OBAYASHI CORPORATION

CONSOLIDATED FINANCIAL STATEMENTS 2002



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The Board of Directors
OBAYASHI CORPORATION

We have audited the consolidated balance sheets of OBAYASHI CORPORATION and consolidated subsidiaries as of March 31, 2002 and 2001, and the related consolidated statements of operations, shareholders' equity, and cash flows for the years then ended. Our audits were made in accordance with auditing standards, procedures and practices generally accepted and applied in Japan and, accordingly, included such tests of the accounting records and other auditing procedures as we considered necessary in the circumstances.

In our opinion, the consolidated financial statements referred to above present fairly the financial position of OBAYASHI CORPORATION and consolidated subsidiaries at March 31, 2002 and 2001, and the results of their operations and their cash flows for the years then ended, in conformity with accounting principles and practices generally accepted in Japan consistently applied during the period except for the change, with which we concur, in the method of accounting for recognition of revenues and related costs as described in Note 2(a) to the consolidated financial statements.

The U.S. dollar amounts in the accompanying consolidated financial statements with respect to the year ended March 31, 2002 are presented solely for convenience. Our audit also included the translation of yen amounts into U.S. dollar amounts and, in our opinion, such translation has been made on the basis described in Note 3 to the consolidated financial statements.

Shin Wilson & Co.

Tokyo, Japan June 27, 2002

See Note 1 to the consolidated financial statements which explains the basis of presentation of the consolidated financial statements of OBAYASHI CORPORATION and consolidated subsidiaries under Japanese accounting principles and practices.

Consolidated Balance Sheets OBAYASHI CORPORATION March 31, 2002 and 2001

ASSETS

		ese Yen Ilion)		Dollars usand)
	FY 2002	FY 2001	FY 2002	FY 2001
CURRENT ASSETS:				
Cash and deposits (Notes 2, 7 and 10)	¥ 87,730	¥ 91,162	\$ 658,389	\$ 684,142
Notes and accounts receivable, trade	355,025	303,740	2,664,350	2,279,471
Allowance for doubtful receivables(Note 2)	(1,557)	(1,601)		
Marketable securities(Notes 2 and 4)	28,599	14,033	214,625	105,311
Other current assets(Notes 2 and 9)	616,663 152,051	679,251	4,627,864 1,141,098	5,097,568 1,103,087
Other current assets(Notes 2 and 9)	152,051	146,986	1,141,096	1,103,087
Total current assets	1,238,511	1,233,571	9,294,641	9,257,567
PROPERTY AND EQUIPMENT (Notes 2 and 7): Land	262,908 223,377 77,084 3,635 (167,173) 399,831	295,011 246,143 66,848 9,785 (141,929) 475,858	1,973,045 1,676,376 578,488 27,280 (1,254,582) 3,000,607	2,213,967 1,847,224 501,672 73,435 (1,065,131) 3,571,167
INVESTMENT AND OTHER ASSETS: Investment securities(Notes 2 and 4)	308,443 7,039	392,608 14,275	2,314,768 52.827	2,946,400 107,132
Investments in affiliates(Notes 1 and 4) Long-term loans receivable(Note 7)	7,039 36,760	38,278	52,82 <i>1</i> 275,873	287,267
Other(Notes 2 and 9)	83,491	67,924	626,578	509,747
Allowance for doubtful receivables(Note 2)	(29,421)	(25,433)	(220,798)	
Total investments and other assets	406,312	487,652	3,049,248	3,659,679
TOTAL ASSETS	¥ 2,044,654	¥ 2,197,081	\$ 15,344,496	\$ 16,488,413

LIABILITIES AND SHAREHOLDERS' EQUITY

		ese Yen Ilion)		Dollars usand)
	FY 2002	FY 2001	FY 2002	FY 2001
CURRENT LIABILITIES:				
Short-term borrowings (Note 6)	¥ 214,672	¥ 228,443	\$ 1,611,050	\$ 1,714,395
Current portion of long-term debt (Notes 6 and 7)	76,081	48,300	570,967	362,474
Notes and accounts payable, trade	496,954	484,472	3,729,483	3,635,814
Accrued income taxes	3,306	9,275	24,812	69,607
Advances received on construction projects				
in progress	463,761	493,103	3,480,379	3,700,584
Advances received on real estate for sale	4,088	2,861	30,676	21,475
Accrued expenses	17,965	18,658	134,824	140,022
Other current liabilities	170,534	122,874	1,279,801	922,133
Total current liabilities	1,447,361	1,407,986	10,861,992	10,566,504
LONG-TERM LIABILITIES:				
Long-term debt (Notes 6 and 7)	174,199	228,570	1,307,309	1,715,350
Reserve for retirement benefits (Notes 2 and 8)	70,502	68,676	529,099	515,394
Other long-term liabilities (Notes 2 and 9)	48,460	86,441	363,677	648,710
Total long-term liabilities	293,161	383,687	2,200,085	2,879,454
MINORITY INTERESTS	13,772	86	103,357	643
COMMITMENTS AND CONTINGENT LIABILITIES (Note 14)				
SHAREHOLDERS' EQUITY:				
Common stock (Note 11):				
Authorized; 1,248,000,000 Shares				
Issued; 727,813,544 Shares (2001)	_	57,752	-	433,412
721,509,646 Shares (2002)	57,753	_	433,416	-
Additional paid-in capital (Note 11)	41,695	41,694	312,903	312,900
Reserve for land revaluation(Note 2)	12,015	4,326	90,171	32,467
Retained earnings(Notes 2 and 11)	114,681	205,521	860,648	1,542,368
Unrealized holding gains on securities(Note 2)	65,385	97,600	490,698	732,458
Foreign Exchage Translation Adjustment(Note 2)	(877)	(1,569)	(6,583)	(11,776)
Treasury stock held by the Company	(31)	(2)	(233)	(17)
Treasury stock held by subsidiaries	(261)	_	(1,958)	
Total shareholders' equity	290,360	405,322	2,179,062	3,041,812
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	¥ 2,044,654	¥ 2 197 081	\$ 15,344,496	\$ 16 /88 /13

The accompanying notes to the consolidated financial statements are an integral part of these statements.

Consolidated Statements of Operations OBAYASHI CORPORATION For the years ended March 31, 2002 and 2001

	•	ese Yen illion)		Dollars usand)
	FY 2002	FY 2001	FY 2002	FY 2001
REVENUES (Notes 2 and 12): Construction		¥ 1,251,699 61,649	\$10,011,299 522,820	\$ 9,393,613 462,656
	1,403,671	1,313,348	10,534,119	9,856,269
COST OF SALES(Note 2): Construction		1,136,382 52,853	9,283,240 501,387	8,528,197 396,644
	1,303,802	1,189,235	9,784,627	8,924,841
Gross profit	99,869	124,113	749,492	931,428
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES(Note 2)	82,247	88,799	617,241	666,411
Operating income	17,622	35,314	132,251	265,017
OTHER INCOME(EXPENSES): Interest and dividend income	(5,411) 682	5,445 (6,619) (294)	5,114	40,866 (49,673) (2,206)
Other, net		(6,635)		(49,797)
Total	(131,535)	(45,753)	(987,133)	(343,360)
LOSS BEFORE INCOME TAXES	(113,913)	(10,439)	(854,882)	(78,343)
INCOME TAXES(Notes 2 and 9): Current Deferred	8,244 (47,726)	14,409 (18,379)	61,869 (358,170)	108,132 137,928
	(39,482)	(3,970)	(296,301)	(29,796)
MINORITY INTERESTS	352	3	2,641	20
NET LOSS	¥ (74,079)	¥ (6,466)	\$ (555,940)	\$ (48,527)
PER SHARE DATA(Note 11):	Japa	nese Yen	U.S. D	ollars
Net loss: Assuming no dilution Assuming full dilution Cash dividends	(102.43)			\$ (0.07) (0.07) 0.06

The accompanying notes to the consolidated financial statements are an integral part of these statements.

Consolidated Statements of Shareholders' Equity OBAYASHI CORPORATION For the years ended March 31, 2002 and 2001

		Japane (mi	ese Ilion		U.S. I		
_	F	Y 2002		FY 2001	FY 2002		FY 2001
COMMON STOCK(Note 11):							
Balance at beginning of year	¥	57,752	¥	57,752	\$ 433,412	\$	433,412
Conversion of convertible bonds		1		_	4		_
Balance at end of year	¥	57,753	¥	57,752	\$ 433,416	\$	433,412
ADDITIONAL PAID-IN CAPITAL(Note 11):						_	
Balance at beginning of year	¥	41,694	¥	41,694	\$ 312,900	\$	312,900
Conversion of convertible bonds		1			4		
Balance at end of year	¥	41,695	¥	41,694	\$ 312,904	\$	312,900
RESERVE FOR LAND REVALUATION(Note 2):							
Balance at beginning of year	¥	4,326	¥	4,270	\$ 32,467	\$	32,042
Reversal of reserve for land revaluation		7,497		62	56,261		463
Other		192		(6)	1,443		(38
Balance at end of year	¥	12,015	¥	4,326	\$ 90,171	\$	32,467
RETAINED EARNINGS (Notes 2 and 11):							
Balance at beginning of year	¥2	05,521	¥	225,717	\$ 1,542,368	\$1	1,693,936
Cumulative effect of initial adoption of tax-effect accounting		33			250		
Adjustment of newly consolidated subsidiaries		33		_	250		_
and application of equity method		(302)		_	(2,263)		_
Cash dividends paid		(5,797)		(5,910)	(43,506)		(44,358)
Bonuses to directors and corporate auditors		(208)		(229)	(1,562)		(1,718)
Reversal of reserve for land revaluation		(7,497)		(62)	(56,261)		(463)
Retirement of treasury stock		(2,990)		(7,529)	(22,438)		(56,502)
Net loss for the year	(74,079)		(6,466)	(555,940)		(48,527)
Balance at end of year	¥1	14,681	¥	205,521	\$ 860,648	\$1	1,542,368
UNREALIZED HOLDING GAINS ON SECURITIES (Note 2):							
Balance at beginning of year	¥	97,600	¥	_	\$ 732,458	\$	_
(Decrease) Increase	(;	32,215)		97,600	(241,760)		732,458
Balance at end of year	¥	65,385	¥	97,600	\$ 490,698	\$	732,458
FOREIGN EXCHANGE TRANSLATION ADJUSTMENTS (Note 2):							
Balance at beginning of year	¥	(1,569)	¥	_	\$ (11,776)	\$	_
Increase (decrease)		692		(1,569)	5,193		(11,776
Balance at end of year	¥	(877)	¥	(1,569)	\$ (6,583)	\$	(11,776
TREASURY STOCK :							
Balance at beginning of year	¥	(2)	¥	(2)	\$ (17)	\$	(16
Purchase of treasury stock		(3,060)		(7,625)	(22,961)		(57,221
Retirement		2,990		7,529	22,438		56,502
Sales of treasury stock		41		96	307		718
Balance at end of year	¥	(31)	¥	(2)	\$ (233)	\$	(17
TREASURY STOCK HELD BY SUBSIDIARIES:							
Balance at beginning of year	¥	-	¥	_	\$ -	\$	-
Purchase of treasury stock		(261)		-	(1,958)		-
Balance at end of year	¥	(261)	¥	-	\$ (1,958)	\$	-
NUMBER OF SHARES:		(thousan	d of	shares)	_		
Balance at beginning of year	7:	27,809		745,168	_		
Conversion of convertible bonds		1		-,			
Retirement of treasury stock		(6,305)		(17,360)			
		(68)		1			
Gain and loss of treasury stock							
Gain and loss of treasury stock Treasury stock held by subsidiaries		(1,737)		_			

Consolidated Statements of Cash Flows OBAYASHI CORPORATION For the years ended March 31, 2002 and 2001

	Japanes (milli		U.S.De	
	FY 2002	FY 2001	FY 2002	FY 2001
OPERATING ACTIVITIES:				
Net loss Adjustments to reconcile net loss to net cash	¥ (74,079)	¥ (6,466)	\$ (555,940)	\$ (48,527
provided by operating activities:				
Depreciation and amortization	14.772	14,561	110,861	109,273
Amortization of the consolidated goodwill	(845)	- 1,001	(6,344)	-
Allowance for doubtful receivables	1,850	3,561	13,881	26,722
Reserve for retirement benefits	(4,330)	31,395	(32,496)	235,612
(Gain) Loss on sales and disposal of property, equipment				
and marketable and investment securities	(3,384)	2,030	(25,399)	15,234
Write down of marketable, investment and subsidiaries				
and affiliates securities	2,343	1,917	17,586	14,388
Loss on revaluation of golf club membership	-	2,500	-	18,765
Loss on revaluation of non-current assets	134,226	_	1,007,324	_
Deferred income taxes	(47,726)	(18,379)	(358,169)	(137,928
Undistributed earnings of affiliate	(682)	294	(5,115)	2,206
Changes in assets and liabilities	()	(04.040)		/4== 000
Trade receivables	(19,422)	(61,016)	(145,756)	(457,908
Inventories	35,253	46,931	264,563	352,202
Other current assets	11,415	(20,108)	85,667	(150,903
Trade payables	(14,547)	114,870	(109,174)	862,060
Accrued income taxes	(6,076)	(4,046)	(45,597)	(30,362
Advances received on construction projects in progress	(37,240)	(57,849)	(279,471)	(434,142
Advances received on real estate for sale	1,226	(1,039)	9,201	(7,796
Accrued expenses	(693)	747	(5,197)	5,609
Other current liabilities	45,293	15,426	339,910	115,770
Other, net	(2,969)	4,875	(22,288)	36,589
Total adjustments	108,464	76,670	813,987	575,391
Net cash provided by operating activities	34,385	70,204	258,047	526,864
INVESTING ACTIVITIES:				
Purchases of marketable, investment and subsidiaries				
and affiliates securities	(9,361)	(6,775)	(70,249)	(50,846)
Proceeds from sales of marketable, investment and				
subsidiaries and affiliates securities	28,765	29,953	215,875	224,791
Proceeds from sales of property and equipment	681	5,155	5,108	38,686
Purchases of property and equipment	(8,347)	(13,697)	(62,645)	(102,793
Proceeds from repayment of loans	4,849	7,328	36,387	54,993
Payment for loans receivables	(1,684)	(599)	(12,638)	(4,495
Net proceeds from acquisition of subsidiaries(Note 10)	4,323	-	32,443	_
Other	(14)	_	(99)	
Net cash provided by investing activities	19,212	21,365	144,182	160,336
FINANCING ACTIVITIES:				
Proceeds from short-term and long-term debt	36,350	12,279	272,795	92,151
Repayment of short-term and long-term debt	(65,539)	(78,462)	(491,851)	(588,836
Proceeds from issue of bonds	-	5,000	_	37,524
Redemption of bonds	(20,442)	(22,837)	(153,411)	(171,387
Cash dividends	(5,797)	(5,910)	(43,507)	(44,359
Purchase of treasury stock for retirement	(2,990)	(7,529)	(22,438)	(56,502
Other	409	0	3,074	(1
Net cash used in financing activities	(58,009)	(97,459)	(435,338)	(731,410
Net decrease in cash and cash equivalents	(4,412)	(5,890)	(33,109)	(44,210
Cash and cash equivalents at beginning of the year	90,854	96,744	681,828	726,038
Increase due to inclusion of new subsidiaries				
in consolidation	443	_	3,323	-
Cash and cash equivalents at end of the year (Notes 2 and 10)	86,885	90,854	652,042	681,828
SUPPLEMENTAL INFORMATION OF CASH FLOWS:				
Cash paid during the year for:	=	0.000	** ***	47.04-
Interest	5,464	6,388	41,003	47,943
Income taxes	14,320	18,454	107,465	138,494

Notes to Consolidated Financial Statements

OBAYASHI CORPORATION For the years ended March 31, 2002 and 2001

1. Basis of presenting consolidated financial statements

- (a) OBAYASHI CORPORATION (the "Parent company" or the "Company") and its domestic subsidiaries maintain their accounting records and prepare their financial statements in accordance with accounting principles and practices generally accepted in Japan. Foreign subsidiaries maintain their accounting records in conformity with financial accounting standards of the country of their domicile. The accompanying consolidated financial statements have been compiled from the financial statements filed with the Financial Services Agency as required by the Securities and Exchange Law of Japan and include certain additional financial information for the convenience of readers outside Japan. Accordingly, the accompanying financial statements may differ in some material respects in presenting the consolidated financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in countries and jurisidctions other than Japan. For the purposes of this document, certain reclassifications have been made to present the accompanying consolidated financial statements in a format which is familiar to readers outside Japan. The Parent company has prepared the consolidated statements of shareholders' equity for the purpose of inclusion in this report, although such statements are not customarily prepared in Japan.
- (b) The Parent Company had 53 subsidiaries as of March 31, 2002 (46 as of March 31, 2001). The Consolidated financial statements as of and for the years ended March 31, 2002 included the accounts of the Parent Company and all subsidiaries(together "the Companies"). Investments in affiliated companies are accounted for by the equity method.

2. Summary of significant accounting policies

(a) Recognition of revenues and related costs

Revenues from construction contracts of the Company and the related costs are recorded on a completed-contract basis, except for those related to large-scale contracts with long-term construction periods of more than 2 years and contracted amounts in excess of ¥5 billion which are recognized by the percentage-of-completion method.

The Company formerly applied the percentage-of-completion method in accounting for construction contracts with a construction period of more than 2 years and a contract amount in excess of ¥15 billion. Effective the year ended March 31, 2002, the Company has applied the percentage-of-completion method in accounting for new construction contracts with a construction period of more than 2 years and a contract amount in excess of ¥5 billion. This change in method of accounting was made because the size of the construction contracts has recently tended to be smaller and the Company believed that this revision would reflect periodic performance more accurately. This change had no impact on the consolidated financial statements for the year ended March 31, 2002.

(b) Foreign currency translation

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

(c) Cash and cash equivalents

All highly liquid investments, generally with a maturity of three months or less when purchased, which are readily convertible into known amounts of cash and are so near maturity that they represent only an insignificant risk of any change in value attributable to changes in interest rates, are considered cash equivalents.

(d) Marketable securities and investment securities

Securities are classified into two categories: held-to-maturity or other securities.

Held-to-maturity securities are carried at amortized cost. Marketable securities classified as other securities are carried at fair value with changes in unrealized holding gain or loss, net of the applicable income taxes, included directly in shareholders' equity.

Non-marketable securities classified as other securities are carried at cost. Cost of securities sold is determined by the moving average method.

(e) Inventories

Inventories other than materials and supplies are stated at cost as determined on a specific project basis. Materials and supplies are stated at cost as determined on the first-in first-out method.

(f) Property and equipment

Property and equipment is stated principally at cost. Depreciation is computed principally by the declining-balance method over the estimated useful lives of the respective assets as follows:

Buildings: 3 - 50 years

Machinery and equipment: 3 - 15 years

(g) Reserve for retirement benefits

Reserve for retirement benefits for employees is provided mainly at an amount calculated based on the retirement benefit obligation and the fair value of the pension plan assets, as adjusted for unrecognized actuarial gain or loss.

The retirement benefit obligation at transition was expensed upon transition. Actuarial gain or loss is attributed to each period by the straight-line method over 10 years.

(h) Income taxes

The Company and its consolidated subsidiaries apply deferred tax accounting for income taxes which requires recognition of income taxes by the asset/liability method.

Under the asset/liability method, deferred tax assets and liabilities are determined based on the difference between financial reporting basis and the tax basis of the assets and liabilities and are measured using the enacted tax rates and laws which will be in effect when the differences are expected to reverse.

(i) Appropriations of retained earnings

Appropriations of retained earnings are accounted for and reflected in the accompanying consolidated financial statements when approved by the shareholders.

(i) Allowance for doubtful receivables

The allowance for doubtful receivables has been provided based on the Company's and its subsidiaries' historical experience with respect to write-offs and based on an estimate of the amount of specific uncollectible accounts for the year ended March 31, 2002 and 2001.

(k) Lease

Finance leases other than those which are deemed to transfer the ownership of leased property to lessees are accounted for in the same manner as operating leases.

(I) Land revaluation

Pursuant to the "Law Concerning the Revaluation of Land", land used for the business operations was revalued on March 31, 2000. The excess of the revalued carrying amount over the book value before revaluation has been included in shareholders' equity as reserve for land revaluation.

The revaluation of the land was determined based on the official standard notice prices in accordance with Article 2, paragraph 1 of the "Enforcement Ordinance Concerning Land Revaluation" and the appraisal value made by the certified real estate appraisers in accordance with Article 2, paragraph 5 of the same Ordinance with certain necessary adjustments.

The excess of the revalued carrying amount over the market value at March 31, 2002, was ¥8,907 million (\$66,847 thousand).

(m) Derivative financial instruments

The Company and certain consolidated subsidiaries have entered into various derivative transactions in order to manage certain risks arising from adverse fluctuations in foreign currency exchange rates and interest rates. Derivative financial instruments are carried at fair value with changes in unrealized gain or loss charged or credited to operations, except for those which meet the criteria for deferral hedge accounting under which unrealized gain or loss is deferred as an asset or a liability.

Receivables and payables hedged by qualified forward foreign exchange contracts are translated at the corresponding foreign exchange contract rates

As for interest rate swaps used for converting receipts or payments of interest on an asset or a liability, if principal terms of the interest rate swaps such as notional amount, index of interest rates, date and interval of interest payments, contract period are essentially the same as those of the hedged asset or liability, such interest rate swaps may not be measured at fair value, but the related interests may be adjusted to the interests on the hedged asset or liability on an accrual basis.

(n) Reserve for losses on real estate business

Reserve for losses on real estate business is provided for the estimated losses to be incurred in liquidating the real estate for sale and restructuring the real estate-related business.

(o) Loss on revaluation of real estate business and other

The components of loss on revaluation of real estate business and other for the year ended March 31, 2002 are as follows:

Loss on revaluation of non-current assets Loss on revaluation of real estate for sale \$\text{\$\text{\$\x 88,541 million (\$664,471 thousand)}}\$\$
\$\text{\$\text{\$\x 48,685 million (\$342,852 thousand)}}\$\$

These losses include provision for losses on real estate business and other of ¥1,714 million (\$12,870 thousand).

3. United States dollar amounts

The United States dollar amounts included herein are presented solely for convenience. The translations should not be construed as representations that Japanese yen have been, could have been or could in the future be converted into United States dollars. Such dollar amounts have been translated from yen at the exchange rate of ¥133.25=\$1, the approximate exchange rate prevailing on March 31, 2002.

4. Securities

(a) Information regarding marketable securities classified as held-to-maturity debt securities and other securities as of March 31, 2002 and 2001 is as follows;

Marketable held-to-maturity debt securities

Year ended March 31, 2002		Jap	anese	Yen (mi	llion)		U.S.	Dollar	s (thousa	and)	
		rying alue		mated value		alized (loss)	rrying alue		imated value		ealized (loss)
Securities whose fair value exceeds their carrying value: Government bonds, Municipal bonds Others	¥	40 489	¥	40 515	¥	0 26	\$ 300 3,667	\$	302 3,860	\$	2 193
Total	¥	529	¥	555	¥	26	\$ 3,967	\$	4,162	\$	195

Year ended March 31, 2001		Jap	anese	Yen (mi	llion)		U.S.	Dollar	s (thousa	and)	
		rying alue		mated value		alized (loss)	rrying alue		imated value		ealized (loss)
Securities whose fair value exceeds their carrying value: Government bonds, Municipal bonds Others	¥	20 488	¥	20 535	¥	0 47	\$ 150 3,664	\$	152 4,011	\$	2 347
Total	¥	508	¥	555	¥	47	\$ 3,814	\$	4,163	\$	349

1	Mar	keta	ble	oth	her	securities

Year ended March 31, 2002		nese Yen (milli			Dollars (thousa		
	Acquisition cost	Carrying value	Unrealized gain(loss)	Acquisition cost	Carrying value	Unrealized gain(loss)	
Securities whose carrying value exceeds their acquisition cost:	V 122 01E	V 250 506	V 117 770	Ф 006 727	Φ1 000 E67	ф 002.02	
StockOther	¥ 132,815 11	¥ 250,586 39	¥117,770 29	\$ 996,737 80	\$1,880,567 295	\$ 883,83 21	
Subtotal	¥132,826	¥ 250,625	¥117,799	\$ 996,817	\$1,880,862	\$ 884,04	
Securities whose acquisition cost exceeds their fair value :							
Stock	¥ 25,157	¥ 19,976	¥ (5,181)	\$ 188,792	\$ 149,910	\$ (38,88	
Subtotal	¥ 25,157	¥ 19,976	¥ (5,181)	\$ 188,792	\$ 149,910	\$ (38,88	
Total	¥ 157,983	¥ 270,601	¥112,618	\$1,185,609	\$2,030,772	\$ 845,16	
Year ended March 31, 2001	Japar	nese Yen (milli	ion)	U.S. [nd)		
	Acquisition cost	Carrying value	Unrealized gain(loss)	Acquisition cost	Carrying value	Unrealized gain(loss)	
Securities whose carrying value exceeds their acquisition cost:							
StockBonds	¥ 143,961 10	¥ 315,487 10	¥171,526 0	\$1,080,381 74	\$2,367,630 74	\$1,287,24	
Subtotal	¥ 143,971	¥ 315,497	¥171,526	\$1,080,455	\$2,367,704	\$1,287,24	
Securities whose acquisition cost exceeds their fair value :	+ 145,571	¥ 313,437	+ 171,320	\$1,000,400	\$2,307,704	\$1,207,22	
Stock Other	¥ 19,772 31	¥ 16,215 31	¥ (3,557)	\$ 148,380 232	\$ 121,688 232	\$ (26,69	
Subtotal	¥ 19,803	¥ 16,246	¥ (3,557)	\$ 148,612	\$ 121,920	\$ (26,69	
Total	¥ 163,774	¥ 331,743	¥ 167,969	\$1,229,067	\$2,489,624	\$1,260,55	
Sales of securities classified as other securities							
odies of securities classified as other securities	Japar	Japanese Yen (million) March 31 U.S. Dollars (thou:				ınd)	
	FY 2002	F	Y 2001	FY 2002	F	FY 2001	
Sales	¥ 13,360		€ 5,747	\$ 100,264		43,127	
Aggregate gain	¥ 5,892 ¥ 967	₹ *		\$ 44,216 \$ 7,257	\$ \$	2,552 3,785	
In addition to the securities above, the Company held in Year ended March 31, 2002	vestment securit		arket value avail	lable at March 3	<u> </u>	01 as follo	
	С	arrying value		(Carrying value		
Securities held to maturity Non-listed foreign bonds	;	¥ 48,598			\$ 364,713		
Other securities					88,661		
Other securities Non-listed stocks		11,814			00,001		
		11,814 5,500			41,276		
Non-listed stocks Preferred equity securities	Japar	5,500	ion)	U.S.		ınd)	
Non-listed stocks			ion)		41,276	ind)	
Non-listed stocks Preferred equity securities Year ended March 31, 2001 Securities held to maturity Non-listed foreign bonds	C	5,500 nese Yen (milli	ion)		41,276 Dollars (thousa	ind)	
Non-listed stocks Preferred equity securities Year ended March 31, 2001 Securities held to maturity Non-listed foreign bonds Other securities Non-listed stocks	C	5,500 nese Yen (milli arrying value ¥ 61,970 11,851	ion)		41,276 Dollars (thousa Carrying value \$ 465,064 88,934	ind)	
Non-listed stocks Preferred equity securities Year ended March 31, 2001 Securities held to maturity Non-listed foreign bonds Other securities	C	5,500 nese Yen (milli arrying value ¥ 61,970	ion)		41,276 Dollars (thousa Carrying value \$ 465,064	ind)	

(d) The redmption schedule for securities with maturity dates classified as other securities and held-to-maturity debt securities as of March 31, 2002 and 2001 is summaraized as follows:

Year ended March 31, 2002		Japanese	ion)		U.S. Dollars (thousand)				
_		Due in e year or less	C	Due after one year gh five years	(Due in one year or less	thro	Due after one year outh five yeras	
Goverment bonds Other debt securities	¥ 2	2 8,751	¥	40 20,369	\$	11 215,769	\$	300 152,863	
_	¥ 2	8,753	¥	20,409	\$	215,780	\$	153,163	

Year ended March 31, 2001		Japanese	e Yen (mill	ion)		U.S. Dollars (thousand)				
_		Due in one year or less		Due after one year through five years		Due in one year or less		Due after one yera outh five yeras		
Goverment bonds	¥	1	¥	30	\$	11	\$	226		
Corporate bonds		4,000		0		30,019		0		
Other debt securities		10,000		48,872		75,047		366,772		
	¥	14,001	¥	48,902	\$	105,077	\$	366,998		

5. Inventories

Inventories comprised the following:

		panese Yen (million) U.S. Dollars (March 31 March				
_	FY 2002	FY 2001	FY 2002	FY 2001		
Construction projects in progress	¥ 515,525	¥ 531,349	\$ 3,868,862	\$ 3,987,612		
eal estate for sale	62,745	90,900	470,880	682,177		
evelopment projects in progress	35,264	54,357	264,643	407,929		
Naterials and supplies	3,129	2,645	23,479	19,850		
	¥ 616,663	¥ 679,251	\$ 4,627,864	\$ 5,097,568		

6. Short-term borrowings and long-term debt

Short-term bank loans are represented generally by 180-day or 365-day notes issued by the Companies to banks and overdrafts with banks and bore interest at the average annual rate of 0.73 per cent. at March 31, 2002 (0.96 per cent. at March 31, 2001).

Long-term loans bore interest at the average annual rate of 1.93 per cent. at March 31, 2002. (2.02 per cent. at March 31, 2001).

(a) Short-term borrowings comprised the following:

	Japanese Yen (million) March 31		U.S. Dollars (thousand) March 31	
_	FY 2002 FY 2001		FY 2002	FY 2001
Short-term loans from banks	¥ 214,572 100	¥ 233,543 -	\$ 1,610,300 750	\$ 1,752,669 -
_	¥ 214,672	¥ 233,543	\$ 1,611,050	\$ 1,752,669

(b) Long-term debt comprised the following:

	Japanese Yen (million) March 31		U.S. Dollars (thousand) March 31	
_	FY 2002	FY 2001	FY 2002	FY 2001
2.55 per cent. bonds due September, 2001	¥ –	¥ 10,000	\$ –	\$ 75,047
	10,000	10,000	75,047	75,047
	20,000	20,000	150,094	150,094
2.03 per cent. bonds due August, 2006	10,000	10,000	75,047	75,047
	-	1,443	-	10,829
	9,969	9,969	74,814	74,814
	37,200	46,043	279,174	345,538
Loans from Japanese banks	92,190	103,654	691,863	777,890
Loans from Japanese insurance companies	65,342	61,036	490,370	458,055
Loans from other financial institutions	5,579	4,725	41,867	35,460
Less: Current portion of long-term debt	¥ 250,280	¥ 276,870	\$ 1,878,276	\$ 2,077,821
	76,081	48,300	570,967	362,474
	¥ 174,199	¥ 228,570	\$ 1,307,309	\$ 1,715,347

The 1.6 per cent. convertible bonds in the amount of ¥10,000 million due March 31, 2004, which were issued in Japan on March 31, 1989, are convertible into common stock at the option of the holders during the period from May 1, 1989 to March 30, 2004 at ¥1,865.7 (\$14,002) per share, subject to adjustment in certain circumstances.

The overseas-consolidated subsidiary issued bonds, due 2002-2005, partly at a fixed interest rate, partly at an interest rate linked to the actual London inter-bank offered rate.

The aggregate annual maturities of long-term debt (including current portion) subsequent to March 31, 2002 were as follows:

Year ended March 31,	Japanese Yen (million)	U.S. Dollars (thousand)
2003	¥ 76,081	\$ 570,967
2004	79,948	599,985
2005	47,535	356,739
2006	12,283	92,178
2007 and thereafter	34,433	258,407
	¥ 250,280	\$ 1,878,276

As is customary in Japan, long-term and short-term bank loans are made under general agreements, which provide that additional security and guarantees for present and future indebtedness will be given under certain circumstances at the request of banks and that any collateral so furnished will be applicable to all indebtedness due to banks. In addition, the agreements provide that banks has the right to offset cash deposited against any long-term and short-term debt that becomes due and, in case of default and certain other specified events, against all other debts payable to banks. Such rights have never been exercised by banks against the Parent company or its consolidated subsidiaries.

7. Pledged assets

Assets pledged as collateral for short-term borrowings and long-term debt were as follows:

		Yen (million) ch 31	U.S. Dollars (thousand) March 31	
_	FY 2002	FY 2001	FY 2002	FY 2001
ASSETS PLEDGED AS COLLATERAL:				
Cash & Deposits	¥ 50	¥ -	\$ 375	\$ -
Land*	11,646	18,377	87,397	137,919
Buildings	16,061	40,689	120,532	305,355
Machinery and equipment Long-term loans receivable	433	1,347	3,251	10,110
(Real estate convertible loan)	25,426	25,719	190,814	193,012
_	¥ 53,616	¥ 86,132	\$ 402,369	\$ 646,396
LIABILITIES SECURED THEREBY:				
Current portion of long-term debt	¥ 1,325	¥ 1,169	\$ 9,940	\$ 8,776
Long-term debt	17,077	17,119	128,155	128,474
Long-term debt of Sanyu Building Corporation*	188	235	1,413	1,762

^{*} Obayashi Real Estate, Ltd. pledged its land in the amount of ¥499 million (\$3,744 thousand) to secure the long-term debt of Sanyu Building Corporation.

8. Retirement Benefit Plans

The Company and its domestic consolidated subsidiaries have defined benefit plans, i.e., tax-qualified pension plans and lump-sum payment plans, covering substantially all employees who are entitled to lump-sum or annuity payments, the amounts of which are determined by reference to their basic rates of pay, length of service, and the conditions under which termination occurs.

The following table sets forth the funded and accrued status of the plans, and the amounts recognized in the consolidated balance sheet as of March 31, 2002 and 2001 for the Company's and the consolidated subsidiaries' defined benefit plans:

	Japanese Yen (million) March 31		U.S. Dollars (thousand) March 31	
	FY 2002	FY 2001	FY 2002	FY 2001
Retirement benefit obligation	¥ (148,916)	¥ (137,022)	\$ (1,117,570)	\$ (1,028,307)
	67,053	61,386	503,214	460,681
Unfunded retirement benefit obligation	(81,863)	(75,636)	(614,356)	(567,626)
Unrecognized actuarial gain or loss	11,423	6,960	85,726	52,232
Net retirement benefit obligation	(70,440)	(68,676)	(528,630)	(515,394)
Prepaid pension cost	(62)	–	(469)	–
Reserve for retirement benefits	¥ (70,502)	¥ (68,676)	\$ (529,099)	\$ (515,394)

The components of retirement benefit expenses for the year ended March 31, 2002 and 2001 are outlined as follows:

	Japanese Yen (million) March 31		U.S. Dollars (thousand) March 31	
_	FY 2002	FY 2001	FY 2002	FY 2001
Service cost	¥ 5,462	¥ 5,059	\$ 40,991	\$ 37,971
Interest cost	5,040	4,649	37,823	34,886
Expected return on plan assets	(1,622)	(1,528)	(12,169)	(11,469)
Amortization of actuarial gain or loss Amortization of net retirement benefit	782	_	5,866	-
obligation at transition	_	37,650	_	282,550
Total	¥ 9,662	¥ 45,830	\$ 72,511	\$ 343,938
The assumptions used in accounting for the above pla	ins were as follows:			
Year ended March 31,	FY 2002 3.0 or 3.5%		FY 2001	
Discount rates			3.5%	

2.5 or 3.0%

2.5%

9. Income taxes

Expected return on assets.....

Income taxes applicable to the Company and its domestic subsidiaries comprised corporation tax, inhabitants' taxes and enterprise tax which, in the aggregate, resulted in a statutory tax rate of approximately 41.9%. Income taxes of the foreign subsidiaries are based generally on the tax rates applicable in their countries of incorporation.

The major components of deferred tax assets and liabilities as of March 31, 2002 and 2001 are summarized as follows:

	Japanese Yen (million) March 31		U.S. Dollars (thousand) March 31	
-	FY 2002	FY 2001	FY 2002	FY 2001
Deferred tax assets:				
Loss on revaluation of non-current asset	¥ 42,749	¥ -	\$ 320,817	\$ -
Loss on revaluation of real estate for sale	22,210	3,933	166,676	29,514
Reserve for retirement benefits	19,079	17,281	143,186	129,692
Allowance for doubtful receivables	6,318	5,852	47,413	43,916
Reserve for employees' bonuses	4,229	3,303	31,735	24,791
Intercompany unrealized profits on inventories	1,492	1,476	11,195	11,077
Intercompany unrealized profits on sale				
of property and equipment	-	1,847	_	13,861
Reserve for land revaluation	_	1,316	_	9,876
Loss on revaluation of golfclub membership	-	819	_	6,146
Accrued enterprise tax	-	758	_	5,688
Other	13,789	14,070	103,486	105,590
	¥109,866	¥ 50,655	\$ 824,508	\$ 380,151
/aluation allowance	(5,543)	(512)	(41,598)	(3,844)
Fotal deferred tax assets	¥104,323	¥ 50,143	\$ 782,910	\$ 376,307
Deferred tax liabilities:				
Unrealized holding gains on securities	¥ (47,182)	¥(70,449)	\$(354,084)	\$ (528,699)
Reserve for land revaluation	(9,108)	(4,184)	(68,352)	(31,401)
Deferred gain with respect to property				
for tax purposes	(258)	(233)	(1,938)	(1,748)
Other	(590)	(616)	(4,427)	(4,621)
Fotal deferred tax liabilities	¥ (57,138)	¥(75,482)	\$(428,801)	\$ (566,469)
Net deferred tax assets (liabilities)	¥ 47,185	¥(25,339)	\$ 354,109	\$ (190,162)

Reconciliation between the statutory tax rate and the effective tax rate for the year ended March 31, 2002 and 2001 is not presented, as permitted, since the Company incurred a loss before income taxes for the years then ended.

10. Supplementary Cash Flow Information

(a) The following table represents a reconciliation of cash and cash equivalents as of March 31:

	Japanese Yen (million) March 31 FY 2002 FY 2001		U.S. Dollars (thousand) March 31	
_			FY 2002	FY 2001
Cash and deposits Time deposits with a maturity of	¥87,730	¥ 91,162	\$ 658,389	\$ 684,142
more than three months	(845) (308)		(6,347)	(2,314)
Cash and cash equivalents	¥86,885 ¥ 90,854		\$ 652,042	\$ 681,828

(b) Summary of assets and liabilities of companies initially included in the consolidation due to the additional aquisition of their stock. The following is a summary of the transferred assets and liabilities, the relevant purchasing prices and the net cash outflows by the purchases of stock of Obayashi Road Co.Ltd., and 4 other companies in the year ended March 31, 2002.

Current assets	¥ 49,725	\$ 373,171
Non-current assets	26,937	202,154
Current liabilities	(42,901)	(321,959)
Long-term liabilities	(9,279)	(69,636)
Goodwill	(7,899)	(59,280)
Minority interests	(14,680)	(110,169)
Book value of their stock acquired before		
the year ended March 31, 2002	(886)	(6,649)
Additional acquisition of their stock during		
the year ended March 31, 2002	1,017	7,632
Cash and cash equivalent acquired	(5,340)	(40,075)
Net proceeds	(4,323)	(32,443)

11. Shareholders' equity and per share data

On October 1,2001, an amendment (the "Amendment") to the Japanese Commercial Code (the "JCC") became effective. The Amendment eliminates the stated par value of the Company's outstanding shares which results in all outstanding shares having no par value as of October 1, 2001. Before the Amendment, the Company's shares had a par value of ¥50 per share.

The Amendment requires that an amount equal to at least 10% of cash dividends and other distributions, including directors' bonuses, from retained earnings paid by the Company be appropriated as a legal reserve to the extent that the total amount of additional paid-in capital and the legal reserve equals 25% of the common stock while the JCC before the Amendment required to do so to the extent that the legal reserve equals 25% of the common stock. The Amendment also provides that to the extent that the sum of the additional paid-in capital and the legal reserve exceed 25% of the common stock, the amount of the excess, if any, is available for appropriations by the resolution of the shareholders prescribed by the JCC.

The computation of net loss per share assuming no dilution is based on the weighted average number of shares of common stock outstanding during each year.

Net loss per share assuming full dilution is computed assuming that all convertible bonds were converted at the beginning of the year with appropriate adjustment of the interest expenses, net of income taxes for such convertible bonds.

In accordance with the Commercial Code, proposed appropriations of retained earnings have not been reflected in the financial statements at the end of the fiscal year to which they apply. However, dividends per share shown in the statements of income are the amount of dividends actually declared by the Company with respect to such fiscal year rather than the fiscal year in which the dividends are paid.

At the shareholders' meeting held on June 29, 2000, a clause was added to the Company's Article that the Board of Directors may decide to purchase treasury stocks up to 70,000,000 shares for retirement on and after June 30, 2000. Until June 27, 2002, 23,665,000 shares have been purchased for that purpose.

The number of shares used in computing net loss per share assuming no dilution and full dilution for the years ended March 31, 2002 and 2001 were as follows:

Year ended March 31,	FY 2002	FY 2001 (thousand)
Assuming no dilution	723,207	736,308
Assuming full dilution	723,207	736,308

12. Segment Information

(a) Business Segments

The Company and its consolidated subsidiaries are primarily engaged in the following three major industry segments:

Construction
Real estate
Other

Building construction, civil engineering, etc.
Resale and rental of land, houses and buildings
Golf club related business, financing and leasing, etc.

Other Golf club related business, financia	ng and leasing,	etc.	
Year ended March 31, 2002			Japanese Yen (million)
	Construction	Real estate	Others Total Adjustments and Consolidated Eliminations
Revenues: From outside customers	¥1,353,654 3,711	¥ 43,105 957	¥ 6,912 ¥1,403,671 ¥ – ¥1,403,671 4,453 9,121 (9,121) –
Total Operating expenses	1,357,364 1,342,477	44,063 42,329	11,365 1,412,792 (9,121) 1,403,671 10,583 1,395,389 (9,340) 1,386,049
Operating income	¥ 14,888	¥ 1,733	¥ 782 ¥ 17,403 ¥ 219 ¥ 17,622
Total Assets Depreciation Capital expenditures	¥1,569,533 8,027 5,205	¥ 404,739 6,605 4,059	¥108,562 ¥2,082,834 ¥(38,180) ¥2,044,654 244 14,876 (157) 14,719 149 9,413 – 9,413
Year ended March 31, 2001			Japanese Yen (million)
	Construction	Real estate	Others Total Adjustments and Consolidated Eliminations
Revenues:			
From outside customers	¥1,261,468 2,595	¥ 44,225 702	¥ 7,655 ¥1,313,348 ¥ - ¥1,313,348 3,735 7,031 (7,031) -
Total Operating expenses	1,264,063 1,233,294	44,926 41,160	11,390 1,320,379 (7,031) 1,313,348 10,593 1,285,047 (7,012) 1,278,034
Operating income	¥ 30,769	¥ 3,767	¥ 797 ¥ 35,333 ¥ (19) ¥ 35,313
Total Assets	¥1,635,300 8,184	¥ 476,998 6,250	¥120,595 ¥2,232,893 ¥(35,812) ¥2,197,081 253 14,688 (157) 14,531
Capital expenditures	6,705	5,058	154 11,918 – 11,918
Year ended March 31, 2002			U.S.Dollars (thousand)
, <u> </u>	Construction	Real estate	Others Total Adjustments and Consolidated Eliminations
Revenues: From outside customers Intersegment	\$10,158,752 27,847	\$ 323,493 7,184	\$ 51,875 \$10,534,120 \$ - \$10,534,120 33,418 68,449 (68,449) -
Total Operating expenses	10,186,599 10,074,871	330,677 317,668	85,294 10,602,569 (68,449) 10,534,120 79,424 10,471,963 (70,095) 10,401,868
Operating income	\$ 111,728	\$ 13,008	\$ 5,869 \$ 130,605 \$ 1,646 \$ 132,251
Total Assets Depreciation Capital expenditures	\$11,778,861 60,242 39,059	\$ 3,037,439 49,565 30,464	\$ 814,722 \$15,631,021 \$ (286,526) \$15,344,496 1,832 111,638 (1,175) 110,463 1,115 70,638 - 70,638
Year ended March 31, 2001			U.S.Dollars (thousand)
	Construction	Real estate	Others Total Adjustments and Consolidated Eliminations
Revenues: From outside customers Intersegment	\$ 9,466,924 19,477	\$ 331,894 5,265	\$ 57,450 \$ 9,856,269 \$ - \$ 9,856,269 28,027 52,769 (52,769) -
Total Operating expenses	9,486,401 9,255,492	337,159 308,890	85,477 9,909,038 (52,769) 9,856,269 79,494 9,643,876 (52,624) 9,591,252
Operating income	\$ 230,909	\$ 28,269	\$ 5,983 \$ 265,161 \$ (145) \$ 265,017
Total Assets Depreciation Capital expenditures	\$12,272,418 61,418 50,320	\$ 3,579,719 46,907 37,961	\$ 905,031 \$16,757,168 \$ (268,756) \$16,488,413 1,902 110,226 (1,177) 109,049 1,158 89,438 - 89,438

As mentioned in Note 2-(a), the Company and its consolidated subsidiaries formerly applied the percentage-of-completion method in accounting for construction contracts with a construction period of more than 2 years and a contract amount in excess of ¥15 billion. Effective the year ended March 31, 2002, the Company and its consolidated subsidiaries has applied the percentage-of-completion method in accounting for new construction contracts with a construction period of more than 2 years and a contract amount in excess of ¥5 billion. This change had no impact on the segment information for the year ended March 31, 2002.

(b) Geographic Segments

Information by geographic segments is not presented as domestic sales and assets exceeded 90 per cent. of all segments for the years ended March 31, 2002 and 2001.

(c) Sales by region

Information on sales by region is not presented as domestic sales exceeded 90 per cent. of revenues for the years ended March 31, 2002 and 2001.

13. Derivative financial instruments

Because all derivative instruments held by the Company and it's domestic subsidiaries at 31 st March, 2002 and 2001 were for hedging purposes, the related information on their respective market is not presented as permitted.

14. Commitments and contingent liabilities

(a) Contingent liabilities

The Company and consolidated subsidiaries are contingently liable for the following:

	Japanese Yen (million) March 31		U.S.Dollars (thousand) March 31	
_	FY 2002	FY 2001	FY 2002	FY 2001
Trade notes receivable endorsed	¥ –	¥ 318	\$ -	\$ 2,385
and affiliates Commitments of guarantees for short-term and	1,666	2,115	12,505	15,875
long-term debt of customers and affiliates	1,060	1,030	7,955	7,730

(b) Commitments

Future minimum lease payments (including the interest portion thereon) subsequent to March 31, 2002 and 2001 for finance lease transactions accounted for as operating leases, except for lease agreements which stipulate the transfer of ownership of the leased property to the Company and its subsidiaries and non cancellable operating lease, are summarized as follows:

	Japanese Yen (million) March 31		U.S.Dollars (thousand) March 31	
_	FY 2002	FY 2001	FY 2002	FY 2001
Finance lease with no ownership transaction: Due within one year Due after one year	¥ 1,928 2,122	¥ 1,878 2,458	\$ 14,465 15,927	\$ 14,097 18,444
Total future payments	¥ 4,050	¥ 4,336	\$ 30,392	\$ 32,541
Due within one year Due after one year	¥ 178 1,039	¥ 23 24	\$ 1,337 7,799	\$ 173 181
Total future payments	¥ 1,217	¥ 47	\$ 9,136	\$ 354

15. Subsequent event

On June 27, 2002, the following appropriations of retained earnings were approved at the shareholders' meeting of the Parent company.

	Japanese Yen	U.S.Dollars	
	(million)	(thousand)	
Cash dividends	¥ 2,886	\$ 21,657	



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