**Annual Report** 

# OGAKI 2000 KYORITSU

Dynamic & Powerful ~ Jump Up 21 ~

# Profile

The Ogaki Kyoritsu Bank, founded in 1896, is a regional financial institution headquartered in Gifu Prefecture, close to the center of the Japanese archipelago. Since its establishment, the Bank has made a valuable contribution to the economic development of the Tokai region, which plays a pivotal role in the national economy.

The Bank's network embraces I 40 branches in Japan and 2 overseas. While continuing to perform its traditional banking role, amidst the ongoing reform of Japan's financial system, the Ogaki Kyoritsu Bank Group, notably Ogaki Kyoritsu Bank (Europe) S.A., continues to concentrate the strengths of all its members in providing a comprehensive range of financial services to meet the increasingly diverse and sophisticated needs of its customers.

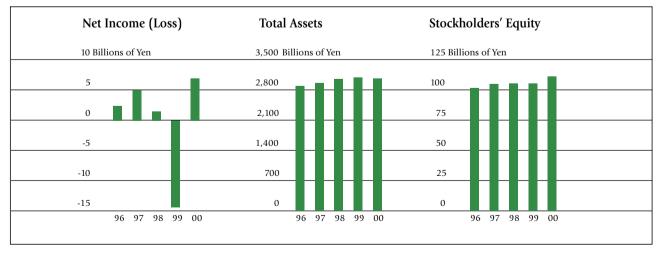
As of March 31, 2000, the Bank's capitalization was ¥24.5 billion (US\$230.8 million). Total assets amounted to ¥3,079.0 billion (US\$29,006.9 million), and total deposits were ¥2,758.3 billion (US\$25,985.2 million). The Bank's capital adequacy ratio according to international standards was 10.94%.

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# Financial Highlights

_		Consolidated		1	Non-Consolidate	d	
_	Million	s of Yen	Thousands of U.S. Dollars	Million	s of Yen	Thousands of U.S. Dollars	
Years ended March 31	2000	1999	2000	2000	1999	2000	
For the Year							
Total Income¥	114,523	¥ 123,671	\$ 1,078,882	¥ 84,485	¥ 92,999	\$ 795,903	
Total Expenses	102,151	145,444	962,330	72,776	117,027	685,597	
Income (Loss) before							
Income Taxes	12,372	(21,772)	116,552	11,708	(24,027)	110,306	
Net Income (Loss)	7,059	(14,030)	66,502	7,011	(14,425)	66,050	
At Year-End							
Deposits ¥	2,754,840	¥2,702,534	\$25,952,339	¥2,758,330	¥2,705,691	\$25,985,211	
Loans and Bills Discounted	2,132,141	2,148,397	20,086,115	2,152,167	2,166,733	20,274,776	
Securities	665,215	607,974	6,266,749	656,063	594,344	6,180,528	
Total Assets	3,143,277	3,164,130	29,611,655	3,079,085	3,095,344	29,006,924	
Stockholders' Equity	111,320	105,807	1,048,713	111,460	105,903	1,050,027	
Common Stock	24,500	24,500	230,808	24,500	24,500	230,808	

Notes: 1. In this annual report, the Japanese yen in millions are indicated with fractions omitted.



<sup>\*</sup>Non-Consolidated basis.

<sup>2.</sup> Figures stated in U.S. dollars in this annual report are translated from Japanese yen, solely for convenience, at the rate of ¥106.15 per U.S.\$1.00, the rate prevailing at March 31, 2000.

# A Message from the President



Takashi Tsuchiya *President* 

### Operating Environment

In fiscal 1999, ended March 31, 2000, the Japanese economy remained in a severe condition amid languishing private sector demand. Nevertheless, anticipation of a domestic economic recovery began to grow, boosted by the effects of government monetary and fiscal measures and economic recovery in Asia. Positive signs also appeared in the corporate sector as investments in information technology expanded.

Personal consumption benefited from a more upbeat attitude among some sections of the public, but generally remained low-key due to the absence of improvements in employment and income conditions.

In the Tokai region, the Bank's main operating base, the economy generally improved despite difficulties faced by some sectors, namely makers of metal engineering equipment and ceramics, which suffered declines in orders. Several industries performed relatively well, including automobiles, electrical machinery, and housing construction.

The financial services sector underwent a major reorganization as major banks announced business alliances and mergers, leading to the establishment of "megabanks" with global ambitions. Meanwhile, the banking industry saw the entry of companies from other sectors, and the change of the deposit insurance system (under an amendment to the Deposit Insurance Law) from the current full coverage to coverage up to ¥10 million, was postponed by one year; it will now take effect in April 2002.

### **Performance**

The Ogaki Kyoritsu Bank, Ltd. and its consolidated group of subsidiaries and affiliates responded to these conditions by striving to assure stable supply of funds to help revitalize the regional economy. Through new products and services developed with the customer in mind, the Bank worked to raise management efficiency and improve its business results while contributing to local society.

On a consolidated basis, the balance of deposits, including negotiable certificates of deposit (NCDs), as of March 31, 2000 was ¥2,754.8 billion (US\$25,952.3 million), up ¥52.3 billion from a year earlier. The value of loans and bills discounted declined ¥16.2 billion, to ¥2,132.1 billion (US\$20,086.1 million), and the balance of securities rose ¥57.2 billion, to ¥665.2 billion (US\$6,266.7 million).

On a non-consolidated basis, the balance of deposits, including NCDs, increased ¥52.6 billion to ¥2,758.3 billion (US\$25,985.2 million). The value of loans and bills discounted was down ¥14.5 billion, at ¥2,152.1 billion (US\$20,274.7 million), and the balance of securities climbed ¥61.7 billion to ¥656.0 billion (US\$6,180.5 million).

Turning to earnings, the Bank met the challenges of low market interest rates by working to raise fund-raising and fund-management efficiency and further streamlining its overall operations. The Bank also significantly reduced write-offs of non-performing loans. Consolidated net income for the year amounted to ¥7,059 million (US\$66,502 thousand), and non-consolidated

net income was \$7,011 million (US\$66,050 thousand).

The Bank's capital adequacy ratio, based on BIS standards, was 10.94%, up 1.39 percentage points.

On a non-consolidated basis, the Bank wrote off ¥6.8 billion (US\$64.6 million) in bad debt. At year-end, the balanced of risk-controlled loans was ¥134.3 billion (US\$1,265.6 million), or 6.24% of loans and bills discounted. Loans in line with the disclosure standards under the Financial Revitalization Law amounted to ¥134.9 billion (US\$1,270.8 million), and were covered by the reserve for possible loan losses and through collateral or guarantees for up to ¥114.3 billion (US\$1,076.6 million). The coverage ratio was 84.7%.

### **Dividend Policy**

We at Ogaki Kyoritsu Bank are committed to fulfilling our social responsibilities as a regional bank. To this end, we pursue a fundamental policy of paying stable cash dividends on a continuing basis while working to secure a sound operating foundation and reinforcing our financial position.

Based on this policy, we declared annual cash dividends of ¥5.0 (US\$0.047) per share, including a ¥2.5 (US\$0.024) interim dividend. We will strive to maintain stable dividends in the future while building a sales base with long-term perspectives and creating a powerful management team.

Takashi Tsuchiya President

# Management Policy

### Basic Philosophy

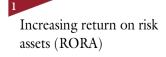
For more than 100 years since its establishment in 1896, the Bank has progressed in partnership with the people in its region. During our long history, our basic philosophy has been to serve as a "bank that is loved and trusted by the local community." We have positioned proactive contribution to the progress of regional society as our overriding social mission. In the future, we will continue providing financial products and services that accurately and swiftly meet the needs of customers, thus contributing to local society as a bank that acts in partnership with the region it serves.

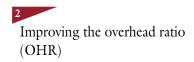
### Medium-Term Management Plan

In April 1999, the Bank embarked on a two-year management plan entitled "Dynamic Selection 21." Amid rapid changes associated with full-scale Big Bang reforms, the battle for survival in the financial services industry has intensified as companies reorganize and consolidate across multiple segments of the industry. Against this background, we are promoting our image as a powerful bank with broad-based support from our customers. Building on this valuable foundation, we will strive to become a dynamic bank that will focus on amassing formidable management strength in order to prevail in the 21st century.

In the current fiscal year ending in March 2001, we will mobilize our "dynamic branch strategy," under which we will strongly highlight the originality and innovation of our branches, so that we are regarded as the No. 1 bank by all the local communities we serve. In the future, we will endeavor to establish our position as a regional bank that is truly supported by the local community. To this end, all employees will unite to undertake their duties in a proactive manner, with customer satisfaction as top priority.

# "DYNAMIC SELECTION 21" Medium-Term Management Plan







### Main Measures "21"

### - Raising Levels of Customer Satisfaction

One-hundred percent adherence to concept of "the customer comes first"

Creation of specific products and services by grasping customer needs

Prompt and sufficient disclosure

### Further Strengthening of Profitability –

Expanding market share
Widening spread between deposit and loan interest rates
Raising earning from the fee business
Bringing combined group strength into play
Actively expanding business loans

### - Improving Cost Competitiveness

Strategic reallocation of personnel
Establishment of new public relations system
Centralization of branch back-office operations at head office
Redoubled cost-cutting efforts
Expansion of direct business channels

### Improving Soundness of Asset Structure

Accelerated disposal of bad debts Implementation of strict self-assessment Stricter monitoring of special attention loans

### Strengthening of Risk Management

Full grasp of borrowers' business circumstances
Reduction in concentration of credit
Improved measures to deal with interest rate risk
Thorough application of "Standards for Our Activities"
Achievement of full Y2K compliance

# Policies of Ogaki Kyoritsu Bank

### Contributing to the region through new business configuration

As a regional financial services institution, our most important mission is to foster the prosperity of regional society by properly performing financial functions at all times.

In line with the Big Bang reforms, various regulations have been lifted or liberalized, sparking intense competition between sectors and across national borders. Facing these challenges, our most important task is to reconfigure our whole business system to suit the requirements of this new era. Such a system must be highly transparent, based on the

principle of accountability, and subject to market forces.

With this in mind, Ogaki Kyoritsu Bank will focus on soundness of management and strengthen ties with the region it serves, in order to accurately grasp the diverse needs of its customers. By providing the best financial products and services and contributing to local culture and society, we will work in the best interests of all customers in our ongoing quest to become a "bank that is loved and trusted by the local community."

### Expand our branch network and provide top services

To date, the Bank has built an operating base centering on the western part of Gifu Prefecture, but also serving that prefecture's central and eastern sections, as well as customers in Aichi, Mie, and Shiga prefectures. In December 1999, we expanded our territory even further, opening a branch and sub-branch in Takayama City, thus fulfilling a long-held strategy of entering the Hida Region in the northern part of Gifu Prefecture. To enhance convenience for customers in towns and villages adjacent to Takayama City, we also installed ATM corners and staffed offices. We even have a

mobile office, called "Hida No. 1."



Takayama Branch

The Hida-Takayama district holds excellent future tourism potential. Although local financial institutions, such as *shinkin* banks and credit unions, together have a powerful sales base in the region, the Bank intends to promote its image as a bank with a strong regional presence that offers highly convenient products and is distinguished by its originality and innovation.

In January 1999, the Bank connected online with Japan's post office network, giving customers access to more than 21,000 ATMs and cash dispensers nationwide. In January 2000, we added deposit functions to ATMs at our branches and extended their operating hours. We also became the first bank in the Tokai Region to open a drivethrough ATM facility, which we installed at our Hashima branch. The ATM moves up and down according to the height of the car, so that customers do not need to leave their vehicles.

In March 2000, the Bank signed a merger agreement with Gujo Credit Union. The merger will take place on October 1, 2000, when the Bank will take over the operations of Gujo's four offices. We will also upgrade and enhance the efficiency of our network by downsizing some branches to sub-branch status and consolidating the operations of some branches. Through these initiatives, we will endeavor to fulfill our role as a truly regional bank.

# Using information technology to develop new sales techniques

In May 1999, the Bank installed a new online system called NEO-ORION and set up terminals at its sales offices. This next-generation integrated network enables customers to perform transactions easily using an image-based interface. The new system effectively upgrades the functions of the Bank's ATM services, which since April 2000 are now offered on a 24-hour basis.

In September 1999, we renovated and reopened Softopia Plaza as an unstaffed

office. Using the latest information technologies, the new-look office features "virtual tellers" to meet the increasingly diverse and sophisticated needs of customers. It is thus perfectly suited to the high-tech Softopia Japan Center Building, in which it is located.



Mobile office "Hida No.1"

In April 2000, our first mobile office, "Hida No. 1,"

commenced operations. Utilizing communications satellite technology, the new office contains terminals for processing transaction data, as well as backup equipment. It also features a mobile banking system incorporating videophones.

In the future, we will continue pursuing active IT strategies that match the emerging advanced information society as we strive to improve customer convenience.



Softopia Plaza

### Targeting a sound and well-balanced loan portfolio

The Bank works to maintain a well-balanced asset portfolio — focusing on loans to small and medium-sized regional enterprises — that is not overly weighted toward any particular industry. Our activities in this regard are based on the principles of public service, safety, soundness, and growth, and reflect our commitment to fostering local progress and prosperity

in our role as a regional bank.

To quickly and accurately meet the needs of individual customers, we have set up special bank counters

under the name O.K. Plaza, which are open until 7:00 p.m. on weekdays to provide loan-related and other consulting services. We also installed automatic loan application machines, called Bank Navi O.K., which handle the whole process of applying for and receiving a loan card, including credit screening.

To meet the funding needs of local customers, in April 2000 we established the Loan Planning Department, which focuses on upgrading our loan-related products and services.



Automatic Ioan application machine "Bank Navi O.K."

### Active environmental protection and social contribution initiatives

Ogaki Kyoritsu Bank has mobilized all its subsidiaries and affiliates in a group-wide effort to protect the natural environment through reduced and more efficient utilization of the Earth's limited resources.

Our aggressive recycling campaign involves using both sides of printed documents, and, through an affiliate, shredding old documents and account books and slips for supply to a recycling contractor. We also use recycled paper in rest rooms. In addition, we use recycled or "tree-less" paper for envelopes and printed matter. At the same time, we promote paperless activities, including paper-free branch manager meetings, in order to preserve forests and reduce resource consumption.

Since 1999, we have used ink made of soy bean oil in disclosure documents and other

printed matter. To prevent air pollution, we use hybrid gasoline-electric automobiles at our branches.

In 1996, employees of the Bank formed the Committee for Promoting Social Contribution, which actively undertakes various volunteer activities, including environmental protection initiatives, aimed at benefiting regional society.

In other areas, the Bank regularly offers the use of its Kuruwamachi Building for local flea market events. We have also installed collection boxes in our offices for employees to place their used stamps and prepaid cards. Proceeds from the sale of such items are donated to social welfare councils. In these ways, we combine our social welfare and resource recycling efforts.

### Fostering creation of a prosperous welfare society

April 2000 saw the introduction of a nursing care insurance system to meet the requirements of the aging, low-birthrate society. Ogaki Kyoritsu Bank offers a diversity of products and services designed to benefit people in the graying society. We also donate nursing care products and vehicles on a volunteer basis.

In November 1999, we formed an alliance with Japan's largest manufacturer of wheel-chairs, and launched Nursing Care Product Purchase Loans to facilitate purchase of products made by our alliance partner.

In March 2000, we commenced a nursing care product home delivery service in collabo-

ration with a freight company. By using our Super Telephone Banking service, customers can complete all aspects of the arrangement, from application to delivery and payment, with a single phone call. To further ease the burden on nursing care recipients, we have waived bank transfer fees for payments by people using this service.

In addition, the Bank holds Public Service Nursing Care Insurance Seminars to further foster the creation of a prosperous welfare society.

# Preservation and strengthening of capital adequacy through rigorous implementation of sound management

Since the introduction of the Prompt Corrective Action in April 1998, many Japanese banks have downsized or closed their overseas operations. By contrast, Ogaki Kyoritsu Bank's policy is to fully utilize its operations in New York, Hong Kong, and Brussels in order to satisfy the requirements of regional companies expanding their international activities. The Bank bases its capital adequacy ratio on international standards.

In the future, the Bank will maintain sound management practice to improve its equity capital, and will review ways to enhance the quality of its balance sheets. Through these initiatives, we aim to raise or at least preserve our capital adequacy ratio and assure sound management.

### Strengthening of trust through high ethical standards for all employees

Fully aware of its public service role and social responsibilities, the Bank recognizes that establishment of a proper compliance system is the first step toward securing the confidence of its stakeholders. To this end, we will continue to reinforce our compliance procedures.

In April 1998, we formulated Standards for Our Activities as a set of guidelines for appropriate behavior. We are working to ensure that these guidelines become second nature for all the Bank's employees, as well as managers and employees of our affiliated companies.

The Bank's Legal Department, which is in charge of supervision and guidance related to legal affairs in general, has distributed its Compliance Manual to all employees. It also distributes reports containing Q&A sections related to legal issues and explanations based on actual cases. The Legal Department works

with the Personnel Division to conduct a compliance education program via training sessions for each level of employee. These sessions are designed to assure understanding and full awareness of the importance of legal compliance.

The Inspection Division, which has been made independent of the business-related divisions, carries out internal inspections to prevent money laundering, manage information, and provide compliance training. In these ways, the Division strives to reinforce the Bank's compliance system and raise the awareness levels of all our employees.

### Rigorous credit risk management and swift disposal of non-performing loans

Ogaki Kyoritsu Bank recognizes that bad debt is a major issue that greatly affects a bank's credibility. The Bank continues working to secure a sound asset portfolio by preventing the occurrence of new bad debt, while quickly disposing of existing non-performing loans.

On a non-consolidated basis, loans under risk management - including loans past due over three months or restructured loans - came to ¥134.3 billion (US\$1,265.6 million) at fiscal yearend, accounting for 6.24% of total loans and bills discounted.

LOANS UNDER RISK MANAGEMENT BASED ON THE BANKING LAW				
	Non-Consolidated	Consolidated		
Loans to companies legally bankrupt:	¥ 20.2 billion	¥ 20.3 billion		
Loans past due over 6 months:	¥ 80.3	¥ 80.4		
Loans past due over 3 months:	¥ 1.7	¥ 1.8		
Restructured loans:	¥ 31.8	¥ 31.8		
Total	¥134.3	¥134.4		

An overview of the Bank's asset assessment based on the Financial Revitalization Law is given below. It shows that bad debt coverage, including collateral and reserves, was 84.7% of the total bad debt balance at fiscal year-end.

ASSET ASSESSMENT BASED ON FINANCIAL REVITALIZATION LAW				
	Non	-Consolidated		
Loans to bankrupt borrowers:	¥	42.1 billion		
Loans to borrowers threatened with bankruptcy:	¥	59.4 billion		
Loans requiring caution:	¥	33.5 billion		
Subtotal:	¥	134.9 billion		
Loans to normal borrowers:	¥2	2,096.7 billion		
Total:	¥2	2,231.5 billion		
Coverage:		84.7%		

To maintain the soundness of its assets, the Bank appropriated ¥57.1 billion in reserve for possible loan losses as of March 31, 2000. The Bank continues working to maintain ample contingency reserves.

In the future, the Bank will expand its credit screening and management functions and pursue more thorough credit risk management in order to maintain a sound asset portfolio.

### Strengthening risk management as financial transactions become more sophisticated and complex

Financial techniques have become more sophisticated and complex with the abolition and liberalization of various regulations spearheaded by the Big Bang reforms. To maintain and improve management soundness under these conditions, banks must strive harder than ever to manage the various risks affecting their operations.

The Bank has reinforced its organization to ensure reliable management of various risks. This includes establishing the Asset Monitoring Department, which objectively determines credit risk and checks the Bank's asset portfolio. In addition, the Legal Department has been formed to ensure extensive legal compliance and upgrade the Bank's legal risk management system.

### Credit Risk Management

For loan applications, the Loan & Credit Supervision Division conducts regular credit screening according to rigorous self-assessment standards, maintaining independence from other divisions. Based on the principles of public interest, safety, profitability, and growth potential, the Division conducts strict screening of each loan application. It also works to achieve a balanced loan asset portfolio by performing regular checks of the portfolio to monitor such characteristics as industry-specific composition, loan size, and regional weightings.

In the future, we will continue upgrading our head office screening control system and reinforcing on-site guidance at our branches. To improve the screening skills of each employee, we will upgrade our training programs, including specialized training in credit screening.

### Administrative Risk Management

The Bank is strengthening its administrative risk management system to address the increasing complexity and volume of bank transactions and guard against associated administrative risks.

In May 1999, the Bank introduced a new online system called NEO-ORION as part of an aggressive investment plan to automate and systematize administrative procedures. In this way, it is working to assure fast and accurate operations using computerized checking functions. To improve the level of administrative skills at our

branches, specialist administrative guidance officers provide onsite assistance. We also conduct regular training sessions, tailored to specific business and management levels, to ensure that employees are fully informed.

In April 2000, we launched an upgraded version of our original Level Up Campaign, called Step Up Campaign. This special campaign is designed to win strong customer support and satisfaction: employees are encouraged to be more cheerful and attentive when greeting people and performing clerical tasks.

### Market Risk Management

Market risk refers to the possibility that the Bank's earnings will be affected by market factors, including fluctuations in interest rates, currency exchanges rates, and stock prices. With deregulation of interest rates and increasing diversity of financial products, the assets and liabilities of banks are more and more vulnerable to changes in market interest rates. For this reason, management of market risk has assumed increasing importance in maintaining and improving management soundness and business earnings. Management of liquidity risk is also crucial in guarding against inadequacy of capital arising from fund-raising and fund-management mismatches and unprecedented capital outflows.

In response, the Bank has established the ALM Department within its Management Administration Division. The new department is charged with making the Bank's market risk management functions centralized and specialized, so as to permit more advanced and accurate risk management. Each month, the ALM Committee holds meetings to discuss ways to control market and liquidity risk and stabilize earnings.

Risk Management Related to Derivatives Transactions The Bank is building a framework to permit ongoing monitoring of its profit-loss situation, including the status of futures, options, and other derivatives transactions. It has also implemented a reliable system to monitor position amounts and the market values of its various derivatives transactions, and sets loss limits based on strict loss-cut rules.

# Board of Directors and Corporate Auditors



Takashi Tsuchiya *President* 

### President

Takashi Tsuchiya

### Managing Directors

Takeo Ushijima Hisashi Kawai Hiroyuki Nishigaki Yasuo Tada

### Directors

Kuniki Sato Masahiko Hayano Masahito Hayano Shuji Kubota Takaaki Sugiyama Yoshihisa Goto

### Corporate Auditors

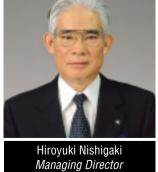
Mitsuyuki Kimura Nobunori Aoki Akira Kato Susumu Ogawa



Managing Director









Yasuo Tada Managing Director



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Notes to Non-Consolidated Financial Statements



Report of Independent Public Accountants



Five-Year Summary

# Review of Operations

### **Deposits**

Amid prolonged low interest rates, the Bank actively developed new products and services. As a result, the balance of deposits including NCDs, principally by individuals, grew ¥52.6 billion, amounting to ¥2,758.3 billion (US\$25,985.2 million) at fiscal year-end.

### Loans and Bills Discounted

During the year, the Bank worked energetically to meet the funding needs of regional customers, centering on small and medium-sized companies. The Bank also proactively addressed the loan needs of individuals according to their particular requirements at each stage of their lives. Demand for funds was weak, however, causing the balance of loans and bills discounted to decline ¥14.5 billion, to ¥2,152.1 billion (US\$20,274.7 million).

### Securities

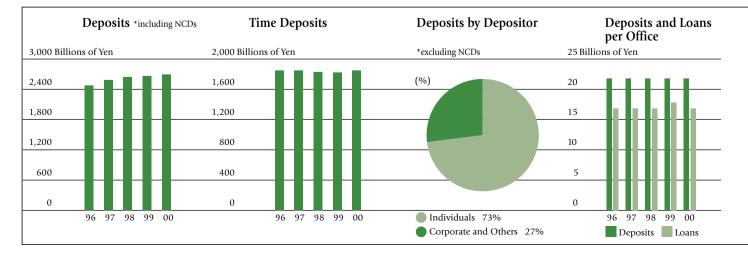
Carefully monitoring market movements, the Bank endeavored to improve and better manage its asset portfolio. As a result, the year-end balance of securities came to \$656.0 billion (US\$6,180.5 million).

### Foreign Exchange

Fully utilizing its three overseas offices, the Bank actively conducted international transactions on behalf of its customers. As a result, total foreign exchange transactions for the term amounted to US\$3,934 million.

### Income

Faced with a continuation of low market interest rates, the Bank worked hard to increase revenues through efficient fund-raising and fund-management activities, while streamlining overall operations. We also significantly decreased bad debt write-offs during the year. As a result, non-consolidated net income amounted to ¥7,011 million (US\$66,050 thousand), compared with a loss of ¥14,425 million for the previous fiscal year.



### Breakdown of Deposits

(Billions of Yen)	2000	1999
Current Deposits	¥ 122.5 ( 4%)	¥ 116.3 ( 4%)
Ordinary Deposits	564.4 ( 21 )	510.7 ( 19 )
Deposits at Notice	31.0 ( 1 )	34.3 ( 1 )
Time Deposits	1,859.9 ( 67 )	1,832.6 ( 68 )
Other Deposits	178.1 ( 7 )	209.1 ( 8 )
Negotiable Certificates of Deposit	2.2 ( 0 )	2.4 ( 0 )
Total	¥2,758.3 (100%)	¥2,705.6 (100%)

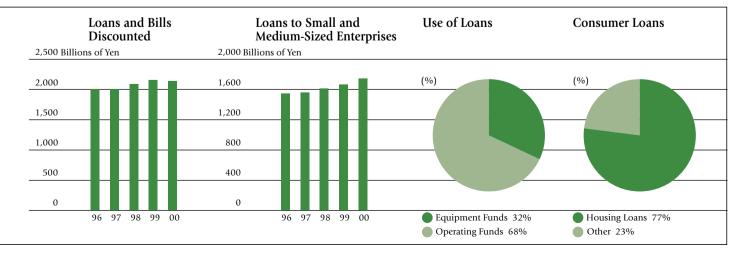
### Loans and Bills Discounted by Industry

(Billions of Yen)	2000	1999
Manufacturing	¥ 525.7 ( 25%)	¥ 537.7 ( 26%)
Wholesale and Retailing	422.4 ( 20 )	432.0 ( 21 )
Service	197.8 ( 9 )	195.7 ( 9 )
Construction	184.5 ( 9 )	185.6 ( 9 )
Real Estate	178.8 ( 9 )	181.8 ( 9 )
Other	595.1 ( 28 )	570.0 ( 26 )
Total	¥2,105.0 (100%)	¥2,103.1 (100%)

Note: Accounts for overseas branches and Japan offshore market are not included.

### Return Ratios

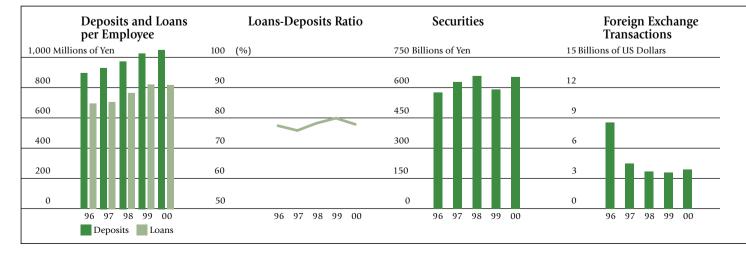
	2000	1999	1998	1997	1996
Return on Average Total Stockholders' Equity	6.66%	<b>-</b> %	1.48%	4.96%	2.39%
Return on Average Total Assets	0.23%	<b>-</b> %	0.05%	0.17%	0.08%



### Capital Structure

(Billions of Yen)	2000	1999
Tier I		
Common Stockholders' Equity	¥ 111.3	¥ 105.7
Tier-II Capital Included as Tier I	_	_
Total Adjusted Tier-I Capital	111.3	105.7
Tier II		
Unrealized Valuation Gains on Securities, after 45% Discount	29.7	15.4
Land Revaluation Reserve, after 45% Discount	3.2	3.2
Reserve for Possible Loan Losses, excluding Specific Reserves	20.6	20.8
Others	35.0	31.6
Tier-II Capital Included as Tier I	_	_
Total Adjusted Tier-II Capital	88.6	71.2
Tier-II Capital Included as Qualifying Capital	88.6	71.2
Total Capital	198.9	175.9
Total Risk-weighted Assets	1,817.3	1,842.3
Capital Adequacy Ratio	10.94%	9.55%

Notes: 1. The yen figures are presented with fractions of less than ¥100 million omitted.
2. The ratio of capital to risk-weighted assets is based on Ministry of Finance guidelines formulated in accordance with the BIS agreement.
3. Capital adequacy ratios are calculated on a consolidated basis.



### Off-Balance Sheet Transactions

### (1) Derivatives Financial Instruments Transactions and Forward Foreign Exchange Contracts

	-	-				
	2000		19	1999		
(Millions of Yen)	Contract Amounts and Notional Principal Amounts	Credit Equivalent Amounts	Contract Amounts and Notional Principal Amounts	Credit Equivalen Amounts		
Interest-Rate and Currency Swaps	¥116,552	¥1,272	¥116,476	¥1,171		
Forward Foreign Exchange Contracts	6,828	191	5,383	191		
Interest-Rate and Currency Options						
(Including Cap Transactions)	710	3	1,183	6		
Total	¥124,092	¥1,466	¥123,042	¥1,369		

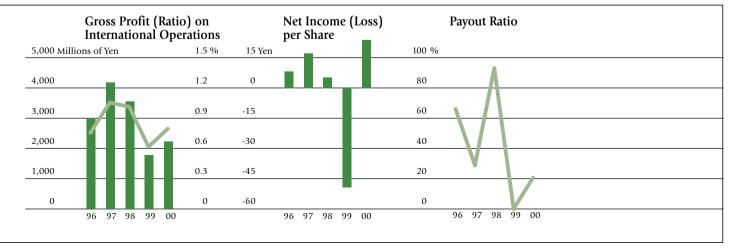
Note: The above figures are computed according to capital adequacy guidelines set by the BIS. To compute the credit equivalent amounts, the current-exposure method was applied.

The contract and notional amounts of transactions that are excluded for capital adequacy guidelines set by the BIS, and foreign exchange related transactions for which the original contracts have a duration of 14 days or less are shown below.

	2000	1999
(Millions of Yen)	Contract Amounts and Notional Principal Amounts	Contract Amounts and Notional Principal Amounts
Forward Foreign Exchange Contracts	¥887	¥1,339

### (2) Credit-Related Transactions

	2000	1999
(Millions of Yen)	Contract Amounts	Contract Amounts
Commitments (Vacancy of Overdraft Facilities, etc.)	¥668,757	¥639,816
Guarantees (Acceptances and Guarantees, etc.)	63,115	64,399
Others	14,655	13,393
Total	¥746,527	¥717,609



# CONSOLIDATED BALANCE SHEETS

	Millions (Not		Thousands of U.S. Dollars (Note 1)	
March 31, 2000 and 1999	2000	1999	2000	
ASSETS				
Cash and Due from Banks	¥ 77,087	¥ 118,265	\$ 726,210	
Call Loans and Bills Bought	83,432	34,473	785,991	
Monetary Claims Bought	4,000	3,001	37,691	
Trading Account Securities (Note 12)	2,671	2,070		
Money Held in Trust (Note 12)	8,298	20,849		
Securities (Note 12)	665,215	607,974		
Loans and Bills Discounted (Note 3)	2,132,141	2,148,397		
Foreign Exchanges	3,678	3,962		
Other Assets	29,523	29,802	•	
Premises and Equipment (Note 5)	98,827	98,316		
Deferred Tax Assets (Note 4)	24,255	22,559		
Customers' Liabilities for Acceptances and Guarantees (Note 8)	73,736	74,457	694,640	
Less Reserve for Possible Loan Losses (Note 2(i))	(59,591)	74,457	(561,388)	
Total Assets	¥3,143,277	¥3,164,130		
Call Money and Bills Sold Borrowed Money (Note 7) Foreign Exchanges Other Liabilities Reserve for Possible Loan Losses Reserve for Retirement Allowances Deferred Tax Liability for Land Revaluation (Note 9) Consolidation Goodwill Acceptances and Guarantees (Note 8)	44,589 93,829 195 51,829 — 4,879 2,950 97 73,736	52,366 121,346 212 35,701 59,181 4,673 2,944 — 74,457	883,931 1,842 488,266 — 45,965 27,792 920 694,640	
Total Liabilities	3,026,948 5,008	3,053,415 4,907	28,515,762 47,179	
STOCKHOLDERS' EQUITY				
Common Stock	24,500	24,500	230,808	
Capital Surplus	13,789	13,789	129,906	
Land Revaluation Reserve (Note 9)	4,245	4,236		
Retained Earnings	69,382	63,796		
Treasury Stock, at Cost	(0)	(2		
Parent Company Stock Held by Subsidiaries	(596)	(513		
Total Stockholders' Equity	111,320	105,807	1,048,713	
Total Liabilities, Minority Interests and		103,007	1,070,713	
Stockholders' Equity	¥3,143,277	¥3,164,130	\$29,611,655	
	· · · · · · · · · · · · · · · · · · ·			

See Notes to Consolidated Financial Statements.

# CONSOLIDATED STATEMENTS OF OPERATIONS AND RETAINED EARNINGS

	Millions (Note	of Yen (1)	Thousands of U.S. Dollars (Note 1)
For the years ended March 31, 2000 and 1999	2000	1999	2000
INCOME			
Interest and Dividends on:			
Loans and Bills Discounted	¥ 48,111	¥ 50,188	\$ 453,237
Securities	22,545	25,794	212,390
Other	877	1,386	8,267
Fees and Commissions	7,727	7,411	72,798
Other Operating Income	1,778	7,863	16,753
Other Income	33,483	31,027	315,434
Total Income	114,523	123,671	1,078,882
EXPENSES			
Interest on:			
Deposits	9,113	14,089	85,852
Borrowings and Rediscounts	5,677	7,187	53,482
Other	4,632	3,200	43,642
Fees and Commissions	2,091	1,811	19,703
Other Operating Expenses	2,665	7,942	25,113
General and Administrative Expenses	41,675	40,477	392,608
Other Expenses	36,295	70,734	341,928
Total Expenses	102,151	145,444	962,330
Income (Loss) before Income Taxes	12,372	(21,772)	116,552
Income Taxes -Current	6,667	706	62,809
-Deferred	(1,689)	(9,300)	(15,917)
Minority Interest	335	850	3,158
Net Income (Loss)	7,059	(14,030)	66,502
Retained Earnings:			
Balance at the Beginning of the Year	63,796	67,080	600,999
Prior Years Adjustment for Deferred Tax	_	12,242	_
Appropriations:			
Cash Dividends	(1,454)	(1,454)	(13,704)
Bonuses to Directors and Statutory Auditors	(2)	(41)	(21)
Effect of a Company No Longer			
Accounted for by the Equity Method	(7)	_	(68)
Land Revaluation	(8)	_	(81)
Balance at End of Year	¥ 69,382	¥ 63,796	\$ 653,625
Per Share of Common Stock (in Yen and U.S. Dollars):			
Net Income (Loss) (Note 2(m))	¥ 24.35	¥(48.45	\$0.23
Stockholders' Equity	384.14	364.90	3.62
• /			

See Notes to Consolidated Financial Statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended March 31, 2000	Millions of Yen (Note 1)	Thousands of U.S. Dollars (Note 1)
Cash Flows from Operating Activities:		
Income before Income Taxes	¥ 12,372	\$ 116,552
Depreciation	19,103	179,965
Amortization of Consolidated Goodwill	(24)	(230)
Increase in Reserve for Possible Loan Losses	410	3,863
Increase in Reserve for Retirement Allowances	205	1,936
Interest and Dividend Income	(71,534)	(673,896)
Interest Expense	19,423	182,977
•		
Securities Gains, Net	(741)	(6,988)
Money in Trust Gains, Net	(981)	(9,242)
Losses on Sale of Premises and Equipment, Net	475	4,482
Net Changes in Trading Account Securities	(601)	(5,665)
Net Changes in Loans and Bills Discounted	14,833	139,741
Net Changes in Deposits	61,835	582,533
Net Changes in Deposits with Banks	51,774	487,749
Net Changes in Call Loans	(50,027)	(471,288)
Net Changes in Call Money	(25,067)	(236,149)
Net Changes in Security for Loans	12,821	120,782
Net Changes in Foreign Exchanges Assets	(37)	(356)
Interest Income Received	73,309	690,626
Interest Expense Paid	(21,565)	(203,156)
Net Changes in Lease Assets	(13,744)	(129,478)
Others	348	3,280
Sub-Total	82,588	778,037
Income Taxes Paid	(805)	(7,590)
Net Cash Provided by Operating Activities	81,782	770,447
Cash Flows from Investing Activities:		
Purchases of Securities	(229,114)	(2,158,404)
Proceeds from Sales of Securities	63,966	602,606
Proceeds from Maturities of Securities	91,169	858,869
Decrease in Money Held in Trust	12,626	118,947
Purchases of Premises and Equipment	(6,499)	(61,227)
Proceeds from Sales of Premises and Equipment	82	774
Net Cash Used in Investing Activities	(67,769)	(638,433)
Cash Flows from Financing Activities:		
Cash Dividends Paid	(1,454)	(13,704)
Cash Dividends Paid to Minority Interests	(9)	(91)
Purchases of Treasury Stock	(132)	(1,248)
Proceeds from Sales of Treasury Stock	52	492
Net Cash Used in Financing Activities	(1,544)	(14,553)
Effect of Foreign Exchange Rate Changes	(27)	(262)
Net Increase in Cash and Cash Equivalents	12,440	117,197
Cash and Cash Equivalents at Beginning of Year	48,081	452,953
Cash and Cash Equivalents at End of Year (Note 10)	¥ 60,521	\$ 570,151
1 (		

See Notes to Consolidated Financial Statements.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the years ended March 31, 2000 and 1999

### 1. Basis of Presenting Consolidated Financial Statements

The Ogaki Kyoritsu Bank, Ltd. (the "Bank") and its consolidated domestic subsidiaries maintain their accounts and records in accordance with the provisions set forth in the Japanese Commercial Code and the Securities and Exchange Law and in conformity with accounting principles and practices generally accepted in Japan, which are different from the accounting and disclosure requirements of International Accounting Standards.

The accounts of an overseas consolidated subsidiary are based on its accounting records maintained in conformity with generally accepted accounting principles and practices prevailing in its country of domicile.

The accompanying consolidated financial statements are a translation of the audited consolidated financial statements of the Bank which were prepared in accordance with accounting principles and practices generally accepted in Japan from the accounts and records maintained by the Bank and its consolidated subsidiaries and were filed with the Minister of Finance as required by the Securities and Exchange Law.

In preparing the accompanying consolidated financial statements, certain reclassifications have been made in the consolidated financial statements issued domestically in order to present them in a form which is more familiar to readers outside Japan.

The translation of the Japanese yen amounts into U.S. dollars are included solely for the convenience of the reader, using the prevailing exchange rate at March 31, 2000, which was ¥106.15 to U.S.\$1.00. The convenience translations should not be construed as representations that the Japanese yen amounts have been, could have been, or could in the future be, converted into U.S. dollars at this or any other rate of exchange.

The Japanese yen amounts are presented in millions of yen and are rounded down to the nearest million. The U.S. dollar amounts are presented in thousands and are rounded down to the nearest thousand. Accordingly, columns may not add up to column totals.

### 2. Significant Accounting Policies

### (a) Consolidation

The Bank prepared the consolidated financial statements for the year ended March 31, 2000 in accordance with the revised accounting principles for consolidated financial statements effective from the year ended March 31, 2000.

The consolidated financial statements include the accounts of the Bank and 11 significant subsidiaries. Three subsidiaries are not consolidated because they are immaterial. All significant inter-company transactions have been eliminated.

In the elimination of investments in subsidiaries, the assets and liabilities of the subsidiaries, including the portion attributable to minority stockholders, are evaluated using the fair value at the time the Bank acquired control of the respective subsidiaries.

The Bank amortizes consolidation goodwill, the difference between the cost of investments and equity in their net assets at date of acquisition of consolidated companies, using the straight-line method over five years.

One consolidated subsidiary's year ends on December 31. Necessary adjustments have been made for significant transactions between the subsidiary's year end and March 31.

### (b) Cash Flow Statement

In preparing the consolidated statements of cash flows, cash on hand, and deposits with The Bank of Japan are considered to be cash and cash equivalents.

In accordance with the "Standards for Preparation of Consolidated Cash Flow Statements, etc." (the "New Standards"), effective from the year ended March 31, 2000, the Bank is required to prepared consolidated cash flow statements. Since the fiscal year March 31, 2000 is the first fiscal year in which the Bank has prepared a consolidated cash flow statement, there is no comparative statement for the previous year.

### (c) Appropriations of Retained Earnings

Appropriations of retained earnings approved by the stockholders after the end of the year are recorded in the consolidated financial statements in the year approved.

### (d) Trading Account Securities

Trading account securities listed on stock exchanges are valued at the lower of moving average cost or market. Recoveries of write-downs are recorded in subsequent periods.

Trading account securities other than those mentioned above are valued at moving average cost.

### (e) Securities

Among marketable securities listed on stock exchanges, convertible bonds and shares (including foreign securities) are valued at the lower of moving average cost or market. Recoveries of write-downs are recorded in subsequent periods.

Securities other than those mentioned above are valued at moving average cost.

Securities held in specified money trusts, whose purpose is mainly investment in securities, are accounted for by the same valuation methods as the securities noted above.

### (f) Premises and Equipment

Premises and equipment are generally stated at cost less accumulated depreciation and deferred gain on sale of real estate.

Depreciation of premises and equipment of the Bank is computed using the declining-balance method.

### (g) Software Costs

The Bank and its subsidiaries have included internal use software costs in expenses for the year ended March 31,1999. Such software is also included in expenses for the year ended March 31, 2000, in accordance with the revised "Accounting Standard for Research and Development Costs."

### (h) Foreign Currency Translation

Assets and liabilities, and accounts at overseas branches in foreign currencies are mainly translated into Japanese yen at exchange rates prevailing at the end of each fiscal year.

Foreign currency assets and liabilities of the Bank and the consolidated subsidiaries are translated into Japanese yen at exchange rates prevailing at the end of each fiscal year.

### (i) Reserve for Possible Loan Losses

A reserve for possible loan losses was provided according to the following write-off/reserve standards. For loans to normal borrowers and borrowers requiring special attention as stipulated in the "Practical Guidelines for the Verification of Compliance with Internal Regulations Governing Asset Self-Assessment by Banks and Other Financial Institutions and for Audits of Bad Loan Write-offs and Bad Loan Reserves" (Report No. 4 of the Special Committee for Audits of Banks and Other Financial Institutions by the Japanese Institute of Certified Public Accountants), a reserve was provided based on the loan loss ratio, which is calculated for each loan using the actual loan losses during a specified period in the past. For loans to borrowers threatened with bankruptcy, after deducting the portion deemed recoverable through the disposal of collateral and the enforcement of guarantees, a reserve was provided for the remainder to the amount deemed recoverable through the disposal of collateral and the enforcement of guarantees, a reserve was provided to cover the remainder. For specified overseas loans, a reserve was provided in the form of a reserve for specific foreign loans (including the reserve for loss from overseas investment as provided for in Article 55, Paragraph 2, of the Special Taxation Measures Law) to the amount deemed irrecoverable as a result of political and economic conditions in the countries in question.

Self-assessment of assets was conducted for all loans by the Bank's divisions in charge of self-assessment in cooperation with the relevant business divisions on the basis of the Bank's asset self-assessment standards, and the loans were classified in the accounts according to the results of this asset assessment.

For the year ended March 31, 1999, the reserve for possible loan losses was recorded as a liability in the consolidated balance sheets. However, due to the revision of the Banking Law of Japan, the reserve for possible loan losses is shown as a reduction in the assets, section of the consolidated balance sheet, as of March 31, 2000. Consequently, total assets and total liabilities as of March 31, 2000 decreased by ¥59,591 million (US\$561,388 thousand) each.

### (j) Accounting for Leases

Finance leases which do not transfer ownership are accounted for in the same manner as operating leases under generally accepted accounting principles in Japan.

### (k) Retirement Benefits

Under the terms of the Bank's and its consolidated subsidiaries' retirement plans, substantially all employees are entitled to a lump-sum payment at the time of retirement. The amount of the retirement benefit is, in general, based on the length of service, base salary at the time of retirement and cause of retirement.

The reserve for retirement allowances is stated at the amount which would be required if all employees voluntarily terminated their employment as of the balance sheet date.

The Bank and certain consolidated subsidiaries adopted a pension plan which partially replaces the lump-sum benefit plan.

### (1) Shareholders' Equity

The maximum amount that the Company can distribute as dividends is calculated based on the unconsolidated financial statements of the Company in accordance with the Commercial Code of Japan.

### (m) Net Income per Share

The computations of net income per share of common stock are based on the weighted average numbers of shares out-standing during each period.

### 3. Loans under Risk-Management Review

Loans under risk-management review at March 31, 2000 and 1999, are as follows:

			1	i nousanus oi
	Millio	Millions of Yen		U.S. Dollars
	2000	1999		2000
Loans to companies legally bankrupt	¥ 20,310	¥24,464	\$	191,334
Loans past due over 6 months	80,486	16,801		758,232
Loans past due over 3 months	1,808	4,403		17,040
Restructured loans	31,892	44,830		300,449
Total	¥134,498	¥90,500	\$1,	,267,056

### Notes:

### 1. Loans to companies legally bankrupt:

The term "Loans to companies legally bankrupt" refers to loans (excluding those written off as bad debts) for which interest is not being accrued, owing to the fact that there is no hope of repayment of the principal, nor collection of interest, because said repayment or collection has been overdue for a considerable period of time or for any other valid reason.

2. Loans past due over 6 months:

Loans past due over 6 months are loans for which interest is not being accrued. This category excludes restructured loans described below, as well as Loans to companies legally bankrupt.

3. Loans past due over 3 months:

The payment of principal or interest on these loans is delayed 3 months or more from the day following the date agreed as the payment date (excludes Loans to companies legally bankrupt and Loans past due over 6 months).

4. Restructured loans:

Restructured loans are loans provided to facilitate loan recovery by making certain concessions to borrowers (reduced or waived interest, payment of interest suspended, repayment of principal delayed, etc.) to allow borrowers to implement business reconstruction or provide them with support. This category excludes loans in the three categories above.

### 4. Assets Pledged

Assets pledged as collateral at March 31, 2000 are as follows:

	Millions of Yen	Thousands of U.S. Dollars
Securities	¥38,008	\$358,062
Lease receivables	46,750	440,417
Installment receivables	7,759	73,096
The above pledged assets secure the following liabilities.		Thousands of

		Tiro dodirdo or
	Millions of Yen	U.S. Dollars
Deposits	¥42,181	\$397,373
Borrowed money	47,835	450,642

At March 31, 2000, certain investment securities, aggregating \\$43,608 million (US\\$410,819 thousand) and trading securities \\$105 million (US\\$997 thousand) were pledged as collateral for settlement of exchange at The Bank of Japan and for other purposes.

### 5. Premises and Equipment

Accumulated depreciation amounted to ¥108,323 million (US\$1,020,474 thousand) and ¥118,141 million as of March 31, 2000 and 1999, respectively.

### 6. Deferred Tax Assets

Significant components of the Bank and consolidated subsidiaries' deferred tax assets as of March 31, 2000 and 1999 are as follows:

			Thousands of
	Millions of Yen		U.S. Dollars
	2000	1999	2000
Excess reserve for possible loan losses	¥18,615	¥17,288	\$175,371
Excess depreciation	1,350	1,459	12,719
Excess reserve for retirement allowances	1,339	1,206	12,623
Excess amortization of deferred assets	906	776	8,539
Unrealized losses of unlisted securities	810	778	7,636
Other	1,232	1,051	11,613
Total	¥24,255	¥22,559	\$228,503

### 7. Borrowed Money

Borrowed money at March 31, 2000 and 1999 consisted of the following:

	Million	Millions of Yen		U.S. Dollars
	2000	1999	2000	2000
Borrowing from banks	¥93,829	¥121,346	2.54%	\$883,931

At March 31, 2000 and 1999 borrowed money includes ¥37,000 million (US\$348,563 thousand) in subordinated loans, whose subordinated status is expressly stated in the underlying loan agreements.

The aggregate annual maturities of borrowed money outstanding at March 31, 2000 are as follows:

		Thousands of
Year ending at March 31	Millions of Yen	U.S. Dollars
2001	¥33,104	\$311,865
2002	12,068	113,691
2003	7,631	71,893
2004	4,586	43,203
2005	1,439	13,556
2006 and thereafter	35,000	329,722
Total	¥93,829	\$883,931

### 8. Acceptances and Guarantees

All commitments and contingent liabilities arising in compliance with customers' needs in foreign trade and other transactions are included in "Acceptances and guarantees." As a contra account, "Customers' liabilities for acceptances and guarantees" is shown on the asset side, representing the Bank's right of indemnity from customers.

### 9. Land Revaluation Reserve

Land for commercial use was revalued in accordance with the Land Revaluation Law in the year ended March 31, 1998. The Bank recorded the difference in value before and after revaluation as "Land Revaluation Reserve" shown in liabilities, and recorded under "liabilities" an amount equivalent to accrued taxes in relation to the revaluation difference as "Deferred Tax Liability for Land Revaluation," and the amount after deduction for taxes is shown as a separate component of stockholders' equity.

At March 31, 2000 the total market price of land for commercial use, which was revalued in accordance with the above law, was below the book value after revaluation by ¥4,229 million (US\$39,844 thousand).

### 10. Cash and Cash Equivalents

Cash and cash equivalents in the consolidated statement of cash flows for the year ended March 31, 2000 are as follows:

		Thousands of
	Millions of Yen	U.S. Dollars
Cash and due from banks in consolidated balance sheet	¥77,087	\$726,210
Due from banks except deposits with the Bank of Japan	(16,565)	(156,059)
Cash and cash equivalents in the statement of cash flows	¥60,521	\$570,151

### 11. Leases

### (a) Finance Leases

### (1) As lessee

Non-capitalized finance leases at March 31, 2000 and 1999 are as follows:

			Thous	ands of
	Millions of Yen		U.S. Dollars	
	2000	1999	20	000
Equipment, cost if capitalized	¥117	¥—	\$1	,110
Other, cost if capitalized	44	_		419
Less: accumulated depreciation	(60)	_		(570)
Total	¥101	¥—	\$	960
Lease commitments				
Due within one year	¥ 30	¥—	\$	289
Due after one year	75	_		708
Total	¥105	¥—	\$	997
For the years ended March 31, 2000 and 1999				
Lease expense	¥ 31	¥—	\$	297
Depreciation expense, if capitalized	28	_		265
Interest expense, if capitalized	4	_		40

The above "as if capitalized" depreciation is calculated on the straight-line method over lease terms.

### (2) As lessor

Other assets include the following leased assets at March 31, 2000 and 1999.

		Thousands of
Millions of Yen		U.S. Dollars
2000	1999	2000
¥98,085	¥97,823	\$924,029
10,646	12,252	100,295
(61,637)	(60,793)	(580,667)
¥47,094	¥49,281	\$443,658
¥15,923	¥15,924	\$150,011
33,556	35,877	316,126
¥49,480	¥51,801	\$466,137
¥19,561	¥20,175	\$184,278
16,966	17,301	159,839
2,514	2,751	23,687
	¥98,085 10,646 (61,637) ¥47,094 ¥15,923 33,556 ¥49,480 ¥19,561 16,966	2000         1999           ¥98,085         ¥97,823           10,646         12,252           (61,637)         (60,793)           ¥47,094         ¥49,281           ¥15,923         ¥15,924           33,556         35,877           ¥49,480         ¥51,801           ¥19,561         ¥20,175           16,966         17,301

### (b) Operating Leases

Future minimum lease payments receivable for operating leases at March 31, 2000 and 1999 are as follows.

	Millions of Yen		Thousands of U.S. Dollars
	2000	1999	2000
Future minimum lease payments			
Due within one year	¥ 49	¥53	\$ 465
Due after one year	104	32	982
Total	¥153	¥85	\$1,448

### 12. Market Value Information for Securities and Money Held in Trust

At March 31, 2000, book value, market value and net unrealized gains of securities listed on stock exchanges are as follows:

			Tho	ousands of
	Millions of Yen		U.S. Dollars	
Book value:				
Trading account securities	¥	81	\$	770
Securities	308	3,683	2,9	907,989
Total	¥308	3,764	\$2,908,760	
Market value:				
Trading account securities	¥	84	\$	794
Securities	379	),274	3,5	573,006
Total	¥379	),359	\$3,5	573,801
Net unrealized gains	¥ 70	),594	\$ (	665,040

At March 31, 2000, book value, market value and net unrealized gains of unlisted trading account securities and unlisted securities for which quoted values are available are as follows:

	Thousands of
Millions of Yen	U.S. Dollars
¥ 1,991	\$ 18,757
167,110	1,574,288
¥169,101	\$1,593,046
¥ 1,994	\$ 18,793
167,606	1,578,963
¥169,601	\$1,597,756
¥ 499	\$ 4,710
	¥ 1,991 167,110 ¥169,101 ¥ 1,994 167,606 ¥169,601

At March 31, 2000, book value, market value and net unrealized gains of money held in trust are as follows:

Q Q		Thousands of
	Millions of Yen	U.S. Dollars
Book value	¥8,298	\$78,179
Market value	8,344	78,613
Net unrealized gains	¥ 46	\$ 434

### 13. Derivative Transactions

The Bank enters into various contracts, including swaps, options, forwards and futures covering interest rates, foreign currencies, stocks and bonds in order to meet customers' needs and manage risk of market fluctuations related to the Bank's assets, liabilities and interest rates. The Bank has established procedures and controls to minimize market and credit risk including limits on transaction levels, hedging exposed positions, daily reporting to management, and outside review of trading department activities. Outstanding derivatives at March 31, 2000 are as follows:

### (1) Interest rate related transactions

					Thousands of
		Millions	of Yen		U.S. Dollars
		Portion			
	Contract	maturing over	Market	Unrealized	Unrealized
March 31, 2000	amount	one-year	value	gain (loss)	gain (loss)
Over-the-counter transactions:					
Swaps					
Receive fixed rate and pay floating rate	¥ 9,000	¥ 9,000	¥ 50	¥ 50	\$ 478
Receive floating rate and pay fixed rate	113,641	91,723	(3,817)	(3,817)	(35,958)
Caps				,	,
Sell	710	597			
Option premiums	4		0	4	43
Buy	2,610	2,497			
Option premiums	32		13	(18)	(173)
Others				, ,	, ,
Sell	_	_			
Option premiums	_		_	_	_
Buy	800	800			
Option premiums	10		4	(5)	(55)

The market values listed above represent the closing prices on the Tokyo International Financial Futures Exchange and other exchanges at March 31, 2000. Market values for over-the-counter transactions are calculated at discounted present values and formulas for option prices.

### (2) Currency and foreign exchange transactions

		Millions of Yen				
		Portion				
	Contract	maturing over	Market	Unrealized	Unrealized	
March 31, 2000	amount	one-year	value	gain (loss)	gain (loss)	
Over-the-counter transactions:						
Currency swaps:						
U.S. dollars	¥11,542	¥—	¥(235)	¥(235)	\$(2,220)	

Certain forward foreign exchange contracts, currency options and other currency related derivative financial instruments are not disclosed because they were revalued at the balance sheet date and their gains (losses) were included in the consolidated statements of operations. At March 31, 2000, the Bank had such contracts to purchase foreign currencies of \$3,595 million (US\$33,874 thousand) and to sell foreign currencies of \$4,133 million (US\$38,937 thousand).

### (3) Bond related transactions

At March 31, 2000, the Bank had no outstanding bond related transactions.

### 14. Segment Information

1. Segment Information by Type of Business Segment information by type of business for the year ended March 31, 2000 and 1999 are as follows:

	Millions of Yen										
						2	2000				
		nking ations	Leasin installr sale	nent	Othe	r	Total	El	imination	(	Consolidated
Ordinary income:											
Ordinary income with external customers	¥ 84	,446	¥25,6	85	¥ 4,31	2 ¥	114,444	¥	_	¥	114,444
Ordinary income from internal transactions		630	5	506	2,83	2	3,968		(3,968)	)	_
Total	85	,076	26,1	91	7,14	4	118,413		(3,968)	)	114,444
Ordinary expenses	72	,824	25,6	660	7,02	7	105,512		(3,853)	)	101,659
Ordinary net income / loss	¥ 12	,252	¥ 5	31	¥ 11	7 ¥	12,900	¥	(115)	¥	12,785
Assets	¥3,088	,187	¥75,2	245	¥16,62	0 ¥	3,180,053	¥(	36,775	) ¥3	3,143,277
Depreciation	3	,191	15,8	313	11	7	19,122		(18)	)	19,103
Capital expenditure	7	,206	16,0	)23	3	4	23,264		(335)	)	22,928
					M	illio	ons of Yen				
						1	1999				
	Bar	nking	Leasin installr								
		ations	sale		Othe	r	Total	El	imination	(	Consolidated
Ordinary income:											
Ordinary income with external customers	¥ 92	,657	,				123,004		_	¥	123,004
Ordinary income from internal transactions		599		169	3,82		4,895		(4,895)		
Total	93	,256	26,6	583	7,96	0	127,900		(4,895)	)	123,004
Ordinary expenses		,662	25,9		6,44		150,094		(4,947)	)	145,147
Ordinary net income / loss	¥ (24	,405)	¥ 7	700	¥ 1,51	0 ¥	(22,194	) ¥	51	¥	(22,142)
Assets							3,197,651	,	33,520	) ¥3	3,164,130
Depreciation		,568	15,7		14		18,491		(5)		18,485
Capital expenditure	4	,189	17,4	125	3	3	21,648		(432)	)	21,216
				T	housands	of U	I.S. Dollars				
						2000	)				
	Banking perations	insta	sing & allment ales		Other		Total	Elim	ination	Со	onsolidated
Ordinary income:											
Ordinary income with external											
customers\$	795,535	\$24	1,971	\$	40,629	\$ 1	,078,137	\$	_	\$ 1	1,078,137
Ordinary income from internal											
transactions	5,936	•	4,772		26,680		37,389	(3	7,389)		
Total	801,472	24	6,743		67,310	1	,115,526	(3	7,389)	1	1,078,137
Ordinary expenses	686,048	3 24	1,738		66,205		993,992	(3	6,300)		957,692
Ordinary net income / loss \$	115,423	\$	5,005	\$	1,104	\$	121,533	\$ (	(1,088)	\$	120,445
Assets \$29	092,672	\$70	8,859	\$1	56,575	<b>\$2</b> 9	,958,107	\$(34	6,451)	\$29	,611,655
Depreciation	30,066	14	8,971		1,103		180,141		(176)		179,965
Capital expenditure	67,892	15	0,947		322		219,162	(	(3,165)		215,997

Note: Ordinary income represents total income excluding gains on disposal of premises and equipment and collection of written-off claims. Ordinary expenses represent total expenses excluding losses on disposal of premises and equipment.

### 2. Segment Information by Location

As Japan accounts for over 90% of total ordinary income for all segments and total assets for all segments, information by location has been omitted.

### 3. Ordinary Income from International Operations

As ordinary income from international operations is under 10% of total ordinary income, for the year ended March 31, 2000, the information of ordinary income from international operations has been omitted.

Ordinary Income from International Operations for the year ended March 31, 1999, was ¥14,514 million representing 11.8% of the ¥123,004 million of consolidated ordinary income. Ordinary income from international operations includes income from various foreign currency transactions in Japan, yendenominated trade note transactions, various yen-denominated transactions by non-residents, various transactions relating to Japan Offshore Market Accounts and transactions of the overseas branches and its consolidated foreign subsidiary.

### 15. Transactions with Related Parties

There are no transactions with related parties.

### 16. Results of Self-Assessment by Consolidated Subsidiaries and Equity Method Affiliate (unaudited)

	Millions of Yen							
March 31, 1999	Normal loans	Special attention loans	Exposures containing collection risk	Exposures to bankrupt borrowers or similar exposure	Subtotal	Total		
Balance of claims assessed (a)	¥95,961	¥79	¥469	¥1,087	¥1,635	¥97,596		
Amounts guaranteed (b)		13	191	379	583			
Value of loans for which recovery is								
doubtful (c=a-b)		67	278	708	1,053			
Reserve for possible loan losses (d)		_	140	708	848			
Coverage ratio (d/c)		0.6%	50.4%	100.0%	80.5%			

Note: Claims assessed comprise loans, leasing rights, installment credits, claims based on debt guarantees, credits, and accounts receivable.

# Report of Independent Public Accountants

To the Stockholders and the Board of Directors of The Ogaki Kyoritsu Bank, Ltd.

We have audited the accompanying consolidated balance sheets of The Ogaki Kyoritsu Bank, Ltd. (a Japanese corporation) and subsidiaries as of March 31, 2000 and 1999, and the related consolidated statements of operations and retained earnings for the years then ended, and cash flow statement for the year ended March 31, 2000, all expressed in Japanese yen. Our audits were made in accordance with generally accepted auditing standards in Japan and, accordingly, included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the consolidated financial statements referred to above present fairly the consolidated financial position of The Ogaki Kyoritsu Bank, Ltd. and its consolidated subsidiaries as of March 31, 2000 and 1999, and the consolidated results of their operations for the years then ended, and their cash flows for the year ended March 31, 2000, in conformity with accounting principles generally accepted in Japan applied on a consistent basis during the periods.

As explained in Note 2(a), in the year ended March 31, 2000, The Ogaki Kyoritsu Bank, Ltd., and subsidiaries prospectively adopted new Japanese accounting standards for consolidation and equity method accounting.

Also, in our opinion, the U.S. dollar amounts in the accompanying consolidated financial statements have been translated from Japanese yen on the basis set forth in Note 1.

Gifu, Japan June 29, 2000

Asahi & Co.

Asahi & Co.

(Member Firm of Andersen Worldwide SC)

### Statement on Accounting Principles and Auditing Standards

This statement is to remind users that accounting principles and auditing standards and their application in practice may vary among nations and therefore could affect, possibly materially, the reported financial position and results of operations. The accompanying financial statements are prepared based on accounting principles generally accepted in Japan, and the auditing standards and their application in practice are those generally accepted in Japan. Accordingly, the accompanying financial statements and the auditors' report presented above are for users familiar with Japanese accounting principles, auditing standards and their application in practice.

# NON-CONSOLIDATED BALANCE SHEETS

	Millions (Not		Thousands of U.S. Dollars (Note 1)
March 31, 2000 and 1999	2000	1999	2000
ASSETS			
Cash and Due from Banks	¥ 75,867	¥ 121,721	\$ 714,716
Call Loans and Bills Bought	83,432	34,473	785,991
Monetary Claims Bought	4,000	3,001	37,691
Trading Account Securities (Notes 3 and 23)	2,671	2,070	25,167
Money Held in Trust (Note 23)	8,297	20,848	78,170
Securities (Notes 4 and 23)	656,063	594,344	6,180,528
Loans and Bills Discounted (Notes 5 and 6)	2,152,167	2,166,733	20,274,776
Foreign Exchanges (Note 8)	3,678	3,962	34,650
Other Assets (Note 9)	10,125	11,802	95,391
Premises and Equipment (Note 10)	42,734	40,101	402,582
Deferred Tax Assets (Note 11)	23,434	21,825	220,764
Customers' Liabilities for Acceptances and Guarantees (Note 15)	73,736	74,458	694,640
Less Reserve for Possible Loan Losses (Note 2(g))	(57,124)	_	(538,145)
Total Assets	¥3,079,085	¥3,095,344	\$29,006,924
LIABILITIES AND STOCKHOLDERS' EQUITY LIABILITIES Deposite (Note 12)	V2 750 220	V2 705 601	¢25 005 211
Deposits (Note 12)	¥2,758,330 44,589	¥2,705,691 52,366	\$25,985,211 420,062
Borrowed Money (Note 14)	45,593	69,962	429,521
Foreign Exchanges (Note 8)	195	212	1,842
Other Liabilities (Note 13)	37,610	21,358	354,315
Reserve for Possible Loan Losses (Note 2(g))	57,010	58,009	JJ4,J1J 
Reserve for Retirement Allowances	4,618	4,437	43,510
Deferred Tax Liability for Land Revaluation (Note 16)	2,950	2,944	27,792
Acceptances and Guarantees (Note 15)	73,736	74,458	694,640
Total Liabilities	2,967,624	2,989,440	27,956,896
Total Entolities	2/307/021	2,505,110	27/330/030
STOCKHOLDERS' EQUITY			
Common Stock (Note 17)	24,500	24,500	230,808
Capital Surplus	13,789	13,789	129,906
Legal Reserve	12,870	12,524	121,246
Land Revaluation Reserve (Note 16)	4,245	4,236	39,993
Voluntary Reserves	48,878	52,978	460,461
Retained Earnings (Deficit)	7,176	(2,125)	67,610
Total Stockholders' Equity	111,460	105,903	1,050,027
Total Liabilities and Stockholders' Equity	¥3,079,085	¥3,095,344	\$29,006,924

See Notes to Non-Consolidated Financial Statements.

# NON-CONSOLIDATED STATEMENTS OF OPERATIONS AND RETAINED EARNINGS

	Millions of Yen (Note 1)		Thousands of U.S. Dollars (Note 1)
For the years ended March 31, 2000 and 1999	2000	1999	2000
INCOME			
Interest and Dividends on:			
Loans and Bills Discounted	¥47,765	¥49,942	\$449,982
Securities	21,839	24,796	205,741
Other (Note 18)	947	1,622	8,924
Fees and Commissions (Note 19)	6,311	6,063	59,458
Gains on Sales and Redemptions of Securities	1,359	7,515	12,810
Gains on Sales of Share Stocks	4,405	1,386	41,499
Gains on Money Held in Trust	981	145	9,242
Other Income	875	1,527	8,244
Total Income	84,485	92,999	795,903
ENDENICEC			
EXPENSES Interest on:			
	0 056	12 607	92 420
Deposits  Borrowings and Rediscounts	8,856 4,552	13,687 5,940	83,429 42,886
Other (Note 20)	4,332	3,038	42,154
Fees and Commissions	2,179	1,899	20,528
Losses on Sales, Redemptions and Valuation of Securities	2,179	7,938	25,075
General and Administrative Expenses	41,077	40,025	386,980
Losses on Sales and Valuation of Stocks	2,341	5,622	22,059
Losses on Money Held in Trust	2,341	66	22,037
Other Expenses (Note 21)	6,632	38,808	62,483
Total Expenses	72,776	117,027	685,597
Total Expenses	12,110	117,027	003,337
Income (Loss) before Income Taxes	11,708	(24,027)	110,306
Income Taxes -Current	6,300	281	59,355
-Deferred	(1,602)	(9,883)	(15,099)
Net Income (Loss)	7,011	(14,425)	66,050
Retained Earnings (Deficit)			
Balance at the Beginning of the Year	(2,125)	2,496	(20,023)
Prior Years Adjustment for Deferred Tax	_	11,941	_
Appropriations:			
Transfer to Legal Reserve	(345)	(345)	(3,254)
Cash Dividends	(1,454)	(1,454)	(13,704)
Bonuses to Directors and Statutory Auditors	_	(37)	_
Transfer to Voluntary Reserves	(8)	(300)	(81)
Transfer from Voluntary Reserves	4,100		38,624
Balance at End of Year (Note 25)	¥ 7,176	¥ (2,125)	\$ 67,610
Per Share of Common Stock (in Yen and U.S. Dollars):			
Net Income (Loss) (Note 2(j))	¥ 24.10	¥ (49.58)	\$0.23
Cash Dividends	5.00	5.00	0.04
Stockholders' Equity	383.08	363.98	3.61
otocknoidets Equity	303.00	303.30	3.01

See Notes to Non-Consolidated Financial Statements.

# NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS

For the years ended March 31, 2000 and 1999

### 1. Basis of Presenting Non-Consolidated Financial Statements

The Ogaki Kyoritsu Bank, Ltd. (the "Bank") maintains its accounts and records in accordance with the provisions set forth in the Japanese Commercial Code and the Securities and Exchange Law and in conformity with accounting principles and practices generally accepted in Japan, which are different from the accounting and disclosure requirements of International Accounting Standards. The accompanying non-consolidated financial statements are a translation of the audited non-consolidated financial statements of the Bank which were prepared in accordance with accounting principles and practices generally accepted in Japan from the accounts and records maintained by the Bank and were filed with the Minister of Finance as required by the Securities and Exchange Law.

In preparing the accompanying non-consolidated financial statements, certain reclassifications have been made in the non-consolidated financial statements issued domestically in order to present them in a form which is more familiar to readers outside Japan.

The translation of the Japanese yen amounts into U.S. dollars are included solely for the convenience of the reader, using the prevailing exchange rate at March 31, 2000, which was ¥106.15 to U.S.\$1.00. The convenience translations should not be construed as representations that the Japanese yen amounts have been, could have been, or could in the future be, converted into U.S. dollars at this or any other rate of exchange.

The Japanese yen amounts are presented in millions of yen and are rounded down to the nearest million. The U.S. dollar amounts are presented in thousands and are rounded down to the nearest thousand. Accordingly, columns may not add up to column totals.

### 2. Significant Accounting Policies

### (a) Reporting Entity

The accompanying financial statements of the Bank are non-consolidated and do not include the accounts of the Bank's subsidiaries.

### (b) Trading Account Securities

Trading account securities listed on stock exchanges are valued at the lower of moving average cost or market. Recoveries of write-downs are recorded in subsequent periods. Trading account securities other than those mentioned above are valued at moving average cost.

### (c) Securities

Among marketable securities listed on stock exchanges, convertible bonds and shares (including foreign securities) are valued at the lower of moving average cost or market. Recoveries of write-downs are recorded in subsequent periods.

Securities other than those mentioned above are valued at moving average cost.

Securities held in specified money trusts, whose purpose is mainly investment in securities, are accounted for by the same valuation methods as the securities noted above.

### (d) Premises and Equipment

Premises and equipment are generally stated at cost less accumulated depreciation and deferred gain on sale of real estate. Depreciation of premises and equipment of the Bank is computed using the declining-balance method.

### (e) Software Costs

The Bank have included internal use software costs in expenses for the year ended March 31, 1999. Such software is also included in expenses for the year ended March 31, 2000, in accordance with the revised "Accounting Standard for Research and Development Costs."

### (f) Foreign Currency Translation

Assets and liabilities, and accounts at overseas branches in foreign currencies are mainly translated into Japanese yen at exchange rates prevailing at the end of each fiscal year.

Foreign currency assets and liabilities of the Bank are translated into Japanese yen at exchange rates prevailing at the end of each fiscal year.

### (g) Reserve for Possible Loan Losses

A reserve for possible loan losses was provided according to the following write-off/reserve standards. For loans to normal borrowers and borrowers requiring special attention as stipulated in the "Practical Guidelines for the Verification of Compliance with Internal Regulations Governing Asset Self-Assessment by Banks and Other Financial Institutions and for Audits of Bad Loan Write-offs and Bad Loan Reserves" (Report No. 4 of the Special Committee for Audits of Banks and Other Financial Institutions by the Japanese Institute of Certified Public Accountants), a reserve was provided based on the loan loss ratio, which is calculated for each loan using the actual loan losses during a specified period in the past. For loans to borrowers threatened with bankruptcy, after deducting the portion deemed recoverable through the disposal of collateral and the enforcement of guarantees, a reserve was provided for the remainder to the amount deemed necessary. For loans to legally and essentially bankrupt borrowers, after deducting the portion deemed recoverable through the disposal of collateral and the enforcement of guarantees, a reserve was provided to cover the remainder. For specified overseas loans, a reserve was provided in the form of a reserve for specific foreign loans (including the reserve for loss from overseas investment as provided for in Article 55, Paragraph 2, of the Special Taxation Measures Law) to the amount deemed irrecoverable as a result of political and economic conditions in the countries in question.

Self-assessment of assets was conducted for all loans by the Bank's divisions in charge of asset self-assessment in cooperation with the relevant business divisions on the basis of the Bank's asset self-assessment standards, and the loans were classified in the accounts according to the results of this asset assessment.

For the year ended March 31, 1999, the reserve for possible loan losses was recorded as a liability in the non-consolidated balance sheets. However, due to the revision of the Banking Law of Japan, the reserve for possible loan losses is shown as a reduction in the assets, section of the non-consolidated balance sheet, as of March 31, 2000. Consequently, total assets and total liabilities as of March 31, 2000 decreased by ¥57,124 million (US\$538,145 thousand) each.

(h) Accounting for Leases
Finance leases which do not transfer ownership are accounted for in the same manner as operating leases under generally accepted accounting principles in Japan.

(i) Retirement Benefits

Under the terms of the Bank's retirement plan, substantially all employees are entitled to a lump-sum payment at the time of retirement. The amount of the retirement benefit is, in general, based on the length of service, base salary at the time of retirement and cause of retirement.

The reserve for retirement allowances is stated at the amount which would be required if all employees voluntarily terminated their employment as of the balance sheet date.

In April 1970, the Bank adopted a pension plan which partially replaces the lump-sum benefit plan. There is no the unamortized balance of prior service cost at March 31, 1998.

(j) Net Income per Share

The computations of net income per share of common stock are based on the weighted average numbers of shares out-standing during each period.

### 3. Trading Account Securities

Trading account securities at March 31, 2000 and 1999 are as follows:

	Million	s of Yen	Thousands of U.S. Dollars
	2000	1999	2000
National government bonds	¥2,671	¥2,070	\$25,167

### 4. Securities

Securities at March 31, 2000 and 1999 are as follows:

	Millio	ns of Yen	Thousands of U.S. Dollars
	2000	1999	2000
National government bonds	¥259,986	¥167,726	\$2,449,240
Local government bonds	66,989	75,268	631,082
Corporate bonds	95,320	96,263	897,980
Shares	95,720	88,643	901,746
Other securities	138,045	166,443	1,300,479
Total	¥656,063	¥594,344	\$6,180,528

### 5. Loans and Bills Discounted

Loans and bills discounted at March 31, 2000 and 1999 are as follows:

	Millions	Thousands of U.S. Dollars	
	2000	1999	2000
Bills discounted	¥ 92,330	¥ 94,690	\$ 869,814
Loans on bills	381,256	366,376	3,591,678
Loans on deeds	1,382,676	1,398,626	13,025,683
Overdrafts	295,903	307,040	2,787,600
Total	¥2,152,167	¥2,166,733	\$20,274,776

### 6. Loans under Risk-Management Review

Loans under risk-management review at March 31, 2000 and 1999 are as follows:

					Thousands of	
		Millions of Yen				
	20	000	1999		2000	
Loans to companies legally bankrupt	¥ 20,269	0.94%*	¥24,453	1.13%*	\$ 190,954	
Loans past due over 6 months	80,399	3.74%*	16,711	0.77%*	757,415	
Loans past due over 3 months	1,785	0.08%*	4,403	0.20%*	16,817	
Restructured loans	31,892	1.48%*	49,768	2.30%*	300,449	
Total (A)	¥134,347	6.24%*	¥95,336	4.40%*	\$1,265,636	
Reserve for possible loan losses (B)	¥ 57,124		¥58,009	:	\$ 538,145	
Ratio of possible loan losses applied (B) / (A)		42.5%		60.8%		

\*Ratio to total loans and bills discounted.

Notes:

1. Loans to companies legally bankrupt:

The term "Loans to companies legally bankrupt" refers to loans (excluding those written off as bad debts) for which interest is not being accrued, owing to the fact that there is no hope of repayment of the principal, nor collection of interest, because said repayment or collection has been overdue for a considerable period of time or for any other valid reason.

2. Loans past dué over 6 months:

Loans past due over 6 months are loans for which interest is not being accrued. This category excludes restructured loans described below as well as Loans to companies legally bankrupt.

3. Loans past due over 3 months:

The payment of principal or interest on these loans is delayed 3 months or more from the day following the date agreed as the payment date (excludes Loans to companies legally bankrupt and Loans past due over 6 months).

4. Restructured loans:

Restructured loans are loans provided to facilitate loan recovery by making certain concessions to borrowers (reduced or waived interest, payment of interest suspended, repayment of principal delayed, etc.) to allow borrowers to implement business reconstruction or provide them with support. This category excludes loans in the three categories above.

### 7. Assets Pledged

Assets pledged as collateral at March 31, 2000 are as follows:

		Thousands of
	Millions of Yen	U.S. Dollars
Securities	¥37,050	\$349,042

The above pledged assets are secure the following liabilities.

		Thousands of
	Millions of Yen	U.S. Dollars
Deposits	¥41,180	\$387,946

At March 31, 2000, certain investment securities, aggregating \$43,608 million (US\$410,819 thousand) and trading securities \$105 million (US\$997 thousand) were pledged as collateral for settlement of exchange at The Bank of Japan and for other purposes.

### 8. Foreign Exchange

Foreign exchange at March 31, 2000 and 1999 are as follows:

			Thousands of
	Millions of Yen		U.S. Dollars
	2000	1999	2000
Assets			
Due from foreign correspondents	¥ 507	¥ 493	\$ 4,781
Foreign bills of exchange bought	822	1,151	7,746
Foreign bills of exchange receivable	2,348	2,317	22,121
Total	¥3,678	¥3,962	\$34,650
Liabilities			
Due to foreign correspondents	¥ 11	¥ 0	\$ 110
Foreign bills of exchange sold	169	187	1,596
Foreign bills of exchange payable	14	25	135
Total	¥ 195	¥ 212	\$ 1,842

### 9. Other Assets

Other assets at March 31, 2000 and 1999 are as follows:

		637	Thousands of
	Million	ns of Yen	U.S. Dollars
	2000	1999	2000
Domestic exchange settlement account debit	¥ 601	¥ 786	\$ 5,662
Prepaid expenses	150	164	1,418
Accrued income	5,362	6,076	50,520
Other	4,011	4,774	37,789
Total	¥10,125	¥11,802	\$95,391

### 10. Premises and Equipment

Accumulated depreciation amounted to \$33,855 million (US\$318,943 thousand) and \$37,291 million as of March 31, 2000 and 1999, respectively.

### 11. Deferred Tax Assets

Significant components of the Bank's deferred tax assets as of March 31, 2000 and 1999 are as follows:

	Millions of Yen		U.S. Dollars
	2000	1999	2000
Excess reserve for possible loan losses	¥17,907	¥17,142	\$168,702
Excess depreciation	1,350	1,459	12,719
Excess reserve for retirement allowances	1,268	1,146	11,952
Excess amortization of deferred assets	891	758	8,397
Unrealized losses of unlisted securities	784	751	7,386
Other	1,231	566	11,606
Total	¥23,434	¥21,825	\$220,764

### 12. Deposits

Deposits at March 31, 2000 and 1999 are as follows:

•		CM	Thousands of
	2000	s of Yen 1999	U.S. Dollars 2000
Current deposits	¥ 122,519	¥ 116,337	\$ 1,154,212
Ordinary deposits	564,410	510,765	5,317,106
Deposits at notice	31,010	34,304	292,137
Time deposits	1,859,991	1,832,688	17,522,292
Other deposits	178,136	209,184	1,678,157
Sub-total	2,756,068	2,703,280	25,963,906
Negotiable certificates of deposit	2,261	2,411	21,304
Total	¥2,758,330	¥2,705,691	\$25,985,211

### 13. Other Liabilities

Other liabilities at March 31, 2000 and 1999 are as follows:

	Millions of Yen		U.S. Dollars	
	2000	1999	2000	
Domestic exchange settlement account credit	¥ 1,550	¥ 2,076	\$ 14,609	
Accrued taxes	5,964	53	56,193	
Accrued expenses	9,367	12,060	88,246	
Unearned income	2,359	2,485	22,232	
Employees' saving deposits	2,901	2,984	27,336	
Other	15,465	1,698	145,697	
Total	¥37,610	¥21,358	\$354,315	

### 14. Borrowed Money

At March 31, 2000 and 1999 borrowed money includes ¥37,000 million (US\$348,563 thousand) in subordinated loans, whose subordinated status is expressly stated in the underlying loan agreements.

### 15. Acceptances and Guarantees

All commitments and contingent liabilities arising in compliance with customers' needs in foreign trade and other transactions are included in "acceptances and guarantees." As a contra account "customers' liabilities for acceptances and guarantees" is shown on the asset side representing the Bank's right of indemnity from customers.

### 16. Land Revaluation Reserve

Land for commercial use was revalued in accordance with the Land Revaluation Law in the year ended March 31, 1998. The Bank recorded the difference in value before and after revaluation as "Land Revaluation Reserve" shown in liabilities, and records under "liabilities" an amount equivalent to accrued taxes in relation to the revaluation difference as "Deferred Tax Liability for Land Revaluation," and the amount after deduction for taxes is shown as a separate component of stockholders' equity.

At March 31, 2000 the total market price of land for commercial use, which was revalued in accordance with the above law, was below the book value after revaluation by ¥4,229 million (US\$39,844 thousand).

### 17. Common Stock

Information with respect to common stock of the Bank as of March 31, 2000 and 1999 are as follows:

	2000	1999
Par value	¥50 per share	¥50 per share
Number of shares		
Authorized	400,000,000	400,000,000
Issued	290,955,467	290,955,467

### 18. Other Interest Income

Other interest income at March 31, 2000 and 1999 are as follows:

· ·	Millio	ns of Yen	Thousands of U.S. Dollars
	2000	1999	2000
Deposits with banks	¥524	¥ 965	\$4,942
Interest swaps	128	137	1,206
Other	294	519	2,775
Total	¥947	¥1,622	\$8,924

### 19. Fees and Commissions

Fees and commissions at March 31, 2000 and 1999 are as follows:

	Millions of Yen		U.S. Dollars	
	2000	1999	2000	
Domestic and foreign exchanges	¥3,014	¥2,913	\$28,402	
Other	3,296	3,149	31,056	
Total	¥6,311	¥6,063	\$59,458	

### 20. Other Interest Expenses

Other interest expenses at March 31, 2000 and 1999 are as follows:

, , , , , , , , , , , , , , , , , , , ,	Million	ns of Yen	Thousands of U.S. Dollars
	2000	1999	2000
Interest swaps	¥2,640	¥2,337	\$24,878
Other	1,833	700	17,276
Total	¥4,474	¥3,038	\$42,154

### 21. Other Expenses

Other expenses at March 31, 2000 and 1999 are as follows:

•	Millio	ons of Yen	Thousands of U.S. Dollars
	2000	1999	2000
Transfer to reserve for possible loan losses	¥5,595	¥31,506	\$52,710
Other	1,037	7,301	9,772
Total	¥6,632	¥38,808	\$62,483

### 22. Finance Leases

As lessee

Non-capitalized finance leases at March 31, 2000 and 1999 are as follows:

Tion capitained infance reases at maren 31, 2000 and 1333 are c	10110		
			Thousands of
	Million	is of Yen	U.S. Dollars
	2000	1999	2000
Equipment, cost if capitalized	¥2,104	¥1,909	\$19,821
Less: accumulated depreciation	(1,275)	(1,090)	(12,015)
Total	¥ 828	¥ 818	\$ 7,806
Lease commitments			
Due within one year	¥ 312	¥ 337	\$ 2,943
Due after one year	531	501	5,004
Total	¥ 843	¥ 838	\$ 7,947
For the years ended March 31, 2000 and 1999			
Lease expense	¥ 419	¥ 389	\$ 3,953
Depreciation expense, if capitalized	362	331	3,411
Interest expense, if capitalized	28	32	265

The above "as if capitalized" depreciation is calculated on the straight-line method over lease terms.

### 23. Market Value Information for Securities and Money Held in Trust

Market value information for securities at March 31, 2000, is not required to be disclosed in the non-consolidated financial statements.

At March 31, 1999, book value, market value and net unrealized gains of trading account securities and securities listed on stock exchanges were as follows:

Mil	lions o	r yen_
Book value:		
Trading account securities	¥	125
Securities		2,488
Total	¥24	2,614
Market value:		
Trading account securities	¥	127
Securities	28	6,328
Total		6,456
Net unrealized gains		3,841
8		- , -

At March 31, 1999, book value, market value and net unrealized gains of unlisted trading account securities and unlisted securities for which quoted values were available were as follows:

	Aillions of Yen
Book value:	
Trading account securities	¥ 1,510
Securities	159,897
Total	¥161,408
Market value:	
Trading account securities	¥ 1,516
Securities	
Total	¥163,400
Net unrealized gains	¥ 1,992

At March 31, 1999, book value, market value and net unrealized gains of money held in trust were as follows:

	Millions of	Yen
Book value	¥20	),848
Market value	20	0,875
Net unrealized gains		27

### 24. Derivative Transactions

Market value information for derivatives at March 31, 2000, is not required to be disclosed in the non-consolidated financial statements.

The Bank enters into various contracts, including swaps, options, forwards and futures covering interest rates, foreign currencies, stocks and bonds in order to meet customers' needs and manage risk of market fluctuations related to the Bank's assets, liabilities and interest rates. The Bank has established procedures and controls to minimize market and credit risk including limits on transaction levels, hedging exposed positions, daily reporting to management, and outside review of trading department activities. Outstanding derivatives at March 31, 1999 were as follows:

### (1) Interest rate related transactions

		Millions of		
	Contract	Portion maturing	Market	Unrealized
March 31, 1999	amount	over one-year	value	gain (loss)
Over-the-counter transactions:				
Swaps				
Receive fixed rate and pay floating rate	¥ 7,205	¥ 6,000	¥ 97	¥ 97
Receive floating rate and pay fixed rate	108,668	95,344	(5,801)	(5,801)
Receive floating rate and pay floating rate	597	597	(0)	(0)
Caps				
Sell	1,183	1,183		
Option premiums	9		0	9
Buy	1,183	1,183		
Option premiums	8		0	(7)

The market values listed above represent the closing prices on the Tokyo International Financial Futures Exchange and other exchanges at March 31, 1999. Market values for over-the-counter transactions are calculated at discounted present values and formulas for option prices.

### (2) Currency and foreign exchange transactions

	Millions of Yen			
	Contract	Portion maturing	Market	Unrealized
March 31, 1999	amount	over one-year	value	gain (loss)
Over-the-counter transactions:				
Currency swaps:				
U.S. dollars	¥7,895	¥—	¥(136)	¥(136)

Certain forward foreign exchange contracts, currency options and other currency related derivative financial instruments are not disclosed because they were revalued at the balance sheet date and their gains (losses) were included in the non-consolidated statements of operations. At March 31, 1999, the Bank had such contracts to purchase foreign currencies of ¥3,290 million and to sell foreign currencies of ¥3,294 million.

### (3) Bond related transactions

	Millions of Yen			
	Contract	Portion maturing	Market	Unrealized
March 31, 1999	amount	over one-year	value	gain (loss)
Exchange-traded:				
Bond futures				
Sell	¥6,178	¥—	¥6,263	¥(85)
Buy	264	_	265	`—´

The market values listed above represent the closing prices on the Tokyo Stock Exchange and other exchanges at March 31, 1999. Market values for over-the-counter transactions are calculated at formulas for option prices.

### 25. Subsequent Event

The ordinary stockholders' meeting, which was held on June 29, 2000, duly approved the following year-end appropriation of retained earnings as of March 31, 2000.

		Thousands of
	Millions of Yen	U.S. Dollars
Retained earnings at March 31, 2000	¥7,176	\$67,610
Appropriations:		
Transfer to legal reserve	(200)	(1,884)
Cash dividends	(727)	(6,852)
Bonuses to directors and statutory auditors	(37)	(353)
Transfer to voluntary reserves	(4,400)	(41,450)
Transfer to the reserves for extraordinary depreciation	(39)	(375)
Retained earnings carried forward	¥1,772	\$16,693

# Report of Independent Public Accountants

To the Stockholders and the Board of Directors of The Ogaki Kyoritsu Bank, Ltd.

We have audited the accompanying non-consolidated balance sheets of The Ogaki Kyoritsu Bank, Ltd. (a Japanese corporation) as of March 31, 2000 and 1999, and the related non-consolidated statements of operations and retained earnings (deficit) for the years then ended, all expressed in Japanese yen. Our audits were made in accordance with generally accepted auditing standards 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 non-consolidated financial statements referred to above present fairly the non-consolidated financial position of The Ogaki Kyoritsu Bank, Ltd. as of March 31, 2000 and 1999, and the non-consolidated results of its operations for the years then ended in conformity with accounting principles generally accepted in Japan applied on a consistent basis during the periods.

Also, in our opinion, the U.S. dollar amounts in the accompanying non-consolidated financial statements have been translated from Japanese yen on the basis set forth in Note 1.

Gifu, Japan June 29, 2000

Asahi & Co.

Asahi & Co

(Member Firm of Andersen Worldwide SC)

### Statement on Accounting Principles and Auditing Standards

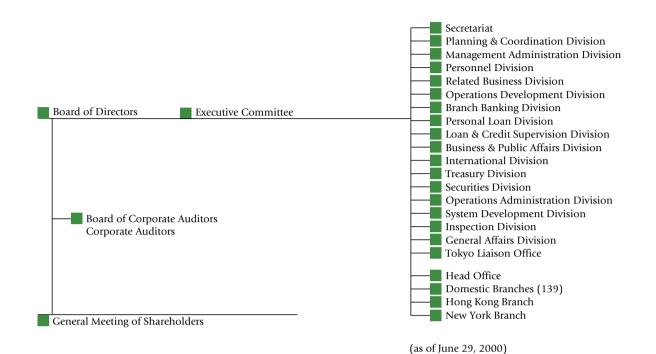
This statement is to remind users that accounting principles and auditing standards and their application in practice may vary among nations and therefore could affect, possibly materially, the reported financial position and results of operations. The accompanying financial statements are prepared based on accounting principles generally accepted in Japan, and the auditing standards and their application in practice are those generally accepted in Japan. Accordingly, the accompanying financial statements and the auditors' report presented above are for users familiar with Japanese accounting principles, auditing standards and their application in practice.

# Five-Year Summary

	Millions of Yen				
Years ended March 31	2000	1999	1998	1997	1996
For the Year					
Income					
Interest on Loans and Bills Discounted	¥ 47,765	¥ 49,942	¥ 49,868	¥ 50,225	¥ 58,826
Other Income	36,720	43,057	57,715	39,470	54,530
Total Income	84,485	92,999	107,584	89,695	113,356
Expenses					
Interest on Deposits	8,856	13,687	19,802	26,536	39,873
Other Expenses	63,920	103,339	70,434	58,024	62,081
Total Expenses	72,776	117,027	90,236	84,561	101,955
Income (Loss) before Income Taxes	11,708	(24,027)	) 17,347	5,134	11,401
Income (Loss) Taxes and Deferred Taxes	4,698	(9,601)	15,793	102	8,991
Net Income (Loss)	¥ 7,011	¥ (14,425)	)¥ 1,554	¥ 5,031	¥ 2,410
At Year-End					
Assets					
Securities	¥ 656,063	¥ 594,344	¥ 661,036	¥ 631,895	¥ 579,634
Loans and Bills Discounted	2,152,167	2,166,733	2,099,054	2,018,275	2,017,890
Foreign Exchange	3,678	3,962	5,608	5,606	6,075
Other Assets	193,436	255,844	223,117	248,041	232,143
Customers' Liabilities for Acceptances					
and Guarantees	73,736	74,458	74,830	71,960	68,715
Total Assets	¥3,079,085	¥3,095,344	¥3,063,647	¥2,975,779	¥2,904,459
Liabilities					
Deposits	¥2,758,330	¥2,705,691	¥2,676,826	¥2,656,112	¥2,601,312
Foreign Exchange	195		169	304	
Convertible Bonds	_		_	1,044	1,044
Other Liabilities	135,360	209,077	198,527	140,763	130,973
Acceptances and Guarantees	•	74,458	74,830	71,960	68,715
Land Revaluation Reserve			7,648		
Total Liabilities	2,967,624	2,989,440	2,958,003	2,870,184	2,802,236
Stockholders' Equity					
Common Stock	24,500	24,500	24,500	24,500	24,500
Reserves and Retained Earnings	86,958	81,403	81,143	81,094	77,721
Total Stockholders' Equity	111,460	105,903	105,644	105,594	102,222
Total Liabilities and Stockholders' Equity	¥3,079,085	¥3,095,344	¥3,063,647	¥2,975,779	¥2,904,459
Number of Office	1.40	1 / 1	100	107	105
Number of Employees	142		138	137	
Number of Employees	2,530 10.94%		2,810	2,832 9,57%	
Capital Aucquacy Kallo	10.94%	9.55%	9.33%	9.57%	9.13%

<sup>\*</sup> These figures are based on BIS guidelines and include transitional adjustments. The ratios at March 31, 2000 and 1999 are calculated on a consolidated basis.

# Organization Chart



# Subsidiaries and Affiliates

(as of July 20, 2000)

Company Name	Business Lines	Established	Capital (Millions of Yen)	Equity (%)
Kyoyu Lease Co., Ltd.	Leasing	July 14, 1964	120	5.0
Kyoritsu Business Service Co., Ltd.	Close examination and adjustment of cash accounts, maintenance of CDs	December 15, 1979	) 10	100.0
Kyoritsu Computer Service Co., Ltd.	Computing service and software development	December 3, 1980	45	5.0
Kyoritsu Guarantee Co., Ltd.	Credit guarantee and investigation	July 1, 1982	30	5.0
Kyoritsu Credit Co., Ltd.	Credit card business	July 15, 1983	30	5.0
Kyoritsu Bunsho Daiko Co., Ltd.	Forms order control, receiving and forwarding, preparation and printing of documents	April 3, 1984	10	100.0
Kyoritsu Capital Co., Ltd.	Securities investment	October 1, 1984	80	5.0
Kyoritsu Office Service Co., Ltd.	Clerical operations for the Bank, centralized processing	June 27, 1986	10	100.0
The Kyoritsu Million Card Co., Ltd.	Credit card business	April 8, 1994	30	5.0
Kyoritsu Research Institute Co., Ltd.	Research on economy, industry, information processing technology, and culture	July 22, 1996	50	5.0
Ogaki Kyoritsu Bank (Europe) S.A.	Banking	January 10, 1992	BFR 700 million	n 100.0
Kyoritsu Fudosan Chosa Co., Ltd.	Appraisal of real estate collateral	June 20, 2000	10	100.0

# Principal Shareholders

The 10 largest shareholders of The Ogaki Kyoritsu Bank, Ltd. as of March 31, 2000 were as follows:

Shareholders	Number of Shares (in thousands)	Percentage of Total Shares in Issue
The Fuji Bank, Limited	12,345	4.24
The Tokai Bank, Limited	8,901	3.05
Giken Co., Ltd.	8,100	2.78
The Yasuda Mutual Life Insurance Company	7,910	2.71
The Industrial Bank of Japan, Limited	5,827	2.00
Toyota Motor Corporation	5,472	1.88
Makimura & Co., Ltd.	5,300	1.82
The Yasuda Fire & Marine Insurance Co., Ltd.	5,254	1.80
Ogaki Kyoritsu Bank Employees' Shareholding Association	4,859	1.67
The Gifu Bank, Ltd.	2,893	0.99
Total	66,866	22.98

## Service Network

### **HEAD OFFICE**

98, Kuruwamachi 3-chome, Ogaki, Gifu Phone: (0584) 74-2111 WEB: http://www.okb.co.jp/

### INTERNATIONAL DIVISION

98, Kuruwamachi 3-chome, Ogaki, Gifu Phone: (0584) 74-2111 Telex: 4793677 OGAKIB J SWIFT Address: OGAK JPIT

### TREASURY DIVISION

6-1, Hatchobori 2-chome, Chuo-ku, Tokyo Phone: (03) 3552-8472 Telex: 02523742 OGAKIB J SWIFT Address: OGAK JPJT

### **OVERSEAS OFFICES**

Hong Kong Branch

Suite 2201, Alexandra House, 16-20 Chater Road, Central, Hong Kong S. A. R. The People's Republic of China Phone: 2523-2058 Telex: 81819 OGAKI HX

### **New York Branch**

One Liberty Plaza, 47th Floor, 165 Broadway, New York, New York 10006, U.S.A. Phone: (212) 962-5800 Telex: 422246 OGKB UI

### **OVERSEAS SUBSIDIARY**

Ogaki Kyoritsu Bank (Europe) S.A.

287 Avenue Louise, Boite 9, 1050 Brussels, Belgium Phone: (02) 640-6340 Telex: 20130 OGAKIB B

### FOREIGN EXCHANGE OFFICES

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### Gifu Branch

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Nagova Branch

14-7, Sakae 3-chome, Naka-ku, Nagoya Phone: (052) 263-2111

Seki Branch

20, Honmachi 6-chome, Seki, Gifu Phone: (0575) 22-2031

Osaka Branch

3-7, Awajimachi 3-chome, Chuo-ku, Osaka Phone: (06) 6202-4461

Tokyo Branch

6-1, Hatchobori 2-chome, Chuo-ku, Tokyo Phone: (03) 3552-5151

Tajimi Branch

6-1, Shinmachi 2-chome, Tajimi, Gifu

Phone: (0572) 22-6101

Ozone Branch

2-4, Ozone 2-chome, Kita-ku, Nagoya Phone: (052) 911-7521

11101101 (002) 311 (02

Kikuicho Branch

10-17, Nagono 2-chome, Nishi-ku,

Nagoya

Phone: (052) 571-3571

Arimatsu Branch

8-1, Arimatsuura, Narumi-cho, Midori-ku, Nagoya Phone: (052) 624-1211

Kakamigahara Branch

16, Higashi-nakamachi, Naka, Kakamigahara, Gifu Phone: (0583) 82-1221

Kuwana Branch

39, Misakidori, Kuwana, Mie Phone: (0594) 22-3321

Gifu-ekimae Branch

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Konan Branch

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Akasaka Branch

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Phone: (0584) 71-1151 Nagahama Branch

4-2, Takada-cho, Nagahama, Shiga

Phone: (0749) 62-1800

Bisai Branch

51, Gouminami, Konobunakashima, Bisai, Aichi

Phone: (0586) 62-5181

Takayama Branch

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Takayama, Gifu

Phone: (0577) 35-3331

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