

Notes to Consolidated Financial Statements

Fujitsu Limited and Consolidated Subsidiaries

1. Significant Accounting Policies

(a) Basis of presenting consolidated financial statements

The accompanying consolidated financial statements of Fujitsu Limited (the "Company") and its consolidated subsidiaries (together, the "Group") have been prepared in accordance with accounting principles and practices generally accepted in Japan and the regulations under the Securities and Exchange Law of Japan. The consolidated subsidiaries outside Japan have adopted the accounting principles and practices in their respective countries. In presenting the accompanying consolidated financial statements, certain items have been reclassified for the convenience of readers outside Japan.

Certain accounting principles and practices generally accepted in Japan are different from International Financial Reporting Standards and accounting standards in other countries in certain respects as to application and disclosure requirements. The differences between the accounting principles and practices adopted by the Group and those prescribed by International Financial Reporting Standards are set forth in Note 2.

(b) Principles of consolidation

The consolidated financial statements include the accounts of the Company and with minor exceptions, those of its majority-owned subsidiaries.

The acquisition of companies is accounted for by the purchase method. Goodwill represents the excess of the acquisition cost over the fair value of the net assets of the acquired companies.

Investments in affiliates, with minor exceptions, are accounted for by the equity method.

(c) Cash equivalents

For the purpose of the statements of cash flows, the Group considers all short-term, highly liquid instruments with a maturity of three months or less to be cash equivalents.

(d) Translation of foreign currency accounts

Receivables and payables denominated in foreign currencies are translated into Japanese yen at the foreign currency exchange rates in effect at the respective balance sheet dates.

The assets and liabilities accounts of the consolidated subsidiaries outside Japan are translated into Japanese yen at the exchange rates in effect at the respective balance sheet dates. Income and expense accounts are translated at the average exchange rate during the year. The resulting translation adjustments are recorded in a separate component of shareholders' equity as "foreign currency translation adjustments."

(e) Revenue recognition

Revenue from sales of IT systems and products including software development contracts is recognized upon acceptance by the customers, whereas revenue from sales of personal computers, other equipment and electronic devices is recognized when the products are shipped.

(f) Marketable securities

Marketable securities included in “short-term investments” and “investments and long-term loans” are classified as either held-to-maturity investments, which are the debt securities which the Group has the positive intent and ability to hold to maturity, or available-for-sale securities, which are “equity securities” or “debt securities not classified as held-to-maturity.” Held-to-maturity investments are stated at amortized cost, adjusted for the amortization of premium or accretion of discounts to maturity. The cost of available-for-sale securities sold is calculated by the moving average method. Available-for-sale securities are carried at fair market value, with the unrealized gains or losses, net of taxes, reported in a separate component of shareholders’ equity.

(g) Allowance for doubtful accounts

The allowance for doubtful accounts is provided at an amount deemed sufficient to cover estimated future losses.

(h) Inventories

Finished goods are mainly stated at cost determined by the moving average method.

Work in process is mainly stated at cost determined by the specific identification method or the average cost method.

Raw materials are mainly stated at cost determined by the moving average method or the most recent purchase price method.

(i) Property, plant and equipment and depreciation

Property, plant and equipment, including renewals and additions, are carried at cost. Maintenance and repairs, including minor renewals and improvements, are charged to income as incurred.

Depreciation is computed principally by the declining balance method at rates based on the estimated useful lives of the respective assets, which vary according to their general classification, type of construction and function.

Certain property, plant and equipment are devalued based on consideration of their future usefulness.

(j) Intangible assets

Goodwill is amortized by the straight-line method over periods not exceeding 20 years.

Computer software for sale is amortized based on the current year sales units to the projected total products’ sales units. Computer software for internal use is amortized by the straight-line method over the estimated useful lives.

Other intangible assets are amortized by the straight-line method at the rates based on the estimated useful lives of the respective assets.

(k) Leases

Assets acquired by lessees in finance lease transactions are recorded in the corresponding asset accounts.

(l) Retirement benefits

The Company and the majority of the consolidated subsidiaries have retirement benefit plans.

Under the significant defined benefit plans, the actuarial valuation used to determine the pension costs is the projected unit credit method.

(m) Provision for loss on repurchase of computers

Certain computers manufactured by the Group are sold to Japan Electronic Computer Co., Ltd. ("JECC") and other leasing companies for leasing to ultimate users under contracts which require the Group to repurchase the computers if they are returned by the users after a certain period. Based on past experience, an estimated amount for the loss arising from such repurchases is provided at the point of sales and is charged to income.

(n) Income taxes

The Group has adopted the asset and liability method of tax effect accounting in order to recognize the effect of all temporary differences in the recognition of assets and liabilities for tax and financial reporting purposes.

(o) Earnings per share

Basic earnings per share is computed based on the weighted average number of shares of common stock outstanding during the respective years.

Diluted earnings per share is computed based on the weighted average number of shares after consideration of the dilutive effect of the shares of common stocks issuable upon the exercise of warrants and the conversion of convertible bonds.

(p) Derivative financial instruments

The Group uses derivative financial instruments for the purpose of hedging against the risk of fluctuations in interest rates and foreign exchange rates on receivables and payables denominated in foreign currencies.

All derivative financial instruments are stated at fair market value. The Group defers gain or loss on changes in the fair market values of the derivative financial instruments on the balance sheet until gain or loss on the hedged items are recognized.

2. *Differences with International Financial Reporting Standards*

The Group is discussing the requirements for adoption of International Financial Reporting Standards. The Group believes at present that there are certain differences between the accounting principles and practices adopted by the Group and those prescribed by International Financial Reporting Standards at March 31, 2005, which are presented below.

This note is out of scope of the audit.

Software development contracts

Under IAS 11, revenue and costs associated with construction contracts should be recognized by the percentage of completion method when the outcome of the contracts can be estimated reliably. The Group generally recognizes revenue and costs associated with software development contracts, which should be accounted for as construction contracts under IAS 11, at the acceptance by the customers as indicated in section (e) of "Significant Accounting Policies."

In addition, under IAS 11, the expected loss should be recognized immediately when it is probable that total contract costs will exceed total contract revenue. The Group immediately recognized the expected loss on the software development contracts which were proved to be unprofitable from the year ended March 31, 2004. The Group classified the expected loss as "restructuring charges" for the year ended March 31, 2004.

Inventories

Under IAS 2, inventories should be stated at the lower of their historical cost or net realizable value. The Group evaluates inventories mainly at cost as indicated in section (h) of "Significant Accounting Policies." The effects on the aggregate value of inventories based on IAS 2 are not calculated. However, the Group takes into consideration the recoverability of inventories based on future business environments.

Impairment of assets

Under IAS 36, upon impairment of assets, the book value should be devaluated to the recoverable amount. The impairment rule will not be applied mandatorily in Japan until the year ended March 31, 2006. Therefore the effects on the aggregate value of assets based on IAS 36 are not calculated. However, the Group takes into consideration the recoverability of assets based on future business activities.

Goodwill

Under IFRS 3, goodwill should not be amortized and the impairment rule should be applied in accordance with IAS 36. The Group amortizes goodwill by the straight-line method over periods not exceeding 20 years as indicated in section (j) of "Significant Accounting Policies" and does not apply the impairment rule.

Retirement benefits (Note 10)

Under IAS 19, the unrecognized net obligation upon the application of a new accounting standard should be recognized immediately. The accounting procedure for this obligation is indicated in Note 10.

As a result of future revisions of International Financial Reporting Standards or other effects, there is a possibility that certain differences may arise for the accounting procedures that are not discussed above (such as financial instruments).

3. U.S. Dollar Amounts

The Company and its consolidated subsidiaries in Japan maintain their books of account in yen. The U.S. dollar amounts included in the accompanying consolidated financial statements and the notes thereto represent the arithmetic results of translating yen into U.S. dollars at ¥107 = US\$1, the approximate exchange rate at March 31, 2005.

The U.S. dollar amounts are presented solely for the convenience of readers and the translation is not intended to imply that the assets and liabilities which originated in yen have been or could readily be converted, realized or settled in U.S. dollars at the above or any other rate.

4. Marketable Securities

At March 31, 2004 and 2005, marketable securities included in “short-term investments” and “other investments and long-term loans” were as follows:

At March 31	2004	Yen	U.S. Dollars
		(millions)	(thousands)
		2005	2005
Held-to-maturity investments			
Carrying value (Amortized cost)	¥ 2,208	¥ 1,414	\$ 13,215
Market value	2,225	1,436	13,421
Net unrealized gain	¥ 17	¥ 22	\$ 206
Available-for-sale securities			
Acquisition costs	¥ 64,794	¥ 62,158	\$ 580,916
Carrying value (Market value)	317,891	228,429	2,134,851
Net unrealized gain	¥253,097	¥166,271	\$1,553,935

5. Inventories

Inventories at March 31, 2004 and 2005 consisted of the following:

At March 31	2004	Yen	U.S. Dollars
		(millions)	(thousands)
		2005	2005
Finished goods	¥193,039	¥186,555	\$1,743,505
Work in process	240,637	211,090	1,972,804
Raw materials	87,450	80,865	755,747
	¥521,126	¥478,510	\$4,472,056

6. Investments in Affiliates

The Company accounts for investments in affiliates by the equity method with minor exceptions.

A summary of the financial information of the affiliates accounted for by the equity method is presented below:

At March 31	2004	Yen	U.S. Dollars
		(millions)	(thousands)
		2005	2005
Current assets	¥ 778,871	¥585,081	\$5,468,047
Non-current assets	450,182	392,281	3,666,177
	1,229,053	977,362	9,134,224
Current liabilities	616,255	604,384	5,648,448
Long-term liabilities	275,723	224,153	2,094,888
Net assets	¥ 337,075	¥148,825	\$1,390,888

Years ended March 31	Yen (millions)			U.S. Dollars (thousands)
	2003	2004	2005	2005
Net sales	¥1,214,169	¥1,393,351	¥1,603,931	\$14,990,009
Net income	445	39,994	45,934	429,290

After the shares in Advantest Corporation were sold for the year ended March 31, 2005, Advantest Corporation was no longer treated as an equity method affiliate. In the summary of the financial information stated above, the net assets of Advantest Corporation at March 31, 2004 were ¥221,768 million.

The carrying and market values of the shares of the publicly listed equity method affiliates at March 31, 2004 and 2005 were as follows:

At March 31	Yen (millions)		U.S. Dollars (thousands)
	2004	2005	2005
Carrying value	¥18,148	¥ 9,838	\$ 91,944
Market value	79,581	30,465	284,720

After shares in Advantest Corporation were sold for the year ended March 31, 2005, Advantest Corporation was no longer treated as an equity method affiliate. The carrying and market values at March 31, 2004 stated above included ¥9,205 million and ¥34,709 million, respectively, for Advantest Corporation.

At March 31, 2004 and 2005, the amount of ¥19,373 million (\$181,056 thousand) representing the Company's 29.49% investment in JECC was included in "other investments and long-term loans." The Company does not regard JECC as an affiliate as it is unable to exercise significant influence over JECC's affairs. JECC's principal business is the leasing of computers and peripherals purchased from its six shareholders. At March 31, 2004 and 2005, JECC's issued share capital was ¥65,700 million (\$614,019 thousand). Its net sales for the years ended March 31, 2003, 2004 and 2005 amounted to ¥295,987 million, ¥303,285 million and ¥304,482 million (\$2,845,626 thousand), respectively.

7. Property, Plant and Equipment

Changes in property, plant and equipment resulted from the following:

Years ended March 31	2004	Yen	U.S. Dollars
		(millions)	(thousands)
		2005	2005
Land			
Balance at beginning of year, net	¥133,806	¥134,217	\$1,254,365
Additions	4,728	32	299
Translation differences	(588)	113	1,056
Other, net	(3,729)	(18,756)	(175,290)
Balance at end of year, net	¥134,217	¥115,606	\$1,080,430
Buildings			
Balance at beginning of year, net	¥327,343	¥276,259	\$2,581,860
Additions	25,621	16,487	154,085
Depreciation	28,165	24,531	229,262
Translation differences	(4,318)	707	6,607
Other, net	(44,222)	(14,245)	(133,131)
Balance at end of year, net	¥276,259	¥254,677	\$2,380,159
<p>Other, net for the year ended March 31, 2004 mainly consisted of decrease due to the shifting of Flash memory operations and FDK Corporation from consolidated subsidiaries to equity method affiliates, the securitization of Fujitsu Solution Square (located in Kamata, Tokyo), and the sales of other properties that had been used for employees' welfare.</p> <p>Other, net for the year ended March 31, 2005 mainly consisted of decrease due to the transfer of our plasma display panel business, and the shifting of compound semiconductor device business subsidiaries from consolidated subsidiaries to equity method affiliates.</p>			
Machinery and equipment			
Balance at beginning of year, net	¥500,806	¥372,679	\$3,482,981
Additions	135,389	159,816	1,493,607
Depreciation	177,174	146,699	1,371,018
Translation differences	(8,756)	1,608	15,028
Other, net	(77,586)	(59,778)	(558,673)
Balance at end of year, net	¥372,679	¥327,626	\$3,061,925

Other, net for the year ended March 31, 2004 mainly consisted of decrease due to the shifting of Flash memory operations and FDK Corporation from consolidated subsidiaries to equity method affiliates.

Other, net for the year ended March 31, 2005 mainly consisted of decrease due to the transfer of our plasma display panel business, and the shifting of compound semiconductor device business subsidiaries from consolidated subsidiaries to equity method affiliates.

Years ended March 31	2004	Yen	U.S. Dollars
		(millions)	(thousands)
		2005	2005
Construction in progress			
Balance at beginning of year, net	¥ 28,597	¥ 19,868	\$ 185,682
Additions	106,544	121,599	1,136,439
Translation differences	(350)	13	122
Transfers	(114,923)	(111,489)	(1,041,953)
Balance at end of year, net	¥ 19,868	¥ 29,991	\$ 280,290

8. Goodwill

An analysis of goodwill is presented below:

Years ended March 31	2004	Yen	U.S. Dollars
		(millions)	(thousands)
		2005	2005
Balance at beginning of year	¥97,937	¥ 66,045	\$617,243
Additions	114	25,564	238,916
Amortization	31,144	11,626	108,654
Translation differences	(862)	1,586	14,822
Balance at end of year	¥66,045	¥ 81,569	\$762,327

9. Short-Term Borrowings and Long-Term Debt

Short-term borrowings at March 31, 2004 and 2005 consisted of the following:

	2004	Yen (millions) 2005	U.S. Dollars (thousands) 2005
At March 31			
Loans, principally from banks, with weighted average interest rates of 0.99% at March 31, 2004 and 1.27% at March 31, 2005:			
Secured	¥ 833	¥ 600	\$ 5,607
Unsecured	177,549	101,479	948,402
	¥178,382	¥102,079	\$ 954,009

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

	2004	Yen (millions) 2005	U.S. Dollars (thousands) 2005
At March 31			
Loans, principally from banks and insurance companies, due 2004 to 2020 with the weighted average interest rate of 2.12% at March 31, 2004 and due 2005 to 2020 with the weighted average interest rate of 1.81% at March 31, 2005:			
Secured	¥ 3,233	¥ 662	\$ 6,187
Unsecured	220,104	173,522	1,621,701
Bonds and notes issued by the Company:			
1.4% unsecured convertible bonds due 2004	39,617	—	—
Zero coupon unsecured convertible bonds due 2009	250,000	250,000	2,336,448
2.875% unsecured bonds due 2006	50,000	50,000	467,290
2.575% unsecured bonds due 2004	50,000	—	—
3.15% unsecured bonds due 2009	50,000	50,000	467,290
2.3% unsecured bonds due 2007	50,000	50,000	467,290
2.325% unsecured bonds due 2008	50,000	50,000	467,290
3.0% unsecured bonds due 2018	30,000	30,000	280,373
2.175% unsecured bonds due 2008	50,000	50,000	467,290
2.15% unsecured bonds due 2008	50,000	50,000	467,290
0.64% unsecured bonds due 2006	100,000	100,000	934,579
0.31% unsecured bonds due 2004	80,000	—	—
0.42% unsecured bonds due 2007	—	50,000	467,290
1.05% unsecured bonds due 2010	—	50,000	467,290
Bonds and notes issued by consolidated subsidiaries, due 2005 to 2006 with the weighted average interest rate of 1.38% at March 31, 2004 and due 2005 to 2006 with the weighted average interest rate of 1.35% at March 31, 2005:			
Unsecured	25,785	26,525	247,897
Less amounts due within one year	(204,367)	(107,474)	(1,004,430)
	¥ 894,372	¥ 873,235	\$ 8,161,075

At March 31, 2005, the Group had committed line contracts with banks aggregating ¥211,603 million (\$1,977,598 thousand). Of the total credit limit, ¥68,542 million (\$640,579 thousand), was used as the above short-term and long-term borrowings, and the rest, ¥143,061 million (\$1,337,019 thousand), was unused.

The current conversion price of the zero coupon convertible bonds issued by the Company is ¥1,201.00 per share. Each conversion price is subject to adjustment in certain circumstances, including stock splits or free share distributions of common stock. At March 31, 2005, the convertible bonds were convertible into approximately 208 million shares of common stock.

Certain outstanding convertible bonds and notes can be repurchased at any time and may be redeemed at the option of the Company, in whole or in part, at 100% of their principal amounts.

The aggregate annual maturities of long-term debt subsequent to March 31, 2005 are summarized as follows:

Years ending March 31	Yen (millions)	U.S. Dollars (thousands)
2006	¥107,474	\$1,004,430
2007	171,335	1,601,262
2008	193,665	1,809,953
2009	102,977	962,402
2010 and thereafter	405,258	3,787,458

Convertible bonds are treated solely as liabilities and value inherent in their conversion feature is not recognized as equity in accordance with accounting principles generally accepted in Japan. The total amount of the convertible bonds has been included in "long-term debt."

Assets pledged as collateral for short-term borrowings and long-term debt at March 31, 2004 and 2005 are principally presented below:

At March 31	Yen (millions)		U.S. Dollars (thousands)
	2004	2005	2005
Property, plant and equipment, net	¥6,268	¥3,057	\$28,570

As is customary in Japan, substantially all loans from banks (including short-term loans) are made under general agreements which provide that, at the request of the banks, the borrower is required to provide collateral or guarantors (or additional collateral or guarantors, as appropriate) with respect to such loans, and that all assets pledged as collateral under such agreements will be applicable to all present and future indebtedness to the banks concerned. These general agreements further provide that the banks have the right, as the indebtedness matures or becomes due prematurely by default, to offset deposits at the banks against the indebtedness due to the banks.

10. Retirement Benefits

The Company and the majority of the consolidated subsidiaries in Japan have unfunded lump-sum retirement plans which, in general, cover all employees who retire before a retirement age prescribed in their internal codes. The employees are entitled to the benefits primarily based on their length of service and basic salary as of the retirement date.

In addition, the Company and the majority of the consolidated subsidiaries in Japan participate in contributory defined benefit plans which cover substantially all employees. The major contributory defined benefit plan (the "Plan"), which is referred to as the Fujitsu Welfare Pension Fund, entitles employees upon retirement at the normal retirement age to either a lump-sum payment or pension annuity payments for life commencing at age 60, or a combination of both based on their length of service, basic salary as of the retirement date and the number of years of participation in the Plan. The contributions of the Company and the subsidiaries covered by the Plan and their employees are made to the Fujitsu Welfare Pension Fund which is an external organization. Regarding the employees' pension plan, in response to the enactment of the Japanese Welfare Pension Insurance Law on defined-benefit pension plans, the Fujitsu Welfare Pension Fund applied for an exemption from the obligation to pay benefits for future employee services related to the substitutional portion, and on March 23, 2004 received approval of the exemption from the Minister of Health, Labour and Welfare.

The majority of the consolidated subsidiaries outside Japan have defined benefit plans and/or defined contribution plans covering substantially all their employees.

The balances of the projected benefit obligation and plan assets, funded status and the amounts recognized in the consolidated financial statements as of March 31, 2004 and 2005, and the components of net periodic benefit cost for the years ended March 31, 2003, 2004 and 2005 are summarized as follows:

Projected benefit obligation and plan assets

		Yen (millions)	U.S. Dollars (thousands)
At March 31 (Consolidated domestic accounts)	2004	2005	2005
Projected benefit obligation	¥(1,209,288)	¥(1,247,141)	\$(11,655,523)
Plan assets	799,058	876,758	8,194,000
Projected benefit obligation in excess of plan assets	(410,230)	(370,383)	(3,461,523)
Unrecognized net obligation at transition	98,874	81,653	763,112
Unrecognized actuarial loss	335,285	314,353	2,937,878
Unrecognized prior service cost (reduced obligation)	(682)	(593)	(5,542)
Prepaid pension cost	(102,447)	(110,777)	(1,035,299)
Accrued retirement benefits	¥ (79,200)	¥ (85,747)	\$ (801,374)

Applying the transitional provisions as prescribed in paragraph 47-2 of "Practical Guidelines of Accounting and Retirement Benefits-Interim Report" (Accounting Committee Report No.13 issued by the Japanese Institute of Certified Public Accountants), the Company and certain consolidated subsidiaries in Japan accounted for the elimination of the future and past benefit obligations of the substitutional portion as well as the related government-specified portion of the employees' pension plan assets at the date of the approval.

Components of net periodic benefit cost

Years ended March 31 (Consolidated domestic accounts)			Yen	U.S. Dollars
	2003	2004	(millions)	(thousands)
			2005	2005
Service cost	¥ 57,011	¥ 53,613	¥ 49,892	\$ 466,280
Interest cost	49,363	48,004	29,511	275,804
Expected return on plan assets	(42,654)	(36,125)	(30,733)	(287,224)
Amortization of unrecognized obligation for retirement benefits:				
Amortization of net obligation at transition	26,487	25,435	16,691	155,991
Amortization of actuarial loss	26,403	39,578	22,609	211,299
Amortization of prior service cost	(8,989)	(8,070)	(5)	(47)
Net periodic benefit cost	¥107,621	¥ 122,435	¥ 87,965	\$ 822,103
Gain on transfer of substitutional portion of employees' pension funds	—	(146,532)	—	—
Total	¥107,621	¥ (24,097)	¥ 87,965	\$ 822,103

The assumptions used in accounting for the plans

At March 31 (Consolidated domestic accounts)	2004	2005
Discount rate	2.5%	2.5%
Expected rate of return on plan assets	4.5%	3.8%
Method of allocating actuarial loss	Straight-line method over the employees' average remaining service period	Straight-line method over the employees' average remaining service period
Method of allocating prior service cost	Straight-line method over 10 years	Straight-line method over 10 years
Amortization period for net obligation at transition	The Company: Fully recognized at transition Consolidated subsidiaries in Japan: 10 years	The Company: Fully recognized at transition Consolidated subsidiaries in Japan : 10 years

Under a new accounting standard in Japan for the year ended March 31, 2001, the Company fully recognized in income the Company's portion of the unrecognized net obligation at transition. For additional plan assets to cover the unrecognized net obligation at transition, the Company placed its holding of marketable securities in trust which was solely established for the retirement benefit plan.

The major defined benefit pension plan provided outside Japan is the plan that Fujitsu Services group provides in the UK. This plan is subject to formal actuarial valuation in accordance with the UK accounting standard SSAP24 (Statements of Standard Accounting Practice 24).

The Accounting Standards Board of the UK has issued a new UK accounting standard, FRS17 (Financial Reporting Standard 17). It is proposed that FRS17 will be fully effective as the replacement of SSAP24 for accounting periods beginning on or after January 1, 2005. In accordance with the transitional arrangements set out in FRS17, certain disclosures are required using different measurement bases laid down in FRS17.

The projected benefit obligation and the fair value of the plan assets in accordance with FRS17 are summarized as follows:

Projected benefit obligation and plan assets

At March 31	Yen (millions)		U.S. Dollars (thousands)
	2004	2005	2005
Projected benefit obligation	¥(348,759)	¥(400,643)	\$(3,744,327)
Plan assets	257,427	300,254	2,806,112
Projected benefit obligation in excess of plan assets	¥ (91,332)	¥(100,389)	\$ (938,215)
Discount rate	5.90%	5.80%	

11. Income Taxes

The Group is subject to a number of different income taxes. The statutory tax rates in the aggregate in Japan were approximately 42.0% for the years ended March 31, 2003 and 2004, and approximately 40.6% for the year ended March 31, 2005.

The components of income taxes are as follows:

Years ended March 31	Yen (millions)		U.S. Dollars (thousands)	
	2003	2004	2005	
Current	¥ 36,188	¥34,125	¥ 32,422	\$ 303,009
Deferred	(77,015)	58,085	153,131	1,431,131
Effect of change in statutory tax rate	12,038	—	—	—
Income taxes	¥(28,789)	¥92,210	¥185,553	\$1,734,140

The reconciliations between the applicable statutory income tax rate and the effective income tax rate for the years ended March 31, 2003, 2004 and 2005 are as follows:

Years ended March 31	2003	2004	2005
Statutory income tax rate	42.0%	42.0%	40.6%
Increase (Decrease) in tax rate:			
Tax effect on prior losses on investments in subsidiaries	—	(72.5%)	—
Valuation allowance for deferred tax assets	(10.1%)	53.2%	45.7%
Adjustment of net gain on sale of investments in subsidiaries and affiliated companies	—	26.6%	(2.3%)
Amortization of goodwill	(5.0%)	8.1%	2.1%
Tax effect on equity in earnings of affiliates, net	0.2%	(1.1%)	(1.7%)
Non-deductible expenses for tax purposes	(2.1%)	1.7%	1.3%
Non-taxable income	3.1%	(0.6%)	(0.5%)
Effect of change in statutory tax rate	(8.2%)	—	—
Other	(0.4%)	1.3%	(2.2%)
Effective income tax rate	19.5%	58.7%	83.0%

The significant components of deferred tax assets and liabilities at March 31, 2004 and 2005 were as follows:

At March 31	Yen (millions)		U.S. Dollars (thousands)
	2004	2005	2005
Deferred tax assets:			
Tax loss carryforwards	¥ 402,881	¥ 271,554	\$ 2,537,888
Accrued retirement benefits	189,402	139,585	1,304,533
Accrued bonus	35,949	36,854	344,430
Provision for loss on repurchase of computers	19,645	17,607	164,551
Intercompany profit on inventory and property, plant and equipment	10,106	6,417	59,972
Other	62,132	67,811	633,747
Gross deferred tax assets	720,115	539,828	5,045,121
Less:			
Valuation allowance	(217,721)	(289,910)	(2,709,439)
Total deferred tax assets	502,394	249,918	2,335,682
Deferred tax liabilities:			
Gains from establishment of stock holding trust for retirement benefit plan	¥(206,699)	¥(110,617)	\$(1,033,804)
Unrealized gains on securities	(102,552)	(67,457)	(630,439)
Retained earnings appropriated for tax allowable reserves	(10,816)	(8,942)	(83,570)
Other	(2,060)	(548)	(5,121)
Gross deferred tax liabilities	(322,127)	(187,564)	(1,752,934)
Net deferred tax assets	¥ 180,267	¥ 62,354	\$ 582,748

Net deferred tax assets were included in the consolidated balance sheets as follows:

At March 31	Yen (millions)		U.S. Dollars (thousands)
	2004	2005	2005
Other current assets	¥103,449	¥ 75,515	\$ 705,748
Other investments and long-term loans	89,868	40,085	374,626
Other current liabilities	(6,448)	(690)	(6,449)
Other long-term liabilities	(6,602)	(52,556)	(491,177)
Net deferred tax assets	¥180,267	¥ 62,354	\$ 582,748

The Company and the wholly owned subsidiaries in Japan have adopted the consolidated tax return system of Japan.

Tax losses can be carried forward up to 7 years in Japan, 20 years in the United States, and indefinitely in the United Kingdom. Realization depends on the abilities of the companies to generate sufficient taxable income prior to the expiration of the tax loss carryforwards. With respect to deferred tax assets, we recorded a valuation allowance to cover the amount in excess of what we are likely to recover in the future.

Deferred tax liabilities have not been provided on the undistributed profit of affiliates, as it is deemed that any distributions will not give rise to tax liabilities.

Deferred tax assets have not been provided for losses on investments in subsidiaries except for those expected to be realized.

12. Shareholders' Equity

The changes in the number of issued shares of common stock for the years ended March 31, 2003, 2004 and 2005 were as follows:

Years ended March 31	Number of shares		
	2003	2004	2005
Balance at beginning of year	2,001,962,672	2,001,962,672	2,001,962,672
Conversion of convertible bonds	—	—	1,141
Increase as a result of stock exchange	—	—	68,054,400
Balance at end of year	2,001,962,672	2,001,962,672	2,070,018,213

An increase as a result of stock exchange for the year ended March 31, 2005 reflected the issuance of shares in October 2004 by which the Company turned Fujitsu Support and Service Inc. into a wholly owned subsidiary.

13. Commitments and Contingent Liabilities

Commitments outstanding at March 31, 2005 for purchases of property, plant and equipment were approximately ¥18,180 million (\$169,907 thousand).

Contingent liabilities for guarantee contracts amounted to ¥50,167 million (\$468,850 thousand) at March 31, 2005. Of the total contingent liabilities, guarantees given mainly for loans taken by Spansion LLC group were ¥17,087 million (\$159,692 thousand) and for employees' housing loans were ¥10,071 million (\$94,121 thousand).

14. Derivative Financial Instruments

Purpose of Derivative Trading

The Group enters into derivative transactions related to foreign currency exchange rates and interest rates in order to reduce risk exposure arising from fluctuations in these rates, to reduce the cost of the funds financed, and to improve return on invested funds.

Basic Policies for Derivative Trading

The Group basically enters into derivative transactions only to cover actual requirements for the effective management of receivables/liabilities, and not for speculative or dealing purposes.

The Group, in principle, has no intention to use derivative financial instruments that would increase market risks. Furthermore, the counterparties to the derivative transactions are thoroughly assessed in terms of their credit risks. Therefore, the Group believes that its derivative financial instruments entail minimal market and credit risks.

Control of Derivative Trading

The Group enters into derivative transactions based on regulations established by the Company, and controls the risk of the transaction by assessing the efficiency of its hedging.

Hedge Accounting

The Group adopts hedge accounting for its derivative transactions.

Gains or losses on changes in the fair market values of the hedging instruments, which consist of forward exchange, option and swap contracts and related complex contracts, are recognized in income when the relating hedged items are reflected in income.

Fair Value of Derivative Financial Instruments:

At March 31, 2004 and 2005, all derivative financial instruments were stated at fair market value and recorded on the balance sheets.

15. Leases

The following is a summary of equivalent amounts of acquisition cost, accumulated depreciation, book value of leased assets, and minimum lease payments required under finance leases, which were recorded in the corresponding asset accounts, at March 31, 2004 and 2005.

		Yen (millions)	U.S. Dollars (thousands)
At March 31	2004	2005	2005
Equivalent amounts of acquisition cost	¥233,553	¥163,712	\$1,530,019
Accumulated depreciation	140,019	102,974	962,374
Book value of leased assets	93,534	60,738	567,645
Minimum lease payments required			
Within one year	30,393	23,486	219,495
Over one year but within five years	67,336	42,002	392,542
Over five years	2,582	2,133	19,935
Total	¥100,311	¥ 67,621	\$ 631,972

The following is a summary of future minimum lease payments required under non-cancelable operating leases in the aggregate and for each of the following periods.

		Yen (millions)	U.S. Dollars (thousands)
At March 31	2004	2005	2005
Within one year	¥10,821	¥10,766	\$100,617
Over one year but within five years	29,955	28,961	270,663
Over five years	20,443	18,843	176,103
Total	¥61,219	¥58,570	\$547,383

16. Supplementary Information to the Consolidated Balance Sheets

Receivables, trade from and payables, trade to affiliates at March 31, 2004 and 2005 were as follows:

At March 31	2004	Yen	U.S. Dollars
		(millions)	(thousands)
		2005	2005
Receivables, trade	¥43,457	¥36,847	\$344,364
Payables, trade	67,277	64,038	598,486

17. Earnings Per Share

Years ended March 31	2003	2004	Yen	U.S. Dollars
			(millions)	(thousands)
			2005	2005
Net income (loss)	¥(122,066)	¥49,704	¥31,907	\$298,196
Bonuses to directors and statutory auditors from retained earnings (deficit)	(582)	(596)	(548)	(5,121)
Net income (loss) for common stock shareholders	(122,648)	49,108	31,359	293,075
Effect of dilutive securities	—	(1)	29	271
Diluted net income (loss)	¥(122,648)	¥49,107	¥31,388	\$293,346
			thousands	
Weighted average number of shares	2,001,138	2,000,366	2,034,114	
Effect of dilutive securities	—	208,159	230,778	
Diluted weighted average number of shares	2,001,138	2,208,525	2,264,892	
			Yen	U.S. Dollars
Basic earnings (loss) per share	¥(61.3)	¥24.5	¥15.4	\$0.144
Diluted earnings (loss) per share	(61.3)	22.2	13.9	0.130

18. Supplementary Information to the Consolidated Statements of Operations

Research and development expenses charged to “selling, general and administrative expenses” for the years ended March 31, 2003, 2004 and 2005 were ¥285,735 million and ¥250,910 million, ¥240,222 million (\$2,245,065 thousand), respectively.

“Other income (expenses)—other, net” for the years ended March 31, 2003, 2004 and 2005 consisted of the following:

Years ended March 31	Yen (millions)			U.S. Dollars (thousands)
	2003	2004	2005	2005
Gain on sales of marketable securities	¥ 29,362	¥ 134,624	¥133,299	\$1,245,785
Gain on business transfer	14,536	—	36,534	341,439
Gain on transfer of substitutional portion of employees' pension funds	—	146,532	—	—
Gain on sales of property, plant and equipment	—	13,649	—	—
Amortization of unrecognized obligation for retirement benefits	(43,901)	(56,943)	(39,295)	(367,243)
Restructuring charges	(151,486)	(164,202)	(20,085)	(187,710)
Real estate valuation losses	—	—	(15,274)	(142,748)
Loss on disposal of property, plant and equipment	(10,185)	(7,142)	(7,668)	(71,663)
HDD litigation-related expenses	—	(10,220)	—	—
Casualty loss	—	(4,700)	—	—
Cost of corrective measures for products	(30,600)	—	—	—
Loss on devaluation of marketable securities	(21,802)	—	—	—
Foreign exchange gains (losses), net	(5,710)	(6,972)	2,174	20,318
Other, net	(7,399)	(20,425)	(20,437)	(191,000)
	¥(227,185)	¥ 24,201	¥ 69,248	\$ 647,178

Gain on sales of marketable securities

Gain on sales of marketable securities for the year ended March 31, 2004 related mainly to the sales of shares in Fanuc Ltd.

Gain on sales of marketable securities for the year ended March 31, 2005 related mainly to the sales of shares in Fanuc Ltd. and Advantest Corporation.

Gain on business transfer

Gain on business transfer for the year ended March 31, 2003 related to the transfer of a portion of the printer systems business to Fuji Xerox Co., Ltd.

Gain on business transfer for the year ended March 31, 2005 related to the transfer of the plasma display panel business.

Gain on transfer of substitutional portion of employees' pension funds

Please refer to Note 10 for “gain on transfer of substitutional portion of employees' pension funds” for the year ended March 31, 2004.

Gain on sales of property, plant and equipment

Gain on sales of property, plant and equipment for the year ended March 31, 2003 related to securitization of the land and buildings of Fujitsu Solution Square (located in Kamata, Tokyo), and the sales of other properties that had been used for employees' welfare.

Amortization of unrecognized obligation for retirement benefits

Amortization of unrecognized obligation for retirement benefits related mainly to amortization of actuarial loss in Japan and net obligation at transition for the consolidated subsidiaries in Japan.

Restructuring charges

Restructuring charges for the year ended March 31, 2003 related mainly to the comprehensive structural reform of the Group in order to realign and rationalize its development and production in the Electronic Devices and Platforms businesses, as well as to withdraw from the business of small-form-factor magnetic disk drives for desktop PCs.

Restructuring charges for the year ended March 31, 2004 related to the cost of ¥75,775 million for reduction in force, disposal of assets and one-time amortization of goodwill with regard to global restructuring focusing on North America, the expected loss of ¥68,316 million based on strict analysis of predicted future returns with regard to fundamental reform of the Software & Services business in Japan, and other costs of ¥20,111 million for reduction in force and disposal of assets with regard to restructuring of subsidiaries.

Restructuring charges for the year ended March 31, 2005 were recorded as expenses relating to reductions and relocation of personnel and disposition of assets primarily at domestic manufacturing subsidiaries.

Real estate valuation losses

Real estate valuation losses for the year ended March 31, 2005 related to the devaluation on idle property holdings.

HDD litigation-related expenses

HDD litigation-related expenses for the year ended March 31, 2004 included expenses relating to the settlement of a class-action lawsuit in the United States regarding certain Fujitsu-manufactured magnetic hard disk drives, as well as other litigation-related expenses and expenses for corrective measures for customers.

Casualty loss

Casualty loss for the year ended March 31, 2004 related to repair expenses incurred to cover damage to property as a result of the earthquake that occurred off the coast of Miyagi Prefecture, Japan, on May 26, 2003.

Cost of corrective measures for products

Cost of corrective measures for products for the year ended March 31, 2003 related to certain small-form-factor magnetic hard disk drives due to some procured parts that were found to be defective.

19. Segment Information

Business Segment Information

Years ended March 31	Yen (millions)						
	Software & Services	Platforms	Electronic Devices	Financing	Other Operations	Elimination & Corporate	Consolidated
2003							
Sales							
Unaffiliated customers	¥2,025,790	¥1,612,016	¥618,632	¥119,279	¥241,863	¥ —	¥4,617,580
Intersegment	72,167	231,260	68,816	9,148	137,082	(518,473)	—
Total sales	2,097,957	1,843,276	687,448	128,427	378,945	(518,473)	4,617,580
Operating costs and expenses	1,921,428	1,842,303	719,071	124,099	368,943	(458,691)	4,517,153
Operating income (loss)	176,529	973	(31,623)	4,328	10,002	(59,782)	100,427
Total assets	1,278,880	1,113,208	693,910	245,707	486,457	407,199	4,225,361
Depreciation	87,359	86,694	128,720	164	9,779	11,581	324,297
Capital expenditure (including intangible assets)	79,503	51,818	65,327	59	5,910	9,660	212,277
2004							
Sales							
Unaffiliated customers	¥2,094,261	¥1,608,178	¥734,320	¥ 50,391	¥279,738	¥ —	¥4,766,888
Intersegment	52,112	224,705	70,365	4,027	138,554	(489,763)	—
Total sales	2,146,373	1,832,883	804,685	54,418	418,292	(489,763)	4,766,888
Operating costs and expenses	2,007,615	1,803,639	777,147	52,411	404,654	(428,920)	4,616,546
Operating income (loss)	138,758	29,244	27,538	2,007	13,638	(60,843)	150,342
Total assets	1,240,641	1,031,589	749,552	—	458,744	385,063	3,865,589
Depreciation	85,953	68,523	84,924	70	10,611	11,724	261,805
Capital expenditure (including intangible assets)	95,387	42,409	62,793	49	8,609	9,235	218,482
2005							
Sales							
Unaffiliated customers	¥2,070,444	¥1,705,124	¥733,866	¥ —	¥253,325	¥ —	¥4,762,759
Intersegment	38,462	156,405	60,931	—	99,060	(354,858)	—
Total sales	2,108,906	1,861,529	794,797	—	352,385	(354,858)	4,762,759
Operating costs and expenses	1,995,851	1,806,527	762,215	—	338,339	(300,364)	4,602,568
Operating income (loss)	113,055	55,002	32,582	—	14,046	(54,494)	160,191
Total assets	1,232,815	961,577	672,146	—	460,478	313,182	3,640,198
Depreciation	72,104	58,531	69,686	—	8,018	12,153	220,492
Capital expenditure (including intangible assets)	80,354	47,563	80,367	—	13,954	9,686	231,924

Years ended March 31	U.S. Dollars (thousands)						
	Software & Services	Platforms	Electronic Devices	Financing	Other Operations	Elimination & Corporate	Consolidated
2005 (in U.S. Dollars)							
Sales							
Unaffiliated customers	\$19,349,944	\$15,935,738	\$6,858,561	\$ —	\$2,367,523	\$ —	\$44,511,766
Intersegment	359,458	1,461,729	569,448	—	925,795	(3,316,430)	—
Total sales	19,709,402	17,397,467	7,428,009	—	3,293,318	(3,316,430)	44,511,766
Operating costs and expenses	18,652,813	16,883,430	7,123,504	—	3,162,047	(2,807,140)	43,014,654
Operating income (loss)	1,056,589	514,037	304,505	—	131,271	(509,290)	1,497,112
Total assets	11,521,636	8,986,701	6,281,738	—	4,303,533	2,926,934	34,020,542
Depreciation	673,869	547,019	651,271	—	74,935	113,579	2,060,673
Capital expenditure (including intangible assets)	750,972	444,514	751,093	—	130,411	90,524	2,167,514

- The business segments are classified based on similarity of products and services, and selling methods, etc.
- Fujitsu Leasing Co., Ltd., an operating company under the "Financing" segment, was shifted from a consolidated subsidiary to an equity method affiliate at September 30, 2003.
- The principal products and services of business segments are as follows:
 - Software & Services Consulting services, systems construction (systems integration), system deployment and operational support services, comprehensive management of information systems (outsourcing services, IDC services), provision of network environment for information systems as well as various network services (network services, internet services), software, information and network systems maintenance and monitoring, information systems infrastructure construction and network construction
 - Platforms Servers (UNIX servers, IA servers, mainframes), peripheral equipment for information systems (disk arrays, etc.), personal computers, storage equipment (magnetic and magneto-optical disk drives), terminals (financial terminals, POS systems), mobile phone handsets, IP systems, fiber-optic transmission systems, mobile communication systems (3G base station systems)
 - Electronic Devices Logic LSI (System LSI, ASICs, microcontrollers, FRAM), memory LSI (Flash memory, FCRAM), semiconductor packages, SAW devices, electronic components (relays, connectors, etc.), liquid crystal displays (LCDs)
 - Financing Leasing business
 - Other Operations Audio/navigation equipment, automotive electronic devices
- Unallocated operating costs and expenses included in "Elimination & Corporate" for the years ended March 31, 2003, 2004 and 2005 were ¥57,822 million, ¥61,032 million and ¥58,324 million (\$545,084 thousand), respectively. Most of these costs and expenses were incurred as basic research and development expenses and general and administrative expenses at the Company.
- Corporate assets included in "Elimination & Corporate" at March 31, 2003, 2004 and 2005 amounted to ¥1,048,824 million, ¥955,034 million and ¥927,300 million (\$8,666,355 thousand), respectively. The assets principally consisted of working capital (cash and cash equivalents), long-term investments and miscellaneous assets held by the general and administrative sections at the Company.

Geographic Segment Information

Years ended March 31	Yen (millions)					
	Japan	Europe	The Americas	Others	Elimination & Corporate	Consolidated
2003						
Sales						
Unaffiliated customers	¥3,556,437	¥524,910	¥257,575	¥278,658	¥ —	¥4,617,580
Intersegment	332,151	18,130	20,595	185,505	(556,381)	—
Total sales	3,888,588	543,040	278,170	464,163	(556,381)	4,617,580
Operating costs and expenses	3,727,730	539,408	296,952	451,419	(498,356)	4,517,153
Operating income (loss)	160,858	3,632	(18,782)	12,744	(58,025)	100,427
Total assets	2,756,667	348,886	203,880	196,875	719,053	4,225,361

Years ended March 31						Yen (millions)	
	Japan	Europe	The Americas	Others	Elimination & Corporate	Consolidated	
2004							
Sales							
Unaffiliated customers	¥3,605,665	¥544,593	¥254,488	¥362,142	¥ —	¥4,766,888	
Intersegment	465,811	18,768	20,210	217,037	(721,826)	—	
Total sales	4,071,476	563,361	274,698	579,179	(721,826)	4,766,888	
Operating costs and expenses	3,867,743	556,675	287,859	565,675	(661,406)	4,616,546	
Operating income (loss)	203,733	6,686	(13,161)	13,504	(60,420)	150,342	
Total assets	2,411,533	347,871	226,122	206,993	673,070	3,865,589	

2005

Sales						
Unaffiliated customers	¥3,560,925	¥585,138	¥281,959	¥334,737	¥ —	¥4,762,759
Intersegment	463,593	11,764	16,959	268,154	(760,470)	—
Total sales	4,024,518	596,902	298,918	602,891	(760,470)	4,762,759
Operating costs and expenses	3,836,679	585,199	294,565	590,749	(704,624)	4,602,568
Operating income (loss)	187,839	11,703	4,353	12,142	(55,846)	160,191
Total assets	2,178,392	357,883	177,941	215,058	710,924	3,640,198

U.S. Dollars (thousands)

2005 (in U.S. Dollars)

Sales						
Unaffiliated customers	\$33,279,673	\$5,468,579	\$2,635,131	\$3,128,383	\$ —	\$44,511,766
Intersegment	4,332,645	109,944	158,495	2,506,112	(7,107,196)	—
Total sales	37,612,318	5,578,523	2,793,626	5,634,495	(7,107,196)	44,511,766
Operating costs and expenses	35,856,813	5,469,149	2,752,944	5,521,019	(6,585,271)	43,014,654
Operating income (loss)	1,755,505	109,374	40,682	113,476	(521,925)	1,497,112
Total assets	20,358,804	3,344,701	1,663,000	2,009,888	6,644,149	34,020,542

- Classification of the geographic segments is determined by geographical location.
- The principal countries and regions belonging to geographic segments other than Japan are as follows:
 - Europe U.K., Spain, Germany, Finland, the Netherlands
 - The Americas U.S.A., Canada
 - Others China, Thailand, Vietnam, the Philippines, Singapore, Korea, Taiwan, Australia
- Unallocated operating costs and expenses included in "Elimination & Corporate" for the years ended March 31, 2003, 2004 and 2005 were ¥57,822 million, ¥61,032 million and ¥58,324 million (\$545,084 thousand), respectively. Most of these costs and expenses were incurred as basic research and development expenses and general and administrative expenses at the Company.
- Corporate assets included in "Elimination & Corporate" at March 31, 2003, 2004 and 2005 amounted to ¥1,048,824 million, ¥955,034 million and ¥927,300 million (\$8,666,355 thousand), respectively. The assets principally consisted of working capital (cash and cash equivalents), long-term investments and miscellaneous assets held by the general and administrative sections at the Company.

20. Subsequent Events

The Company had previously filed a lawsuit in California State District Court against Cirrus Logic Inc., Amkor Technology, Inc., Sumitomo Bakelite Company Limited and Sumitomo Plastics America, Inc. in regard to incidences of problems with small form-factor magnetic hard disk drives in 2001. However, in June 2005 a settlement was reached with these companies.

As a result, the Company expects to record "other income" of approximately ¥15.4 billion (\$146.8 million).