
| Expenses not deductible for income tax purposes | 7.0 |
| Minimum inhabitant taxes..... | 2.6 |
| Other - net..... | 0.7 |
| Actual effective tax rate..... | 39.9% |

10. Lease transactions

a. Information regarding finance leases other than those which deem to transfer ownership of the leased property to the lessee, the Company and consolidated subsidiaries, is as follows:

On an "as if capitalized" basis, pro forma information of leased property of the Company and consolidated subsidiary such as acquisition cost, accumulated depreciation, lease payment obligations, depreciation expense, interest expense of finance leases that do not transfer ownership of the leased property to the lessee for the years ended March 31, 2001 and 2000, were as follows:

| | Millions of Yen | | Thousands of U.S. Dollars |
|-------------------------------|-----------------|------|---------------------------|
| | 2001 | 2000 | 2001 |
| Acquisition cost | ¥154 | ¥146 | \$1,247 |
| Accumulated depreciation..... | 88 | 52 | 710 |
| Net leased property | ¥ 66 | ¥ 93 | \$ 537 |

The imputed interest expense portion is included in the above acquisition cost.

Obligations under finance leases and total payments for finance leases as of March 31, 2001 and 2000, were as follows:

| | Millions of Yen | | Thousands of U.S. Dollars |
|--|-----------------|------|---------------------------|
| | 2001 | 2000 | 2001 |
| Due within one year..... | ¥36 | ¥34 | \$292 |
| Due after one year | 30 | 58 | 244 |
| Total | ¥66 | ¥93 | \$537 |
| Total payments for finance leases..... | ¥35 | ¥35 | \$287 |

The amounts of obligations under finance leases include the imputed interest expense portion.

Depreciation expense for the year ended March 31, 2001, which is not reflected in the accompanying consolidated statement of income, computed by the straight-line method was equal to the above total payment for finance leases.

b. Obligations under operating leases as of March 31, 2001 and 2000, and total payments for the years were as follows:

| | Millions of Yen | | Thousands of U.S. Dollars |
|--------------------------|-----------------|--------|---------------------------|
| | 2001 | 2000 | 2001 |
| Due within one year..... | ¥ 525 | ¥ 576 | \$ 4,245 |
| Due after one year..... | 1,338 | 1,923 | 10,801 |
| Total | ¥1,864 | ¥2,499 | \$15,046 |

11. Commitments and contingent liabilities

Derivative Financial Instruments

a. Utilization

The Company utilizes various derivative financial instruments ("derivatives") in its investing activities to mitigate the risk of fluctuating foreign currency exchange rates, interest rates, stock prices and bond prices. The derivatives utilized by the Company include foreign exchange forward contracts, currency swaps, currency option contracts, interest rate swaps, stock index futures, stock index options, bond futures contracts, and bond option contracts. The consolidated foreign subsidiary makes use of foreign exchange forward contracts. The Company and its subsidiaries enter into these contracts with major financial institutions in order to avoid credit loss in the event of nonperformance by counter parties of the contracts entered. Exposure to market risk is managed through position limits, approvals and monitor-

ing procedures. Daily risk control consists of confirmation procedures and analysis conducted by the administrative and supervisory sections, respectively. The confirmation procedures require a collaboration of operational reports prepared by the executive section with transaction reports sent directly from financial institutions to the administrative section. The risk management section independent from the executive section then performs daily analysis of the positions and the possible risk incurred in the transactions. As a periodic measure for internal risk control, the risk management committee meets regularly to evaluate the transactions and to review procedures performed in that period by the aforementioned sections. The current status of derivative activities is also reported regularly from the supervisory section to the Board of Directors.

b. The Company had the following derivatives contracts outstanding at March 31, 2001 and 2000.

| | Millions of Yen | | | | | | Thousands of U.S. Dollars | | |
|----------------------------|-----------------|--------------|------------------------|-----------------|--------------|------------------------|---------------------------|--------------|------------------------|
| | 2001 | | | 2000 | | | 2001 | | |
| | Contract Amount | Market Value | Unrealized Gain (Loss) | Contract Amount | Market Value | Unrealized Gain (Loss) | Contract Amount | Market Value | Unrealized Gain (Loss) |
| Foreign exchange contracts | | | | | | | | | |
| - Forward: | | | | | | | | | |
| Selling U.S.\$ | | | | ¥33,439 | ¥33,617 | ¥(178) | | | |
| Selling Euro | | | | 102 | 96 | 5 | | | |
| Selling STG£ | | | | 162 | 160 | 1 | | | |
| Buying Euro | | | | 97 | 97 | — | | | |
| Buying STG£ | | | | 164 | 165 | 0 | | | |
| Total..... | | | Nil | | | ¥(171) | | | Nil |

The market values for forward exchange contracts shown above are evaluated at the forward exchange rate as of the year-end date.

| | Millions of Yen | | | | | | Thousands of U.S. Dollars | | |
|--|-----------------|--------------|------------------------|-----------------|--------------|------------------------|---------------------------|--------------|------------------------|
| | 2001 | | | 2000 | | | 2001 | | |
| | Contract Amount | Market Value | Unrealized Gain (Loss) | Contract Amount | Market Value | Unrealized Gain (Loss) | Contract Amount | Market Value | Unrealized Gain (Loss) |
| Bond futures - Futures | | | | | | | | | |
| - Short position..... | ¥17,415 | ¥17,376 | ¥ 39 | ¥32,554 | ¥32,842 | ¥(288) | \$140,559 | \$140,244 | \$ 315 |
| Interest rate swaps - Fixed rate receipt, floating rate payment..... | 37,900 | 1,118 | 1,118 | 53,900 | 180 | 180 | 305,891 | 9,027 | 9,027 |

12. Deferred expenses under Article 113 of the Insurance Business Law

The unamortized expenses under Article 113 of the Insurance Business Law recorded on the subsidiaries book were ¥1,493 million (\$12,056 thousand) and ¥2,360 million at March 31, 2001 and 2000, respectively, and were included in other assets.

13. Subsequent events

a. Merger

In accordance with the merger agreement approved at the shareholders meeting held on December 20, 2000, the Company was merged with The Chiyoda Fire and Marine Insurance Company, Ltd. ("Chiyoda Co.") on April 1, 2001. The Company acquired all assets and assumed all liabilities of Chiyoda Co. The Company then changed its name to Aioi Insurance Company, Ltd.

In connection with the merger, assets acquired and liabilities assumed were as follows:

| | Millions of Yen | Thousands of U.S. Dollars |
|---|-----------------|---------------------------|
| Assets: | | |
| Cash on hand and in banks..... | ¥ 108,612 | \$ 876,614 |
| Monetary claims bought | 2,588 | 20,890 |
| Money held in trust | 10,532 | 85,006 |
| Investment in securities | 638,020 | 5,149,482 |
| Loans | 170,997 | 1,380,128 |
| Property and equipment | 89,381 | 721,400 |
| Other assets | 144,645 | 1,167,433 |
| Deferred tax assets | 79,857 | 644,528 |
| Per contra acceptance and guarantees | 11,226 | 90,611 |
| Allowance for doubtful accounts.. | (10,334) | (83,408) |
| Total assets | ¥1,245,528 | \$10,052,688 |
| Liabilities: | | |
| Underwriting reserves | ¥ 970,982 | \$ 7,836,822 |
| Convertible bonds..... | 15,000 | 121,065 |
| Other liabilities | 82,010 | 661,907 |
| Liability for employees' retirement benefit | 16,794 | 135,548 |
| Reserve for losses on sale of loans..... | 106 | 861 |
| Reserve for price fluctuation | 5,682 | 45,863 |
| Acceptance and guarantees | 11,226 | 90,611 |
| Total liabilities | ¥1,101,803 | \$ 8,892,680 |
| Acquired assets less liabilities assumed | ¥ 143,724 | \$ 1,160,007 |

* Securities include treasury stocks of ¥346 million (\$2,795 thousand). Other liabilities include cash dividends of ¥2,706 million (\$21,840 thousand) payable to the shareholders of Chiyoda Co.

b. Appropriations of Retained Earnings

The following appropriations of retained earnings at March 31, 2001 were approved at the Company's shareholders meeting held on June 28, 2001:

| | Millions of Yen | Thousands of U.S. Dollars |
|---|-----------------|---------------------------|
| Year-end cash dividends | | |
| ¥7 (\$0.05) per share | ¥2,850 | \$23,002 |
| Bonuses to directors and corporate auditors | 47 | 379 |

14. Segment information

Segment information is not disclosed as the Company and consolidated subsidiaries do not operate significant business other than the insurance business, and foreign operations and sales to foreign customers are immaterial for the years ended March 31, 2001 and 2000.

CONSOLIDATED BALANCE SHEETS

Aioi Insurance Company, Limited (Formerly The Chiyoda Fire and Marine Insurance Company, Limited) and Consolidated Subsidiaries

March 31, 2001 and 2000

| | Millions of Yen | | Thousands of U.S. Dollars (Note 2) |
|--|-------------------|-------------------|------------------------------------|
| | 2001 | 2000 | 2001 |
| ASSETS | | | |
| Cash and cash items: | | | |
| Cash on hand and in banks | ¥ 116,379 | ¥ 75,102 | \$ 939,304 |
| Money trusts | 10,532 | 8,380 | 85,006 |
| Call loans | — | 5,000 | — |
| Monetary claims bought | 7,588 | 3,600 | 61,247 |
| Total cash and cash items | 134,500 | 92,082 | 1,085,558 |
| Securities (Notes 1 and 3) | 771,275 | 702,722 | 6,224,980 |
| Loans (Note 3) | 173,077 | 237,280 | 1,396,916 |
| Property and equipment, at cost | 171,343 | 171,193 | 1,382,917 |
| Accumulated depreciation (Note 1) | (73,726) | (70,968) | (595,045) |
| Property and equipment, net of accumulated depreciation | 97,617 | 100,224 | 787,872 |
| Other assets | 191,082 | 164,554 | 1,542,235 |
| Deferred tax (Note 7) | 25,895 | 67,280 | 209,004 |
| Foreign currency translation adjustments (Note 1) | — | 3,089 | — |
| Per contra acceptances and guarantees | 11,226 | 9,500 | 90,611 |
| Reserve for bad debts (Note 1) | (10,527) | (15,441) | (84,966) |
| Total assets | ¥1,394,148 | ¥1,361,295 | \$11,252,211 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | |
| Liabilities: | | | |
| Underwriting fund: | | | |
| Reserve for reported and estimated losses and claims (Note 4) | ¥ 149,182 | ¥ 130,317 | \$ 1,204,058 |
| Underwriting reserves | 866,561 | 920,407 | 6,994,037 |
| Total underwriting fund | 1,015,744 | 1,050,725 | 8,198,096 |
| Other liabilities | 125,923 | 112,521 | 1,016,331 |
| Reserves: | | | |
| Reserve for severance allowances and retirements (Notes 1 and 5) | 10,854 | 14,711 | 87,609 |
| Reserve for losses on sale of loans | 106 | 89 | 861 |
| Reserve for price fluctuation (Note 1) | 5,721 | 5,082 | 46,178 |
| Total Reserves | 16,683 | 19,883 | 134,649 |
| Deferred tax | 1,151 | — | 9,292 |
| Acceptance and guarantees | 11,226 | 9,500 | 90,611 |
| Total liabilities | 1,170,728 | 1,192,631 | 9,448,981 |
| Minority interest | | | |
| | 0 | 19 | 1 |
| Shareholders' equity: | | | |
| Common stock | 42,664 | 42,664 | 344,349 |
| Additional paid-in capital | 31,149 | 31,149 | 251,407 |
| Retained earnings | 83,871 | 95,170 | 676,925 |
| Revaluation reserve on available-for-sale securities (Note 1) | 68,888 | — | 556,000 |
| Foreign currency translation adjustments (Note 1) | (2,807) | — | (22,659) |
| Treasury stock | (346) | (340) | (2,795) |
| Total shareholders' equity | 223,419 | 168,644 | 1,803,227 |
| Total liabilities and shareholders' equity | ¥1,394,148 | ¥1,361,295 | \$11,252,211 |

See accompanying notes to financial statements.

Deloitte & Touche
1500 Market Street
Philadelphia, PA 19102
Tel: (215) 380-7000

Tel: (81) 3 3407 1000
Fax: (81) 3 3407 1000
www.deloitte.com

**Deloitte
Touche
Tohmatsu**

INDEPENDENT ACCOUNTANTS' REPORT

To the Board of Directors and Shareholders of
Aioi Insurance Company, Limited:

We have examined the consolidated balance sheets of Aioi Insurance Company, Limited (formerly The Chiyoda Fire and Marine Insurance Company, Limited) and consolidated subsidiaries as of March 31, 2001 and 2000, the related consolidated income statements, equity and cash flows for the years then ended, as required by Japanese law. Our examinations 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 other auditing procedures as we considered necessary in the circumstances.

In our opinion, the consolidated financial statements referred to above present fairly the financial position of Aioi Insurance Company, Limited (formerly The Chiyoda Fire and Marine Insurance Company, Limited) and consolidated subsidiaries as of March 31, 2001 and 2000, the results of their operations and their cash flows for the years then ended in conformity with accounting principles and practices generally accepted in Japan, consistently applied during the period.

As mentioned in Note 1 to the consolidated financial statements, The Chiyoda Fire and Marine Insurance Company, Limited merged with The Chiyoda Fire and Marine Insurance Company, Limited on April 1, 2001, and adopted the new business name of Aioi Insurance Company, Limited for the newly combined insurance enterprise.

As discussed in Note 2 to the consolidated financial statements, effective from April 1, 2000, the consolidated financial statements have been prepared in accordance with new accounting standards for employee retirement benefits and financial instruments.

Our examination also comprised the translation of Japanese yen amounts into U.S. dollar amounts and, in the opinion of the translator, has been made in conformity with the provisions of Article 5 of the consolidated financial statements. Such U.S. dollar amounts are translated solely for the convenience of readers outside Japan.

Deloitte Touche Tohmatsu

June 28, 2001

CONSOLIDATED STATEMENTS OF OPERATIONS

Aioi Insurance Company, Limited (Formerly The Chiyoda Fire and Marine Insurance Company, Limited) and Consolidated Subsidiaries

Years Ended March 31, 2001 and 2000

| | Millions of Yen | | Thousands of U.S. Dollars (Note 2) |
|--|------------------|-----------------|---------------------------------------|
| | 2001 | 2000 | 2001 |
| Ordinary income | ¥567,176 | ¥562,796 | \$4,577,699 |
| Underwriting income | 509,159 | 513,315 | 4,109,435 |
| Net premiums written | 371,265 | 391,113 | 2,996,495 |
| Deposit premiums by policyholders | 53,399 | 71,314 | 430,986 |
| Investment income on deposit premiums (Note 3) | 12,509 | 14,823 | 100,960 |
| Life insurance premiums | 16,142 | 13,227 | 130,288 |
| Reversal of underwriting reserve | 53,814 | 22,675 | 434,337 |
| Other underwriting income | 2,027 | 161 | 16,367 |
| Investment income | 52,715 | 48,817 | 425,469 |
| Interest and dividends (Note 3) | 28,245 | 28,002 | 227,970 |
| Realized gain on sales of securities | 36,200 | 35,479 | 292,172 |
| Other investment income | 779 | 159 | 6,287 |
| Transfer of investment income on deposit premiums (Note 3) | (12,509) | (14,823) | (100,960) |
| Other ordinary income | 5,302 | 663 | 42,794 |
| Ordinary expenses | 565,412 | 556,515 | 4,563,462 |
| Underwriting expenses | 455,083 | 439,112 | 3,672,989 |
| Net losses paid | 231,173 | 218,793 | 1,865,805 |
| Loss adjustment expenses | 19,817 | 20,349 | 159,948 |
| Commissions and brokerage | 75,116 | 76,447 | 606,266 |
| Maturity refunds and dividends to policyholders | 108,217 | 115,433 | 873,424 |
| Life insurance claims | 2,241 | 1,630 | 18,089 |
| Provision for outstanding claims | 18,227 | 2,800 | 147,114 |
| Other underwriting expenses | 290 | 3,657 | 2,341 |
| Investment expenses | 11,589 | 22,882 | 93,539 |
| Loss on sales of securities | 1,358 | 1,679 | 10,966 |
| Loss on revaluation of securities | 7,659 | 18,315 | 61,823 |
| Other investment expenses | 2,570 | 2,887 | 20,748 |
| Operating and general administrative expenses | 82,515 | 82,995 | 665,986 |
| Other ordinary expenses | 16,224 | 11,525 | 130,947 |
| Net ordinary income | 1,764 | 6,281 | 14,237 |
| Extraordinary income | 35,001 | 15,898 | 282,495 |
| Gain on sales of other properties | 1,901 | 617 | 15,344 |
| Other extraordinary income (Note 8) | 33,099 | 15,281 | 267,150 |
| Extraordinary loss | 37,541 | 16,458 | 303,000 |
| Loss on sales of other properties | 2,196 | 533 | 17,727 |
| Provision for reserve for price fluctuation | 638 | 642 | 5,154 |
| Other extraordinary loss (Note 8) | 34,706 | 15,281 | 280,118 |
| Net income (loss) before income taxes | (776) | 5,722 | (6,267) |
| Income taxes (Note 7) | 2,039 | 7,151 | 16,459 |
| Adjustments to deferred income taxes (Note 7) | 3,568 | (4,996) | 28,802 |
| Minority interest | (20) | (1) | (161) |
| Net income (loss) | ¥ (6,364) | ¥ 3,568 | \$ (51,367) |

See accompanying notes to financial statements.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

Aioi Insurance Company, Limited (Formerly The Chiyoda Fire and Marine Insurance Company, Limited) and Consolidated Subsidiaries

Years Ended March 31, 2001 and 2000

| | Millions of Yen | | Thousands of U.S. Dollars (Note 2) |
|--|-----------------|-----------------|---------------------------------------|
| | 2001 | 2000 | 2001 |
| Common Stock: | | | |
| Balance at the beginning of the year | ¥ 42,664 | ¥ 42,664 | \$ 344,349 |
| Shares issued upon conversion of convertible bonds | — | — | — |
| Allocation of new shares to a third party | — | — | — |
| Balance at the end of the year | 42,664 | 42,664 | 344,349 |
| Additional paid-in capital: | | | |
| Balance at the beginning of the year | 31,149 | 31,149 | 251,407 |
| Shares issued upon conversion of convertible bonds | — | — | — |
| Allocation of new shares to a third party | — | — | — |
| Balance at the end of the year | 31,149 | 31,149 | 251,407 |
| Retained earnings: | | | |
| Balance at the beginning of the year | 95,170 | 77,792 | 768,125 |
| Adjustments from overseas accounting | 507 | — | 4,093 |
| Initial adjustments of tax effect adoption on reserves | — | (45,735) | — |
| Cumulative adjustments to deferred income taxes | — | 62,284 | — |
| Net income (loss) for the year | (6,364) | 3,568 | (51,367) |
| Cash dividends paid | (2,706) | (2,709) | (21,841) |
| Cash payments for merger | (2,706) | — | (21,840) |
| Directors' bonuses | (30) | (30) | (242) |
| Balance at the end of the year | 83,871 | 95,170 | 676,925 |
| Treasury stock: | | | |
| Balance at the beginning of the year | (340) | (319) | (2,745) |
| Increase (decrease) during the year | (6) | (20) | (50) |
| Balance at the end of the year | (346) | (340) | (2,795) |
| Total shareholders' equity | ¥223,419 | ¥168,644 | \$1,803,227 |

See accompanying notes to financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

Aioi Insurance Company, Limited (Formerly The Chiyoda Fire and Marine Insurance Company, Limited) and Consolidated Subsidiaries

Years Ended March 31, 2001 and 2000

| | Millions of Yen | | Thousands of |
|--|-----------------|-----------------|-----------------------|
| | 2001 | 2000 | U.S. Dollars (Note 2) |
| | | | 2001 |
| Cash flows from operating activities: | | | |
| Net income (loss) before income taxes | ¥ (776) | ¥ 5,722 | \$ (6,267) |
| Adjustments to reconcile net income to net cash flows from operating activities: | | | |
| Depreciation | 8,946 | 7,904 | 72,208 |
| Increase (decrease) in outstanding claims | 18,359 | (2,700) | 148,180 |
| Increase (decrease) in underwriting reserves | (53,921) | (23,546) | (435,200) |
| Increase (decrease) in other provisions | (8,114) | (9,086) | (65,496) |
| Interest and dividend income, accrued | (28,245) | (28,002) | (227,970) |
| Net gain (loss) from investment securities | (60,852) | (31,201) | (491,140) |
| Interest payable, accrued | 267 | 253 | 2,156 |
| Net exchange gain (loss) | (604) | 2,561 | (4,878) |
| Net profit (loss) from sales of property and equipment | 419 | 4,095 | 3,387 |
| Increase (decrease) in other assets, net | (911) | 5,421 | (7,356) |
| Others, net | 31,138 | (3,361) | 251,320 |
| Subtotal | (94,294) | (71,940) | (761,057) |
| Interest and dividend income, actually received | 27,864 | 27,203 | 224,895 |
| Interest payable, actually paid | (276) | (241) | (2,234) |
| Income taxes, actually paid | (2,756) | (13,765) | (22,247) |
| Net cash flows from operating activities | (69,463) | (58,744) | (560,643) |
| Cash flows from investing activities: | | | |
| Net increase (decrease) in deposits | 3,716 | 1,089 | 29,996 |
| Purchases of monetary claims bought | (6,835) | (6,098) | (55,168) |
| Proceeds from sales or maturity of monetary claims bought | 5,848 | 5,300 | 47,200 |
| Purchases of money trusts | (3,000) | (2,031) | (24,213) |
| Proceeds from sales or maturity of money trusts | 847 | 2,385 | 6,841 |
| Purchases of investment securities | (155,307) | (189,756) | (1,253,492) |
| Proceeds from sales or maturity of investment securities | 221,055 | 195,701 | 1,784,143 |
| Loans made | (58,259) | (77,471) | (470,216) |
| Collection of loans | 112,134 | 124,554 | 905,041 |
| Purchases of property and equipments | (16,992) | (30,148) | (137,148) |
| Proceeds from sales or disposal of property and equipment | 7,242 | 13,941 | 58,455 |
| Net cash flows from investing activities | 110,449 | 37,466 | 891,440 |
| Cash flows from financing activities: | | | |
| Issuance (redemption) of commercial paper, debentures | (10,000) | (10,000) | (80,710) |
| Dividends paid | (2,706) | (2,709) | (21,841) |
| Other financing activities | (33) | (26) | (273) |
| Net cash flows from financing activities | (12,740) | (12,735) | (102,825) |
| Effect of exchange rate changes on cash and cash equivalents | (999) | (3,288) | (8,067) |
| Net change in cash and cash equivalents | (27,245) | (37,301) | (219,903) |
| Cash and cash equivalents at beginning of year | 88,943 | 126,244 | 717,861 |
| Cash and cash equivalents at end of year | ¥116,189 | ¥ 88,943 | \$ 937,764 |

See accompanying notes to financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Aioi Insurance Company, Limited (Formerly The Chiyoda Fire and Marine Insurance Company, Limited) and Consolidated Subsidiaries

Years Ended March 31, 2001 and 2000

1. Summary of significant accounting policies

(1) Basis of presenting financial statements

The accompanying consolidated financial statements of The Chiyoda Fire and Marine Insurance Company, Limited (the "Company") and its subsidiaries have been translated from those prepared for the requirements of the Securities and Exchange Law of Japan, based on the accounting policies as described below.

The Company and its domestic subsidiaries maintain their accounting records and prepare their financial statements in accordance with the provisions set forth in the Insurance Business Law of Japan and in conformity with accounting principles and practices generally accepted in Japan, which are different in certain respects as to application and disclosure requirements of International Accounting Standards. Foreign subsidiaries maintain their books of account in conformity with those of their countries of domicile. The consolidated financial statements are not intended to present the financial positions, results of operations and cash flows in accordance with accounting principles and practices generally accepted in countries and jurisdictions other than Japan. In preparing the consolidated financial statements, certain reclassifications and rearrangements have been made to the domestic financial statements in order to present them in a form more familiar to readers outside Japan. In addition, the notes include information which are not required under generally accepted accounting principles in Japan but are presented herein as supplementary information.

Amounts of less than one million yen and one thousand dollars have been rounded off in the financial statements. Consequently, the total in yen and dollars shown herein do not necessarily agree with the sum of the individual amounts.

(2) Consolidation

The accompanying consolidated financial statements for the years ended March 31, 2000 and 2001 include the accounts of the Company and all significant companies controlled directly or indirectly by the Company. During the fiscal year ended March 31, 2001, the following 5 companies out of subsidiaries are included in consolidation.

Chiyodakasai EBISU Life Insurance Co., Ltd.
Chiyoda Underwriting Management Ltd.
Toyota Insurance Management Ltd.
The Chiyoda Fire & Marine Insurance Company (Europe) Ltd.
Hastings Insurance Service Ltd.

In addition to above, the Company includes Watershed Claims Services Ltd., COGERIFT S.A., affiliates of The Chiyoda Fire & Marine Insurance Company (Europe) Ltd. in consolidation by the equity method. All significant inter-company balances and transactions have been eliminated in consolidation.

(3) Cash Equivalents

Cash equivalents are short-term investments that are readily convertible into cash and that are exposed to insignificant risk of changes in value. Cash equivalents include time deposits, call loans, debts purchased and money management funds (MMF). Money trusts and time deposits with original maturities exceeding three months have been excluded from cash equivalents.

(4) Valuation of Securities

Effective April 1, 2000, the Company and the consolidated subsidiaries adopted a new accounting standard for financial instruments including securities.

The standard requires all applicable securities to be classified and accounted for, depending on management's intents, as follows:

- 1) Held-to-maturity bonds, which are expected to be held to maturity with positive intent and ability, are reported at amortized cost.
- 2) Available-for-sale securities, which are stated at fair value, with unrealized gains and losses, net of applicable taxes, in a separate component of shareholders' equity as revaluation reserve on available-for-sale securities in the balance sheet.
- 3) Unlisted securities and stocks of subsidiaries are valued at the moving-average cost.
- 4) Listed securities in money trusts are stated at fair value.

(5) Property and equipment

Domestic property and equipment are stated at cost less accumulated depreciation. Depreciation for buildings acquired before April 1, 1998, furniture and fixtures is computed by the declining balance method. Depreciation for buildings acquired after April 1, 1998 and other depreciable assets of the Company is computed by the straight-line method.

Acquisition costs of property and equipment between ¥100 thousand and ¥200 thousand are depreciated at once.

(6) Foreign currency translation

Effective April 1, 2000, the Company and the consolidated domestic subsidiary adopted a revised accounting standard for foreign currency transaction. In accordance with the revised standard, all monetary receivables and payables in foreign currencies are translated into Japanese yen at the exchange rates at the balance sheet date. The foreign exchange gains and losses from translation are recognized in the consolidated statements of operations.

The balance sheet accounts of the consolidated foreign subsidiaries are translated into Japanese yen at the current exchange rate as at the balance sheet date except for shareholders' equity, which is translated at the historical rate.

Effective April 1, 2000, differences arising from translations were shown as "Foreign currency translation adjustments" in a separate component of shareholders' equity in accordance with the revised accounting standard for foreign currency transactions.

(7) Reserve for bad debts

In accordance with the standards for self-assessment of assets, the Company maintains a reserve for bad debts, which consists of a specific provision and a general reserve. The reserve for bad debts is estimated against all receivables at amounts sufficient to cover possible losses on collection for doubtful receivables, and at amounts calculated by historical bad debt loss percentage for other receivables.

(8) Employees' Retirement Benefit and Pension Plan

Effective April 1, 2000, the Company and consolidated domestic subsidiary adopted a new accounting standard for employees' retirement benefits and accounted for the liability for retirement benefits based on projected benefit obligations and plan assets at the balance sheet date.

The full amount of the transitional obligation of ¥25,319 million (\$204,356 thousand) at the beginning of the year is charged to other extraordinary loss in the statements of operations. In September 2000, the Company contributed certain securities with a fair value to employee retirement benefit trust and recognized a non-cash gain ¥20,402 million (\$164,672 thousand) as other extraordinary gain in the statements of operations.

Changes in the projected benefit obligation arising from modified actuarial assumptions are amortized by straight-line method over the average remaining service life of the employees and recognized as a expenses from the years after the changes.

(9) Reserve for price fluctuation

Pursuant to Article 115 of the Insurance Business Law, Japanese Insurance companies must set aside a reserve for future potential losses derived from depreciation or amortization of assets such as stocks or bonds, etc.

(10) Derivatives activities

Effective April 1, 2000, the Company adopted a new accounting standard for derivative financial instruments and accounted all derivatives at fair value and recognized gains and losses on derivative transactions in the statements of operations.

(11) Net income per share

The computation of net income per share is based on the weighted average number of shares outstanding during each period.

2. U.S. dollar amount

The Company maintains its consolidated accounting records in Japanese yen. All dollar amounts in this report (including the pages other than Financial Section) represent the arithmetical result of translating Japanese yen to U.S. dollars on the basis of ¥123.90=US\$1.00, the approximate prevailing rate as of March 31, 2001. The inclusion of such U.S. dollar amounts is solely for convenience of the reader and is not intended to imply that Japanese yen amounts have been or could be converted, realized or settled in U.S. dollars at that or any other rate.

3. Investments and Investment income

A summary of investments is as follows:

(1) Securities:

| | Thousands of U.S. Dollars | |
|-------------------------|---------------------------|-------------|
| | Millions of Yen | 2001 |
| Domestic bonds..... | ¥270,946 | \$2,186,815 |
| Domestic stocks..... | 324,328 | 2,617,661 |
| Foreign securities..... | 166,001 | 1,339,805 |
| Other securities..... | 9,998 | 80,697 |
| Total..... | ¥771,275 | \$6,224,980 |

(2) Loans:

| | Thousands of U.S. Dollars | |
|-------------------|---------------------------|-------------|
| | Millions of Yen | 2001 |
| Policy loans..... | ¥ 5,587 | \$ 45,095 |
| Others | 167,490 | 1,351,821 |
| Total..... | ¥173,077 | \$1,396,916 |

Information regarding each category of the securities classified as trading, available-for-sale and held-to-maturity at March 31, 2001 was as follows:

| | Millions of Yen | | | |
|---------------------------|-----------------|------------------|-------------------|------------------|
| | Aggregate Cost | Unrealized Gains | Unrealized Losses | Aggregate Market |
| Securities classified as: | | | | |
| Trading..... | | | | ¥ — |
| Available-for-sale: | | | | |
| Domestic bonds.... | ¥251,269 | ¥16,898 | ¥ 3,065 | ¥265,102 |
| Domestic stocks.... | 228,756 | 89,954 | 3,251 | 315,459 |
| Foreign securities.. | 154,578 | 11,203 | 4,095 | 161,687 |
| Other securities.... | 7,485 | 288 | 259 | 7,514 |
| Total..... | ¥642,090 | ¥118,344 | ¥10,671 | ¥749,763 |
| Held-to-maturity..... | ¥ — | ¥ — | ¥ — | ¥ — |
| Total..... | ¥642,090 | ¥118,344 | ¥10,671 | ¥749,763 |

| | Thousands of U.S. Dollars | | | |
|---------------------------|---------------------------|------------------|-------------------|------------------|
| | Aggregate Cost | Unrealized Gains | Unrealized Losses | Aggregate Market |
| Securities classified as: | | | | |
| Trading..... | | | | \$ — |
| Available-for-sale: | | | | |
| Domestic bonds.... | \$2,028,002 | \$136,384 | \$24,741 | \$2,139,645 |
| Domestic stocks.... | 1,846,299 | 726,021 | 26,240 | 2,546,080 |
| Foreign securities.. | 1,247,610 | 90,423 | 33,053 | 1,304,980 |
| Other securities.... | 60,412 | 2,331 | 2,094 | 60,649 |
| Total..... | \$5,182,324 | \$955,161 | \$86,129 | \$6,051,356 |
| Held-to-maturity..... | \$ — | \$ — | \$ — | \$ — |
| Total..... | \$5,182,324 | \$955,161 | \$86,129 | \$6,051,356 |

The figure of "Investment income" is broken down into two, i.e., one for investment income on deposited premiums (accruing from maturity refund type insurance, compulsory automobile liability insurance and earthquake insurance), and the other investment income (Interest and dividends received), the first figure to come under "Underwriting income" and the total "Investment income". In addition, total investment income includes interest accrued from not only invested assets but also non-invested assets (i.e. funds held by or deposited with ceding reinsurers, etc.).

Total investment income for the years ended March 31, 2001 is summarized as follows:

| | Thousands of U.S. Dollars | |
|---|---------------------------|-----------|
| | Millions of Yen | 2001 |
| Interest on cash in banks | ¥ 1,481 | \$ 11,960 |
| Interest on money trusts | 29 | 239 |
| Interest on call loans | 34 | 278 |
| Interest on monetary claims bought.. | 23 | 187 |
| Interest and dividends on securities .. | 19,144 | 154,519 |
| Interest on loans | 5,392 | 43,521 |
| Income from real estate | 885 | 7,145 |
| Total income accrued from | | |
| invested assets | 26,991 | 217,850 |
| Interest on other assets | 480 | 3,881 |
| Total investment income | ¥27,472 | \$221,732 |

Loans as of March 31, 2001 included "Loans to bankrupt companies" or "Loans with interest in arrears (Non-performing loan)" on which accrued interest income had not been recognized, "Loans with interest to payments more than three months in arrears" and "Restructured loans".

A summary of those loans as of March 31, 2001 is as follows:

| | Thousands of U.S. Dollars | |
|--|---------------------------|----------|
| | Millions of Yen | 2001 |
| Loans to bankrupt companies..... | ¥2,875 | \$23,207 |
| Loans with interest in arrears (Non-performing loan) | 2,162 | 17,454 |
| Loans with interest to payments more than three months in arrears.. | 225 | 1,823 |
| Restructured loans | 258 | 2,082 |
| Total..... | ¥5,521 | \$44,567 |

4. Reserve for reported and estimated losses and claims

Outstanding claims for reported losses are required to be set aside by lines of insurance pursuant to the Insurance Business Law. In addition to the above, with respect to insurance policies such as all class of business excluding compulsory automobile liability insurance and earthquake insurance, outstanding claims for the losses incurred but not reported are provided.

5. Employees' Retirement Benefit and Pension plan

The Company and the domestic consolidated subsidiary have severance payment plans for employees. Effective April 1, 2000, the Company and the domestic consolidated subsidiary adopted a new accounting standard for employees' retirement benefits.

The liability for employees' retirement benefits at March 31, 2001 consists of the followings:

| | Thousands of U.S. Dollars | |
|-----------------------------------|---------------------------|-------------|
| | Millions of Yen | 2001 |
| Projected benefit obligation..... | ¥(95,323) | \$(769,356) |
| Fair value of plan assets | 78,524 | 633,770 |
| Unrecognized actuarial loss | 5,944 | 47,977 |
| Net liability | ¥(10,854) | \$(87,609) |

The components of net periodic benefit costs for the year ended March 31, 2001 are as follows:

| | Thousands of U.S. Dollars | |
|--|---------------------------|-----------|
| | Millions of Yen | 2001 |
| Service cost | ¥ 4,783 | \$ 38,604 |
| Interest cost | 2,837 | 22,900 |
| Expected return on plan assets | (1,517) | (12,250) |
| Amortization of transitional obligation | 25,319 | 204,357 |
| Recognized actual loss | — | — |
| Total..... | ¥31,422 | \$253,611 |

Assumptions used for the year ended March 31, 2001 are set forth as follows:

| | |
|--|----------|
| Discount rate | 3.0% |
| Expected rate of return on plan assets | 3.0% |
| Recognition period of actuarial gain/loss..... | 15 years |
| Amortization period of transitional obligation | 1 year |

6. Long-term debt

On August 4, 1994, the Company issued 0.8 per cent. convertible bonds due 2003 in the principal amount of ¥15,000 million (US\$121,065 thousand) and 0.7 per cent. convertible bonds due 2001 in the principal amount of ¥10,000 million (US\$80,710 thousand).

Long-term debt as of March 31, 2000 and 2001 is included in "Other liabilities" on the consolidated balance sheet and consisted of the followings:

| | Millions of Yen | | Thousands of |
|-----------------------------------|-----------------|----------------|------------------|
| | 2001 | 2000 | U.S. Dollars |
| Bonds: | | | 2001 |
| 0.8% Convertible bonds due 2000 . | ¥15,000 | ¥15,000 | \$121,065 |
| 0.7% Convertible bonds due 2001 . | — | 10,000 | — |
| Loans: | | | |
| 2.85% to 7.20% loans from | | | |
| The Pension Welfare Service | | | |
| Public Corporation | 236 | 264 | 1,904 |
| Total..... | ¥15,236 | ¥25,264 | \$122,970 |

Following is a summary of certain items of the convertible bonds:

| | Aggregate Principal Amount Issued | Redeemable | | Current Conversion price per share | Convertible Until |
|---|--|------------------|----------------|---|----------------------|
| | | On or after | Price range | | |
| | (Millions of yen) | | (%) | | |
| 0.8% convertible bonds due 2003..... | ¥15,000 | Sept. 1, 1994 | 103-100 | ¥685.7 | Mar. 28, 2003 |

7. Income taxes and deferred tax

The Company and its domestic subsidiary are subject to corporate income tax and inhabitant income tax which, in the aggregate, resulted in a normal statutory tax rate of approximately 36.1% for the years ended March 31, 2001 and 2000. The asset and liability method is applied to provide income taxes on all transactions recorded in the consolidated financial statements. The tax effects derived of significant temporary differences which result in deferred tax assets and liabilities at March 31, 2001 are as follows:

| | Millions of Yen | | Thousands of |
|---|-----------------|----------------|------------------|
| | 2001 | 2000 | U.S. Dollars |
| Deferred tax assets: | | | |
| Unearned premiums | ¥42,790 | ¥45,152 | \$345,365 |
| Liability for employees' allowances | 5,997 | — | 48,406 |
| Reserve for employees' allowances | — | 3,557 | — |
| Reserve for bad debts | 2,582 | 5,269 | 20,839 |
| Reserve for reported and estimated losses and claims ... | 3,052 | 4,584 | 24,633 |
| Reserve for price fluctuation ... | 2,065 | 1,824 | 16,670 |
| Others | 8,880 | 7,514 | 71,676 |
| Total | 65,368 | 67,903 | 527,591 |
| Valuation allowance | (749) | (265) | (6,050) |
| Deferred tax assets | 64,619 | 67,637 | 521,541 |
| Deferred tax liabilities: | | | |
| Revaluation reserve on available-for-sale securities ... | (38,967) | — | (314,512) |
| Others | (906) | (356) | (7,318) |
| Deferred tax liabilities | (39,874) | (356) | (321,830) |
| Net deferred tax assets | ¥24,744 | ¥67,280 | \$199,711 |

Deferred tax assets and liabilities appearing on the consolidated balance sheets are net amounts among each consolidated entity while the figure above are gross amounts.

8. Extraordinary income and extraordinary loss

Other extraordinary loss (¥34,706 million for the year ended March 31, 2001) mainly represents ¥25,319 million as an amortization of transitional obligation for adopting a new accounting standard for employees' retirement benefits and ¥4,898 million as special additional severance allowances paid under the application of advanced retirement plan. Other extraordinary income (¥33,099 million for the year ended March 31, 2000) mainly represents gain on sales of investments in securities, and recognized a non-cash gain with a fair value of plan assets to employee retirement benefit trust, which are accounted in connection with the above extraordinary loss.

9. Subsequent event

Merger
 In accordance with the merger agreement approved at the meeting of shareholders of the Company on December 20, 2000, the Company was merged with The Dai-Tokyo Fire and Marine Insurance Co., Ltd. on April 1, 2001 and then changed its name to Aioi Insurance Company, Limited.

Report of The Independent Certified Public Accountants

Mr. Akira Seshimo
 President and Executive Director
 Aioi Insurance Company, Limited (Formerly The Chiyoda Fire and Marine Insurance Company, Limited)

We have audited the consolidated balance sheets of Aioi Insurance Company, Limited (Formerly The Chiyoda Fire and Marine Insurance Company, Limited) and consolidated subsidiaries as of March 31, 2001 and 2000 and the related consolidated statements of operations, shareholders' equity and cash flows for the years then ended March 31, 2001, all expressed in 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 accompanying consolidated financial statements, expressed in yen, present fairly the consolidated financial position of Aioi Insurance Company, Limited (Formerly The Chiyoda Fire and Marine Insurance Company, Limited) and its consolidated subsidiaries at March 31, 2001 and 2000, and the consolidated results of their operations and their cash flows for the years then ended March 31, 2001 in conformity with accounting principles and practices generally accepted in Japan applied on a consistent basis.

As described in Note 9, The Chiyoda Fire and Marine Insurance Company, Limited was merged with The Dai-Tokyo Fire and Marine Insurance Company, Limited on April 1, 2001.

As described in Note 1 to the financial statements, Aioi Insurance Company, Limited (Formerly The Chiyoda Fire and Marine Insurance Company, Limited) and consolidated subsidiaries have adopted new accounting standards for financial instruments, employees' retirement benefits and revised accounting standards for foreign currency transactions in the preparation of its financial statements for the year ended March 31, 2001.

The U.S dollar amounts in accompanying consolidated financial statements with respect to the year ended March 31, 2001 are presented solely for convenience. Our audit also included the transaction of yen amounts into U.S dollars amounts and, in our opinion, such translation has been made on the basis described in Note 2 to the consolidated financial statements.

Tokyo, Japan
 June 28, 2001

Century Ota Showa & Co.
 Century Ota Showa & Co.

See note 1 to the consolidated financial statements which explains the basis of preparing the consolidated financial statements of Aioi Insurance Company, Limited (Formerly The Chiyoda Fire and Marine Insurance Company, Limited) under Japanese accounting principles and practice.