

Consolidated Financial Statements

Nomura Research Institute, Ltd.

*At 31st March, 2001 and 2002 and
for the years ended 31st March, 2000, 2001 and 2002 with
Report of Independent Certified Public Accountants*

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Report of Independent Certified Public Accountants

The Board of Directors and Shareholders
Nomura Research Institute, Ltd.

We have audited the accompanying consolidated balance sheets of Nomura Research Institute, Ltd. and its consolidated subsidiaries as of 31st March, 2001 and 2002, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended 31st March, 2002, all expressed in Japanese yen. Our audits were made in accordance with auditing standards, procedures and practices generally accepted and applied in Japan and, accordingly, included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the accompanying consolidated financial statements, expressed in Japanese yen, present fairly the consolidated financial position of Nomura Research Institute, Ltd. and its consolidated subsidiaries at 31st March, 2001 and 2002, and the consolidated results of their operations and their cash flows for each of the three years in the period ended 31st March, 2002 in conformity with accounting principles and practices generally accepted in Japan applied on a consistent basis.

As described in Note 1, Nomura Research Institute, Ltd. and its consolidated subsidiaries adopted new accounting standards for consolidation, research and development costs, and tax-effect accounting in the preparation of their consolidated financial statements for the year ended 31st March, 2000. In addition, Nomura Research Institute, Ltd. and its consolidated subsidiaries also adopted new accounting standards for financial instruments and employees' retirement benefits in the preparation of their consolidated financial statements for the year ended 31st March, 2001.

The U.S. dollar amounts in the accompanying consolidated financial statements with respect to the year ended 31st March, 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 2.



26th June, 2002

See Note 1 which explains the basis of preparation of the consolidated financial statements of Nomura Research Institute, Ltd. under Japanese accounting principles and practices.

Nomura Research Institute, Ltd.

Consolidated Balance Sheets

	(Millions of yen)		(Thousands of U.S. dollars) (Note 2)
	31st March,		31st March,
	2001	2002	2002
Assets			
Current assets:			
Cash and bank deposits (Note 14)	¥ 64,131	¥ 33,181	\$ 249,013
Short-term investment securities (Notes 3 and 14)	20,001	62,022	465,456
Accounts receivable and other receivables (Notes 5 and 20)	34,172	43,998	330,191
Inventories	353	215	1,614
Deferred income taxes (Note 12)	3,355	3,385	25,403
Other current assets	1,463	927	6,957
Allowance for doubtful accounts	(90)	(84)	(630)
Total current assets	<u>123,385</u>	<u>143,644</u>	<u>1,078,004</u>
Property and equipment (Notes 6 and 8):			
Land	8,089	7,635	57,298
Buildings, net	12,519	12,931	97,043
Machinery and equipment, net	11,405	11,256	84,473
Property and equipment, net	<u>32,013</u>	<u>31,822</u>	<u>238,814</u>
Software and other intangibles	16,973	25,736	193,141
Investment securities (Notes 3 and 20)	94,901	75,921	569,763
Investments in affiliates (Note 3)	8,985	8,748	65,651
Deferred income taxes (Note 12)	1,715	1,075	8,068
Other assets (Notes 7 and 20)	11,135	12,951	97,193
Allowance for doubtful accounts	(3)	(4)	(30)
Total assets	<u>¥289,104</u>	<u>¥299,893</u>	<u>\$2,250,604</u>

	(Millions of yen)		(Thousands of U.S. dollars) (Note 2)
	31st March,		31st March,
	2001	2002	2002
Liabilities and shareholders' equity			
Current liabilities:			
Short-term borrowings (Note 9)	¥ 100	¥ –	\$ –
Long-term debt due within one year (Notes 8 and 9)	2,608	608	4,563
Accounts payable	22,024	28,748	215,745
Accrued expenses	9,976	10,134	76,053
Income taxes payable	17,159	8,496	63,760
Other current liabilities	6,007	5,045	37,861
Total current liabilities	57,874	53,031	397,982
Long-term debt (Notes 8 and 9)	3,526	2,918	21,899
Allowance for employees' retirement benefits (Note 10)	19,732	21,754	163,257
Allowance for the welfare pension plan (Note 10)	11,548	–	–
Deferred income taxes (Note 12)	26,258	21,510	161,426
Other long-term liabilities (Notes 11 and 20)	4,994	5,116	38,394
Commitments and contingent liabilities (Note 21)			
Shareholders' equity (Notes 13, 15 and 20):			
Authorised – 150,000,000 shares at 31st March, 2001 and 2002			
Issued – 43,000,000 and 45,000,000 shares at 31st March, 2001 and 2002, respectively	10,100	18,600	139,587
Additional paid-in capital	2,400	14,800	111,069
Retained earnings	104,290	126,136	946,611
Unrealised gain on other securities (Note 3)	48,518	35,593	267,114
Translation adjustments	(136)	437	3,280
Treasury stock, at cost – 100 shares at 31st March, 2002	–	(2)	(15)
Total shareholders' equity	165,172	195,564	1,467,646
Total liabilities and shareholders' equity	¥289,104	¥299,893	\$2,250,604

See accompanying notes to consolidated financial statements.

Nomura Research Institute, Ltd.

Consolidated Statements of Income

	<i>Millions of yen</i>			<i>Thousands of U.S. dollars (Note 2)</i>
	Year ended 31st March,			Year ended 31st March,
	2000	2001	2002	2002
Sales (Note 20)	¥183,616	¥217,984	¥236,569	\$1,775,377
Cost of sales (Note 20)	138,395	160,643	173,636	1,303,084
Gross profit	45,221	57,341	62,933	472,293
Selling, general and administrative expenses (Notes 17, 18 and 20)	25,906	29,498	32,568	244,413
Operating profit	19,315	27,843	30,365	227,880
Other income (expenses):				
Interest and dividend income (Note 20)	1,533	3,368	2,385	17,899
Equity in earnings of affiliates	113	350	297	2,229
Interest expense (Note 9)	(168)	(140)	(135)	(1,013)
Loss on property and equipment (Note 20)	(756)	(5,456)	(320)	(2,402)
(Loss) gain on investment securities (Notes 3, 19 and 20)	(705)	25,437	(516)	(3,872)
Gain on investments in affiliates (Notes 19 and 20)	813	–	–	–
Provision for net retirement benefit obligation at transition (Note 10)	–	(344)	–	–
Actuarial loss (Notes 10 and 19)	–	(6,122)	(1,195)	(8,968)
Provision for the welfare pension plan (Note 10)	(10,574)	(974)	–	–
Reversal of allowance for the welfare pension plan (Notes 10 and 19)	–	–	8,147	61,141
Other, net	19	(333)	(18)	(136)
	(9,725)	15,786	8,645	64,878
Income before income taxes	9,590	43,629	39,010	292,758
Provision for income taxes (Note 12):				
Current	9,880	22,129	11,426	85,749
Deferred	(5,420)	(3,882)	5,220	39,174
	4,460	18,247	16,646	124,923
Net income (Note 15)	¥ 5,130	¥ 25,382	¥ 22,364	\$ 167,835

See accompanying notes to consolidated financial statements.

Nomura Research Institute, Ltd.

Consolidated Statements of Changes in Shareholders' Equity

Millions of yen

	Common stock	Additional paid-in capital	Retained earnings	Unrealised gain on other securities	Translation adjustments	Treasury stock	Total shareholders' equity
Balance at 31st March, 1999	¥10,100	¥2,400	¥68,692	¥	¥ –	¥	¥ 81,192
Net income	–	–	5,130	–	–	–	5,130
Cumulative effect of adoption of tax-effect accounting	–	–	4,689	–	–	–	4,689
Increase resulting from merger of a consolidated subsidiary	–	–	1,201	–	–	–	1,201
Cash dividends paid	–	–	(215)	–	–	–	(215)
Bonuses to directors and statutory auditors	–	–	(160)	–	–	–	(160)
Balance at 31st March, 2000	10,100	2,400	79,337	–	–	–	91,837
Net income	–	–	25,382	–	–	–	25,382
Cash dividends paid	–	–	(215)	–	–	–	(215)
Bonuses to directors and statutory auditors	–	–	(214)	–	–	–	(214)
Unrealised gain on other securities	–	–	–	48,518	–	–	48,518
Translation adjustments	–	–	–	–	(136)	–	(136)
Balance at 31st March, 2001	10,100	2,400	104,290	48,518	(136)	–	165,172
Issuance of 2,000,000 new shares	8,500	12,400	–	–	–	–	20,900
Purchase of treasury stock	–	–	–	–	–	(2)	(2)
Net income	–	–	22,364	–	–	–	22,364
Cash dividends paid	–	–	(215)	–	–	–	(215)
Bonuses to directors and statutory auditors	–	–	(303)	–	–	–	(303)
Unrealised gain on other securities	–	–	–	(12,925)	–	–	(12,925)
Translation adjustments	–	–	–	–	573	–	573
Balance at 31st March, 2002	¥18,600	¥14,800	¥126,136	¥ 35,593	¥437	¥(2)	¥195,564

Thousands of U.S. dollars (Note 2)

	Common stock	Additional paid-in capital	Retained earnings	Unrealised gain on other securities	Translation adjustments	Treasury stock	Total shareholders' equity
Balance at 31st March, 2001	\$ 75,797	\$ 18,011	\$782,664	\$364,113	\$(1,021)	\$ –	\$1,239,564
Issuance of 2,000,000 new shares	63,790	93,058	–	–	–	–	156,848
Purchase of treasury stock	–	–	–	–	–	(15)	(15)
Net income	–	–	167,835	–	–	–	167,835
Cash dividends paid	–	–	(1,614)	–	–	–	(1,614)
Bonuses to directors and statutory auditors	–	–	(2,274)	–	–	–	(2,274)
Unrealised gain on other securities	–	–	–	(96,999)	–	–	(96,999)
Translation adjustments	–	–	–	–	4,301	–	4,301
Balance at 31st March, 2002	\$139,587	\$111,069	\$946,611	\$267,114	\$ 3,280	\$(15)	\$1,467,646

See accompanying notes to consolidated financial statements.

Nomura Research Institute, Ltd.

Consolidated Statements of Cash Flows

	<i>Millions of yen</i>			<i>Thousands of U.S. dollars (Note 2)</i>
	Year ended 31st March,			Year ended 31st March,
	2000	2001	2002	2002
Cash flows from operating activities				
Income before income taxes	¥ 9,590	¥ 43,629	¥ 39,010	\$ 292,758
Adjustments to reconcile income before income taxes to net cash provided by operating activities:				
Depreciation and amortisation	13,005	13,660	12,420	93,208
Interest and dividend income	(1,533)	(3,368)	(2,385)	(17,899)
Interest expense	168	140	135	1,013
Loss on property and equipment	765	5,456	320	2,402
Loss (gain) on investment securities	705	(25,437)	516	3,872
Gain on investments in affiliates	(813)	-	-	-
Changes in operating assets and liabilities:				
Accounts receivable and other receivables, net of advance payments received	(1,537)	(2,501)	(9,976)	(74,867)
Allowance for doubtful accounts	(26)	(29)	(5)	(38)
Accounts payable	(430)	3,925	6,724	50,462
Inventories	(196)	44	138	1,036
Allowance for employees' retirement benefits and welfare pension plan	10,920	8,148	(9,526)	(71,490)
Other	1,974	(147)	(1,014)	(7,609)
Subtotal	32,592	43,520	36,357	272,848
Interest and dividends received	1,605	4,562	1,168	8,765
Interest paid	(148)	(147)	(143)	(1,073)
Income taxes paid	(6,818)	(11,453)	(20,089)	(150,761)
Net cash provided by operating activities	27,231	36,482	17,293	129,779
Cash flows from investing activities				
Acquisition of property and equipment	(10,146)	(6,824)	(7,006)	(52,578)
Proceeds from sales of property and equipment	423	2,023	428	3,212
Increase in software and other intangibles	(8,384)	(10,668)	(15,879)	(119,167)
Proceeds from sales of software and other intangibles	-	668	72	540
Increase in investment securities	(739)	(77)	(2,167)	(16,263)
Proceeds from sales of investment securities	403	30,185	-	-
Increase in investments in affiliates	(400)	(197)	(30)	(225)
Proceeds from sales of investments in affiliates	8,295	60	14	105
Other	49	(624)	(169)	(1,268)
Net cash (used in) provided by investing activities	(10,499)	14,546	(24,737)	(185,644)
Cash flows from financing activities				
Net repayment of short-term borrowings	(2,393)	(400)	(100)	(750)
Proceeds from long-term debt	-	4,169	-	-
Repayment of long-term debt	(3,470)	(5,635)	(2,608)	(19,572)
Proceeds from issuance of new stock	-	-	20,900	156,848
Purchase of treasury stock	-	-	(2)	(15)
Cash dividends paid	(215)	(215)	(215)	(1,614)
Net cash (used in) provided by financing activities	(6,078)	(2,081)	17,975	134,897
Effect of exchange rate changes on cash and cash equivalents	(964)	784	549	4,120
Net increase in cash and cash equivalents	9,690	49,731	11,080	83,152
Cash and cash equivalents at beginning of year	24,702	34,392	84,123	631,317
Cash and cash equivalents at end of year <i>(Note 14)</i>	¥ 34,392	¥ 84,123	¥ 95,203	\$ 714,469

See accompanying notes to consolidated financial statements.

Nomura Research Institute, Ltd.

Notes to the Consolidated Financial Statements

1. Significant Accounting Policies

Description of Business

Nomura Research Institute, Ltd. (the “Company”) is a leading provider in Japan of system solutions services and consulting/knowledge services. System solutions services include the development, installation, operation and management of computer systems and networks. In conjunction with these services, the Company also procures systems equipment and related products for its clients’ systems. Consulting/knowledge services include research on macroeconomic trends, management consulting advice, asset management analyses and information services. Information on the Company’s operations by segment is included in Note 22.

Basis of Presentation

The accompanying consolidated financial statements of the Company and its consolidated subsidiaries have been compiled from those prepared by the Company and its consolidated subsidiaries as required under the Securities and Exchange Law of Japan and have been prepared in accordance with accounting principles and practices generally accepted and applied in Japan which may differ in certain material respects from accounting principles and practices generally accepted in countries and jurisdictions other than Japan.

In addition, the notes to the consolidated financial statements include information which is not required under accounting principles and practices generally accepted in Japan but is presented herein as additional information.

Certain reclassifications have been made to present the accompanying consolidated financial statements in a format which is familiar to readers outside Japan.

Basis of Consolidation

In accordance with a revised accounting standard for consolidation which became effective 1st April, 1999, the accompanying consolidated financial statements for the years ended 31st March, 2000, 2001 and 2002 include the accounts of the Company and significant companies which are controlled directly or indirectly by the Company. All subsidiaries, eleven, thirteen and fourteen for the years ended 31st March, 2000, 2001 and 2002, respectively, have been consolidated. The major consolidated subsidiary is NRI Data Service, Ltd. Effective the year ended 31st March, 2002, NRI Cyber Patent, Ltd., which was formed in 2002, has been initially consolidated.

1. Significant Accounting Policies (continued)

Basis of Consolidation (continued)

All significant intercompany balances and transactions have been eliminated in consolidation. The Company's investments in affiliated companies over which it has the ability to exercise significant influence are accounted for by the equity method and the Company's share of those affiliates' income is included in consolidated income. The major affiliate accounted for by the equity method is NIWS Co. As the Company sold all its shares in Union Computer Service Co. during the year ended 31st March, 2001, Union Computer Service Co. was excluded from the scope of the consolidation for the year ended 31st March, 2002. ViewPalette Planning, Inc., which was both established and liquidated during the year ended 31st March, 2002, has been initially accounted for by the equity method. As a result, the Company's share of the related income for the period up to the selling date or the liquidation date has been included in equity in earnings of affiliates for the years ended 31st March, 2001 and 2002, respectively.

Cash Equivalents

Cash equivalents, as presented in the statements of cash flows, are defined as low-risk, highly liquid, short-term investments (maturing within three months from the acquisition date) which are readily convertible to cash.

Investment Securities

The Company holds investment securities in its major shareholders, The Nomura Holdings, Inc. (formerly The Nomura Securities Co., Ltd.) and Nomura Land and Building Co., Ltd, which are included in "investments in affiliates" in the balance sheets. The Company's accounting policy for those investments is the same as its accounting policy for investment securities described below.

Year ended 31st March, 2000

Listed investment securities are stated principally at the lower of cost or market, and the cost of such securities sold has been determined by the moving average method. Non-listed investment securities are stated at cost and the cost of such securities sold during the year has been determined by the moving average method.

Years ended 31st March, 2001 and 2002

The Company and its consolidated subsidiaries adopted a new accounting standard for financial instruments issued by the Business Accounting Deliberation Council which became effective 1st April, 2000. This standard requires that securities be classified by their holding objectives into "trading," "held-to-maturity" and "other" securities. Other securities include marketable securities and non-marketable securities.

Securities held for trading purposes are stated at market value and the cost of securities sold is determined by the moving average method.

Debt securities held-to-maturity are carried at amortised cost.

1. Significant Accounting Policies (continued)

Investment Securities (continued)

Marketable securities classified as other securities are stated at market value as of the balance sheet date and the cost of securities sold is determined by the moving average method. Unrealised gain or loss on marketable securities classified as other securities is included as a component of shareholders' equity, net of the applicable taxes. Under this accounting standard, if the fair value of the marketable securities classified as other securities has declined significantly, such securities are written down to fair value thus establishing a new cost basis, and the amount of each write-down is charged to income as an impairment loss, unless the fair value is deemed to be recoverable. The Company has established a policy for the recognition of an impairment loss under the following conditions:

- i) All securities whose fair value has declined by more than 50% ;
- ii) Securities whose fair value has declined by more than 30% but less than 50% and for which a recovery to fair value is not deemed probable.

Non-marketable securities classified as other securities are stated at cost and the cost of securities sold has been determined by the moving average method.

As a result of the adoption of this standard, income before income taxes for the year ended 31st March, 2001 decreased by ¥488 million from the amount which would have been recorded under the method followed in the prior year. In addition, investment securities, investments in affiliates and other assets reflected at 31st March, 2001 were higher than the corresponding amounts which would have been recorded under the method followed in the prior year by ¥81,879 million, ¥878 million and ¥405 million, respectively. As a result, total assets at 31st March, 2001 increased by ¥83,162 million over the amount which would have been recorded if the previous year's method had been followed.

Derivative Financial Instruments

Derivative financial instruments are generally required to be stated at fair value. However, the Company and certain consolidated subsidiaries may from time to time enter into interest rate swap agreements in order to manage certain risks arising from adverse fluctuations in the interest rates on their bank loans. The Company and certain consolidated subsidiaries have implemented internal regulations under which they will so hedge any significant interest rate risks. These interest rate swaps meet the criteria for special hedge accounting, under which interest on the swap agreements is accrued as incurred. Hedge accounting has been used, although no evaluation of the effectiveness of the interest rate swaps which meet the above conditions has been undertaken, as is permitted by the accounting standard for financial instruments.

Inventories

Inventories are stated at cost determined based on the identified cost method.

1. Significant Accounting Policies (continued)

Depreciation of Property and Equipment

Property and equipment is stated at cost. Depreciation is calculated principally by the declining-balance method over the useful lives of the related assets. The Company and its domestic consolidated subsidiaries have individually estimated the useful lives of a portion of their machinery and equipment by determining when the machinery and equipment can be judged to be significantly obsolete because of advancements in technology. Buildings (excluding structures attached to the buildings) acquired on or after 1st April, 1998 by the Company and its domestic consolidated subsidiaries have been depreciated by the straight-line method over the useful lives.

Amortisation of Software and Other Intangibles

Development costs of computer software to be sold are amortised based on the estimated volume of sales or the estimated sales revenue, with the minimum amortisation amount calculated based on a useful life of three years. Software intended for use by the Company for the purpose of rendering customer services is being amortised over a useful life of up to five years.

A revised accounting standard for research and development costs issued by the Business Accounting Deliberation Council became effective 1st April, 1999. The Company, however, has continued to follow the former accounting policy both for software to be sold and software intended for internal use if the development was commenced during or prior to the year ended 31st March, 1999. Under this prior accounting policy, software to be sold was recorded as an inventory item and was amortised based on its estimated volume of sales. Subcontractor costs related to software intended for internal use were recorded as long-term prepaid expenses and amortised by the straight-line method over their estimated useful lives.

The presentation of software for the year ended 31st March, 2000 was changed in accordance with the current standard. As a result of adopting the new standard, software included in inventories and long-term prepaid expenses in prior years has been reclassified as “software and other intangibles” in the accompanying consolidated financial statements for the years ended 31st March, 2000, 2001 and 2002.

Intangible assets other than computer software to be sold and software intended for internal use were amortised by the straight-line method over their estimated useful lives for the years ended 31st March, 2001 and 2002.

Allowance for Doubtful Accounts

The allowance for doubtful accounts was provided at the maximum amount allowable for income tax purposes, plus an estimate of the amount of specific uncollectible accounts, for the year ended 31st March, 2000.

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

1. Significant Accounting Policies (continued)

Goodwill

Goodwill is expensed at the time of the related acquisition.

Retirement and Severance Benefits for Employees

The allowance for the welfare pension plan was estimated and provided in order to prepare for future payments under the welfare pension plan needed to cover the portion of the pension liability exceeding the fair appraisal value of the pension plan assets, allocated to the Company and certain of its domestic consolidated subsidiaries for the years ended 31st March, 2000 and 2001.

The allowance for employees' retirement benefits was provided the unamortised total amount which would have been required to have been paid if all eligible employees voluntarily terminated their employment at the balance sheet date, less the benefits to be covered by the employee pension plans, through the year ended 31st March, 2000.

Retirement and Severance Benefits for Employees (continued)

The Company and its domestic consolidated subsidiaries adopted a revised accounting standard for employees' retirement benefits, which was issued by the Business Accounting Deliberation Council and became effective on 1st April, 2000. As a result, the allowance for employees' retirement benefits for the years ended 31st March, 2001 and 2002 have been provided on an accrual basis as of the balance sheet date based on an estimate of the projected benefit obligation and the employees' pension plan assets. The retirement benefit obligation at transition was expensed upon transition. Actuarial gain or loss is charged to income as incurred.

The effect of the adoption of the new standard for retirement benefits was to decrease operating profit and income before income taxes by ¥686 million and ¥7,152 million, respectively, for the year ended 31st March, 2001.

Accrual for Retirement Benefits for Directors and Statutory Auditors

The Company and its domestic consolidated subsidiaries provide an accrual for retirement benefits for directors and statutory auditors at the amount which would be required to be paid in accordance with the Company's or its domestic consolidated subsidiaries' internal regulations if all directors and statutory auditors resigned as of the balance sheet date.

Translation Adjustments

The Company and its consolidated subsidiaries adopted a revised accounting standard for foreign currency translation effective 1st April, 2000. Adoption of this standard had no material impact on the consolidated financial position or results of operations for the year ended 31st March, 2001, except for the reclassification of translation adjustments from a component of assets to shareholders' equity.

1. Significant Accounting Policies (continued)

Leases

Where financing leases do not transfer ownership of the leased property to the lessee, the leased property is not capitalised and the related rental and lease expenses are charged to income as incurred.

Revenue Recognition

In principle, revenue arising from research, consulting projects and system development projects is recognised based on the percentage-of-completion method and revenue from other projects is recognised when these services have been rendered.

Research and Development Expenses

Research and development expenses are charged to selling, general and administrative expenses as incurred.

Income Taxes

Effective 1st April, 1999, the Company and its consolidated subsidiaries adopted tax-effect accounting in accordance with an accounting standard issued by the Business Accounting Deliberation Council in March 1998. As a result, net income increased by ¥5,396 million and retained earnings increased by ¥10,085 million for the year ended 31st March, 2000. The cumulative effect of this change at 1st April, 1999 was credited directly to retained earnings and was reported as “Cumulative effect of adoption of tax-effect accounting” in the consolidated statement of changes in shareholders’ equity for the year ended 31st March, 2000.

Appropriation of retained earnings

Under the Commercial Code of Japan, the appropriation of retained earnings with respect to a given financial period is made by resolution of the shareholders at a general meeting held subsequent to the close of the financial year. The accounts for that period do not, therefore, reflect such appropriations. See Note 23.

2. U.S. Dollar Amounts

The Company maintains its books of account in yen. The U.S. dollar amounts included in the accompanying consolidated financial statements and the notes thereto represent the arithmetic results of translating yen into dollars at ¥133.25 = US\$1.00, the rate of exchange prevailing on 31st March, 2002. The U.S. dollar amounts are included solely for the convenience of the reader and the translation is not intended to imply that the assets and liabilities which originated in yen have been or could be readily converted, realised or settled in U.S. dollars at the above or any other rate.

3. Investments

The following is a summary of market value information regarding other securities included in short-term investment securities, investment securities and investments in affiliates at 31st March, 2001 and 2002:

a) Marketable securities classified as other securities

	<i>Millions of yen</i>					
	<u>Acquisition cost</u>		<u>Carrying amount</u>		<u>Unrealised gain</u>	
	31st March,					
	2001	2002	2001	2002	2001	2002
Equity securities	¥2,602	¥3,085	¥85,360	¥64,662	¥82,758	¥61,577

	<i>Thousands of U.S. dollars</i>		
	<u>Acquisition cost</u>	<u>Carrying amount</u>	<u>Unrealised gain</u>
	31st March, 2002		
Equity securities	\$23,152	\$485,268	\$462,116

Proceeds from gain and loss on marketable securities classified as other securities during the year ended 31st March, 2001 were as follows:

	<i>Millions of yen</i>
Proceeds	¥30,185
Gross gain	26,496
Gross loss	797

During the year ended 31st March, 2002, no marketable securities classified as other securities were sold.

Losses on devaluation of the marketable securities classified as other securities as a result of the permanent decline totaled ¥119 million (\$893 thousand) for the year ended 31st March, 2002.

b) Non-marketable securities classified as other securities

	<i>Millions of yen</i>		<i>Thousands of U.S. dollars</i>
	<u>31st March,</u>		<u>31st March,</u>
	2001	2002	2002
Noncurrent:			
Equity securities	¥10,642	¥11,810	\$ 88,630
Domestic bonds due within five years	7,000	7,000	52,533
Other (money management funds)	20,001	20,016	150,214
Other (free financial funds)	–	30,008	225,201
Other (commercial paper)	–	11,998	90,041

3. Investments (continued)

Investments in affiliates include investments in net assets of affiliate companies accounted for under the equity method totaling ¥884 million and ¥1,197 million (\$8,983 thousand) at ended 31st March, 2001 and 2002, respectively.

4. Derivatives

Because all derivatives held by a certain consolidated subsidiary at 31st March, 2001 and 2002 were for hedging purposes, the related information on their respective market value has not been presented.

5. Accounts Receivable and Other Receivables

For projects which have not been completed as of the balance sheet date, the percentage-of-completion method is applied and the estimated revenue considered to be earned from each project has been included in accounts receivable and other receivables in amounts of ¥6,218 million and ¥7,720 million (\$57,936 thousand) for the years ended 31st March, 2001 and 2002, respectively.

6. Property and Equipment

Property and equipment are summarised as follows:

	<i>Years</i>	<i>Millions of yen</i>		<i>Thousands of</i>
		31st March,		31st March,
	Useful life	2001	2002	2002
Land		¥ 8,089	¥ 7,635	\$ 57,298
Buildings	15 - 50	30,613	31,652	237,538
Machinery and equipment	3 - 15	43,296	42,975	322,514
Accumulated depreciation		(49,985)	(50,440)	(378,536)
Property and equipment, net		<u>¥ 32,013</u>	<u>¥ 31,822</u>	<u>\$238,814</u>

7. Other Assets

Other assets consisted of the following:

	<i>Millions of yen</i>		<i>Thousands of</i>
	31st March,		31st March,
	2001	2002	2002
Lease deposits	¥ 6,862	¥ 8,517	\$63,918
Investment partnerships	2,193	2,503	18,784
Other	2,080	1,931	14,491
Other assets	<u>¥11,135</u>	<u>¥12,951</u>	<u>\$97,193</u>

Other includes golf club memberships.

8. Pledged Assets

The following assets at 31st March, 2001 and 2002 were pledged as collateral for obligations of the Company:

	<i>Millions of yen</i>		<i>Thousands of</i>
	31st March,		<i>U.S. dollars</i>
	2001	2002	31st March,
Land	¥2,682	¥2,682	\$20,128
Buildings, net	1,197	1,159	8,698
	<u>¥3,879</u>	<u>¥3,841</u>	<u>\$28,826</u>

The obligations secured by such collateral at 31st March, 2001 and 2002 were:

	<i>Millions of yen</i>		<i>Thousands of</i>
	31st March,		<i>U.S. dollars</i>
	2001	2002	31st March,
Long-term debt due within one year	¥ 208	¥ 208	\$ 1,561
Long-term debt	2,726	2,518	18,897
	<u>¥2,934</u>	<u>¥2,726</u>	<u>\$20,458</u>

9. Short-Term Borrowings and Long-Term Debt

Unsecured short-term borrowings at 31st March, 2001 represent short-term bank borrowings, which were scheduled to mature within one year at weighted average interest rate of 0.7%. At 31st March, 2002, no short-term bank borrowings were recorded.

Long-term debt consisted of the following:

	<i>Millions of yen</i>		<i>Thousands of</i>
	31st March,		<i>U.S. dollars</i>
	2001	2002	31st March,
Loans principally from banks and insurance companies due through 2015	¥6,134	¥3,526	\$26,462
Less current portion	2,608	608	4,563
Long-term debt	<u>¥3,526</u>	<u>¥2,918</u>	<u>\$21,899</u>

The weighted average interest rates on long-term debt due within one year were 1.9% and 2.4% at 31st March, 2001 and 2002, respectively, and the weighted average interest rates on the noncurrent portion of long-term debt were 3.0% and 3.1% at 31st March, 2001 and 2002, respectively.

9. Short-Term Borrowings and Long-Term Debt (continued)

The annual maturities of long-term debt subsequent to 31st March, 2002 are summarised as follows:

Years to maturities	<i>Millions of yen</i>	<i>Thousands of U.S. dollars</i>
	31st March, 2002	31st March, 2002
Due within one year	¥ 608	\$ 4,563
Due in 1 - 2 years	608	4,563
Due in 2 - 3 years	208	1,561
Due in 3 - 4 years	208	1,561
Due after 4 years	1,894	14,214
Total	<u>¥3,526</u>	<u>\$26,462</u>

10. Retirement and Severance Benefits

Employees of the Company and its domestic consolidated subsidiaries who terminate their employment are entitled, under most circumstances, to lump-sum payments and/or annuity payments as described below, determined by reference to their current basic rate of pay, length of service and the conditions under which the termination occurs.

The Company and certain of its domestic consolidated subsidiaries have noncontributory defined benefit pension plans funded through trust banks and insurance companies (the "employee pension plans").

In addition, substantially all employees of the Company and employees of its consolidated domestic subsidiaries were covered under an industry-wide, multi-employer welfare pension plan administered by the Japan Securities Dealers Employees' Pension Fund in coordination with the contributory governmental welfare pension plan (the "welfare pension plan") until the withdrawal of the Company and certain of its domestic consolidated subsidiaries from the welfare pension plan during the year ended 31st March, 2002. The welfare pension plan consisted of a contributory and a non-contributory portion. The non-contributory portion of the welfare pension plan was funded as an additional portion of the contributory governmental welfare pension plan in conformity with the funding requirements and with the applicable regulations stipulated by the Japanese government.

During the year ended 31st March, 2000, the Company noted that the welfare pension plan was facing certain difficulties due to the low rate of return on the plan assets, primarily as a result of the low interest rates in Japan and the decrease in the number of participants. The Company and certain of its domestic consolidated subsidiaries calculated the future benefit payment obligation in excess of the fair value of the assets funded for the welfare pension plan, and recorded a liability of ¥10,574 million for the year ended 31st March, 2000 and increased this liability by ¥974 million which arose primarily as a result of a change of the discount rate for the year ended 31st March, 2001. However, the allowance for the welfare pension plan was reversed as of 31st March, 2002 because of the withdrawal from the welfare pension plan. Upon withdrawal, ¥3,401 million (U.S. \$25,523 thousand) of the allowance was contributed to the fund and the remaining ¥8,147 million (U.S. \$61,141 thousand) was recorded in other income for the year ended 31st March, 2002. The required contributions to the welfare pension plan until the withdrawal from the welfare pension plan were accounted for as service cost based on the revised accounting standard for retirement benefits for employees, Supplement No. 12.

10. Retirement and Severance Benefits (continued)

The following table sets forth the funded and accrued status of the retirement and severance benefit plans, and the amounts recognised in the consolidated balance sheets at 31st March, 2001 and 2002 for the Company's and its consolidated subsidiaries' defined benefit plans:

	<i>Millions of yen</i>		<i>Thousands of</i>
	31st March,		<i>U.S. dollars</i>
	2001	2002	31st March,
			2002
Retirement benefit obligation	¥(40,546)	¥(43,727)	\$(328,158)
Plan assets at fair value	20,814	21,973	164,901
Unfunded retirement benefit obligation recognised on the balance sheets	¥(19,732)	¥(21,754)	\$(163,257)

In addition to the above pension plan assets, the assets of the welfare pension plan amounted to ¥22,757 million at 31st March, 2001.

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

	<i>Millions of yen</i>		<i>Thousands of</i>
	31st March,		<i>U.S. dollars</i>
	2001	2002	31st March,
			2002
Service cost	¥ 3,242	¥3,467	\$26,019
Interest cost	999	961	7,212
Expected return on plan assets	(310)	(312)	(2,341)
Provision for net retirement benefit obligation at transition	344	–	–
Actuarial loss	6,122	1,195	8,968
Total	¥10,397	¥5,311	\$39,858

Contributions to the welfare pension plan made by the time of the Company's withdrawal from the welfare pension plan are included in service cost presented above.

In addition to the above, the special contribution of ¥3,400 million (\$25,516 thousand) was made at the time of the Company's withdrawal from the welfare pension plan.

The assumptions used in accounting for the above plans are summarised as follows:

	31st March,	
	2001	2002
Discount rate at end of the year	2.4%	2.3%
Expected rate of return on plan assets	1.5%	1.5%

Discount rate at 1st April, 2000 was 3.0 per cent.

11. Other Long-Term Liabilities

Other long-term liabilities included an accrual for retirement benefits for directors and statutory auditors in amounts of ¥995 million and ¥1,116 million (\$8,375 thousand) at 31st March, 2001 and 2002, respectively.

12. Income Taxes

The significant components of deferred income tax assets and liabilities were as follows:

	<i>Millions of yen</i>		<i>Thousands of U.S. dollars</i>
	31st March,		31st March,
	2001	2002	2002
Deferred income tax assets:			
Employees' retirement benefits	¥ 6,876	¥ 7,759	\$ 58,229
Welfare pension plan	4,850	—	—
Depreciation	3,811	3,163	23,737
Accrued bonuses	1,577	2,040	15,310
Other	2,752	2,613	19,610
	<u>19,866</u>	<u>15,575</u>	<u>116,886</u>
Deferred income tax liabilities:			
Unrealised gain on other securities	(35,133)	(25,774)	(193,426)
Special tax-purpose reserve	(5,861)	(6,798)	(51,017)
Other	(60)	(53)	(398)
	<u>(41,054)</u>	<u>(32,625)</u>	<u>(244,841)</u>
Deferred tax liabilities, net	<u>¥(21,188)</u>	<u>¥(17,050)</u>	<u>\$(127,955)</u>

Income taxes applicable to the Company and its consolidated subsidiaries consist of corporation, inhabitants' and enterprise taxes which, in the aggregate, resulted in a statutory tax rate of approximately 42 per cent. for each of the years ended 31st March, 2000, 2001 and 2002. The effective tax rates reflected in the accompanying consolidated statements of income differ from the statutory tax rate primarily due to the effect of permanent nondeductible expenses; however, such difference was not material. The difference in these tax rates for the year ended 31st March, 2000 was considered to be immaterial after the deduction of the additional tax paid during the year from the computation of the effective tax rate.

13. Shareholders' Equity

On 1st October, 2001, an amendment (the "Amendment") to the Commercial Code of Japan (the "Code") became effective. The Amendment eliminates the stated par value of the Company's outstanding shares, which resulted in all outstanding shares having no par value as of 1st October, 2001. The Amendment also provides that all share issuances after 30th September, 2001 will be of shares with no par value. Prior to the date on which the Amendment became effective, the Company's shares had a par value of ¥50 per share.

13. Shareholders' Equity (continued)

The Code provides that an amount equal to at least 10% of the amount to be disbursed as distributions of earnings should be appropriated to the legal reserve until the sum of the legal reserve and additional paid-in capital equals 25% of the common stock account. The Code also stipulates that, to the extent that the sum of additional paid-in capital account and the legal reserve exceed 25% of the common stock account, the amount of any such excess is available for appropriation by resolution of the shareholders. In accordance with the Code, the Company has provided a legal reserve which is included in retained earnings. This reserve amounted to ¥25 million and ¥70 million (\$4,278 thousand) as of 31st March, 2001 and 2002, respectively.

Unrealised gain on other securities is not available for dividends.

On 18th May, 2000, the Board of Directors of the Company approved a resolution for a stock split (from a par value of ¥500 to ¥50) effective 8th August, 2000, which resulted in an increase of 38,700,000 in the number of shares of common stock in issue. An amendment to the Articles of Incorporation of the Company to reflect this stock split was approved at a shareholders' meeting held on 30th June, 2000.

Unrealised gain on other securities includes an unrealised gain of ¥17 million and an Unrealised loss of ¥122 million (\$916 thousand) on investment partnerships recorded as other assets for the years ended 31st March, 2001 and 2002, respectively.

14. Cash and Cash Equivalents

A reconciliation between cash and bank deposits in the consolidated balance sheets at 31st March, 2001 and 2002 and cash and cash equivalents in the corresponding statements of cash flows is as follows:

	<i>Millions of yen</i>		<i>Thousands of U.S. dollars</i>
	31st March,		31st March,
	2001	2002	2002
Cash and bank deposits	¥64,131	¥33,181	\$249,013
Short-term investments maturing within three months from the acquisition dates	20,001	62,022	465,456
Total	84,132	95,203	714,469
Time deposits with a maturity of more than three months when deposited	(9)	—	—
Cash and cash equivalents	¥84,123	¥95,203	\$714,469

15. Per Share Data

Per share data are summarised as follows:

	<i>Yen</i>			<i>U.S. dollars</i>
	31st March,			31st March,
	2000	2001	2002	2002
Per share data:				
Net income	¥ 119.32	¥ 590.27	¥ 513.24	\$ 3.85
Shareholders' equity	2,135.76	3,841.20	4,345.88	32.61

The computation of basic net income and net assets per share is based on the weighted average number of shares of common stock outstanding during each year and the number of shares outstanding at each balance sheet date, respectively. Diluted net income per share has not been computed as neither the Company nor its consolidated subsidiaries have issued debentures, convertible bonds, stock options or warrants which would be potentially dilutive.

The per share data as of and for the year ended 31st March, 2000 and 2001 has been adjusted retroactively for the stock split which became effective on 8th August, 2000.

16. Leases

1) Lessee

The following pro forma amounts represent the acquisition costs, accumulated depreciation and net book value of the leased assets as of 31st March, 2001 and 2002, which would have been reflected in the consolidated balance sheets if finance lease accounting had been applied to the finance leases currently accounted for as operating leases:

	<i>Millions of yen</i>					
	Acquisition costs		Accumulated depreciation		Net book value	
	31st March,					
	2001	2002	2001	2002	2001	2002
Machinery and equipment	¥14,518	¥15,326	¥6,137	¥7,997	¥8,381	¥7,329
Software	733	1,045	158	344	575	701
Total	<u>¥15,251</u>	<u>¥16,371</u>	<u>¥6,295</u>	<u>¥8,341</u>	<u>¥8,956</u>	<u>¥8,030</u>

	<i>Thousands of U.S. dollars</i>		
	Acquisition costs	Accumulated depreciation	Net book value
	31st March, 2002		
Machinery and equipment	\$115,017	\$60,015	\$55,002
Software	7,842	2,582	5,260
Total	<u>\$122,859</u>	<u>\$62,597</u>	<u>\$60,262</u>

16. Leases (continued)

1) Lessee (continued)

Lease payments, depreciation and interest expense for these finance leases are summarised as follows:

	<i>Millions of yen</i>			<i>Thousands of U.S. dollars</i>
	31st March,			31st March,
	2000	2001	2002	2002
Lease payments	¥2,684	¥2,899	¥3,445	\$25,854
Depreciation	2,560	2,779	3,258	24,450
Interest expense	178	172	187	1,403

Future minimum lease payments on finance leases accounted for as operating leases and noncancelable operating leases are summarised as follows:

	<i>Millions of yen</i>				<i>Thousands of U.S. dollars</i>	
	Finance leases		Operating leases		Finance leases	Operating leases
	31st March,		31st March,		31st March,	
	2001	2002	2001	2002	2002	
Future minimum lease payments due:						
Within one year	¥ 3,385	¥3,678	¥223	¥293	\$27,602	\$2,199
Thereafter	6,960	5,753	592	532	43,174	3,992
Total	<u>¥10,345</u>	<u>¥9,431</u>	<u>¥815</u>	<u>¥825</u>	<u>\$70,776</u>	<u>\$6,191</u>

2) Lessor

The following amounts represents the acquisition costs, accumulated depreciation and net book value of the leased assets relating to finance leases accounted for as operating leases at 31st march, 2001 and 2002.

	<i>Millions of yen</i>					
	Acquisition costs		Accumulated depreciation		Net book value	
	31st March,		31st March,		31st March,	
	2001	2002	2001	2002	2001	2002
Machinery and equipment	¥1,193	¥1,169	¥731	¥1,078	¥462	¥ 91
Software	142	142	86	131	56	11
Total	<u>¥1,335</u>	<u>¥1,311</u>	<u>¥817</u>	<u>¥1,209</u>	<u>¥518</u>	<u>¥102</u>

16. Leases (continued)

2) Lessor(continued)

	<i>Thousands of U.S. dollars</i>		
	Acquisition costs	Accumulated depreciation	Net book value
	31st March, 2002		
Machinery and equipment	\$8,773	\$8,090	\$683
Software	1,066	983	83
Total	\$9,839	\$9,073	\$766

Lease revenue, depreciation and interest income for these finance leases are summarised as follows:

	<i>Millions of yen</i>			<i>Thousands of U.S. dollars</i>
	Year ended 31st March,			Year ended 31st March,
	2000	2001	2002	2002
Lease revenue	¥1,113	¥765	¥501	\$3,760
Depreciation	871	597	412	3,092
Interest income	377	143	55	413

Future minimum lease income for finance leases is summarised as follows:

	<i>Millions of yen</i>				<i>Thousands of U.S. dollars</i>	
	Finance leases		Subleases*		Finance leases	Sub- leases*
	31st March,		31st March,		31st March,	
	2001	2002	2001	2002	2002	
Future minimum lease income due:						
Within one year	¥501	¥131	¥ 872	¥ 990	\$983	\$ 7,430
Thereafter	139	-	1,658	1,867	-	14,011
Total	¥640	¥131	¥2,530	¥2,857	\$983	\$21,441

* Approximately the same amount has been included in the lessees' future minimum lease payments due.

17. Selling, General and Administrative Expenses

The details of selling, general and administrative expenses are summarised as follows:

	<i>Millions of yen</i>			<i>Thousands of</i>
	31st March,			<i>U.S. dollars</i>
	2000	2001	2002	31st March,
				2002
Personnel expenses	¥12,383	¥13,503	¥14,818	\$111,205
Rent	3,050	2,690	4,103	30,792
Subcontractor costs	3,719	5,183	5,136	38,544
Other	6,754	8,122	8,511	63,872
Total	¥25,906	¥29,498	¥32,568	\$244,413

18. Research and Development Costs

Research and development costs included in selling, general and administrative expenses are summarised as follows:

	<i>Millions of yen</i>		<i>Thousands of</i>
	31st March,		<i>U.S. dollars</i>
	2001	2002	31st March,
			2002
	¥2,620	¥3,051	\$22,897

19. Other Income (Expenses)

1) Gain on investment securities

Gain on investment securities for the year ended 31st March, 2001 consisted principally of gain on the sale of 19,955,708 shares of Kokusai Securities Co., Ltd., net of loss on the sale of 61,500 shares of Nomura Finance Co., Ltd.

2) Loss on investment securities

Loss on investment securities for the year ended 31st March, 2000 consisted principally of loss on the devaluation of shares of Nomura Finance Co., Ltd.

Loss on investment securities for the year ended 31st March, 2002 consisted principally of loss on the devaluation of shares of 7dream.com and ARGO 21 Corp. as a result of their decline in value which was deemed permanent.

19. Other Income (Expenses)

3) Gain on investments in affiliates

Gain on investments in affiliates for the years ended 31st March, 2000, 2001 and 2002 is summarised as follows:

	<i>Millions of yen</i>			<i>Thousands of</i>
	31st March,			<i>U.S. dollars</i>
	2000	2001	2002	31st March,
				2002
Gain on sales of investments in affiliates	¥1,836	¥ –	¥ –	\$ –
Gain on liquidation of an affiliate	1	–	–	–
Loss on sales of investments in affiliates	(408)	–	–	–
Loss on liquidation of affiliates	(616)	–	–	–
	<u>¥ 813</u>	<u>¥ –</u>	<u>¥ –</u>	<u>\$ –</u>

Gain on sales of investments in affiliates for the year ended 31st March, 2000 reflects sales of 768,700 shares of Nomura Asset Management Co., Ltd. in 2000.

Gain on the liquidation of an affiliate for the year ended 31st March, 2000 relates to the liquidation of Nomura Research International Company Limited in 2000.

Loss on sales of investments in affiliates for the year ended 31st March, 2000 mainly relates to the sale of 12,500 shares of Nomura Europe Investment Holding B.V.

Loss on the liquidation of affiliates for the year ended 31st March, 2000 relates to the liquidation of Naigai Data Service Co., Ltd. and Nomura Computer Systems Europe Limited in amounts of ¥415 million and ¥201 million, respectively.

4) Actuarial loss

Actuarial loss for the years ended 31st March, 2001 and 2002 arose primarily as a result of a change in the discount rates and lower actual return on pension plan assets than expected.

5) Reversal of allowance for the welfare pension plan

Reversal of allowance for the welfare pension plan for the year ended 31st March, 2002 resulted from the Company's withdrawal from the welfare pension plan.

20. Related Party Transactions

Related party transactions for the years ended 31st March, 2000, 2001 and 2002 and the respective balances at 31st March, 2001 and 2002 were as follows:

1) Transactions

Related party	Nature of transaction	Millions of yen			Thousands of
		31st March,			U.S. dollars
		2000	2001	2002	31st March, 2002
a) Major shareholders					
Nomura Holdings, Inc.	Sales	¥36,462	¥46,421	¥48,967	\$367,482
(formerly The Nomura Securities Co., Ltd.)	Sale of investment in Nomura Investor Relations Co., Ltd.	134	–	–	–
*1	Gain on above sale	54	–	–	–
	Sale of investment in Nomura Satellite Communications Co., Ltd.	131	–	–	–
	Gain on above sale	11	–	–	–
	Sale of investment securities of Nomura Research and Advisory Co., Ltd.	110	–	–	–
	Gain on above sale	60	–	–	–
	Sale of investment in Nomura Asset Management Co., Ltd.	6,918	–	–	–
	Gain on above sale	1,827	–	–	–
Nomura Land and Building Co., Ltd.	Sale of investment in Nomura Europe Investment Holding B.V.	384	–	–	–
	Loss on above sale	518	–	–	–
Nomura Asset Management Co., Ltd.	Sale of investment in Axa Rosenberg Investment Management Co., Ltd.	86	–	–	–
	Loss on above sale	13	–	–	–
	Sale of investment securities of Nomura Asset Management U.S.A. Inc.	249	–	–	–
	Loss on above sale	147	–	–	–

20. Related Party Transactions (continued)

1) Transactions (continued)

Related party	Nature of transaction	Millions of yen			Thousands of
		31st March,			U.S. dollars
		2000	2001	2002	31st March, 2002
b) Consolidated subsidiary					
NRI Shared Service Co., Ltd.	Sale of land and buildings	¥ –	¥4,119	¥ –	\$ –
	Gain on above sale *	–	53	–	–
	Loss on above sale	–	4,516	–	–
	* This gain has been eliminated in the process of consolidation.				
c) Major shareholders' subsidiaries					
Nomura Real Estate Development Co., Ltd.	Rent	3,974	3,703	3,865	29,006
Nomura Finance Co., Ltd.	Purchase of leased assets and lease receivables	1,411	–	–	–
N.F. Biru Investments Co., Ltd.	Interest received	202	202	201	1,508
The Nomura Securities Co., Ltd. *1 *2	Subscription received for new stocks	–	–	20,900	156,848
	Underwriting commission of new stocks	–	–	(1,100)	(8,255)
Nomura Financial Resources Corporation	Loan	–	–	20,000	150,094
	Interest received on loan	–	–	2	15

2) Balances

Related party	Nature of transaction	Millions of yen		Thousands of
		31st March,		U.S. dollars
		2001	2002	31st March, 2002
a) Major shareholders				
Nomura Holdings, Inc. (formerly The Nomura Securities Co., Ltd.) *1	Accounts receivable and other receivables	¥4,794	¥5,768	\$43,287
	Lease deposits received	4,000	4,000	30,019
b) Major shareholders' subsidiaries				
Nomura Real Estate Development Co., Ltd.	Lease deposits paid	2,984	3,543	26,589
N.F. Biru Investments Co., Ltd.	Investment securities (bonds)	7,000	7,000	52,533

20. Related Party Transactions (continued)

2) Balances (continued)

- *1 The former Nomura Securities Co., Ltd. separated its securities and other businesses and became a holding company of the current Nomura Securities Co., Ltd. on 1st October, 2001. Accordingly, the former Nomura Securities Co., Ltd. changed its business name to Nomura Holdings, Inc. on the same date. As a result, the securities and other businesses of the former Nomura Securities Co., Ltd. were transferred to the current Nomura Securities Co., Ltd.

Transactions with Nomura Holdings, Inc. and the current Nomura Securities Co., Ltd. were equal to those with the former Nomura Securities. Sales to Nomura Holdings, Inc. and the current Nomura Securities Co., Ltd. totaled ¥50,752 million (\$380,878 thousand) and the corresponding accounts receivable amounted to ¥5,879 million (\$44,120 thousand) as of 31st March, 2002.

- *2 For issuance of the Company's new stocks, the capital subscription was paid to the Company at subscription price of ¥10,450 per share and the new stocks were issued at ¥11,000 per share.

21. Contingent Liabilities

The Company guaranteed unsecured bonds issued by South Plaza Co. in amounts of ¥10,992 million and ¥10,728 million (\$80,510 thousand) at 31st March, 2001 and 2002, respectively. In March 1999, the Company entered into a trust agreement (effective from 30th March, 1999 to 22nd March, 2004) for real estate management and disposal, and contributed land and buildings which had been used as its Osaka Data Center to the trust in exchange for a beneficial interest in this trust, for which the Daiwa Bank was engaged as custodian. The Daiwa Bank has the option of selling the real estate to one of the Company's domestic subsidiaries if the price of the real estate declined below a specific level. The Company then sold this beneficial interest to South Plaza Co., which is a domestic special purpose company. South Plaza Co. issued unsecured bonds as a means of securitisation and the Company guaranteed these bonds. Cash flows generated by the real estate assets in the trust are being utilised for the future repayment of the principal of the bonds and payment of interest on the bonds.

22. Segment Information

Business segment information is presented under two categories:

- the systems solution services business, which includes developing and managing computer systems, selling software packages and selling computer equipment and related products.
- the consulting/knowledge services business, which includes providing investigation/research services, management consulting services and support services relating to the asset management business and the Company's e-commerce information technology business.

22. Segment Information (continued)

The business segment information of the Company and its consolidated subsidiaries for the years ended 31st March, 2000, 2001 and 2002 is summarised as follows:

Business segments

<i>Millions of yen</i>					
Year ended 31st March, 2000					
	System solutions services	Consulting/ knowledge services	Total	Eliminations and corporate	Consolidated
I. Sales and operating profit					
Sales to external customers	¥155,201	¥28,415	¥183,616	¥ –	¥183,616
Intersegment sales or transfers	2,018	342	2,360	(2,360)	–
Total sales	157,219	28,757	185,976	(2,360)	183,616
Operating expenses	138,700	27,962	166,662	(2,361)	164,301
Operating profit	¥ 18,519	¥ 795	¥ 19,314	¥ 1	¥ 19,315
II. Total assets, depreciation and amortisation and capital expenditures					
Total assets	¥ 90,259	¥23,116	¥113,375	¥54,899	¥168,274
Depreciation and amortisation	11,080	1,925	13,005	–	13,005
Capital expenditures	12,581	6,810	19,391	(30)	19,361

<i>Millions of yen</i>					
Year ended 31st March, 2001					
	System solutions services	Consulting/ knowledge services	Total	Eliminations and corporate	Consolidated
I. Sales and operating profit					
Sales to external customers	¥185,351	¥32,633	¥217,984	¥ –	¥217,984
Intersegment sales or transfers	2,489	1,620	4,109	(4,109)	–
Total sales	187,840	34,253	222,093	(4,109)	217,984
Operating expenses	160,979	33,264	194,243	(4,102)	190,141
Operating profit	¥ 26,861	¥ 989	¥ 27,850	¥ (7)	¥ 27,843
II. Total assets, depreciation and amortisation and capital expenditures					
Total assets	¥ 85,839	¥23,435	¥109,274	¥179,830	¥289,104
Depreciation and amortisation	10,357	3,303	13,660	–	13,660
Capital expenditures	13,943	3,447	17,390	–	17,390

<i>Millions of yen</i>					
Year ended 31st March, 2002					
	System solutions services	Consulting/ knowledge services	Total	Eliminations and corporate	Consolidated
I. Sales and operating profit					
Sales to external customers	¥199,758	¥36,811	¥236,569	¥ –	¥236,569
Intersegment sales or transfers	2,758	1,567	4,325	(4,325)	–
Total sales	202,516	38,378	240,894	(4,325)	236,569
Operating expenses	174,981	35,541	210,522	(4,318)	206,204
Operating profit	¥ 27,535	¥ 2,837	¥ 30,372	¥ (7)	¥ 30,365
II. Total assets, depreciation and amortisation and capital expenditures					
Total assets	¥106,019	¥22,944	¥128,963	¥170,930	¥299,893
Depreciation and amortisation	9,043	3,377	12,420	–	12,420
Capital expenditures	19,271	3,456	22,727	–	22,727

22. Segment Information (continued)

Business segments (continued)

Corporate assets included under “Eliminations and corporate” at 31st March, 2000, 2001 and 2002 amounted to ¥55,107 million, ¥180,809 million and ¥171,356 million (\$1,285,974 thousand), respectively, and consisted principally of surplus funds and investment securities.

<i>Thousands of U.S. dollars</i>					
Year ended 31st March, 2002					
	System solutions services	Consulting/ knowledge services	Total	Eliminations and corporate	Consoli- dated
I. Sales and operating profit					
Sales to external customers	\$1,499,122	\$276,255	\$1,775,377	\$ –	\$1,775,377
Intersegment sales or transfers	20,698	11,760	32,458	(32,458)	–
Total sales	1,519,820	288,015	1,807,835	(32,458)	1,775,377
Operating expenses	1,313,178	266,724	1,579,902	(32,405)	1,547,497
Operating profit	<u>\$ 206,642</u>	<u>\$ 21,291</u>	<u>\$ 227,933</u>	<u>\$ (53)</u>	<u>\$ 227,880</u>
II. Total assets, depreciation and amortisation and capital expenditures					
Total assets	\$ 795,640	\$172,187	\$ 967,827	\$1,282,777	\$2,250,604
Depreciation and amortisation	67,865	25,343	93,208	–	93,208
Capital expenditures	144,623	25,936	170,559	–	170,559

Geographical segments

Because sales in the domestic segment constituted more than 90% of total segment sales for the years ended 31st March, 2000, 2001 and 2002, geographical segment information has not been presented.

Overseas sales

Because overseas sales were less than 10% of consolidated sales for the years ended 31st March, 2000, 2001 and 2002, no disclosure of overseas sales has been made.

23. Subsequent Event

- 1) On 26th June, 2002, a stock option plan in accordance with the Commercial Code of Japan was approved at the annual general meeting of the Company's shareholders. Under this plan, subscription rights to purchase up to 90,000 new shares of the Company's common stock are to be granted to the Company's directors and executive directors and the directors of its domestic subsidiaries subject to the approval of the Board of Directors. The subscription rights are exercisable at 105% of the average closing price of Company's shares of common stock on the Tokyo Stock Exchange for the month prior to the month in which the subscription rights are issued, or at the closing price on the date of issuance, whichever is higher. These subscription rights are exercisable over a three-year period from 1st July, 2004 to 30th June, 2007 provided that the directors, as of the exercise date, remain in their positions with the Company and its domestic subsidiaries.

Approval of the Board of Directors is necessary in order to transfer ownership of the subscription rights.

- 2) The following appropriations of retained earnings of the Company, which have not been reflected in the consolidated financial statements for the year ended 31st March, 2002, were approved at a meeting of the shareholders held on 26th June, 2002:

	<i>Millions of yen</i>	<i>Thousands of U.S. dollars</i>
Year-end cash dividends (¥20.00 = \$0.15 per share)	¥899	\$6,747
Directors' bonuses inclusive of statutory auditors' portion of ¥24 million (\$180 thousand)	269	2,019

SUMMARY OF CERTAIN SIGNIFICANT DIFFERENCES BETWEEN JAPANESE AND U.S. GENERALLY ACCEPTED ACCOUNTING PRINCIPLES

The accompanying consolidated financial statements of the Company have been prepared in conformity with Japanese GAAP, which differs from U.S. GAAP in certain material respects. Such differences are discussed below and address only those differences related to the consolidated financial statements. In addition, no attempt has been made to identify disclosure, presentation or classification differences that would affect the manner in which transactions and events are presented in the financial statements.

The significant differences between Japanese GAAP and U.S. GAAP which would affect the determination of consolidated net income and shareholders' equity of the Company are set out below::

1. Valuation of Securities

Until the year ended March 31, 2000, under Japanese GAAP, investments in marketable securities as well as non-marketable securities, could be stated at cost. Effective the financial year commencing on or after April 1, 2000, the current market value and unrealized gains or losses on securities held for trading purposes are to be recognized based on the market value method and to be charged to income. Debt securities held-to-maturity are to be stated by the amortized cost method and the amortized costs are to be charged to income. Marketable securities other than securities held for trading purposes and debt securities held-to-maturity are to be stated by the market value and the related unrealized gains or losses are recognized and presented as a component of shareholders' equity, net of the applicable taxes.

The new standard is effective for the financial years beginning on or after April 1, 2000, and requires the classification of certain investments in debt securities and equity securities similar to the classification under U.S. GAAP.

The Company has neither securities held for trading purposes nor debt securities held-to-maturity as of March 31, 2000, 2001 and 2002.

Under U.S. GAAP, investments in equity securities which have readily determinable fair values, except for all investments accounted for by the equity method, and all investments in debt securities, are to be classified in three categories and accounted for as follows:

- (i) Debt securities which the enterprise has the positive intent and ability to hold to maturity are classified as held-to-maturity securities and reported at amortized cost. Unrealized gains and losses are not reported in the financial statements until realized or until a decline in fair value below cost is deemed to be other than temporary.
- (ii) Debt and marketable equity securities which are acquired and held principally for the purpose of selling them in the near term are classified as trading securities and reported at fair value, with unrealized gains and losses included in earnings.
- (iii) Debt and equity securities not classified as either held-to-maturity securities or trading securities are classified as other securities and reported at fair value, with unrealized gains and losses excluded from earnings and reported as a separate component of shareholders' equity.

2. Leases Capitalized as Assets

Under Japanese GAAP, for finance leases where ownership is not deemed to be transferred from the lessor to the lessee, the lessee may choose not to capitalize lease expenses and may account for the lease in a manner similar to that applicable to operating leases. The Company's policy is to account for finance leases in a manner similar to operating leases.

U.S. GAAP requires that leases which transfer essentially all the risks and rewards of ownership of the leased assets from the lessor to the lessee to be capitalized.

3. Impairment of Long-Lived Assets

Japanese GAAP requires carrying tangible and intangible fixed assets at cost less depreciation, and does not require any review for impairment of such assets.

U.S. GAAP requires review for impairment of long-lived assets and certain identifiable intangibles to be held and used wherever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If the expected future cash flows are less than the carrying amount of such an asset, an impairment loss is recognized.

4. Transferors of Real Estate to Special Purpose Entities

In Japan, an accounting standard for transferors of real estate to special purpose entities was issued in July 2000. Retroactive application of this standard is not mandatory. This accounting standard is similar to the US GAAP of sales of real estate.

Prior to the adoption of this standard, the related accounting practices under accounting principles generally accepted in Japan were not clearly established. Therefore, under Japanese GAAP, real estate sales contracts were examined on a case by case basis in applying the full accrual method.

5. Accounting for Compensated Absences

Under Japanese GAAP, there is no specific accounting standard for compensated absences and this liability is not generally recognized in Japan.

Under U.S. GAAP, an employer accrues the liability for employees' compensation for future absences if certain conditions are met.

6. Stock Option Plans

Under Japanese GAAP, there is no specific accounting standard for stock option plans. Generally, if subscription rights have no intrinsic value at the date of issuance, no expense for the issuance of share subscription rights is recognized.

Under U.S. GAAP, stock options are accounted for under the fair value method or the intrinsic value method. When the intrinsic value method is applied, pro forma disclosures as if the fair value method was being applied, are required. Such disclosure is not currently required under Japanese GAAP.

7. Interest Rate Swap

Under Japanese GAAP, 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.

Under U.S. GAAP, interest rate swaps are measured at fair value in any case. If interest rate swaps meet the criteria for the fair value hedge accounting, the hedged items are also measured at fair value to match the income statement impact. If interest rate swaps meet the criteria for the cash flow hedge accounting, the valuation difference on the interest rate swaps is directly recognized as a component of equity.

8. Accounting for Income Taxes

Until the year ended March 31, 1999, under Japanese GAAP, income taxes were principally provided for based on taxable income for the period, determined in accordance with applicable tax laws. Deferred income taxes are recognized for temporary differences between the tax bases of the assets or liabilities and the reported amounts in the financial statements effective the fiscal year commencing on or subsequent to April 1, 1999.

U.S. GAAP requires that deferred income taxes be recognized for temporary differences between the tax bases of the assets or liabilities and the reported amounts in the financial statements.

9. Accounting for Employees' Retirement Benefits

Until the year ended March 31, 2000, under Japanese GAAP, provisions were generally made for the amount which would be required to be paid under unfunded lump-sum benefit plans if all eligible employees voluntarily terminated their services at the balance sheet date. Contributions to non contributory defined pension plans were expensed when they were paid. Effective the fiscal year commencing on or subsequent to April 1, 2000, a new method of accounting for retirement benefits is to be applied. The new accounting method employs an approach similar to that of U.S. GAAP, but will also reflect the special characteristics of retirement benefits in Japan.

Under U.S. GAAP, pension costs are recognized and computed using a particular actuarial approach known as the projected unit credit method.

10. Foreign Currency Translation

Until the year ended March 31, 2000, under Japanese GAAP, monetary accounts denominated in a foreign currency were translated as stated below.

- (i) Foreign currencies and short-term monetary accounts are translated at the rate prevailing on the balance sheet date. The resulting translation gain or loss is included in the determination of net income for the year.
- (ii) Long-term monetary accounts and non-monetary accounts are translated at the applicable historical exchange rates prevailing at the time of the transactions.

Effective the financial year commencing on or after April 1, 2000, monetary receivables and payables denominated in foreign currencies are to be translated at the current exchange rates in effect as of the balance sheet date. Translation adjustments resulting from translating the foreign currency financial statements of foreign subsidiaries are to be accumulated and reported as a component of shareholders' equity.

Under U.S. GAAP, monetary assets and liabilities denominated in a foreign currency, whether short-term or long-term, are translated at the exchange rate at the balance sheet date. Exchange differences are recorded in the income statement.

The financial statements of foreign subsidiaries where the local currency is the functional currency are translated into Yen in accordance with FASB Statement No. 52, Foreign Currency Translation. All balance sheet accounts are translated using the exchange rates in effect at the balance sheet date. Income statement amounts are translated using the exchange rate in effect during the year. Translation adjustments resulting from translating the foreign currency financial statements of subsidiaries are accumulated and reported as a component of shareholders' equity.

11. Bonuses to Directors and Statutory Auditors

Under Japanese GAAP, bonuses to directors are accounted for as an appropriation of retained earnings and are recorded after approval by the shareholders.

Under U.S. GAAP, such bonuses are accounted for as expenses and are charged to operations in the year to which the bonus relates.

12. Revenue Recognition

Under Japanese GAAP, recognition of software revenue is permitted by various methods including the percentage-of-completion method, the policy followed by the Company.

Under U.S. GAAP, software revenue is recognized when all the following criteria are met: persuasive evidence of an arrangement exists, delivery has occurred and no future elements to be delivered are essential to the functionality of the delivered elements, the vendor's fee is fixed or determinable and collectibility is probable.

SUBSIDIARIES AND AFFILIATES

The Company conducts its business together with its subsidiaries and affiliates (being companies over which the Company holds significant influence with respect to its finances, operations or businesses).

At 31st March, 2002, the Company had 14 subsidiaries, all of which were consolidated subsidiaries.

At the same date, the Company had three affiliates, all of which were accounted for by the equity method in the Company's financial statements.

The following table sets forth information on the Company's direct and indirect subsidiaries and affiliates as of 31st March, 2002.

<u>Name</u>	<u>Country</u>	<u>Main Business</u>	<u>Issued Capital</u> (thousands)	<u>Equity held by the Company</u> (per cent.)
Subsidiaries				
NRI Data Services, Ltd.	Japan	Data center operation; on-site operation of information and telecommunications systems	¥1,000,000	100.0
NRI Network Communications, Ltd.	Japan	Software development and sales, mainly in the Kansai area	¥450,000	100.0
NRI Learning Network, Ltd.	Japan	Training related to information and telecommunications systems	¥300,000	100.0
NRI SecureTechnologies, Ltd.	Japan	Network security services	¥450,000	100.0
NRI Cyber Patent, Ltd.	Japan	Provide patent and other intellectual property information to subscribers	¥300,000	100.0
NRI Shared Services, Ltd.	Japan	Office and real estate management	¥450,000	100.0
NRI Data i Tech, Ltd.	Japan	Maintaining systems equipment of Nomura Holdings and its subsidiaries and affiliates	¥10,000	100.0
NRI Holding America Inc.	USA	U.S. holding company	U.S.\$14,500	100.0
Nomura Research Institute America, Inc.	USA	Research and development and operation of information management systems in the U.S.	U.S.\$12,000	100.0
NRI Pacific Inc.	USA	Research on developments in the U.S. information technology industry	U.S.\$2,000	100.0
NRI Investment America, Inc.	USA	Investments in companies or venture capital funds in the information technology industry	U.S.\$6,000	100.0
Nomura Research Institute Europe Limited	England	Research and development and operation of information management systems in Europe	£1,350	100.0
Nomura Research Institute Hong Kong Limited	China	Research and development and operation of information management systems in Asia	HK\$16,181	100.0
Nomura Research Institute (Singapore) Private Limited	Singapore	Research and development and operation of information management systems in Asia	Sing\$1,400	100.0

Name	Country	Main Business	Issued Capital (thousands)	Equity held by the Company (per cent.)
Affiliates				
Nippon Clearing Services Co., Ltd	Japan	Back-office services for mid-tier securities companies	¥300,000	40.0
NIWS Co., Ltd.	Japan	Software development and sales	¥500,000	33.4
Nomura Funds Research and Technologies Co., Ltd.	Japan	Management of fund-of-funds, valuation of funds, pension consulting	¥400,000	49.0

MAJOR SHAREHOLDERS

Shareholders	Number of Shares Owned (thousands)	Percentage of Shares Outstanding
Nomura Land and Building Co., Ltd.	13,971	31.05
Nomura Asset Management Co., Ltd.	8,677	19.28
Jafco Co., Ltd.	3,880	8.62
Nomura Holdings, Inc.	2,150	4.78
Japan Trustee Services Bank, Ltd.	1,309	2.91
Mitsui Asset Trust and Banking Company, Ltd.	1,193	2.65
The Mitsubishi Trust and Banking Corporation	1,089	2.42
UFJ Trust Bank Ltd.	901	2.00
World Nichiei Securities Co., Ltd.	866	1.93
NRI Group Employee Stock Ownership Association	800	1.78