

## Financial Section

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## Six-Year Summary

ITOCHU Corporation and Subsidiaries  
Years ended March 31

Financial Section

Years ended March 31	Millions of Yen						Millions of U.S. Dollars (Note 5)
	2010	2009	2008	2007	2006	2005	2010
<b>P/L (For the year):</b>							
Revenue .....	¥3,416,637	¥3,419,061	¥2,859,853	¥2,646,037	¥2,217,393	¥1,990,627	\$36,722
Gross trading profit .....	924,366	1,060,521	994,547	907,511	713,546	630,150	9,935
Net income attributable to ITOCHU .....	128,153	165,390	217,301	175,856	144,211	77,063	1,377
Per share (Yen and U.S. Dollars):							
Net income attributable to ITOCHU (Note 1) .....	¥81.09	¥104.64	¥137.46	¥111.19	¥ 91.15	¥ 48.70	\$0.87
Cash dividends .....	15.0	18.5	18.0	14.0	9.0	7.0	0.16
Stockholders' equity (Note 1) .....	694.98	537.43	615.89	564.48	457.93	321.59	7.47
<b>Total trading transactions (Note 2) .....</b>	<b>¥10,306,799</b>	<b>¥12,065,109</b>	<b>¥11,729,082</b>	<b>¥11,556,787</b>	<b>¥10,456,727</b>	<b>¥9,562,614</b>	<b>\$110,778</b>
<b>Adjusted profit (Note 3) .....</b>	<b>194,290</b>	<b>339,292</b>	<b>333,673</b>	<b>240,766</b>	<b>251,210</b>	<b>188,196</b>	<b>2,089</b>
<b>B/S (At year-end):</b>							
Total assets .....	¥5,476,847	¥5,192,092	¥5,274,199	¥5,288,647	¥4,809,840	¥4,483,505	\$58,866
Short-term interest-bearing debt .....	289,964	628,792	383,463	518,040	555,531	676,870	3,117
Long-term interest-bearing debt .....	1,919,306	1,760,530	1,720,939	1,647,589	1,670,937	1,669,834	20,629
Interest-bearing debt .....	2,209,270	2,389,322	2,104,402	2,165,629	2,226,468	2,346,704	23,746
Net interest-bearing debt .....	1,726,073	1,756,764	1,654,532	1,630,928	1,724,314	1,891,086	18,552
Long-term debt, excluding current maturities (including long-term interest-bearing debt) .....	2,107,589	1,934,421	1,895,088	1,795,333	1,762,103	1,750,815	22,652
Stockholders' equity .....	1,098,419	849,411	973,545	892,553	724,377	508,893	11,806
<b>Cash flows (For the year):</b>							
Cash flows from operating activities .....	¥ 295,376	¥ 276,854	¥ 65,552	¥ 235,917	¥185,147	¥ 126,624	\$ 3,175
Cash flows from investing activities .....	(196,318)	(326,033)	(65,774)	(83,394)	(79,871)	(127,600)	(2,110)
Cash flows from financing activities .....	(258,987)	258,322	(81,294)	(100,920)	(85,193)	(125,342)	(2,784)
Cash and cash equivalents at end of year .....	475,674	628,820	446,311	532,856	477,707	452,934	5,113
<b>Ratios:</b>							
Gross trading profit ratio (%) (Note 4) .....	9.0	8.8	8.5	7.9	6.8	6.6	
ROA (%) .....	2.4	3.2	4.1	3.5	3.1	1.7	
ROE (%) .....	13.2	18.1	23.3	21.8	23.4	16.6	
Ratio of stockholders' equity to total assets (%) .....	20.1	16.4	18.5	16.9	15.1	11.4	
Net debt-to-equity ratio (times) .....	1.6	2.1	1.7	1.8	2.4	3.7	
Interest coverage (times) .....	5.3	7.2	6.2	6.6	5.7	5.7	
<b>Common stock information (For the year):</b>							
Stock price (Yen and U.S. Dollars):							
Opening price .....	¥487	¥ 994	¥1,174	¥1,014	¥ 541	¥466	\$5.23
High .....	821	1,337	1,591	1,223	1,056	573	8.82
Low .....	486	380	804	837	484	403	5.22
Closing price .....	819	478	984	1,168	1,011	540	8.80
Market capitalization (Yen and U.S. Dollars in billions) .....	1,298	758	1,560	1,851	1,602	856	13.95
Trading volume (yearly, million shares) .....	2,616	2,913	2,928	1,969	1,580	1,533	
Number of shares of common stock issued (at year-end, 1,000 shares) .....	1,584,890	1,584,890	1,584,890	1,584,890	1,584,890	1,584,890	
<b>Exchange rates into U.S. currency (Federal Reserve Bank of New York):</b>							
At year-end .....	¥93.40	¥ 99.15	¥ 99.85	¥117.56	¥117.48	¥107.22	
Average for the year .....	92.49	100.85	113.61	116.55	113.67	107.28	
Range:							
Low .....	100.71	110.48	124.09	121.81	120.93	114.30	
High .....	86.12	87.80	96.88	110.07	104.41	102.26	
<b>Number of employees (At year-end, consolidated) .....</b>	<b>62,379</b>	<b>55,431</b>	<b>48,657</b>	<b>45,690</b>	<b>42,967</b>	<b>40,890</b>	

Note: 1. "Net income attributable to ITOCHU per share" and "Stockholders' equity per share" are calculated by using the weighted average number of shares issued and outstanding for the period.  
2. "Total trading transactions" is presented in accordance with Japanese accounting practice and is not meant to present sales or revenue in accordance with U.S. GAAP.  
3. Adjusted profit = Gross trading profit + Selling, general and administrative expenses + Net financial expenses + Equity in earnings of associated companies  
4. "Gross trading profit ratio" is the percentage of "Gross trading profit" to "Total trading transactions."  
5. The Japanese yen amounts for the year ended March 31, 2010 have been translated into U.S. dollar amounts, solely for the convenience of the reader, at the rate of ¥93.04=U.S.\$1 (the official rate dated March 31, 2010 announced by The Bank of Tokyo-Mitsubishi UFJ, Ltd.).

All of the financial information provided herein is based on the consolidated financial statements included in this annual report. These consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP).

## OVERVIEW

In Fiscal 2010, although economies worldwide did not fully recover from the serious economic downturn that began in autumn 2008 due to a financial crisis centered on developed countries, such countries' large-scale economic measures and easing of monetary policies from summer 2009 gradually stabilized financial markets, which led to a modest recovery. From that period, the U.S. economy picked up as large-scale economic stimulus measures took effect. At the same time, many European countries began trending toward recovery on the back of economic measures. However, the pace of recovery was moderate compared with other regions. Meanwhile, emerging nations such as China, India, and Brazil drove economies worldwide by embarking upon ambitious fiscal and financial policies that grew domestic demand and thereby supported steady expansion of their economies. In step with the recovery of economies worldwide, the price of crude oil and other commodities rose.

Japan's economy continued modest recovery from spring 2009 thanks to an upturn in exports to Asia and higher consumption of durable goods, which resulted from the introduction of "eco point" (a system that rewards purchases of certain energy-efficient home appliances) and tax breaks on purchases of eco cars. Reflecting signs of economic recovery, the Nikkei Stock Average rose from the ¥8,000 level in April 2009 to the ¥11,000 level at the end of March 2010. Initially, the yen strengthened against the U.S. dollar, dipping below the ¥90 mark in November 2009 due to concern over the U.S. fiscal deficit and a narrowing of the difference between Japanese and U.S. interest rates. From December, however, as criticism of the U.S. economy subsided and the difference between Japanese and U.S. interest rates widened accordingly, the yen weakened to between ¥90 and ¥95 at end of the fiscal year.

Under its Medium-Term Management Plan Frontier<sup>®</sup> 2010—Enhancing Corporate Value on the World Stage, Shaping the Future—, which covers Fiscal 2010 and Fiscal 2011, in light of significant changes in the global economy, ITOCHU's basic policy is to review foundations, continue to reform and take on challenges, and move forward steadily to become a *global enterprise that is highly attractive to all stakeholders*.

In the fiscal year, the first fiscal year of Frontier<sup>®</sup> 2010, specific achievements were as follows.

### Consumer-Related Sector

In Textile, ITOCHU newly consolidated JAVA HOLDINGS CO., LTD., which owns subsidiaries specializing in apparel for young women and children, and Leilian Co., Ltd., which has a strong sales base in upscale women's apparel mainly for mature women. Also, ITOCHU promoted business and capital alliances with industry-leading companies in each area, including the innerwear and Life & Healthcare business areas. In Food, ITOCHU completed an investment in TING HSIN (CAYMAN ISLANDS) HOLDING CORP., which is a holding company of the Ting Hsin Group, a major food

product distributor in China and Taiwan, and made it an equity-method associated company. In Japan, ITOCHU concluded capital and business tie-ups with UNY Co., Ltd. and Izumiya Co., Ltd. Further, ITOCHU acquired additional common shares of NIPPON ACCESS, INC., through a tender offer bid completed in April 2010. In addition, Family Mart Co., Ltd., an equity-method associated company, made am/pm Japan Co., Ltd., a subsidiary by acquiring all of its shares. The two companies subsequently merged. Capitalizing on those initiatives, ITOCHU will step up measures in the midstream distribution area and the retail area in order to develop operations globally. In Forest Products & General Merchandise, ITOCHU jointly established a tire manufacturing company in Russia with Yokohama Rubber Company, Ltd. Going forward, ITOCHU intends to intensify its alliance with Yokohama Rubber Company and expand the production and sales of Yokohama-brand tires in Russia.

### Natural Resources / Energy-Related Sector

In natural resources, in the iron ore business in Western Australia with BHP Billiton, Ltd., work to increase annual production capacity to approximately 200 million tons in the RGP-4 and RGP-5 project is progressing according to initial plans for completion in 2011. In energy, ITOCHU decided to invest in the "Chirag Oil Project" in the ACG field in the Caspian Sea. ITOCHU will invest in the project totaled US\$6 billion which plans to construct a new platform that will come on-stream in 2013. This initiative will contribute significantly to increasing ITOCHU's share of production volume. Also, ITOCHU established a joint venture company with the world's largest palm oil producer, FELDA Palm Industries Sdn. Bhd. of Malaysia, and began building a plant for the production of solid biomass fuel from empty fruit bunches. Plans call for that plant to start up operations in 2010 and eventually produce 120,000 tons of fuel a year for sale to power companies in Japan. Further, ITOCHU acquired a 15% stake in British resource-related company Kalahari Minerals plc., and concluded an agreement on becoming involved in the company's business management. Kalahari Minerals plc. is the largest shareholder of Extract Resources Ltd., holding 40% of its shares. Extract Resources is an Australian company that owns the entire equity interest in a uranium field in Namibia, Africa, that boasts one of the world's largest uranium reserves. The field is scheduled to start up uranium production in 2013. ITOCHU will take advantage of its position as one of the world's largest uranium traders to help provide a stable supply of uranium resources to Japan.

### Other Sectors

In Machinery, a consortium that ITOCHU belongs to won the bid for project rights of the world's largest scale seawater conversion project, which the government of Victoria, Australia is advancing through a public-private partnership (a contract format in which the public and the private sectors

jointly conduct projects). In the development of new businesses in priority areas, or “L-I-N-E-s,” ITOCHU underwrote a third-party allocation of new shares for U.S. Ener1 Inc., which controls lithium-ion battery manufacturer EnerDel, Inc., in order to strengthen an alliance in product sales and business initiatives. Meanwhile, ITOCHU

\* L-I-N-E-s is an acronym referring to four business areas. “L” stands for Life & Healthcare, centered on medical services and health-related business; “I” for Infrastructure, IT, LT, FT infrastructure, and social infrastructure; “N” for New Technology & Materials, mainly biotechnology and nanotechnology; and “E” for Environment & New Energy, primarily bioethanol and solar power generation, while “S” stands for lateral synergies among business areas.

## BUSINESS RESULTS FOR FISCAL 2010—COMPARISON BETWEEN FISCAL 2010 AND FISCAL 2009

**Revenue** (the total of sales revenue and trading margins and commissions on trading transactions) edged down by 0.1%, or ¥2.4 billion, to ¥3,416.6 billion (US\$36,722 million) compared with the previous fiscal year. This was mainly due to a decrease in Machinery because of low transactions in automobiles and construction machinery; a decrease in Chemicals, Forest Products & General Merchandise due to the housing market slowdown in Japan and the U. S., and the effect from the deconsolidation by the sale of a subsidiary in the U.S. in the previous fiscal year; and a decrease in Food due to price declines in food materials such as feed grains, oils and fats. Such decreases in revenue were offset by an increase in Energy, Metals & Minerals, due to the effect of the acquisition of ITOCHU ENEX CO., LTD. in the third quarter of the previous fiscal year, despite the significant decline in annual average prices in mineral resources and oil & gas.

**Gross trading profit** decreased by 12.8%, or ¥136.2 billion, to ¥924.4 billion (US\$9,935 million), compared with the previous fiscal year. This was mainly due to a decrease in Energy, Metals & Minerals because of significant declines in annual average prices in mineral resources and oil & gas, despite the positive effect from the acquisition of ITOCHU ENEX CO., LTD., and a decrease in Machinery due to low transactions of automobiles and construction machinery, and fewer deliveries of newly built ships than the previous fiscal year.

**Selling, general and administrative expenses** edged up by 0.2%, or ¥1.8 billion, to ¥769.9 billion (US\$8,275 million), compared with the previous fiscal year. This was mainly due to the low performance of pension asset management and a pension cost increase resulting from a decrease in pension assets in the last fiscal year, in addition to the increase after the acquisitions of several companies including ITOCHU ENEX CO., LTD., even though such expenses decreased due to cost reductions and deconsolidation of existing group subsidiaries.

**Provision for doubtful receivables** decreased by 57.9%, or ¥9.7 billion, to ¥7.0 billion (US\$76 million), compared with the previous fiscal year, due to the absence of a provision for doubtful receivables from Machinery-related customers in Mongolia recognized in the previous fiscal year, despite other provisions for doubtful receivables.

**Net interest expenses** improved by 14.0%, or ¥4.1 billion, to ¥25.3 billion (US\$272 million), compared with the previous fiscal year, mainly due to an upturn resulting from lower interest rates in U.S. dollars.

**Dividends received** decreased by 17.5%, or ¥6.1 billion, to ¥28.9 billion (US\$311 million) compared with the previous fiscal year, mainly due to a decrease in dividends from LNG-related investments that offset an increase in dividends from

advanced initiatives for storage batteries by establishing a joint venture company with TODA KOGYO CORP. in the United States for the manufacture and sale of positive-electrode materials for lithium-ion batteries and making TODA KOGYO's positive-electrode material manufacturing subsidiary in Canada a joint venture company.

oil and gas-related investments. As a result, Net financial income (expense) or total of **Net interest expenses** and **Dividends received**, worsened by ¥2.0 billion, to ¥3.6 billion (US\$39 million).

**Loss on investments-net** improved by ¥18.6 billion, to ¥4.5 billion (US\$48 million), compared with the previous fiscal year, due to a significant decrease in devaluation loss with the gradual recovery of stock markets, despite a slight decrease in gain on sales of investments, and an increase in loss on disposal of group companies as a result of the restructuring of some group companies.

**Loss on property and equipment-net** improved by ¥36.9 billion, to ¥8.5 billion (US\$92 million), due to the absence of a loss arising from withdrawal from the Entrada Oil/Natural Gas Field Development Project in the U.S. Gulf of Mexico in the previous fiscal year, in addition to a decrease in impairment loss, and a gain on sales of properties in several subsidiaries.

**Gain on bargain purchase in acquisition** was ¥14.0 billion (US\$151 million), which was recognized at the time of the acquisitions of C.I. Kasei Co., Ltd., ITOCHU LOGISTICS CORP., and Leilian Co., Ltd.\*

**Other-net** improved by ¥7.5 billion, to a gain of ¥3.0 billion (US\$32 million), due to a gain on foreign currency translation and the absence of a loss arising from withdrawal from the Entrada Oil/Natural Gas Field Development Project in the previous fiscal year.

As a result, **income before income taxes and equity in earnings of associated companies** decreased by 25.6%, or ¥53.3 billion, to ¥155.0 billion (US\$1,666 million) compared with the previous fiscal year.

**Income taxes** decreased by 29.1%, or ¥21.2 billion, to ¥51.6 billion (US\$555 million) compared with the previous fiscal year.

**Equity in earnings of associated companies** worsened by 12.2%, or ¥5.0 billion, to ¥36.3 billion (US\$390 million), compared with the previous fiscal year. This was due to a decrease in steel products, mineral resources, and pulp-related companies, as well as impairment losses on investments in restaurant chain and finance-related associated companies, as a result of the revaluation of their fair values and less equity in earnings from them. The overall decrease occurred despite an increase in some associated companies newly purchased in Textile; Machinery; Energy, Metals & Minerals; and Food, in addition to an increase in existing associated companies in Machinery, and ICT, Aerospace & Electronics.

As a result, **Net income** decreased by 21.0%, or ¥37.1 billion, to ¥139.7 billion (US\$1,501 million) compared with the previous fiscal year.

Consequently, **Net income attributable to ITOCHU, Net income less Net income attributable to the noncontrolling interest** of ¥11.5 billion (US\$124 million), decreased by 22.5 %, or ¥37.2 billion, to ¥128.2 billion (US\$1,377 million) compared with the previous fiscal year.

\* The effect on **Net income attributable to ITOCHU** is ¥6.2 billion (after income tax effect), which is the total of Gain on bargain purchase in acquisition and loss on remeasurement of previously held interests.

(Supplemental information)

“**Total trading transactions**” in accordance with Japanese accounting practice for Fiscal 2010 decreased 14.6% or ¥1,758.3 billion to ¥10,306.8 billion (US\$110,778 million) mainly due to in Energy, Metals & Minerals, price falls on annual average in mineral resources and oil & gas despite an acquisition of ITOCHU ENEX CO., LTD.; in Machinery, the absence of multiple deliveries of newly built ships in the previous fiscal year in addition to low transactions in automobiles and construction machinery; in Chemicals, Forest Products & General Merchandise, price falls on annual average in chemicals, and housing market slowdown in Japan and the U.S.; and in Foods the same reasons as mentioned in **Revenue**.

### Consolidated Statements of Income

Years ended March 31	Billions of Yen			Millions of U.S. Dollars
	2010	2009	Increase (Decrease)	2010
<b>Revenue</b> .....	<b>¥ 3,416.6</b>	¥ 3,419.1	¥ (2.4)	<b>\$ 36,722</b>
Cost of sales .....	<b>(2,492.3)</b>	(2,358.5)	(133.7)	<b>(26,787)</b>
<b>Gross trading profit</b> .....	<b>924.4</b>	1,060.5	(136.2)	<b>9,935</b>
Selling, general and administrative expenses .....	<b>(769.9)</b>	(768.1)	(1.8)	<b>(8,275)</b>
Provision for doubtful receivables .....	<b>(7.0)</b>	(16.7)	9.7	<b>(76)</b>
Interest income .....	<b>9.9</b>	16.3	(6.3)	<b>107</b>
Interest expense .....	<b>(35.2)</b>	(45.7)	10.5	<b>(379)</b>
Dividends received .....	<b>28.9</b>	35.0	(6.1)	<b>311</b>
Gain (loss) on investments—net .....	<b>(4.5)</b>	(23.1)	18.6	<b>(48)</b>
Gain (loss) on property and equipment—net .....	<b>(8.5)</b>	(45.4)	36.9	<b>(92)</b>
Gain on bargain purchase in acquisition .....	<b>14.0</b>	—	14.0	<b>151</b>
Other—net .....	<b>3.0</b>	(4.5)	7.5	<b>32</b>
<b>Income before income taxes and equity in earnings of associated companies</b> .....	<b>155.0</b>	208.3	(53.3)	<b>1,666</b>
Income taxes .....	<b>(51.6)</b>	(72.8)	21.2	<b>(555)</b>
<b>Income before equity in earnings of associated companies</b> .....	<b>103.4</b>	135.5	(32.1)	<b>1,111</b>
Equity in earnings of associated companies .....	<b>36.3</b>	41.3	(5.0)	<b>390</b>
<b>Net income</b> .....	<b>139.7</b>	176.8	(37.1)	<b>1,501</b>
Less: Net income attributable to the noncontrolling interest .....	<b>(11.5)</b>	(11.4)	(0.1)	<b>(124)</b>
<b>Net income attributable to ITOCHU</b> .....	<b>¥ 128.2</b>	¥ 165.4	¥ (37.2)	<b>\$ 1,377</b>

## Operating Segment Information

Years ended March 31	Billions of Yen			Millions of U.S. Dollars
	2010	2009	2008	2010
<b>Trading transactions (Note):</b>				
Textile.....	¥ 516.8	¥ 589.6	¥ 690.7	\$ 5,555
Machinery.....	751.9	1,370.2	1,407.8	8,082
ICT, Aerospace & Electronics.....	607.8	633.8	722.6	6,533
Energy, Metals & Minerals.....	3,272.6	3,916.8	3,170.3	35,174
Chemicals, Forest Products & General Merchandise.....	1,795.5	2,024.0	2,289.5	19,299
Food.....	3,032.4	3,188.4	3,036.8	32,592
Finance, Realty, Insurance & Logistics Services.....	166.9	167.3	182.1	1,794
Other, Adjustments & Eliminations.....	162.8	175.1	229.3	1,749
<b>Total.....</b>	<b>¥10,306.8</b>	<b>¥12,065.1</b>	<b>¥11,729.1</b>	<b>\$110,778</b>
<b>Gross trading profit:</b>				
Textile.....	¥ 102.7	¥ 102.6	¥ 115.2	\$ 1,104
Machinery.....	43.3	71.9	99.1	465
ICT, Aerospace & Electronics.....	136.4	138.9	139.0	1,466
Energy, Metals & Minerals.....	141.6	222.3	127.5	1,522
Chemicals, Forest Products & General Merchandise.....	110.1	114.3	122.6	1,183
Food.....	335.5	335.6	324.7	3,606
Finance, Realty, Insurance & Logistics Services.....	35.6	42.0	41.4	383
Other, Adjustments & Eliminations.....	19.2	33.0	25.1	206
<b>Total.....</b>	<b>¥ 924.4</b>	<b>¥ 1,060.5</b>	<b>¥ 994.5</b>	<b>\$ 9,935</b>
<b>Net income (loss) attributable to ITOCHU:</b>				
Textile.....	¥ 22.4	¥ 22.9	¥ 20.5	\$ 241
Machinery.....	3.7	(15.5)	21.4	40
ICT, Aerospace & Electronics.....	6.0	8.0	14.6	64
Energy, Metals & Minerals.....	65.7	114.7	105.7	706
Chemicals, Forest Products & General Merchandise.....	19.3	19.0	19.7	207
Food.....	27.8	20.2	18.7	299
Finance, Realty, Insurance & Logistics Services.....	(4.2)	(1.2)	10.8	(46)
Other, Adjustments & Eliminations.....	(12.4)	(2.8)	6.0	(134)
<b>Total.....</b>	<b>¥ 128.2</b>	<b>¥ 165.4</b>	<b>¥217.3</b>	<b>\$ 1,377</b>
<b>Total assets at March 31:</b>				
Textile.....	¥ 417.4	¥ 360.4	¥ 364.3	\$ 4,486
Machinery.....	545.0	639.9	709.7	5,857
ICT, Aerospace & Electronics.....	513.2	490.2	513.9	5,517
Energy, Metals & Minerals.....	1,249.0	1,016.6	916.6	13,425
Chemicals, Forest Products & General Merchandise.....	728.0	611.4	766.8	7,825
Food.....	1,130.7	1,054.1	1,064.8	12,153
Finance, Realty, Insurance & Logistics Services.....	382.1	381.8	420.5	4,107
Other, Adjustments & Eliminations.....	511.4	637.7	517.6	5,496
<b>Total.....</b>	<b>¥ 5,476.8</b>	<b>¥ 5,192.1</b>	<b>¥ 5,274.2</b>	<b>\$ 58,866</b>

Note: "Trading transactions" is presented in accordance with Japanese accounting practice and is not meant to present sales or revenue in accordance with U.S. GAAP.

**OPERATING SEGMENT INFORMATION**

Business results by operating segment are as follows. The Company uses a Division Company system, and the following is in accordance with the categories of that system. Further, trading transactions of Division Companies exclude inter-segment transactions.

**Textile**

Trading transactions decreased by 12.3%, or ¥72.8 billion, to ¥516.8 billion (US\$5,555 million), due to a market slowdown in textile materials, fabrics, and apparel, despite an increase from the acquisitions of SANKEI CO., LTD., and JAVA HOLDINGS CO., LTD. Gross trading profit increased by 0.1%, or ¥0.1 billion, to ¥102.7 billion (US\$1,104 million), due to an increase from the acquisitions of SANKEI CO., LTD. and JAVA HOLDINGS CO., LTD., despite a decrease due to a slowdown in the markets for textile materials, fabrics, and apparel. Net income attributable to ITOCHU decreased by 2.2%, or ¥0.5 billion, to ¥22.4 billion (US\$241 million), because an increase due to new equity-method associated companies and gain on bargain purchase accompanying the acquisition of control in Leilian Co. Ltd. did not fully compensate for slumping markets for textile materials, fabrics, and apparel and the absence of a gain on disposal of investments and marketable securities. Total assets increased by 15.8%, or ¥56.9 billion, to ¥417.4 billion (US\$4,486 million), compared with the previous fiscal year-end, because multiple new investments and the inclusion of JAVA HOLDINGS CO. LTD., and Leilian Co., Ltd., as consolidated subsidiaries, counteracted a decrease in trade receivables accompanying lower trading transactions.

**Machinery**

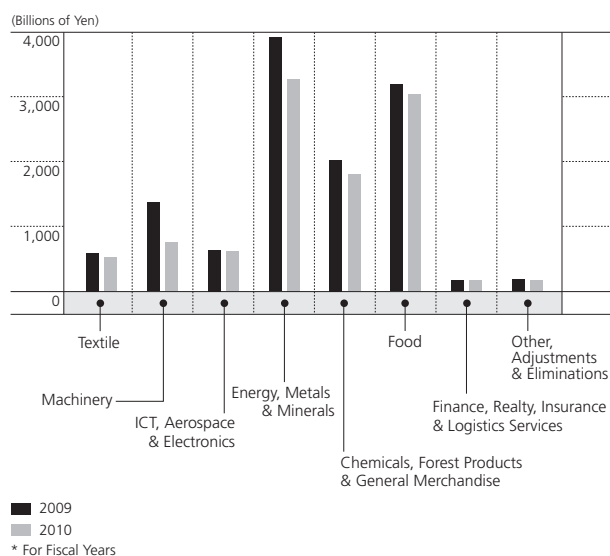
Trading transactions decreased by 45.1%, or ¥618.3 billion, to ¥751.9 billion (US\$8,082 million), due to a decrease in automobiles and construction machinery transactions, as

well as fewer deliveries of newly built ships. Gross trading profit decreased by 39.8%, or ¥28.6 billion, to ¥43.3 billion (US\$465 million), due to a decrease in transactions for automobiles and construction machinery, as well as less ship trading transactions than the previous fiscal year. Net income attributable to ITOCHU improved ¥19.1 billion, to ¥3.7 billion (US\$40 million), due to a significant improvement in equity in earnings of associated companies and the absence of allowance for doubtful receivables and impairment loss on investments and marketable securities recognized in the previous fiscal year. Total assets decreased by 14.8%, or ¥95.0 billion, to ¥545.0 billion (US\$5,857 million), compared with the previous fiscal year-end, which mainly resulted from decreases in trade receivables and inventories related to automobiles and construction machinery.

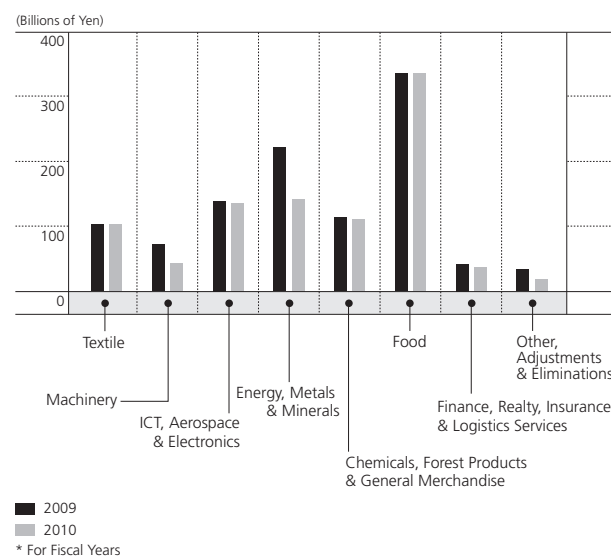
**ICT, Aerospace & Electronics**

Trading transactions decreased by 4.1%, or ¥25.9 billion, to ¥607.8 billion (US\$6,533 million), due to low performances overall by aerospace-related and ICT-related businesses. Gross trading profit decreased by 1.7%, or ¥2.4 billion, to ¥136.4 billion (US\$1,466 million), reflecting unfavorable performances overall by ICT-related businesses. Net income attributable to ITOCHU decreased by 25.0%, or ¥2.0 billion, to ¥6.0 billion (US\$64 million), due to lower gross trading profit and impairment loss on investments, despite an increase in equity in earnings of associated companies. Total assets increased by 4.7%, or ¥23.1 billion, to ¥513.2 billion (US\$5,517 million), compared with the previous fiscal year-end, due to an increase in industrial machinery related assets, which compensated for a decrease in prepayment for the delivery of large aircraft projects.

**Total Trading Transactions by Operating Segment**



**Gross Trading Profit by Operating Segment**



### Energy, Metals & Minerals

Trading transactions decreased by 16.4%, or ¥644.2 billion, to ¥3,272.6 billion (US\$35,174 million), because an increase due to the inclusion of ITOCHU ENEX CO. LTD., as a consolidated subsidiary did not completely offset a fall in the average prices of metal resources and energy over the fiscal year. Gross trading profit decreased by 36.3%, or ¥80.7 billion, to ¥141.6 billion (US\$1,522 million), because an increase due to the inclusion of ITOCHU ENEX CO. LTD., as a consolidated subsidiary did not completely offset a fall in the average prices of metal resources and energy over the fiscal year. Net income attributable to ITOCHU decreased by 42.8%, or ¥49.0 billion, to ¥65.7 billion (US\$706 million), due to decreases in gross trading profit and equity in earnings of associated companies, despite the absence of the loss from the Entrada oil and natural gas field development project in the previous fiscal year. Total assets increased by 22.9%, or ¥232.5 billion, to ¥1,249.0 billion (US\$13,425 million), compared with the previous fiscal year-end, due to increases in trade receivables and inventories accompanying higher oil prices compared with the previous fiscal year-end, additional acquisition of property and equipment, and appreciation of the Australian dollar and the Brazilian real against the yen compared with the previous fiscal year-end.

### Chemicals, Forest Products & General Merchandise

Trading transactions decreased by 11.3%, or ¥228.5 billion, to ¥1,795.5 billion (US\$19,299 million), attributable to a fall in the average price of chemicals over the fiscal year, as well as a slowdown in housing markets in the United States and Japan, which counteracted an increase due to the acquisition of C.I. Kasei Co., Ltd. Gross trading profit decreased by 3.7%, or ¥4.2 billion, to ¥110.1 billion (US\$1,183 million), because the increase due to the acquisition of C.I. Kasei Co., Ltd. was unable to fully cancel out a slowdown of the housing markets in the United States and Japan and the effect of the sale of a U.S. subsidiary. Net income attributable to ITOCHU

increased by 1.3%, or ¥0.2 billion, to ¥19.3 billion (US\$207 million), due to net gain on acquisition of control of C.I. Kasei Co., Ltd., and the absence of loss on property and equipment (impairment loss, loss on disposal), offsetting a decrease in gross trading profit and a deterioration of equity in earnings of associated companies. Total assets increased by 19.1%, or ¥116.6 billion, to ¥728.0 billion (US\$7,825 million), compared with the previous fiscal year-end, due to the acquisition of C.I. Kasei Co., Ltd., increased trading receivables resulting from market recovery in chemicals.

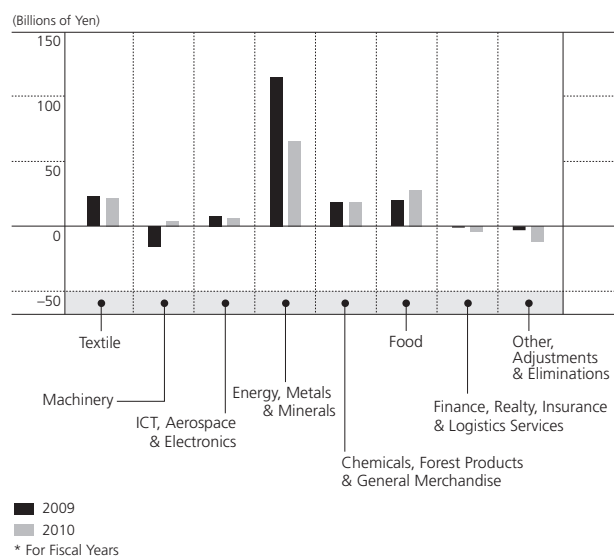
### Food

Trading transactions decreased by 4.9%, or ¥156.0 billion, to ¥3,032.4 billion (US\$32,592 million), due to falling prices for food materials such as feed grains, oils, and fats, particularly in the first half of the fiscal year. Gross trading profit edged down ¥0.1 billion, to ¥335.5 billion (US\$3,606 million), because improvements in profitability in relation to feed grains, oils, and fats did not completely offset lower earnings from a food distribution subsidiary. Net income attributable to ITOCHU increased by 37.8%, or ¥7.6 billion, to ¥27.8 billion (US\$299 million), as a result of reductions in SG&A in a food distribution subsidiary and improved equity in earnings of associated companies. Total assets increased by 7.3%, or ¥76.6 billion, to ¥1,130.7 billion (US\$12,153 million), compared with the previous fiscal year-end, due to an increase in property and equipment in relation to new investments and food product distribution.

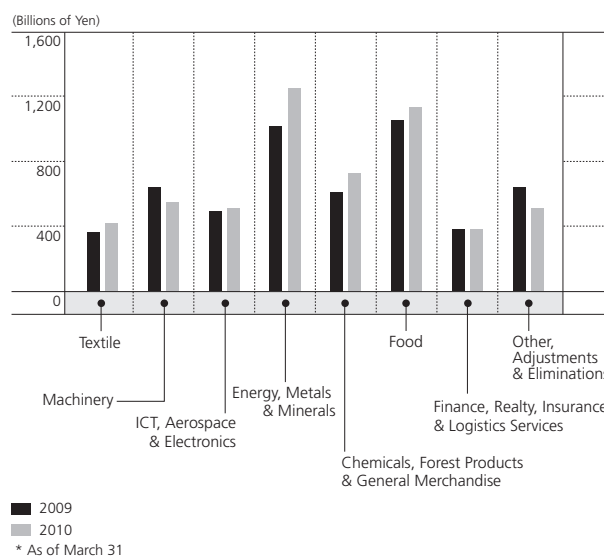
### Finance, Realty, Insurance & Logistics Services

Trading transactions decreased by 0.2%, or ¥0.3 billion, to ¥166.9 billion (US\$1,794 million), because an increase due to the acquisition of ITOCHU LOGISTICS CORP. as a consolidated subsidiary did not fully compensate for lower revenues from a finance associated company. Gross trading profit decreased by 15.2%, or ¥6.4 billion, to ¥35.6 billion (US\$383 million), due to lower revenues from finance-related

Net Income (Loss) Attributable to ITOCHU by Operating Segment



Total Assets by Operating Segment





companies and an impairment loss on inventory of real-estate for sale. Net loss attributable to ITOCHU deteriorated ¥3.0 billion, to ¥4.2 billion (US\$46 million), because the net gain on acquisition of control of ITOCHU LOGISTICS CORP. did not fully absorb a decrease in equity in earnings of associated companies for finance-related companies and an increase in impairment loss resulting from the revaluation of fair values as well as the absence of the previous the fiscal year's overseas gain on transfer of business. Total assets increased by 0.1%, or ¥0.3 billion, to ¥382.1 billion (US\$4,107 million), compared with the previous fiscal year-end, because the acquisition of ITOCHU LOGISTICS CORP. as a consolidated subsidiary and an increase in condominium inventory offset a decrease in deferred tax assets accompanying sales of subsidiaries.

#### **Other, Adjustments & Eliminations**

Trading transactions decreased by 7.1%, or ¥12.4 billion, to ¥162.8 billion (US\$1,749 million), due to falling prices for

equipment material trading transactions in North America and unfavorable conditions associated with slumping demand as well as yen appreciation, which counteracted an increase from L-I-N-E-s businesses. Gross trading profit decreased by 42.0%, or ¥13.8 billion, to ¥19.2 billion (US\$206 million), due to falling prices for equipment material trading transactions in North America and unfavorable conditions due to slumping demand as well as yen appreciation, which counteracted an increase from L-I-N-E-s businesses. Net loss attributable to ITOCHU deteriorated ¥9.7 billion, to ¥12.4 billion (US\$134 million), because of the decline in gross trading profit, an increase in retirement benefit costs accompanying deterioration of financial asset management performance of the previous fiscal year, and a deterioration of equity in earnings of associated companies cancelled the effect of a lower local tax burden. Total assets compared with the previous fiscal year-end decreased by 19.8%, or ¥126.3 billion, to ¥511.4 billion (US\$5,496 million), due to lower cash and cash equivalents.

## **DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS**

A discussion and analysis of the financial position and results of operations for Fiscal 2010 is as follows.

Descriptions of the outlook for Fiscal 2011 and later are forward-looking statements that are based on management's assumptions and beliefs, considering information currently

available at the end of Fiscal 2010. Thus, factors that could cause actual results to differ materially from such statements include, without limitation, the factors stated in the following Risk Information and other potential risks and uncertain factors.

## **ANALYSIS OF RESULTS OF OPERATIONS IN FISCAL 2010 AND OUTLOOK FOR FISCAL 2011**

### **Revenue**

In accordance with the stipulations of Accounting Standards Codification Topic 605 (the pre-codification standard Emerging Issues Task Force 99-19, "Reporting Revenue Gross as a Principal versus Net as an Agent"), the Company and its subsidiaries present certain revenue transactions with corresponding cost of revenues on a gross basis in the consolidated statements of operations as "Sales revenue" for transactions traded as a primary obligor in manufacturing, processing, and service rendering and for sales with general inventory risk before customer orders. Otherwise, the Company and its subsidiaries present revenue on a net basis in the consolidated statements of operations as "trading margins and commissions on trading transactions."

In the fiscal year, ended March 31, 2010, "Sales revenue" on a gross basis was ¥2,885.6 billion (US\$31,014 million), and "Trading margins and commissions on trading transactions" on a net basis were ¥531.0 billion (US\$5,708 million). Total revenue edged down by 0.1%, or ¥2.4 billion, to ¥3,416.6 billion (US\$36,722 million), because unfavorable factors offset favorable factors. Favorable factors included an increase in revenues from Energy, Metals & Minerals due to the effect of an acquisition of ITOCHU ENEX CO., LTD. in the third quarter of the previous year, despite the significant decline in annual average prices in mineral resources and oil & gas. Meanwhile, unfavorable factors included a decrease in revenues from Machinery, due to low transactions in automobiles and construction machinery; a decrease in revenues from Chemicals, Forest Products & General Merchandise, due to the housing market slowdown in Japan and the U.S.,

and the effect from the deconsolidation by the sale of a subsidiary in the U.S. in the previous fiscal year; and a decrease in revenues from Food, due to price falls in food materials such as feed grains, oils and fats.

### **Gross Trading Profit**

Gross trading profit decreased by 12.8%, or ¥136.2 billion, to ¥924.4 billion (US\$9,935 million), compared with the previous fiscal year, mainly due to a decrease in Energy, Metals & Minerals, due to the significant decline in annual average prices in mineral resources and oil & gas, despite the positive effect from the acquisition of ITOCHU ENEX CO., LTD., and a decrease in Machinery due to low transactions of automobiles and construction machinery, and fewer deliveries of newly built ships than in the previous fiscal year.

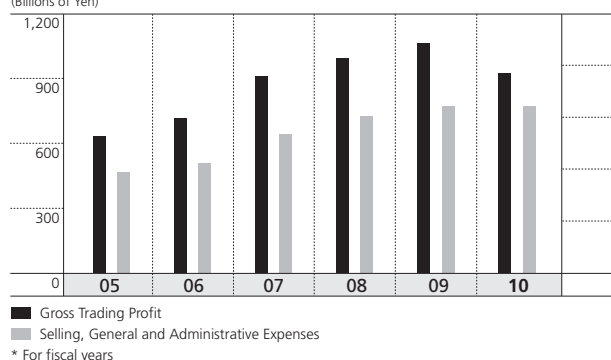
Furthermore, the above-mentioned acquisition of ITOCHU ENEX CO., LTD., and other companies as newly consolidated subsidiaries contributed ¥67.5 billion. The deconsolidations of consolidated subsidiaries resulted in a ¥9.2 billion decrease; and, the translation of overseas subsidiaries resulted in a ¥24.3 billion decrease due to foreign exchange fluctuations during Fiscal 2010. Excluding those positive and negative factors, the actual decrease in the gross trading profit of existing subsidiaries was ¥170.2 billion.

### **Selling, General and Administrative Expenses**

Selling, general and administrative expenses edged down by 0.2%, or ¥1.8 billion, to ¥769.9 billion (US\$8,275 million), compared with the previous fiscal year, mainly due to the low performance of pension asset management and a

### Gross Trading Profit; Selling, General and Administrative Expenses

(Billions of Yen)



pension cost increase resulting from a decrease in pension assets in the last fiscal year, in addition to the increase after the acquisitions of several companies including ITOCHU ENEX CO., LTD., even though such expenses decreased due to cost reductions and deconsolidation of existing group subsidiaries.

Furthermore, the above-mentioned rise in retirement benefit cost was ¥4.5 billion, the increase in expenses due to the acquisition of ITOCHU ENEX CO., LTD., and other companies as newly consolidated subsidiaries was ¥57.8 billion, the decrease in expenses due to the deconsolidation of consolidated subsidiaries was ¥10.0 billion, and the translation of overseas subsidiaries resulted in a ¥17.8 billion decrease due to foreign exchange fluctuations during the fiscal year. Excluding those positive and negative factors, the actual decrease in the expenses of existing subsidiaries was ¥32.7 billion.

### Provision for Doubtful Receivables

Provision for doubtful receivables decreased by 57.9%, or ¥9.7 billion, to ¥7.0 billion (US\$76 million), compared with the previous fiscal year, due to the absence of a provision for doubtful receivables from Machinery-related customers in Mongolia recognized in the previous fiscal year, despite other provisions for doubtful receivables.

### Net Financial Income (Net of Interest Income, Interest Expense and Dividends Received)

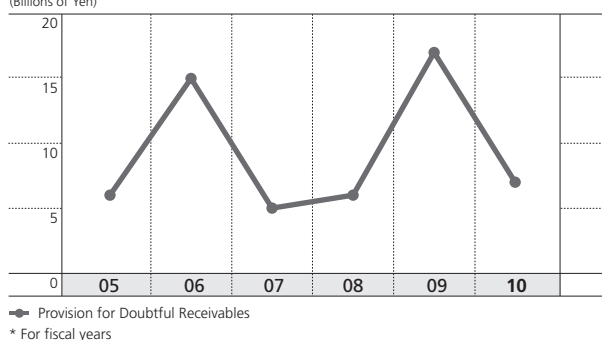
Net financial income was ¥3.6 billion (US\$39 million), a decrease of ¥2.0 billion compared with the previous fiscal year.

Net interest expenses, consisting of interest expense and interest income, improved by 14.0%, or ¥4.1 billion, to ¥25.3 billion (US\$272 million). Interest income decreased by 39.0%, or ¥6.3 billion, as result of lower interest rates for the U.S. dollar. Interest expense decreased by 22.9%, or ¥10.5 billion, due to a decline of 2.24 percentage points in the average interest rate from 2.93% to 0.69%, due to lower interest rates for the U.S. dollar.

Furthermore, Dividends received decreased by 17.5%, or ¥6.1 billion, to ¥28.9 billion (US\$311 million), mainly due to a decrease in dividends from LNG-related investments that

### Provision for Doubtful Receivables

(Billions of Yen)



offset an increase in dividends from oil and gas-related investments.

### Other Profit (Loss)

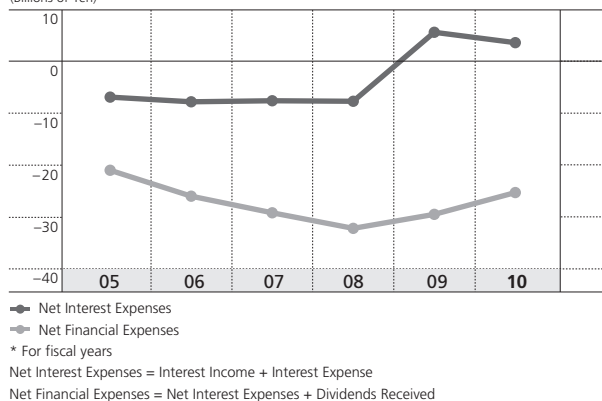
Loss on investments-net improved by ¥18.6 billion, to ¥4.5 billion (US\$48 million), compared with the previous fiscal year, due to a significant decrease in devaluation loss with the gradual recovery of stock markets, despite a slight decrease in gain on sales of investments, and an increase in loss on disposal of group companies as a result of the restructuring of some group companies.

Furthermore, gain on disposal of investments and marketable securities decreased by ¥2.1 billion, to ¥24.6 billion. Loss on business restructuring was up by ¥5.5 billion, to ¥9.3 billion. Loss on disposal of investments and marketable securities declined by ¥26.2 billion, to ¥19.8 billion.

Loss on property and equipment-net improved by ¥36.9 billion, to ¥8.5 billion (US\$92 million), due to the absence of a loss arising from withdrawal from the Entrada Oil/Natural Gas Field Development Project in the U.S. Gulf of Mexico in the previous fiscal year, in addition to a decrease in impairment loss, and a gain on sales of properties in several subsidiaries.

### Net Financial Expenses

(Billions of Yen)



Furthermore, gain on property and equipment improved by ¥2.5 billion, to ¥2.5 billion. The absence of a loss arising from withdrawal from the Entrada Oil/Natural Gas Field Development Project in the previous fiscal year accounted for ¥29.2 billion; and, other impairment loss decreased ¥5.2 billion, to ¥11.0 billion.

Gain on bargain purchase in acquisition was ¥14.0 billion (US\$151 million), which was recognized at the time of the acquisitions of C.I. Kasei Co., Ltd., ITOCHU LOGISTICS CORP., and Leilian Co., Ltd.

Other-net improved by ¥7.5 billion, to a gain of ¥3.0 billion (US\$32 million), due to a gain on foreign currency translation and the absence of a loss arising from withdrawal from the Entrada Oil/Natural Gas Field Development Project in the previous fiscal year.

Furthermore, gain on foreign currency translation was ¥0.3 billion, an improvement compared with loss on foreign currency translation of ¥3.4 billion for the previous fiscal year. The absence of a loss arising from withdrawal from the Entrada Oil/Natural Gas Field Development Project in the previous fiscal year accounted for ¥7.1 billion; and, other gain (loss) deteriorated ¥2.9 billion, to ¥2.7 billion.

**Income Taxes**

Income taxes decreased by 29.1%, or ¥21.2 billion, to ¥51.6 billion (US\$555 million), which was mainly due to a ¥53.3 billion decline in income before income taxes and equity in earnings of associated companies.

**Equity in Earnings of Associated Companies**

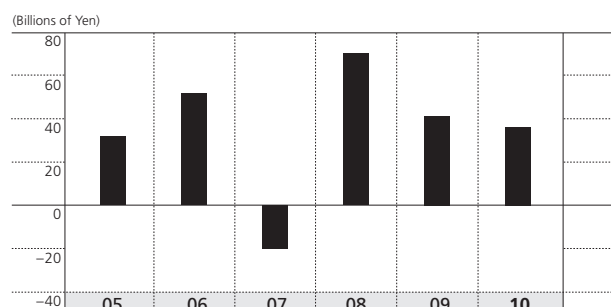
Equity in earnings of associated companies declined by 12.2%, or ¥5.0 billion, to ¥36.3 billion (US\$390 million), compared with the previous fiscal year. This was due to a decrease in steel products, mineral resources, and pulp-related companies, as well as impairment losses on investments in restaurant chain and finance-related associated companies, as a result of the revaluation of their fair values and less equity in earnings from them. The overall decline occurred despite an increase in some associated companies newly purchased in Textile; Machinery; Energy, Metals & Minerals; and Food, in addition to an increase in existing associated companies in Machinery, and ICT, Aerospace & Electronics.

Furthermore, the business results of major equity-method associated companies are included in Performance of Subsidiaries and Equity-Method Associated Companies, under Major Group Companies Reporting Profits or Major Group Companies Reporting Losses.

**Adjusted Profit**

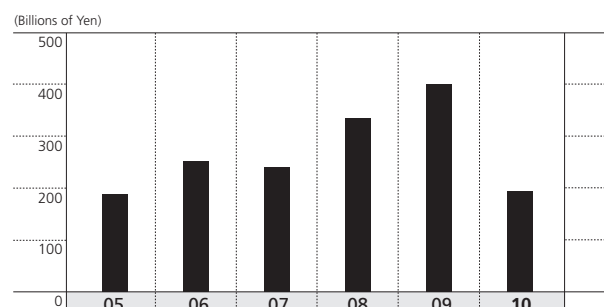
Adjusted profit (net of gross trading profit, selling, general and administrative expenses, net interest expenses, dividends received, and equity in earnings of associated companies) decreased by 42.7%, or ¥145.0 billion, to ¥194.3 billion (US\$ 2,089 million), due to a decrease in Gross trading profit despite increase from the acquisitions of subsidiaries.

**Equity in Earnings of Associated Companies**



\* For fiscal years

**Adjusted Profit**



\* For fiscal years

## PERFORMANCE OF SUBSIDIARIES AND EQUITY-METHOD ASSOCIATED COMPANIES

Consolidated business results for the fiscal year includes the business results of 413 companies, comprising 257 consolidated subsidiaries (105 domestic and 152 overseas) and 156

equity-method associated companies (65 domestic and 91 overseas). The earnings or losses of those companies within the scope of consolidation are as follows. (Note)

### Profits/Losses of Group Companies Reporting Profits/Losses

Years ended March 31	Billions of Yen								
	2010			2009			Changes		
	Profitable	Unprofitable	Total	Profitable	Unprofitable	Total	Profitable	Unprofitable	Total
Group companies excluding overseas trading subsidiaries .....	¥156.6	¥(38.2)	¥118.4	¥198.1	¥(58.3)	¥139.7	¥(41.5)	¥20.2	¥(21.3)
Overseas trading subsidiaries .....	9.7	(1.8)	7.9	20.8	(0.5)	20.3	(11.1)	(1.3)	(12.5)
Total .....	¥166.2	¥(40.0)	¥126.3	¥218.9	¥(58.8)	¥160.1	¥(52.6)	¥18.8	¥(33.8)

### Share of Group Companies Reporting Profits

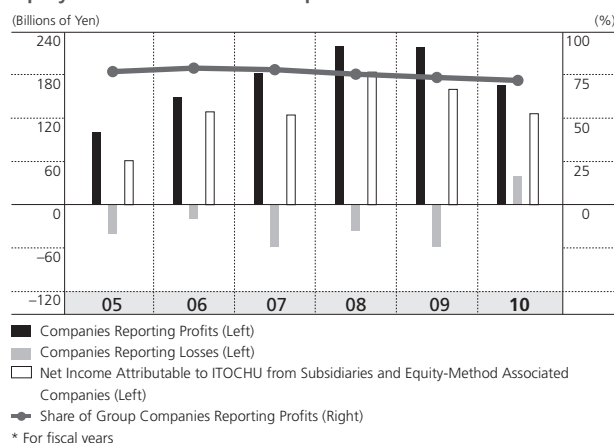
Years ended March 31	2010			2009			Changes		
	Domestic	Overseas	Total	Domestic	Overseas	Total	Domestic	Overseas	Total
No. of companies reporting profits .....	126	171	297	130	179	309	(4)	(8)	(12)
No. of group companies .....	170	243	413	176	244	420	(6)	(1)	(7)
Share .....	74.1%	70.4%	71.9%	73.9%	73.4%	73.6%	0.2pts.	(3.0)pts.	(1.7)pts.

(Note) Investment companies which are considered as part of parent (151 entities) and companies indirectly invested by ITOCHU or its overseas trading subsidiaries (307 entities) are not included in the above-mentioned number of companies.

In the fiscal year, net income from subsidiaries and equity-method associated companies (aggregate profit / loss of subsidiaries and equity-method associated companies excluding overseas trading subsidiaries) declined ¥21.3 billion, to ¥118.4 billion, because an improvement in CIECO Energy (US) Limited due to the absence of a loss arising from withdrawal from the Entrada oil and natural gas field development project in the previous fiscal year did not completely absorb decreases in revenues from ITOCHU Minerals & Energy of Australia Pty Ltd, due to a fall in the average price of metal resources over the fiscal year, and ITOCHU Oil Exploration (Azerbaijan) Inc., due to a fall in the average price of oil over the fiscal year. Profits from overseas trading subsidiaries decreased ¥12.5 billion, to ¥7.9 billion, because lower earnings from United States, Australia, and China offset higher earnings from Singapore.

The aggregate income from Group companies (subsidiaries, equity-method associated companies, and overseas trading subsidiaries) reporting profits decreased ¥52.6 billion, to ¥166.2 billion, due to decreases in earnings from ITOCHU Minerals & Energy of Australia Pty Ltd and ITOCHU Oil Exploration (Azerbaijan) Inc. Meanwhile, the aggregate loss from Group companies reporting losses improved ¥18.8 billion, to ¥40.0 billion, as a result of improvement in CIECO Energy (US) Limited due to the absence of a loss arising from withdrawal from the Entrada oil and natural gas field development project in the previous fiscal year. Further, the share of Group companies reporting profits (the number of Group companies reporting profits as a percentage of the number of companies included in consolidation) deteriorated 1.7 percentage points, to 71.9%.

### Net Income Attributable to ITOCHU from Subsidiaries and Equity-Method Associated Companies



Major Group companies reporting profits or losses for the fiscal year and the previous fiscal year were as follows:

### Major Group Companies Reporting Profits

Years ended March 31	Shares	Net Income (Loss) Attributable to ITOCHU* <sup>1</sup> Billions of Yen		Reasons for Changes
		2010	2009	
<b>Domestic Subsidiaries</b>				
ITOCHU Techno-Solutions Corporation	52.6%	¥ 6.8	¥ 6.9	Almost the same level due to reduced customer IT investments
Leilian Co., Ltd.	61.1	2.9	—	Started consolidation from this fourth quarter. Due to gain on bargain purchase in acquisition
C.I. KASEI Co., Ltd.* <sup>2</sup>	97.6	2.0	(1.1)	Significant increase due to cost reduction, the absence of impairment loss of fixed assets and reversal of the deferred tax asset in the previous fiscal year, and net gain on bargain purchase in acquisition and revaluation for pre-existing interests in this first quarter
ITOCHU LOGISTICS CORP.* <sup>3</sup>	99.0	2.0	0.1	Increase due to net gain on bargain purchase in acquisition and revaluation for pre-existing interests in this first quarter
ITOCHU CHEMICAL FRONTIER Corporation	99.8	1.9	1.1	Increase due to recovery of price and demand in this fiscal year, despite last fiscal year's significant price falls after the third quarter
ITOCHU PLASTICS INC.	100.0	1.9	1.6	Increase due to demand recovery of automobile, electronics, and semiconductor-related materials in addition to the absence of impairment loss on investments in the previous fiscal year
ITOCHU Oil Exploration Co., Ltd.	100.0	1.8	0.3	Increase due to significant increase in dividends received from Sakhalin Oil and Gas Development Co., Ltd.
ITOCHU ENEX CO., LTD.	53.7	1.6	2.0	Decrease due to worsened profitability resulting from increasingly intense competition associated with demand shrink
ITC NETWORKS CORPORATION	60.7	1.6	1.6	Sales decrease in mobile phones
<b>Overseas Subsidiaries</b>				
ITOCHU Minerals & Energy of Australia Pty Ltd * <sup>4</sup>	100.0	34.1	71.2	Decrease due to price falls in mineral resources on annual average
ITOCHU Oil Exploration (Azerbaijan) Inc.	100.0	6.9	26.1	Decrease due to oil price falls on annual average
PrimeSource Building Products, Inc. * <sup>5</sup>	100.0	4.7	8.3	Decrease due to housing market slowdown in North America
ITOCHU (China) Holding Co., Ltd.	100.0	2.3	2.8	Decrease due to reduced transactions in plastics and nonferrous metal transactions mainly for electronics and semiconductor sectors throughout the year despite increase in the fourth quarter
ITOCHU Hong Kong Ltd.	100.0	2.1	2.3	Decreased profit from textile and finance businesses despite the absence of loss transactions resulting from price plunges in chemicals in the previous fiscal year
ITOCHU Singapore Pte, Ltd.	100.0	1.7	1.0	Increase due to good performance in chemical trading for Asia
ITOCHU Oil Exploration (BTC) Inc.	51.4	1.6	0.9	Increase in dividends received from Baku-Tbilisi-Ceyhan Pipeline Company
ITOCHU Australia Ltd.* <sup>4</sup>	100.0	1.5	3.0	Significant profit decrease from ITOCHU Mineral & Energy of Australia Pty Ltd. as a year-to-year comparison
I-Power Investment Inc.	100.0	1.2	0.1	Increase due to sale of biomass power project in the fourth quarter in addition to good performance in IPP associated company whose equity pick-up started since this first quarter
<b>Domestic Equity-method Associated Companies</b>				
Century Tokyo Leasing Corporation * <sup>6</sup>	20.6	6.8	1.0	Profits increased as a net result of profits and losses accompanying a business restructuring and profits from a business combination
FamilyMart Co., Ltd.	31.5	4.7	5.3	Decrease due to lack of Taspo cards effect and sales decrease resulting from weak consumer spending
Brazil Japan Iron Ore Corporation	47.7	4.0	0.0	Equity pick-up started since this first quarter. Steady growth after this first quarter
Marubeni-Itochu Steel Inc.	50.0	2.7	14.8	Reduced demand for steel products both in Japan and overseas as a year-to-year comparison
<b>Overseas Equity-method Associated Companies</b>				
TING HSIN (CAYMAN ISLANDS) HOLDING CORP.	20.0	8.7	—	Equity pick-up started since this first quarter, and some profit from food production business and gain on sale of securities were recognized

## Major Group Companies Reporting Loss

Years ended March 31	Shares	Net Income (Loss) Attributable to ITOCHU*1 Billions of Yen		Reasons for Changes
		2010	2009	
<b>Domestic Subsidiaries</b>				
ITOCHU Finance Corporation	99.1%	¥(1.7)	¥ 0.6	Worsened equity in earnings of card-related associated company, decrease resulting from reduced loan balance, and the absence of gain on sale of stocks in the previous fiscal year
ITOCHU ELECTRONICS CORP.	92.1	(0.4)	(0.1)	Occurrence of an unprofitable project in system development
Daishin Plywood Co., Ltd.	99.4	(0.4)	(0.1)	Effect from reduced production resulting from weak domestic housing market
GANBARE JAPAN KIGYO FUND	30.6	(0.3)	(0.2)	Increased impairment loss on investments
<b>Overseas Subsidiaries</b>				
CIECO Energy (US) Limited	100.0	(2.2)	(22.4)	Deficit due to impairment loss on oil and gas assets from low oil and gas prices despite significant improvement due to the absence of the loss from Entrada Oil / Natural Gas Field Development Project in the previous fiscal year
ITOCHU International Inc.*5	100.0	(1.7)	8.6	Decrease due to low performance in housing material and construction machinery business in addition to significant decrease arising from price falls and poor demand in equipment material business
ITOCHU Automobile America Inc.	100.0	(1.0)	(1.6)	Improved due to cost reduction and the absence of impairment loss on goodwill in the previous fiscal year despite deficit recorded due to continuous decreased automobile sales resulting from recession in the U.S. and reversal of deferred tax assets
MCL Group Limited	100.0	(0.6)	(2.5)	Improved due to withdrawal from unprofitable retail business despite continuous deficit
ITOCHU AirLease B.V.	100.0	(0.4)	0.0	Deficit due to reduced profit from lease and loss from interest swap cancellation
<b>Domestic Equity-method Associated Companies</b>				
Orient Corporation *7	32.6	(6.2)	(2.7)	Impairment loss on investments in addition to decreased profit resulting from loan reduction
Yoshinoya Holdings Co., Ltd.*7	21.0	(4.3)	(1.5)	Impairment loss on investments in addition to poor performance in main and subsidiaries' business
Japan Brazil Paper and Pulp Resources Development Co., Ltd.	25.9	(0.7)	4.9	Pulp price falls on annual average and exchange loss from Brazilian real
Japan Medical Dynamic Marketing, INC.	30.0	(0.5)	0.5	Impairment loss of inventory in addition to the absence of the profit, gain on negative goodwill associated with new investment in the previous fiscal year

\*1 Net income (loss) attributable to ITOCHU are the figures after adjusting to U.S. GAAP, which may be different from the figures that each company announces.

\*2 C.I. KASEI Co., Ltd. has been acquired since this first quarter. The above figure of this company includes the profit resulting from the gain on bargain purchase in acquisition.

\*3 i-LOGISTICS CORP. has been acquired since this first quarter. i-LOGISTICS CORP. changed its name to ITOCHU LOGISTICS CORP. effective January 1, 2010. The above figure of this company includes the profit resulting from the gain on bargain purchase in acquisition.

\*4 The above figures of ITOCHU Australia Ltd. includes 3.7% of that of ITOCHU Minerals & Energy of Australia Pty Ltd.

\*5 The above figures of ITOCHU International Inc. includes 80.0% of that of PrimeSource Building Products Inc.

\*6 As of April 1, 2009, Century Leasing System, Inc., and Tokyo Leasing Co., Ltd., were merged to be newly named Century Tokyo Leasing Corporation. The above figure of this company includes the profit related to a merger.

\*7 The above figures of Orient Corporation and Yoshinoya Holdings Co., Ltd. include the related tax effect.

## OUTLOOK FOR FISCAL 2011

Regarding business conditions in Fiscal 2011, ending March 31, 2011, among economies worldwide the economies of emerging nations in Asia, such as China and India, will likely continue growing vigorously. Also, despite the residual effects of the financial crisis in certain sectors, the U.S. economy is likely to see a modest recovery as a pickup in employment supports growth in consumer spending. In Europe, meanwhile, economic recovery is expected to take time because of a slow recovery in employment. Moreover, support through stimulus measures is unlikely due to deteriorating fiscal positions. In Japan's economy, although the benefits of economic stimulus measures will steadily weaken, stepped-up corporate activities—reflecting continuing

exports growth and an improvement in business results—will likely sustain a trend toward gradual recovery. Further, given the residual instability in the financial system, which is evident from the confusion the fiscal problems of governments in Europe have caused in financial markets, ITOCHU must be alert to the possibility that financial instability could recur and adversely affect economies worldwide.

Against the backdrop of those business conditions, in Fiscal 2011, the final year of Frontier<sup>®</sup> 2010—Enhancing Corporate Value on the World Stage, Shaping the Future—, the ITOCHU Group expects to post an increase in earnings year on year due to higher resources prices centered on metal resources and energy.

## MANAGEMENT POLICY FOR THE FUTURE

Looking over the business conditions the ITOCHU Group will face going forward, among economies worldwide the economies of emerging nations in Asia, such as China and India, will likely continue growing vigorously. Also, despite the residual effects of the financial crisis in certain sectors, the U.S. economy is likely to see a modest recovery as a pick-up in employment supports growth in consumer spending. In Europe, meanwhile, economic recovery is expected to take time because of a slow recovery in employment. Moreover, support through stimulus measures is unlikely due to deteriorating fiscal positions. In Japan's economy, although the benefits of economic stimulus measures will steadily weaken, stepped-up corporate activities—reflecting continuing exports growth and an improvement in business results—will likely sustain a trend toward gradual recovery. Further, given the residual instability in the financial system, which is evident from the confusion the fiscal problems of governments in Europe have caused in financial markets, ITOCHU must be alert to the possibility that financial instability could recur and adversely affect economies worldwide.

### Further Advancement of Frontier<sup>e</sup> 2010 Medium-Term Management Plan

In Fiscal 2011, ending March 31, 2011, the final year of its Medium-Term Management Plan Frontier<sup>e</sup> 2010—Enhancing Corporate Value on the World Stage, Shaping the Future—, the ITOCHU Group will continue the basic policy it followed in Fiscal 2010 while reinforcing on-site capabilities in order to vitalize workplaces and heighten earning power.

First, the Group will replace investments and assets in light of exacting selection criteria in order to *expand and improve earnings platforms*. In accordance with its policy of stepping up initiatives in L-I-N-E-s business areas, which will become future earnings mainstays, the Group will continue concentrating efforts on the Life & Healthcare and Environment & New Energy business areas. In the Environment & New

Energy business area—giving priority to measures in the areas of solar power generation, energy storage devices, and water resources—the Solar Business Department, established in 2009, will lead efforts to steadily advance sales initiatives. Further, continuing to position efforts to *expand and improve earnings platforms* overseas as a key measure in business management that will sustain growth, the Group will develop projects and ensure they contribute earnings. In Fiscal 2011, the Group will continue to steadily replace assets through withdrawal from businesses that it is no longer as meaningful to own while actively making new investments in carefully composed projects.

Second, ITOCHU will strengthen its financial position and upgrade risk management. Although the Group may be over the worst of tough financial conditions, it will continue replenishing stockholders' equity and managing its balance sheet in order to maintain key financial ratios at sound levels. In addition, the ITOCHU Group will further promote use of Group Finance in order to shift toward global capital management, thereby improving capital efficiency while steadily meeting the Group's funding requirements.

Third, ITOCHU will evolve management systems. Those efforts will involve continuing to advance corporate social responsibility initiatives and strengthening corporate governance while bolstering internal control for compliance and financial reports even further.

Fourth, ITOCHU Group will advance full-fledged implementation of its global human resources strategy. Positioning the global human resources strategy at the center of its human resources strategy, ITOCHU will focus on individual national staff (non-Japanese employees) and take concrete measures in keeping with its human resources strategy's basic aim of optimizing the entire Group on a worldwide basis.

Through the above initiatives, ITOCHU will advance its business results and meet stockholders' expectations while moving forward steadily to become *a global enterprise that is highly attractive to all stakeholders*.

## DIVIDEND POLICY AND DISTRIBUTION OF THE CURRENT FISCAL YEAR'S PROFIT

ITOCHU maintains and reinforces its competitive power as well as increases stockholders' equity by retaining earnings to promote growth strategies. The basic policy of ITOCHU regarding dividend payments is a consistent and stable distribution of returns to stockholders based on consideration of its business performance.

For Fiscal 2011, ITOCHU plans to pay full-year cash dividends of ¥18.0 per share, comprising an interim cash dividend of ¥9.0 per share and a year-end cash dividend of ¥9.0 per share.

## LIQUIDITY AND CAPITAL RESOURCES

### Basic Funding Policy

The Company aims to ensure flexibility in funding in response to changes in financial conditions and take advantage of opportunities to lower its overall financing costs. Also, the Company seeks to diversify its funding sources and methods while endeavoring to find the optimum balance in its funding structure with enhancing the stability of its financing mainly by means of long-term funding. Further, the Company works to improve consolidated capital efficiency and funding structure by concentrating funding for domestic subsidiaries on Group Finance from the parent Company. Moreover, the Company established Group Finance scheme in Asia and Europe for the funding of overseas subsidiaries.

Regarding funding methods, the Company uses such indirect financing as bank loans and such direct financing as bond issuance. As to indirect financing, the Company maintains favorable and wide-ranging relationships with various financial institutions which enable it to raise funds required. As to direct financing, the Company registered a new issuance of bonds up to ¥300.0 billion, covering the two-year period from August 2009 to July 2011 in accordance with the bond-issuance registration system in Japan. Also, the Company undertakes funding through commercial paper to heighten capital efficiency and lower capital costs. ITOCHU Corporation, ITOCHU International Inc. in the United States, and treasury companies in Singapore and the United Kingdom have registered a total of US\$5.0 billion in a Euro Medium Term Note Programme (Euro MTN).

Ratings of the Company's long-term debt and short-term debt as of the end of the fiscal year are as follows. Aiming to secure even higher ratings, the Company will strengthen profitability, improve financial position, and implement thorough risk management.

Credit Rating Agency	Long-term Debt	Short-term Debt
Japan Credit Rating Agency (JCR)	A+ / Stable	J-1
Rating & Investment Information (R&I)	A / Stable	a-1
Moody's Investors Service	Baa1 / Stable	P-2
Standard & Poor's (S&P)	A- / Stable	A-2

### Interest-Bearing Debt

Interest-bearing debt as of March 31, 2010, decreased by ¥180.1 billion compared with the previous fiscal year, to ¥2,209.3 billion (US\$23,746 million). Net interest-bearing debt, after deducting cash and cash equivalents and time deposits, decreased by ¥30.7 billion, to ¥1,726.1 billion (US\$18,552 million). Net DER (debt-to-equity ratio) improved 0.5 points from 2.1 times to 1.6 times compared with the previous fiscal year-end. Further, thanks to efforts to ensure a stable funding structure by seeking long-term funding, the ratio of long-term interest-bearing debt to total interest-bearing debt increased from 74% at the previous fiscal year-end to 87%.

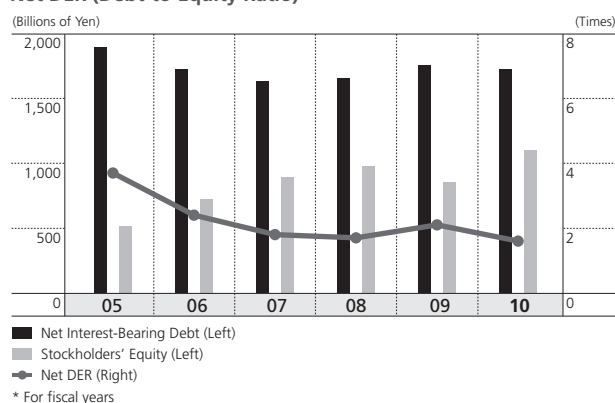
Details of interest-bearing debt as of March 31, 2009, and as of March 31, 2010, are as follows.

	Billions of Yen		Millions of U.S. Dollars
	2010	2009	2010
March 31			
Short-term debt:			
Short-term loans mainly from banks .....	¥ 229.2	¥ 453.2	\$ 2,464
Commercial paper .....	—	84.9	—
Current maturities of long-term debt:			
Current maturities of long-term loans mainly from banks .....	57.5	81.9	618
Current maturities of debentures .....	3.3	8.7	35
Short-term total .....	290.0	628.8	3,117
Long-term debt (Note):			
Long-term loans mainly from banks, less current maturities .....	1,736.2	1,610.4	18,660
Debentures .....	183.1	150.2	1,969
Long-term total .....	1,919.3	1,760.5	20,629
Total interest-bearing debt .....	2,209.3	2,389.3	23,746
Cash and cash equivalents and time deposits .....	483.2	632.6	5,194
Net interest-bearing debt .....	¥1,726.1	¥1,756.8	\$18,552

(Note) Because "Long-term debt" in the Consolidated Balance Sheets includes elements of non-interest-bearing debt, this "Long-term debt" presents the figures excluding such elements.



### Net Interest-Bearing Debt, Stockholders' Equity and Net DER (Debt-to-Equity Ratio)



### Financial Position

(Unless otherwise stated, comparisons in the following section are between the end of the previous fiscal year and the end of the fiscal year under review.)

Total assets increased by 5.5%, or ¥284.8 billion, to ¥5,476.8 billion (US\$ 58,866 million), mainly due to the new consolidation of some subsidiaries; an increase in Chemicals, Forest Products & General Merchandise and in Energy, Metals & Minerals, due to increases in Trade receivables and Inventories associated with higher oil prices and a recovery in the chemical market recovery compared with the end of the previous fiscal year; an increase in investments and Net property and equipment resulting from the appreciation of both the Brazilian real and Australian dollar; and new investments in both Textile and in Food.

ITOCHU stockholders' equity, which corresponds to total equity before applying SFAS 160 (Please refer to transfer to ASC Topic 810, "Consolidation" in New Accounting Pronouncements.), increased by 29.3%, or ¥249.0 billion, to ¥1,098.4 billion (US\$11,806 million), due to a decrease in dividend payments, an accumulation of Net income attributable to ITOCHU, an improvement in Foreign currency translation adjustments, and improvements in Unrealized holding gains on securities and Pension liability adjustments resulting from recovery of the stock market. As a result, Ratio of stockholders' equity to total assets\* rose by 3.7 points compared with March 31, 2009, to 20.1%.

Total equity, or total of ITOCHU stockholders' equity and Noncontrolling interest, which means the total equity of the entire Group, increased by 26.4% or ¥274.0 billion compared with March 31, 2009, to ¥1,311.4 billion (US\$14,095 million).

The main increases and decreases in respective items of the consolidated balance sheet compared with those of the previous fiscal year-end are as follows.

**Cash and cash equivalents** decreased by ¥153.1 billion, to ¥475.7 billion (US\$5,113 million).

**Time deposits** rose by ¥3.8 billion, to ¥7.5 billion (US\$81 million).

**Trade receivables (less allowance for doubtful receivables)** increased by ¥144.0 billion, to ¥1,426.7 billion (US\$15,334 million), due to an increase related to energy and chemicals, which offset a decrease related to automobiles.

**Due from associated companies** declined by ¥10.7 billion, to ¥96.3 billion (US\$1,035 million), because Machinery trading transactions decreased.

**Inventories** declined by ¥33.4 billion, to ¥476.1 billion (US\$5,117 million).

**Advances to suppliers** decreased by ¥19.0 billion, to ¥72.9 billion (US\$783 million).

**Other current assets** rose by ¥22.1 billion, to ¥257.1 billion (US\$2,763 million), due to the collection of loans.

As a result, total current assets declined by ¥44.7 billion, to ¥2,893.5 billion (US\$31,099 million).

**Investments in and advances to associated companies** rose by ¥184.6 billion, to ¥938.7 billion (US\$10,089 million), due to an increase stemming from an investment in a major food product distributor in China and Taiwan and increases in Textile and Energy, Metals & Minerals.

**Other investments** increased by ¥24.3 billion, to ¥450.3 billion (US\$4,840 million), due to an increase in unrealized holding gains on securities that reflected a recovery in stock markets.

**Other non-current receivables (less allowance for doubtful receivables)** were up by ¥8.9 billion, to ¥103.6 billion (US\$1,114 million).

As a result, total investments and non-current receivables increased by ¥217.8 billion, to ¥1,492.7 billion (US\$16,043 million).

**Property and equipment, at cost (less accumulated depreciation)** rose by ¥105.6 billion, to ¥666.4 billion (US\$7,162 million), due to an increase resulting from new consolidated subsidiaries in Textile; Chemicals, Forest Products & General Merchandise; and Finance, Realty, Insurance & Logistics Services, as well as an increase related to overseas resource development due to appreciation of the Australian dollar.

**Goodwill and other intangible assets (less accumulated amortization)** increased by ¥33.2 billion, to ¥201.9 billion (US\$2,170 million), due to an increase resulting from new investments.

**Deferred tax assets, non-current**, declined by ¥28.1 billion, to ¥108.3 billion (US\$1,165 million), due to a decrease accompanying the continued implementation of measures for a reduction in deductible temporary differences through disposal of receivables and securities, a decrease in unrealized holding gains on securities stemming from a recovery in stock markets, and a decrease due to an improvement in pension liability adjustments. Furthermore, net deferred tax assets declined by ¥27.3 billion, to ¥131.2 billion (US\$1,410 million).

**Short-term debt** decreased by ¥308.9 billion, to ¥229.2 billion (US\$2,464 million), due to repayment of loans and efforts to increase the amount of interest-bearing debt accounted for by long-term funding. (Please refer to "10. Short-term and Long-term Debt" in Notes to Consolidated Financial Statements.)

**Trade payables** were up by ¥175.9 billion, to ¥1,217.6 billion (US\$13,087 million), because an increase related to energy and chemicals counteracted a decrease related to automobiles.

**Due to associated companies** increased by ¥8.8 billion, to ¥25.4 billion (US\$273 million), because of a reduction in deposits from associated companies. Advances from customers decreased by ¥16.7 billion, to ¥80.0 billion (US\$860 million), due to a decline in Machinery resulting from delivery of ships. Other current liabilities rose by ¥22.3 billion, to ¥215.0 billion (US\$2,311 million), due to increases in derivative liabilities and deposits.

As a result, current liabilities decreased by ¥155.6 billion, to ¥1,992.6 billion (US\$21,416 million).

### Reserves for Liquidity

The basic policy is to maintain and secure an adequate amount of reserves required for liquidity covering short-term interest-bearing debt and contingent liabilities due within three months. This policy is based on the scenario whereby new funding may be unavailable for about three months because of market turmoil. In such a case, the Company must maintain adequate reserves to repay liabilities during such a period in order to cope with unpredictable events.

Primary liquidity resources at the end of Fiscal 2010, the sum of cash, cash equivalents, time deposits (¥483.2 billion), and commitment line agreements (yen short-term: ¥100.0

billion, yen long-term: ¥300.0 billion, multiple currency short-term: US\$500 million) was ¥929.7 billion (US\$9,993 million), down ¥152.0 billion from the previous fiscal year-end. The Company believes that this amount constitutes adequate reserves for liquidity since it is 5.1 times the necessary liquidity amount (short-term interest-bearing debt and contingent liabilities due within three months), which amounted to ¥182.7 billion (US\$1,964 million) as of March 31, 2010.

Secondary liquidity reserves (other assets that can be converted to cash in a short period of time) stood at ¥547.9 billion (US\$5,889 million). When added to primary liquidity reserves, the total amount of liquidity reserves stood at ¥1,477.6 billion (US\$15,882 million).

The Company has long-term commitment line agreements with financial institutions totaling ¥300.0 billion (US\$3,224 million). As a result of the availability of this long-term commitment line, the Company has the intention and ability to undertake a long-term rollover of current maturities of long-term debt from financial institutions. The Company thus classified ¥147.8 billion (US\$1,589 million) of current maturities of long-term debt as non-current liabilities on the consolidated balance sheet, which was part of ¥208.5 billion (US\$2,241 million) in non-current liabilities with a maturity of one year or less based on loan contracts at the end of Fiscal 2010. However, the above calculation of the necessary liquidity amount was based on the repayment figure for loan contracts with a maturity of one year or less, not on the consolidated balance sheet figures.

### Necessary Liquidity

March 31	Billions of Yen		Millions of U.S. Dollars
	2010	Necessary Liquidity	2010
Short-term interest-bearing debt.....	¥229.2	¥114.6	\$1,232
		(229.2/6 months x 3 months)	
Current maturities of long-term interest-bearing debt.....	208.5*	52.1	560
		(208.5/12 months x 3 months)	
Contingent liabilities (Guarantees [substantial risk] for monetary indebtedness of equity-method associated companies and customers).....	64.0	16.0	172
		(64.0/12 months x 3 months)	
Total.....		¥182.7	\$1,964

\* The figure is the total of current maturities of long-term debt (¥60.7 billion) in the Consolidated Balance Sheets and long-term commitment line with financial institutions (¥147.8 billion).

### Primary Liquidity Reserves

	Billions of Yen	Millions of U.S. Dollars
	2010	
March 31	Liquidity Reserves	Liquidity Reserves
1. Cash, cash equivalents and time deposits.....	¥483.2	\$ 5,194
2. Commitment line agreements.....	446.5	4,799
Total primary liquidity reserves.....	¥929.7	\$9,993

### Secondary Liquidity Reserves

	Billions of Yen	Millions of U.S. Dollars
	2010	
March 31	Liquidity Reserves	Liquidity Reserves
3. Available portion of over draft for ITOCHU parent.....	¥ 145.1	\$ 1,560
4. Available-for-sale securities (Fair value on a consolidated basis) .....	249.1	2,677
5. Notes receivable.....	153.7	1,652
Total secondary liquidity reserves.....	¥ 547.9	\$ 5,899
Total liquidity reserves.....	¥1,477.6	\$15,882

### Capital Resources

The fundamental policy is to finance new expenditures for investment activities from operating cash flows and the disposal / collection of existing assets. This includes sale and recovery of assets as well as accumulation of profits. Any shortfall in financial resources when new investments are made is covered by cash flows from financing activities through loans and the issuance of bonds.

Cash and cash equivalents as of March 31, 2010, decreased 24.4%, or ¥153.1 billion, to ¥475.7 billion (US\$5,113 million), compared with the previous fiscal year-end. This was mainly due to efficient control of cash and cash equivalents and repayment of interest-bearing debt.

Cash flows from operating activities for Fiscal 2010 resulted in a net cash-inflow of ¥295.4 billion (US\$3,175 million). This was attributable to favorable operating revenue related

to overseas natural resources, food, textile, and chemicals, as well as a reduction in automobile-related inventories.

Cash flows from investing activities for Fiscal 2010 resulted in a net cash-outflow of ¥196.3 billion (US\$2,110 million). This was due to investment in the consumer-related sector, an increase related to capital expenditures in the natural resource development sector, and additional investment for making C.I. Kasei Co., Ltd., and ITOCHU LOGISTICS CORP. our consolidated subsidiaries.

Cash flows from financing activities for Fiscal 2010 resulted in a net cash-outflow of ¥259.0 billion (US\$2,784 million). This was mainly attributable to a reducing of cash and cash equivalents levels, which the Company had kept comparatively high following the financial crisis in Fiscal 2009 as financial markets stabilized.

A summary of cash flows for the fiscal years ended March 31, 2010 and 2009 were as follows.

	Billions of Yen		Millions of U.S. Dollars
	2010	2009	2010
March 31			
Cash flows from operating activities.....	¥ 295.4	¥ 276.9	\$ 3,175
Cash flows from investing activities.....	(196.3)	(326.0)	(2,110)
Cash flows from financing activities .....	(259.0)	258.3	(2,784)
Effect of exchange rate changes on cash and cash equivalents.....	6.8	(26.6)	73
Net increase (decrease) in cash and cash equivalents .....	(153.1)	182.5	(1,646)
Cash and cash equivalents at beginning of year .....	628.8	446.3	6,759
Cash and cash equivalents at end of year.....	¥ 475.7	¥ 628.8	\$ 5,113

## OFF-BALANCE-SHEET ARRANGEMENTS AND AGGREGATE CONTRACTUAL OBLIGATIONS

The Company and its subsidiaries issue various guarantees for indebtedness including bank loans to subsidiaries, equity-method associated companies and customers. Because the guaranteed borrowings of subsidiaries are included in the Company's consolidated financial statements, off-balance

sheet guarantees are solely the total guarantees to equity-method associated companies and customers. The breakdown of guarantees as of March 31, 2010 and 2009 were as follows:

March 31	Billions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Guarantees for equity-method associated companies:			
Maximum potential amount of future payments.....	¥ 83.6	¥ 62.9	\$ 898
Amount of substantial risk.....	50.6	36.3	544
Guarantees for customers:			
Maximum potential amount of future payments.....	¥ 69.4	¥ 74.6	\$ 746
Amount of substantial risk.....	36.5	51.6	392
Total:			
Maximum potential amount of future payments.....	¥153.0	¥137.5	\$1,644
Amount of substantial risk.....	87.1	87.9	936

The maximum potential amount of future payments of the Company under the guarantee contracts is presented above. The amount of substantial risk represents the total amount of the substantial risk taken, based on the actual amount of liability incurred by the guaranteed parties as of the end of the respective term within the pre-determined guaranteed limit established under the guarantee contracts. The amount that can be recovered from third parties under the back-to-back

guarantees submitted by the Company or its subsidiaries concerned have been excluded in determining the amount of substantial risk. The disclosures related to guarantees are shown in Note 25 "Commitments and Contingent Liability" to the consolidated financial statements.

The disclosures related to variable interest entities are shown in Note 23 "Variable Interest Entities" to the consolidated financial statements.

The following table shows the breakdown by maturity of repayment of short-term debt (Bank Loan, Commercial Paper) and long-term debt (Bank Loan, Debentures, Capital Leases) as well as payments under operating leases:

March 31	Billions of Yen				
	2010				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Short-term loans payable .....	¥ 229.2	¥229.2	¥ —	¥ —	¥ —
Long-term debt .....	2,168.3	60.7	629.1	568.8	909.7
Operating leases .....	147.7	29.3	41.6	30.5	46.4

March 31	Millions of U.S. Dollars				
	2010				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Short-term loans payable .....	\$ 2,464	\$2,464	\$ —	\$ —	\$ —
Long-term debt .....	23,305	653	6,762	6,113	9,777
Operating leases .....	1,588	315	447	327	499

## RISK INFORMATION

ITOCHU Group is exposed to various risks such as market risks, credit risks and investment risks, due to the nature of a wide range of its businesses. These risks include unpredictable uncertainties and may have significant effects on its future business and financial performance.

ITOCHU Group has enhanced its risk management policy and risk management methodology to monitor and manage these risks, but it is impossible to completely avoid all these risks.

With respect to descriptions about future events, ITOCHU appropriately has determined its assumptions and estimates based on information currently available as of March 31, 2010.

### (1) Corporate Result Risks Due to Macroeconomic Factors

ITOCHU Group involves a wide variety of business ranging from supply of raw materials to manufacturing and sale in each of its businesses areas. It conducts diverse types of commercial transactions such as purchase and sale of products in the domestic market, import/export trade between overseas affiliates as well as development of energy, metal resources and mineral resources. To give an overview of Group's main areas of business, trade in machinery such as plants, automobiles and construction machinery, trade in mineral resources, energy and chemical products, and investments in development are all largely dependent on economic trends in the world while the domestic economy has a relatively strong influence on the consumer and retail-related segments such as textiles and food. However, economic trends in the world have been more and more influential even on these consumer and retail-related segments as economic globalization proceeds.

Furthermore, in regions worldwide, including in North America, China, and Asia, which ITOCHU regards as priority areas, the Group conducts business and trade. Consequently, economic trends, not only overall worldwide economic trends but also specific regional trends, could significantly affect the Group.

### (2) Market Risk

ITOCHU Group is exposed to market risks such as foreign exchange rate risks, interest rate risks, commodity price risks and stock price risks. The Group attempts to minimize risks related to market fluctuations such as changes in foreign exchange rates and interest rates by establishing risk management policy such as setting and controlling limits and by utilizing a variety of derivative instruments for hedging purposes.

#### Foreign Exchange Rate Risk

ITOCHU Group is exposed to foreign exchange rate risk related to transactions in foreign currencies due to its significant involvement in import/export trading. Therefore, ITOCHU works to minimize foreign exchange rate risk through hedge transactions that utilize such derivatives as forward exchange contracts. However, ITOCHU cannot guarantee a complete avoidance of such foreign exchange rate risk by utilizing these hedging techniques.

Further, there is a risk that ITOCHU's investments in overseas businesses could cause fluctuation of stockholders' equity due to the effect of foreign exchange fluctuation on foreign currency translation adjustments. This foreign exchange rate risk has no impact on the performances of businesses themselves. Because long periods are generally needed to recover the cost of investments and the effectiveness provided by hedging is considered to be limited, ITOCHU does not hedge foreign exchange rate risk.

#### Interest Rate Risk

ITOCHU Group is exposed to interest rate risk in both raising and using money for financing, investing, and operating activities. Among the interest insensitive assets such as investment securities or fixed assets, the part acquired using floating interest loans is considered to be the interest mismatch amount exposed to interest rate risk. ITOCHU is working to quantify the interest rate risk to control the fluctuation of gains and losses due to interest rate change properly.

To be specific, using the management method Earnings at Risk (EaR), ITOCHU has set a certain limit (Loss Cut Limit) as the highest acceptable interest expense and has executed hedging transactions primarily in the form of interest rate swaps to minimize interest rate risk.

However, ITOCHU still cannot guarantee a complete avoidance of interest rate risk, even having adopted these management methods.

#### Commodity Price Risk

As a trading company handling a diverse array of commodities, ITOCHU Group is exposed to commodity price risk due to such factors as market fluctuations. The Group has established a fundamental risk management policy on an individual Division Company basis, assessing purchase contracts, inventories, and sales contracts, etc. and sets and manages a balance limit and loss cut limit for each individual product with conducting periodic reviews.

In addition, ITOCHU Group works to minimize commodity price risk by utilizing derivatives such as futures or forward contracts as means of hedging. Despite these measures, ITOCHU Group cannot guarantee a complete avoidance of commodity price risk.

ITOCHU Group also participates in resource development businesses such as the energy, metals and minerals sector and other manufacturing businesses. Production in these businesses is also exposed to the same commodity price risk noted above, and it is possible for the value of the businesses to deteriorate.

If this were to occur, it could seriously affect the financial position and results of operations of ITOCHU Group.

#### Stock Price Risk

ITOCHU Group holds available-for-sale securities which are vulnerable to price fluctuation. There is a risk that stockholders' equity may change in our consolidated financial statements along with the price fluctuations of these investments, and assuming that the fair value of these available-for-sale marketable securities decreased, the necessity of recognizing holding loss on securities may arise, and it could seriously affect the financial position and results of operations of ITOCHU Group.

#### (3) Credit Risks

ITOCHU Group conducts a vast array of commercial transactions with its trading partners, both domestically and overseas. ITOCHU therefore bears credit risk from the uncollectible trading receivables, loans, or credits for guaranty held by the Group due to the deteriorating credit status or insolvency of ITOCHU's partners, from assuming a responsibility to fulfill the contracts as an involved party is unable to continue its business and fulfill its obligations under the contracts.

In ITOCHU, the credit department, which is independent of the business departments, manages credit risk on both quantitative and qualitative bases. Each proposal submitted by a business division undergoes careful screening by the credit department, which then sets an appropriate credit limit upon the completion of review. Specific expiration dates are set for credit limits. These limits and the status of trade receivables are monitored on a periodic basis along with periodic reviews of the status of debt collections and delinquencies. The necessary reserves are determined and booked on this basis. With all these measures, however, the occurrence of credit risks cannot be completely avoided, and such occurrences could seriously affect the financial position and results of operations of ITOCHU Group.

#### (4) Country Risk

ITOCHU Group has trading relationships with many foreign countries. These include handling foreign goods and investments in foreign trading partners. ITOCHU Group therefore is exposed to country risk resulting from regulations imposed by foreign governments, political instability, or restrictions on the transfers of funds. In response to the country risk, in addition to taking appropriate countermeasures for each transaction, with the aim of avoiding a concentration of exposure, ITOCHU Group is endeavoring to manage risk by setting total limit guidelines and limits for each country and setting credit policies appropriate to each country.

ITOCHU Group does, however, have debts in countries and regions where there is a relatively high probability of country risk emerging, and those in which business activities are implemented through loans, investment and guarantees for monetary indebtedness. When those debts and business activities face events caused by political, economic, or social instability, ITOCHU Group cannot entirely deny the possibility that those events may have a significant impact on the debt collection and sustainability of ITOCHU Group's business activities in such countries and regions. Such occurrences could have a serious, adverse effect on the financial position and results of operations of ITOCHU Group.

#### (5) Investment Risk

Investing in a variety of businesses is one of the major business activities of ITOCHU Group. In managing the Group's portfolio of investments strategically, ITOCHU Group faces serious decisions regarding the initiation of new investments that will produce profit commensurate with the attendant risk, or the withdrawal from investments that do not produce profits consistent with attendant risks.

However, in ITOCHU Group's engagement in investing activities, there may arise such cases that the Group is unable to achieve the Group's forecasted results from the invested businesses due to deteriorating management environment for the businesses in which the Group have invested or the deteriorating corporate results and financial standing of ITOCHU's partners, ITOCHU Group is unable to withdraw from a business or restructure the business under a time-frame or method that the Group desires due to the difference of business policy from the partners' or low liquidity of investments etc., the likelihood of investment recovery is lowered due to poor corporate results of investees, or stock prices is expected to drop below a specified level for a considerable period of time. In such cases, serious adverse influences on the future corporate results and financial standing of ITOCHU Group are possible including the necessities that the whole or partial investment is recognized as loss, and that the infusion of additional funds is required.

#### (6) Risks Due to Impairment Loss on Fixed Assets

ITOCHU Group is exposed to impairment loss risks on fixed assets held, such as real estate, aircraft, and ships. ITOCHU does not foresee at present any necessity for booking additional impairment losses.

However, ITOCHU Group might be required to recognize impairment losses should the economic value of fixed assets deteriorate due to decreased demand or deterioration in market conditions for each of the assets. Such an occurrence could seriously affect the financial position and results of operations of ITOCHU Group.

**(7) Risks Due to Fund Raising**

ITOCHU Group uses ALM (Asset Liability Management) to ensure the necessary funding for its businesses and to ensure liquidity through debt from domestic and international financial institutions, as well as the issuance of commercial papers and debentures. However, should ITOCHU's credit worthiness in the capital market deteriorate due to a significant lowering of the Company's credit rating, or should there be an upheaval in the financial systems in major financial markets, the Group could experience an inability to raise funds from financial institutions or investors when necessary or under desirable conditions and could consequently experience an increase in funding costs. This could exert a serious, adverse influence on the financial position and results of operations of ITOCHU Group.

**(8) Risks Due to Pension Cost and Projected Benefit Obligations**

The benefit expenses and benefit obligations of ITOCHU are calculated based on actuarial calculations that utilize a variety of assumptions such as the discount rate for benefit obligations and the expected rate of return on pension assets. However, should it become necessary to change the assumptions on which the actuarial calculations are based or should pension assets be affected by deterioration in the stock market, it is possible that pension cost and projected benefit obligations could increase and that additional contributions to pension assets might be necessary. The financial position and results of operations of ITOCHU Group could be seriously affected by such occurrences.

**(9) Risks Due to Deferred Taxes**

Deferred tax assets are an important factor in ITOCHU's consolidated balance sheets. Therefore, accounting judgment on evaluation of deferred tax assets has a substantial impact on ITOCHU's consolidated financial statements.

Considering the necessity of an allowance for deferred tax assets, ITOCHU Group reports the realizable amount of deferred tax assets, taking into consideration future taxable income and feasible tax planning strategies.

The management of ITOCHU Group believes these estimations of realizable amount of deferred tax assets are rational. However, allowance for deferred taxes may increase or decrease depending on changes in estimated taxable income during the tax planning period, changes in the tax system including changes in tax rates, and changes in tax planning strategies. In that case it could seriously affect the financial position and results of operations of ITOCHU Group.

**(10) Risks Due to Competition**

Due to ITOCHU Group's involvement in many different industries and the fact that the Group handles a vast array of products and services, the Group is open to competition from many different companies, both domestic and foreign, including competition from other general trading companies. ITOCHU Group cannot deny the existence of other

companies with superior experience, technology, and funding capacity, that are in a position to provide products and services that meet customer needs. Moreover, ever-greater competition from companies in newly developing countries like China is gradually emerging in addition to ongoing competition from companies in European and North American industrialized countries due to economic globalization. ITOCHU Group could also find its competitiveness unsustainable due to future events such as deregulation, changes in the business environment such as entering into other industries, and technological innovation. The advent of such risks could cause a corresponding loss in competitiveness for ITOCHU Group, giving major adverse impact on the financial position and results of operations of ITOCHU Group.

**(11) Risks Associated with Significant Lawsuits**

There is no significant, currently pending lawsuit, arbitration, or other legal proceeding that may materially affect the financial position or results of the operations of ITOCHU Group.

However, there shall be no assurance that domestic or overseas business activities of ITOCHU Group may not become subject to any of such lawsuits, arbitrations or other legal proceedings.

**(12) Risks Associated with Compliance**Risks Related to Laws and Regulations

ITOCHU Group is subject to a number of diverse laws and regulations both domestically and overseas due to the vast array of products and services the Group provides.

To be specific, ITOCHU Group is required to adhere to laws and regulations such as the laws for each industry, including Companies Act, Financial Instruments and Exchange Act, and tax laws, as well as all laws pertaining to trade such as foreign exchange laws, antitrust laws, intellectual property laws and the laws of each country in which ITOCHU Group conducts business overseas. ITOCHU Group is aware that the observance of laws and regulations is a serious obligation on the part of the Company and the Group has committed every effort into the observance of these laws and regulations by reinforcing the compliance system. With all these measures, however, there is a possibility of the situation where, including personal misconduct by directors and employees, risks associated with compliance or suffering social disgrace cannot be removed.

Also, ITOCHU cannot deny that unexpected, additional enactment or change in laws and regulations by legislative, judicial, and regulatory bodies are a possibility both domestically and overseas, and there are possibilities of major change in laws and regulations by political/economical changes. This could exert a serious, adverse influence on the financial position and results of operations of ITOCHU Group.

#### Risks Related to the Environment

ITOCHU Group has designated global environmental issues as one of the most important elements of its management policy. The Group is actively working on environmental issues designated by ITOCHU's environmental policy and is building an environmental management system in order to minimize environmental risk, including the risk of infringement of laws and regulations, in natural resource development, real estate development and other investments, the handling of goods, and the provision of services. Despite these efforts, ITOCHU Group cannot guarantee that the Group's business activities will not affect the world environment, and ITOCHU cannot completely avoid the possibility that the opposition of environmental protection groups will impede the business growth. Should such events occur, the ITOCHU Group could suffer the loss of public trust and could suffer serious adverse effects on the financial position and results of operations of ITOCHU Group.

#### (13) Risks Associated with Information Systems and Information Security

In ITOCHU Group, a code of conduct concerning the handling of information is enforced on all directors and employees and high priority is placed on maintaining a high information security level. ITOCHU Group has established information systems to facilitate the sharing of information and to improve the efficiency of operations. In order to maintain a secure operation of its information systems, ITOCHU Group has established security guidelines and has developed crisis control measures.

Despite these measures, ITOCHU Group cannot completely avoid the possibility of unauthorized access from the outside, the leakage of sensitive company information due to computer viruses, or operational failure of the system due to damage to information system equipment arising from natural disasters or accidents or from trouble with telecommunications circuitry. If such events occur, this could cause a deterioration of operational efficiency, and depending on the seriousness of the damage, could result in a serious adverse effect on the financial position and results of operations of ITOCHU Group.

#### (14) Natural Disasters and Other Risks

Natural disasters such as earthquake or infectious diseases such as the new influenza may adversely affect the operations of ITOCHU Group. ITOCHU has implemented measures such as developing Business Continuity Plan (BCP) for large-scale disasters, developing a BCP for the occurrence of new influenza viruses, introducing a safety confirmation system, creating a disaster manual, reinforcing earthquake resistance, and conducting emergency drills. Also, various measures have been implemented individually in each Group company. However, since ITOCHU Group operates business activities in a vast range of regions, damage from disasters or infectious diseases such as new influenza viruses cannot be completely avoided. Therefore, damage inflicted from natural disaster or infectious diseases such as new influenza viruses could significantly affect the financial position and results of operations of ITOCHU Group.



## CRITICAL ACCOUNTING POLICIES

The Company's consolidated financial statements are prepared in conformity with U.S. GAAP. In preparing the consolidated financial statements, the management of the Company is required to make a number of estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, contingent assets and liabilities as of each balance sheet date, and revenues and expenses in each reporting period. Management periodically verifies and makes a review of its estimates, judgments and assumptions based on the available information that is considered to be reasonable, judging from historical experiences and circumstances. These estimates, judgments and assumptions, however, which are often accompanied by uncertainties, may differ from actual results. These differences may have an effect on the Company's consolidated financial statements and the performance of every operating segment. The following accounting policies relate to estimates, judgments and assumptions that management believes may materially affect consolidated financial statements.

### Evaluation of Investments

Investment balance and profit from investments are important factors in the Company's consolidated financial statements and, therefore, accounting judgment on the evaluation of investments has a substantial impact on the Company's consolidated financial statements. The Company and its subsidiaries evaluate marketable securities based on their fair values. The difference between carrying amount and fair value is reported in the consolidated statements of income for trading securities, while differences net of tax are reported in stockholders' equity as "unrealized holding gains on securities," for available-for-sale securities. When the Company and its subsidiaries judge that the price decrease of marketable securities is other than temporary, considering severity and duration of decline in the fair value against carrying amount, impairment losses are recognized for the devaluation of this value.

For the impairment of non-marketable securities, judgment of an other-than-temporary decline is conducted after a comprehensive consideration of the magnitude of the decrease in terms of net asset value, the financial conditions of the invested companies, and the outlook for their future performance. For the impairment of marketable investments in equity-method investees and as is the case for impairment of long-lived assets, the Company and its subsidiaries judge whether or not a price decrease is other than temporary not only by measuring the magnitude of the decrease in market value but also by comprehensively considering the possibility of collection based on the estimated future cash flows generated from the investment. The management of the Company believes that these investment evaluations are rational. However, differences in estimates such as estimated future cash flows due to unforeseen changes in business conditions may impair the value of investments and have a material impact on the Company's consolidated financial statements.

### Provision for Doubtful Receivables

Trade receivables including notes and accounts, in addition to loans, represent a large amount in the Company's consolidated balance sheets, and the provision for doubtful receivables is an important factor in the Company's consolidated statements of income. Therefore, accounting judgment on the evaluation of receivables has a substantial impact on the Company's consolidated financial statements. In the Company, the credit department, which is independent of business departments, manages and evaluates credit risk from both quantitative and qualitative perspectives, regularly monitoring the credit limit and the current condition of trade receivables, and regularly reviewing the current condition of debt collection and delinquency to discuss and record the required provision for doubtful receivables. The Company and its subsidiaries estimate the recoverable amount and records the required provision for doubtful receivables, after comprehensively considering the status of collection, past insolvency record, financial conditions of debtors, and the value of collateral. The management of the Company believes that these estimations of provisions for doubtful receivables are rational. However, deterioration of the debtors' financial conditions and decreases in estimated collateral value due to unpredictable changes in business conditions may reduce the recoverable amounts from the latest estimation, and an increase in provision for doubtful receivables may have a material impact on the Company's consolidated financial statements.

### Deferred Income Taxes

Deferred income tax assets are an important factor in the Company's consolidated balance sheets. Therefore, accounting judgment on the evaluation of deferred income tax assets has a substantial impact on the Company's consolidated financial statements. To consider recording valuation allowances for deferred income tax assets, the Company and its subsidiaries report the realizable amount of deferred income tax assets, taking into consideration future taxable income and feasible tax planning strategies. To evaluate the realizable amount, it considers information such as historical records and any available information related to the future.

The management of the Company believes that these estimations of the realizable amount of deferred income tax assets are rational. However, valuation allowances for deferred income tax assets may increase or decrease depending on changes in taxable income during the tax planning period and changes in tax planning strategies, which may have a material impact on the Company's consolidated financial statements.

### Impairment of Long-Lived Assets

If a part of the carrying amount is determined to be unrecoverable due to changes in the situation for long-lived assets used for business and intangible assets whose useful lives are finite, the Company and its subsidiaries recognize the impairment of such long-lived assets based on fair value when the sum of the outcome of the use of the long-lived asset and future cash flows (undiscounted) resulting from its sale, are below the carrying amount. The management of the Company believes that the estimated future cash flows and the determination of the fair value have been made in a rational manner. However, fluctuations in estimated future cash flows and fair value due to unpredictable changes in business conditions may reduce the evaluation of long-lived assets, which may have a material impact on the Company's consolidated financial statements.

### Goodwill and Other Intangible Assets

Goodwill and non-amortizable intangible assets with indefinite useful lives are tested for impairment at least annually or at any time when an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount.

Fair value, which is indispensable for the impairment test, is estimated according to discounted future cash flows based on the business plan. The management of the Company

believes that the estimated future cash flows and the determination of the fair values have been made in a rational manner. However, fluctuations in estimated future cash flows and fair value due to unpredictable changes in business conditions may reduce the evaluation of goodwill and other intangible assets, which may have a material impact on the Company's consolidated financial statements.

### Cost of Retirement and Severance Benefits

The Company and its subsidiaries calculate the cost of its employees' retirement and severance benefits and pension obligations based on the same types of assumptions used in actuarial calculations, which include such important estimations as discount rates, retirement rates, death rates, increase rates of salary and long-term expected rates of return on plan assets. To determine each of these assumptions, the Company and its subsidiaries comprehensively judge all available information including market trends such as interest rate changes. The management of the Company believes that the determination of these assumptions has been done in a rational manner. However, any difference between the assumptions and the actual conditions may influence the future retirement benefit costs and pension liabilities, which may have a material impact on the Company's consolidated financial statements.

## NEW ACCOUNTING PRONOUNCEMENTS

### FASB Accounting Standards Codification™ (ASC)

In June 2009, SFAS 168, "The FASB Accounting Standards Codification™ and the Hierarchy of Generally Accepted Accounting Principles, an amendment of SFAS 162" was issued.

According to the standard, all authoritative pronouncements previously issued under US GAAP were codified into the ASC, which is now the single authoritative source of US GAAP. The Company and its subsidiaries have adopted this standard from the first half of this fiscal year. In addition, SFAS 168 itself was codified into ASC Topic 105 "Generally Accepted Accounting Principles."

### Business Combinations and Noncontrolling Interests in Consolidated Financial Statements

The Company and its subsidiaries adopted SFAS 141 (R), "Business Combinations," and SFAS 160, "Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51," during the fiscal year under review. In accordance with the ASC described above, SFAS 141 (R) and SFAS 160 have been codified to ASC Topic 805, "Business Combinations," and ASC Topic 810, "Consolidation," respectively. Prior to the issuance of these standards, it had been generally accepted that consolidated financial statements should present the substantial financial position and the results of operations of the parent company. However, these standards adopted a different view, namely that consolidated financial statements should reflect the financial position and the results of operations of the consolidated group, or the organically combined body consisting of the parent company and its subsidiaries, with recognition that the consolidated group is a single economic entity separate from the parent company.

### a. Changes in accounting treatment

#### 1. Changes in accounting treatment of a business combination (ASC Topic 805 "Business Combinations")

In accordance with the above-mentioned view, the accounting treatment of a business combination has changed.

The Company and its subsidiaries applied the new treatment for business combination transactions beginning on or after April 1, 2009. This application changes the accounting treatment to measuring noncontrolling interest at fair value as of the business combination date, as well as the assets and liabilities of the acquiree, and recognition of goodwill attributable to noncontrolling interest in addition to that attributable to stockholders of the Company. Furthermore, interests held by the acquirer prior to the business combination date are remeasured at their fair value as of the business combination date, with the difference between fair value and the carrying amount of previously held interests recognized as a gain or loss in "Gain (loss) on investments—net."

In addition, in case that every business combination transaction at and after the beginning of fiscal year ending March 31, 2010 is under bargain purchase transaction, that is, for transactions where the net of the acquisition-date fair value of the identifiable assets acquired and the liabilities assumed exceeds the aggregate of the fair value of the consideration transferred, the acquisition-date fair value of the acquirer's previously held equity interest in the acquiree and the fair value of any noncontrolling interest in the acquiree, the excess amount is recognized as "Gain on bargain purchase in acquisition" on the Consolidated Statements of Income.

## 2. Changes in accounting treatment of changes in a parent's ownership interest in a subsidiary while retaining control in the subsidiary (ACS Topic 810 "Consolidation")

Commencing with the fiscal year under review, changes in a parent's ownership interest in a subsidiary while retaining control of the subsidiary are accounted for as equity transactions, without recognizing a gain or loss. The Company and its subsidiaries accordingly revised their accounting treatment for such ownership changes, based on the view that such transactions simply reclassify ownership among the Company's stockholders and noncontrolling stockholders, both of which hold equity in the consolidated group.

## 3. Changes in accounting treatment of deconsolidation (ASC Topic 810 "Consolidation")

In accordance with the above-mentioned view, the accounting treatment for deconsolidation has been revised. The Company and its subsidiaries applied the new standard for each deconsolidation implemented from the fiscal year under review, recognizing gains or losses on disposal of interest, as had been done previously, but also remeasuring the remaining interests at their fair values as of the date of deconsolidation, recognizing gains or losses on the difference between the fair value and the carrying amount of the remaining interests.

### **b. Revision of the presentation of consolidated financial statements (ASC Topic 810)**

With regard to the presentation of consolidated financial statements, the new standards require the changes indicated below, including comparative financial statements.

#### 1. Consolidated Statements of Income

The definition of "Net income" is adjusted to mean net income for the consolidated group itself. Therefore, the format of the consolidated statements of income has been revised in presenting first "Net income" according to the new view, deducting "Net income attributable to noncontrolling interest" (the previous "Minority interests") and indicating the remaining amount as "Net income attributable to ITOCHU" (the previous "Net income").

#### 2. Consolidated Balance Sheets

The basic policy for preparing consolidated balance sheets has changed. Equity in the Consolidated Balance Sheets is to be presented for the consolidated group itself, that is, equity in subsidiaries contributed from, or to be distributed to noncontrolling interest as well as that held by that parent company. Therefore, in the consolidated balance sheets the previous "Minority interest" has been renamed "Noncontrolling interest" and is presented as a component of equity. The definition of "Stockholders' Equity" is unchanged after adoption of the new standard. That is, "Common stock," "Capital surplus,"

"Retained earnings," "Accumulated other comprehensive income (loss)" and "Treasury stock, at cost" indicated as components of "Total ITOCHU's Stockholders' Equity" present respective amounts attributable to the stockholders of ITOCHU Corporation, while in "Noncontrolling interest" the total of subsidiaries' equity amounts attributable to noncontrolling interest is presented without disaggregating them into individual components.

#### 3. Consolidated Statements of Equity

In the same manner as Equity in the Consolidated Balance Sheets is to be represented for the consolidated group itself, Equity in the Consolidated Statements of Equity is changed to represent Equity being attributed to ITOCHU and Equity being attributed to Noncontrolling interest. Therefore, the Consolidated Statements of Equity is changed to represent the component of stockholders' equity attributed to ITOCHU as "Common stock," "Capital surplus," "Retained earnings," "Accumulated other comprehensive income (loss)" and "Treasury stock, at cost" and equity in subsidiaries attributed to noncontrolling interest as "Noncontrolling interest."

In addition, in the same manner as net income in the Consolidated Statements of Income, "Comprehensive income" in the Consolidated Statements of Equity is to be presented for the consolidated group itself. Therefore, in the revised Consolidated Statements of Equity, "Comprehensive income (loss)" shows the entire increase or decrease for each comprehensive income component and then the comprehensive income amount attributable to noncontrolling interest is deducted in "Comprehensive income attributable to noncontrolling interest," and the remaining amount is presented in "Comprehensive income (loss) attributable to ITOCHU"

#### 4. Consolidated Statements of Cash Flows

Even before the change, the consolidated statements of cash flows were considered to indicate the cash flow position of the consolidated group. However, under the previous treatment of "Net income" before adoption of the new standard, ("Net income attributable to ITOCHU" after adoption of the new standard) was presented under cash flows from operating activities. Accordingly, the reverse of "Minority interests" was included in "Adjustments to reconcile net income." After adoption of the new standard, the first line in the presentation of cash flows from operating activities is to be "Net income," as defined in the new pronouncement. Accordingly, it is no longer necessary to reverse minority interests (or "net income attributable to noncontrolling interest"). Such transactions at and after the beginning of this fiscal year ended March 31, 2010, are classified in cash flows from financing activities, and were previously included under Cash flows from investing activities.

# Consolidated Balance Sheets

ITOCHU Corporation and Subsidiaries  
As of March 31, 2010 and 2009

Financial Section

	Millions of Yen		Millions of U.S. Dollars (Note 2)
	2010	2009	2010
<b>Assets</b>			
<b>Current assets:</b>			
Cash and cash equivalents (Notes 4 and 8).....	¥ 475,674	¥ 628,820	\$ 5,113
Time deposits (Note 8).....	7,523	3,738	81
Short-term investments (Notes 4 and 8).....	7,140	9,214	77
Trade receivables (Note 8):			
Notes.....	153,694	161,533	1,652
Accounts (Note 12).....	1,287,821	1,135,031	13,842
Allowance for doubtful receivables (Note 6).....	(14,833)	(13,869)	(160)
Net trade receivables.....	1,426,682	1,282,695	15,334
Due from associated companies.....	96,279	106,934	1,035
Inventories (Note 8).....	476,066	509,503	5,117
Advances to suppliers.....	72,870	91,871	783
Prepaid expenses.....	28,361	29,817	305
Deferred tax assets (Note 15).....	45,759	40,556	491
Other current assets (Note 20).....	257,127	235,046	2,763
<b>Total current assets.....</b>	<b>2,893,481</b>	<b>2,938,194</b>	<b>31,099</b>
<b>Investments and non-current receivables:</b>			
Investments in and advances to associated companies (Notes 5, 8 and 13).....	938,689	754,062	10,089
Other investments (Notes 4 and 8).....	450,341	426,054	4,840
Other non-current receivables (Notes 8 and 12).....	163,515	155,427	1,758
Allowance for doubtful receivables (Note 6).....	(59,876)	(60,704)	(644)
<b>Total investments and net non-current receivables.....</b>	<b>1,492,669</b>	<b>1,274,839</b>	<b>16,043</b>
<b>Property and equipment, at cost (Notes 7, 8, 12 and 17):</b>			
Land.....	164,522	145,881	1,768
Buildings.....	412,468	336,630	4,433
Machinery and equipment.....	420,640	328,940	4,521
Furniture and fixtures.....	82,871	69,907	891
Mineral rights.....	64,152	60,245	690
Construction in progress.....	30,838	16,846	331
<b>Total property and equipment, at cost.....</b>	<b>1,175,491</b>	<b>958,449</b>	<b>12,634</b>
Less accumulated depreciation.....	509,140	397,675	5,472
<b>Net property and equipment.....</b>	<b>666,351</b>	<b>560,774</b>	<b>7,162</b>
<b>Goodwill and other intangible assets (Note 9):</b>			
Goodwill.....	100,057	87,560	1,075
Other intangible assets, less accumulated amortization.....	101,849	81,121	1,095
<b>Total goodwill and other intangible assets.....</b>	<b>201,906</b>	<b>168,681</b>	<b>2,170</b>
<b>Prepaid pension cost (Note 13).....</b>	<b>7,603</b>	<b>1,079</b>	<b>82</b>
<b>Deferred tax assets, non-current (Note 15).....</b>	<b>108,316</b>	<b>136,389</b>	<b>1,165</b>
<b>Other assets (Note 20).....</b>	<b>106,521</b>	<b>112,136</b>	<b>1,145</b>
<b>Total.....</b>	<b>¥5,476,847</b>	<b>¥5,192,092</b>	<b>\$58,866</b>

Refer to Notes to consolidated financial statements.

Liabilities and Equity	Millions of Yen		Millions of U.S. Dollars (Note 2)
	2010	2009	2010
<b>Current liabilities:</b>			
Short-term debt (Notes 8 and 10).....	¥ 229,236	¥ 538,161	\$ 2,464
Current maturities of long-term debt (Notes 8 and 10).....	60,728	90,631	653
Trade payables (Note 8):			
Notes and acceptances.....	125,278	134,591	1,347
Accounts.....	1,092,321	907,149	11,740
Total trade payables.....	1,217,599	1,041,740	13,087
Due to associated companies.....	25,431	16,618	273
Accrued expenses.....	124,877	125,062	1,342
Income taxes payable (Note 15).....	38,763	45,472	417
Advances from customers.....	80,030	96,769	860
Deferred tax liabilities (Note 15).....	868	983	9
Other current liabilities (Notes 11, 12 and 20).....	215,026	192,681	2,311
Total current liabilities.....	1,992,558	2,148,117	21,416
<b>Long-term debt, excluding current maturities (Notes 8, 10, 11, 12 and 20).....</b>	<b>2,107,589</b>	<b>1,934,421</b>	<b>22,652</b>
<b>Accrued retirement and severance benefits (Note 13).....</b>	<b>43,314</b>	<b>54,697</b>	<b>466</b>
<b>Deferred tax liabilities, non-current (Note 15).....</b>	<b>22,033</b>	<b>17,502</b>	<b>237</b>
<b>Commitments and contingent liabilities (Note 25)</b>			
<b>Total liabilities.....</b>	<b>4,165,494</b>	<b>4,154,737</b>	<b>44,771</b>
<b>Equity:</b>			
Common stock (Note 18):			
Authorized: 3,000,000,000 shares; issued: 1,584,889,504 shares 2010 and 2009.....	202,241	202,241	2,174
Capital surplus (Note 18).....	137,506	137,171	1,478
Retained earnings (Note 18):			
Legal reserve.....	16,117	13,183	173
Other retained earnings.....	884,280	783,699	9,505
Accumulated other comprehensive income (loss) (Notes 15 and 19):			
Foreign currency translation adjustments.....	(90,088)	(185,363)	(968)
Pension liability adjustments (Note 13).....	(86,479)	(106,013)	(930)
Unrealized holding gains on securities (Note 4).....	40,544	13,686	436
Unrealized holding losses on derivative instruments (Note 20).....	(3,015)	(6,482)	(33)
Total accumulated other comprehensive loss.....	(139,038)	(284,172)	(1,495)
Treasury stock, at cost (Note 18):			
4,379,005 shares 2010			
4,374,899 shares 2009.....	(2,687)	(2,711)	(29)
Total ITOCHU stockholders' equity.....	1,098,419	849,411	11,806
Noncontrolling interest.....	212,934	187,944	2,289
<b>Total equity.....</b>	<b>1,311,353</b>	<b>1,037,355</b>	<b>14,095</b>
<b>Total.....</b>	<b>¥5,476,847</b>	<b>¥5,192,092</b>	<b>\$58,866</b>

# Consolidated Statements of Income

ITOCHU Corporation and Subsidiaries  
Years ended March 31, 2010, 2009 and 2008

Financial Section

	Millions of Yen			Millions of U.S. Dollars (Note 2)
	2010	2009	2008	2010
<b>Revenue</b> (Notes 12, 17 and 20):				
Sales revenue .....	¥ 2,885,598	¥ 2,821,553	¥ 2,233,523	\$ 31,014
Trading margins and commissions on trading transactions .....	531,039	597,508	626,330	5,708
Total revenue .....	3,416,637	3,419,061	2,859,853	36,722
Cost of sales .....	(2,492,271)	(2,358,540)	(1,865,306)	(26,787)
<b>Gross trading profit</b> (Note 17) .....	924,366	1,060,521	994,547	9,935
Selling, general and administrative expenses (Notes 3, 9, 12 and 13) .....	(769,907)	(768,115)	(723,403)	(8,275)
Provision for doubtful receivables (Note 6) .....	(7,045)	(16,742)	(5,977)	(76)
Interest income .....	9,911	16,253	17,829	107
Interest expense (Note 20) .....	(35,249)	(45,710)	(49,985)	(379)
Dividends received .....	28,900	35,039	24,447	311
Gain (loss) on investments—net (Notes 3, 4 and 22) .....	(4,456)	(23,066)	16,384	(48)
Gain (loss) on property and equipment—net (Notes 7, 9 and 24) .....	(8,548)	(45,407)	6,675	(92)
Gain on bargain purchase in acquisition (Note 3) .....	14,015	—	—	151
Other—net (Notes 9, 14, 20 and 24) .....	2,999	(4,515)	14	32
<b>Income before income taxes and equity in earnings (losses) of associated companies</b> (Note 15) .....	154,986	208,258	280,531	1,666
Income taxes (Note 15):				
Current .....	55,126	95,573	91,922	593
Deferred (Notes 3 and 22) .....	(3,555)	(22,816)	29,186	(38)
Total income taxes .....	51,571	72,757	121,108	555
<b>Income before equity in earnings (losses) of associated companies</b> .....	103,415	135,501	159,423	1,111
Equity in earnings (losses) of associated companies (Notes 5 and 17) .....	36,269	41,304	70,238	390
<b>Net income</b> .....	139,684	176,805	229,661	1,501
Less: Net income attributable to the noncontrolling interest .....	(11,531)	(11,415)	(12,360)	(124)
<b>Net income attributable to ITOCHU</b> (Note 17) .....	¥ 128,153	¥ 165,390	¥ 217,301	\$ 1,377
		Yen		U.S. Dollars (Note 2)
	2010	2009	2008	2010
<b>Net income attributable to ITOCHU per common share</b> (Note 16) .....	¥81.09	¥104.64	¥137.46	\$0.87
<b>Diluted net income attributable to ITOCHU per common share</b> (Note 16) .....	¥80.91	¥103.94	¥127.71	\$0.87

Refer to Notes to consolidated financial statements.

# Consolidated Statements of Equity

ITOCHU Corporation and Subsidiaries  
Years ended March 31, 2010, 2009 and 2008

	Millions of Yen			Millions of U.S. Dollars (Note 2)
	2010	2009	2008	2010
<b>Common stock (Note 18):</b>				
Balance at beginning of year				
issued: 1,584,889,504 shares 2010, 2009 and 2008.....	¥ 202,241	¥ 202,241	¥ 202,241	\$ 2,174
Balance at end of year				
issued: 1,584,889,504 shares 2010, 2009 and 2008.....	¥ 202,241	¥ 202,241	¥ 202,241	\$ 2,174
<b>Capital surplus (Note 18):</b>				
Balance at beginning of year .....	¥ 137,171	¥ 137,211	¥ 136,842	\$ 1,474
Excess (deficit) arising from retirement of treasury stock .....	—	(40)	16	—
Sale (purchase) of subsidiary shares to (from) noncontrolling interest .....	335	—	353	4
Balance at end of year.....	¥137,506	¥ 137,171	¥ 137,211	\$ 1,478
<b>Retained earnings (Note 18):</b>				
Legal reserve:				
Balance at beginning of year.....	¥ 13,183	¥ 10,373	¥ 7,423	\$ 142
Transfer from other retained earnings .....	3,007	2,642	3,075	32
Redistribution arising from sale by parent company of common stock of subsidiaries and associated companies .....	(73)	168	(125)	(1)
Balance at end of year.....	¥ 16,117	¥ 13,183	¥ 10,373	\$ 173
Other retained earnings:				
Balance at beginning of year.....	¥ 783,699	¥ 652,757	¥ 466,094	\$ 8,423
Net income attributable to ITOCHU .....	128,153	165,390	217,301	1,377
Cash dividends .....	(24,516)	(31,636)	(27,688)	(263)
Transfer to legal reserve .....	(3,007)	(2,642)	(3,075)	(32)
Redistribution arising from sale by parent company of common stock of subsidiaries and associated companies.....	73	(168)	125	1
Deficit arising from retirement of treasury stock .....	(122)	(2)	—	(1)
Balance at end of year.....	¥ 884,280	¥ 783,699	¥ 652,757	\$ 9,505
<b>Accumulated other comprehensive income (loss)</b> (Notes 4, 13, 15, 19 and 20):				
Balance at beginning of year .....	¥ (284,172)	¥ (26,448)	¥ 81,863	\$ (3,055)
Other comprehensive income (loss) .....	145,125	(257,724)	(108,311)	1,560
Sale (purchase) of subsidiary shares to (from) noncontrolling interest .....	9	—	—	0
Balance at end of year.....	¥ (139,038)	¥ (284,172)	¥ (26,448)	\$ (1,495)
<b>Treasury stock (Note 18):</b>				
Balance at beginning of year .....	¥ (2,711)	¥ (2,589)	¥ (1,910)	\$ (29)
Net change in treasury stock .....	24	(122)	(679)	0
Balance at end of year.....	¥ (2,687)	¥ (2,711)	¥ (2,589)	\$ (29)
<b>Total ITOCHU stockholders' equity</b> .....	¥1,098,419	¥ 849,411	¥ 973,545	\$11,806
<b>Noncontrolling interest:</b>				
Balance at beginning of year .....	¥ 187,944	¥ 145,618	¥ 143,055	\$ 2,020
Net income attributable to the noncontrolling interest.....	11,531	11,415	12,360	124
Other comprehensive income (loss) attributable to the noncontrolling interest (Notes 15 and 19).....	2,391	(4,781)	(2,160)	26
Cash dividends to noncontrolling interest .....	(7,177)	(7,067)	(6,352)	(77)
Contribution from noncontrolling interest .....	2,411	3,786	2,758	26
Distribution to noncontrolling interest .....	(1,448)	—	(389)	(16)
Sale (purchase) of subsidiary shares to (from) noncontrolling interest .....	(2,977)	(5,330)	(4,793)	(32)
Acquisitions of subsidiaries (Note 3).....	21,907	45,434	2,833	236
Deconsolidation of subsidiaries.....	(1,648)	(1,131)	(1,694)	(18)
Balance at end of year.....	¥ 212,934	¥ 187,944	¥ 145,618	\$ 2,289
<b>Total equity</b> .....	¥1,311,353	¥1,037,355	¥1,119,163	\$14,095
<b>Comprehensive income (loss) (Notes 15 and 19):</b>				
Net income .....	¥ 139,684	¥ 176,805	¥ 229,661	\$ 1,501
Other comprehensive income (loss) (net of tax);				
Foreign currency translation adjustments .....	96,446	(162,751)	(25,633)	1,037
Pension liability adjustments (Note 13).....	19,700	(33,759)	(32,272)	212
Unrealized holding gains (losses) on securities (Note 4) .....	27,868	(61,990)	(50,577)	299
Unrealized holding gains (losses) on derivative instruments (Note 20).....	3,502	(4,005)	(1,989)	38
Total other comprehensive income (loss) (net of tax) .....	147,516	(262,505)	(110,471)	1,586
Comprehensive income (loss) .....	287,200	(85,700)	119,190	3,087
Comprehensive income attributable to the noncontrolling interest .....	(13,922)	(6,634)	(10,200)	(150)
Comprehensive income (loss) attributable to ITOCHU .....	¥ 273,278	¥ (92,334)	¥ 108,990	\$ 2,937

Refer to Notes to consolidated financial statements.

# Consolidated Statements of Cash Flows

ITOCHU Corporation and Subsidiaries  
Years ended March 31, 2010, 2009 and 2008

Financial Section

	Millions of Yen			Millions of U.S. Dollars (Note 2)
	2010	2009	2008	2010
<b>Cash flows from operating activities:</b>				
Net income .....	¥ 139,684	¥ 176,805	¥ 229,661	\$ 1,501
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization .....	76,377	64,988	71,569	821
Provision for doubtful receivables .....	7,045	16,742	5,977	76
(Gain) loss on investments-net (Note 3) .....	4,456	23,066	(16,384)	48
(Gain) loss on property and equipment-net .....	8,548	45,407	(6,675)	92
Gain on bargain purchase in acquisition (Note 3) .....	(14,015)	—	—	(151)
Equity in (earnings) losses of associated companies, less dividends received .....	(16,794)	(22,298)	(55,444)	(180)
Deferred income taxes .....	(3,555)	(22,816)	29,186	(38)
Change in assets and liabilities:				
Trade receivables .....	(121,964)	334,168	(162,395)	(1,311)
Due from associated companies .....	(2,506)	7,110	(2,666)	(27)
Inventories .....	49,255	(7,188)	(13,473)	529
Trade payables .....	148,607	(306,860)	(19,628)	1,597
Due to associated companies .....	9,756	(2,636)	(26,994)	105
Other-net .....	10,482	(29,634)	32,818	113
Net cash provided by operating activities .....	295,376	276,854	65,552	3,175
<b>Cash flows from investing activities:</b>				
Payments for purchases of property, equipment and other assets .....	(95,123)	(131,189)	(118,800)	(1,022)
Proceeds from sales of property, equipment and other assets .....	13,078	13,538	78,582	140
Increase in investments in and advances to associated companies .....	(116,226)	(191,239)	(53,267)	(1,249)
Decrease in investments in and advances to associated companies .....	27,554	16,874	38,495	296
Acquisitions of available-for-sale securities .....	(18,128)	(12,751)	(23,286)	(195)
Proceeds from sales of available-for-sale securities .....	14,966	15,108	19,779	161
Proceeds from maturities of available-for-sale securities .....	1,472	194	808	16
Proceeds from maturities of held-to-maturities securities .....	30	—	—	0
Acquisitions of other investments .....	(35,462)	(56,516)	(54,844)	(381)
Proceeds from sales of other investments .....	11,068	25,964	35,492	119
Acquisitions of subsidiaries, net of cash acquired .....	(3,999)	5,722	—	(43)
Proceeds from sales of subsidiaries' common stock .....	1,572	4,564	9,684	17
Origination of other non-current loan receivables .....	(31,372)	(50,349)	(48,817)	(337)
Collections of other non-current loan receivables .....	35,563	34,799	52,666	382
Net increase in time deposits .....	(1,311)	(752)	(2,266)	(14)
Net cash used in investing activities .....	(196,318)	(326,033)	(65,774)	(2,110)
<b>Cash flows from financing activities:</b>				
Proceeds from long-term debt .....	461,718	384,515	324,994	4,962
Repayments of long-term debt .....	(360,254)	(345,590)	(324,581)	(3,872)
Net increase (decrease) in short-term debt .....	(325,677)	256,101	(48,071)	(3,500)
Proceeds from equity transactions with noncontrolling interest .....	986	2,118	1,082	10
Payments for equity transactions with noncontrolling interest .....	(3,956)	—	—	(43)
Cash dividends .....	(24,516)	(31,636)	(27,688)	(263)
Cash dividends to noncontrolling interest .....	(7,177)	(7,067)	(6,352)	(77)
Net increase in treasury stock .....	(111)	(119)	(678)	(1)
Net cash provided by (used in) financing activities .....	(258,987)	258,322	(81,294)	(2,784)
Effect of exchange rate changes on cash and cash equivalents .....	6,783	(26,634)	(5,029)	73
Net increase (decrease) in cash and cash equivalents .....	(153,146)	182,509	(86,545)	(1,646)
Cash and cash equivalents at beginning of year .....	628,820	446,311	532,856	6,759
Cash and cash equivalents at end of year .....	¥ 475,674	¥ 628,820	¥ 446,311	\$ 5,113
<b>Supplemental disclosures of cash flow information:</b>				
Cash paid during the year for:				
Interest .....	¥ 36,931	¥ 47,547	¥ 48,979	\$ 397
Income taxes .....	70,173	101,250	94,312	754
Information regarding non-cash investing and financing activities:				
Contribution of securities to pension trust .....	9,109	—	—	98
Non-monetary exchange of shares (Note 4):				
Fair market value of shares received .....	62	206	2,114	1
Costs of shares surrendered .....	108	208	598	1
Acquisitions of subsidiaries (Note 3):				
Fair value of assets acquired .....	182,581	345,678	—	1,962
Fair value of liabilities assumed .....	110,638	269,985	—	1,189
Acquisition costs of subsidiaries .....	71,943	75,693	—	773
Non-cash acquisition costs .....	49,026	42,330	—	527
Cash acquired .....	18,918	39,085	—	203
Acquisitions of subsidiaries, net of cash acquired .....	3,999	(5,722)	—	43

Refer to Notes to consolidated financial statements.



## 1. Nature of Operations

ITOCHU Corporation (The “Company”) and its subsidiaries conduct trading, finance and logistics involving a huge variety of products, as well as project planning and coordination. They also have cultivated a diverse range of functions and expertise through investments in resource development and other projects. By leveraging these comprehensive capabilities, the Company and its subsidiaries operate in a wide range of industries and via global networks spanning seven

division companies. In the Consumer-Related Sector, these cover textiles, food and forest products and general merchandise; in the Natural Resource/Energy-Related Sector, they include metal resources and energy; and in Other Sectors, they involve chemicals, machinery, IT, financial services and real estate. In addition, the companies engage in the development of diverse new business areas, such as Life & Healthcare and the Environment and New Energy.

## 2. Basis of Financial Statements and Summary of Significant Accounting Policies

### (1) Basis of Financial Statements

The accompanying consolidated financial statements are stated in Japanese yen, the currency of the country in which the Company is incorporated and principally operates. The translation of Japanese yen amounts into U.S. dollar amounts for the year ended March 31, 2010 is included solely for the convenience of readers outside Japan and has been made at the rate of ¥93.04 = U.S.\$1 (the official rate as of March 31, 2010 announced by The Bank of Tokyo-Mitsubishi UFJ, Ltd.). The translation should not be construed as a representation that the Japanese yen amounts could be converted into U.S. dollars at the above or any other rate.

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). Because the Company and its subsidiaries maintain their records and prepare their financial statements in accordance with accounting principles prevailing in their countries of incorporation, certain adjustments have been made to conform to U.S. GAAP. The major adjustments include those relating to the valuation of certain investment securities, non-monetary exchange of investments, deferred gains on sales of property, pension costs, the cost of issuance of new shares, recognition of installment sales on the accrual basis of accounting, measurement of the interest attributed to the Company and noncontrolling interest in business combinations, amortization of goodwill and other intangible assets and derivative instruments and hedging activities.

### (2) Summary of Significant Accounting Policies

#### 1) Basis of Consolidation

The consolidated financial statements include the accounts of the Company and its directly or indirectly majority owned domestic and foreign subsidiaries.

In accordance with Accounting Standard Codification™ (“ASC”) Topic 810 “Consolidation,” (formerly Financial Accounting Standards Board (“FASB”) Interpretation (“FIN”) 46, “Consolidation of Variable Interest Entities, an interpretation of Accounting Research Bulletin (“ARB”) No. 51” (revised December 2003) (“FIN 46 (R)”), which defines those entities whose equity has specified characteristics as variable interest entities, the Company and its subsidiaries consolidate variable interest entities where it is concluded that the Company or one of its subsidiaries is the primary beneficiary and will absorb a majority of the entity’s expected losses, receive a majority of the entity’s expected residual returns, or both.

The accounts of the subsidiaries are included on the basis of their respective fiscal periods which end primarily on March 31 or within the three months prior to March 31.

The determination of whether an entity is recognized as a consolidated subsidiary is based on the Company’s ownership of voting shares, including consideration of any shares contributed to the pension trusts. Although the Company retains the rights to vote the contributed shares, the rights to dispose of such shares are executed by the trustee. The equity in contributed shares to the pension trust, if any, is included in noncontrolling interests in the consolidated financial statements.

#### 2) Foreign Currency Translation

Foreign currency financial statements have been translated in accordance with ASC Topic 830 “Foreign Currency Matters” (formerly Statement of Financial Accounting Standard (“SFAS”) 52, “Foreign Currency Translation”). Pursuant to this statement, the assets and liabilities of foreign subsidiaries and associated companies are translated into Japanese yen at the respective year-end exchange rates. All income and expense accounts are translated at average rates of exchange. The resulting foreign currency translation adjustments, net of tax, are included in “Accumulated other comprehensive income (loss).” Foreign currency receivables and payables are translated into Japanese yen at year-end exchange rates and the resulting foreign exchange gains and losses are recognized and included in “Other-net” in the consolidated statements of income.

#### 3) Cash Equivalents

The Company and its subsidiaries define cash equivalents as short-term (original maturities of three months or less), highly liquid investments which are readily convertible to cash and have insignificant risk of changes in value, including short-term time deposits.

#### 4) Inventories

Inventories are stated at the lower of cost, determined principally by the specific identification method, or market.

#### 5) Marketable Securities and Other Investments

In accordance with ASC Topic 320 “Investments-Debt and Equity Securities” (formerly SFAS 115, “Accounting for Certain Investments in Debt and Equity Securities” and FASB Staff Position (“FSP”) FAS 115-1 and FAS 124-1 “The meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments,” and FSP FAS 115-2 and FAS 124-2 “Recognition and Presentation of Other-Than-Temporary Impairments,”) the Company and its subsidiaries classify certain investments included in “Short-term investments” and “Other investments” based upon ability and intent as held-to-maturity, trading or available-for-sale

securities. Held-to-maturity securities are reported at amortized cost, trading securities are reported at fair value with unrealized holding gains and losses included in earnings and available-for-sale securities are reported at fair value with unrealized holding gains and losses included in “Accumulated other comprehensive income (loss)” in stockholders’ equity on a net-of-tax basis. The cost of certain investments sold is determined using the moving-average cost method. The Company and its subsidiaries periodically review their investments for impairment to determine whether the fair value of held-to-maturity and available-for-sale securities has declined below cost and if such decline is believed to be other than temporary. If the decline in fair value is judged to be other than temporary, the cost basis of those securities is written down to fair value as a new cost basis. Whether the decline in value is other than temporary is determined by considering the severity (the extent to which fair value is below cost) and the duration (the period of time that a security has been impaired).

Non-marketable securities included in “Other investments” are reported at cost or the fair value if it is lower.

#### **6) Investments in Associated Companies**

The Company and its subsidiaries initially record investments in associated companies (generally, those in which the Company and its subsidiaries own 20% to 50% of the outstanding voting stocks) at cost and adjust the carrying amount of the investment to recognize our share of the undistributed earnings or losses of the associated companies after the date of acquisition. Under the equity-method, the Company and its subsidiaries make adjustments to eliminate significant unrealized intercompany profits and to reduce the carrying amount of the investment by dividends received. An impairment loss is recognized where a decline in value of an investment in an associated company is other than temporary, which includes but is not limited to the absence of an ability to recover the carrying amount of the investment or the inability of the investee to sustain an earning capacity which would justify the carrying amount of the investment.

#### **7) Impaired Loans and Allowance for Doubtful Receivables**

In accordance with ASC Topic 310 “Receivables” (formerly SFAS 114, “Accounting by Creditors for Impairment of a Loan—an amendment of FASB Statements No. 5 and 15,” and SFAS 118, “Accounting by Creditors for Impairment of a Loan—Income Recognition and Disclosures—an amendment of FASB Statement No. 114”), the Company and its subsidiaries measure impairment for certain loans based on the present value of expected future cash flows discounted at the loan’s original effective interest rate, the loan’s observable market price or the fair value of the underlying collateral if the loan is collateral dependent, and recognize an impairment by creating and adjusting a valuation allowance if the fair value of the loan is less than the recorded amount.

The Company and its subsidiaries primarily recognize interest income on the recorded investment in an impaired loan on the cash basis.

#### **8) Long-lived Assets**

In accordance with ASC Topic 360 “Property, Plant and Equipment” (formerly SFAS 144, “Accounting for the

Impairment or Disposal of Long-Lived Assets”), the Company and its subsidiaries perform an impairment test for a long-lived asset (asset group) to be held and used or to be disposed of other than by sale, using undiscounted expected future cash flows, whenever events or changes in circumstances indicate that some portion of the carrying amount of the asset (asset group) may not be recoverable. If the sum of the undiscounted expected future cash flows is less than the carrying amount of the asset (asset group), an impairment loss is recognized as determined by the amount by which the carrying amount of a long-lived asset (asset group) exceeds its fair value. A long-lived asset (asset group) to be disposed of by sale is reported at the lower of its carrying amount or fair value less cost to sell.

#### **9) Depreciation**

Depreciation of property and equipment (including property leased to others) is computed principally by the unit-of-production method for mineral rights, and by the straight line method or the declining-balance method for property and equipment other than land, construction in progress and mineral rights, using rates based upon the estimated useful lives of the related property and equipment (6 to 65 years for Buildings, 2 to 33 years for Machinery and equipment, 2 to 20 years for Furniture and fixtures).

#### **10) Business Combinations**

In accordance with ASC Topic 805 “Business Combinations” (formerly SFAS 141, “Business Combinations”), the Company and its subsidiaries account for all business combinations using the acquisition method. The Company and its subsidiaries classify or designate the identifiable assets acquired and liabilities assumed as necessary to subsequently apply other GAAP and measure the noncontrolling interest in the acquiree at its fair value at the acquisition date, then, re-measure its previously held equity interest in the acquiree at acquisition-date fair value (recognizing the resulting gain or loss, if any, in earnings as “Gain (loss) on Investment-net in the Consolidated Statements of Income”) and recognize goodwill as of the acquisition date, measured as the excess of the aggregate of the consideration transferred, the fair value of any noncontrolling interest in the acquiree and the acquisition-date fair value of the acquirer’s previously held equity interest in the acquiree over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. In addition, for business combinations resulting in a bargain purchase in acquisition, that is, for the transactions where the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed exceeds the aggregate of the consideration transferred, the acquisition-date fair value of the acquirer’s previously held equity interest in the acquiree and the fair value of any noncontrolling interest in the acquiree, the excess amount is recognized as “Gain on bargain purchase in acquisition” on the Consolidated Statements of Income.

#### **11) Goodwill and Other Intangible Assets**

In accordance with ASC Topic 350 “Intangibles-Goodwill and Others” (formerly SFAS 142, “Goodwill and Other Intangible Assets,”) the Company and its subsidiaries do not amortize goodwill but perform an impairment test at the reporting unit level at least on an annual basis and between

annual tests if an event occurs or circumstances change that would indicate that it is more likely than not that the fair value of a reporting unit is below its carrying amount. An intangible asset with a definite useful life is amortized over its estimated useful life and is reviewed for impairment in accordance with ASC Topic 350 “Intangibles-Goodwill and others” (formerly SFAS 144 “Accounting for the Impairment or Disposal of Long-Lived Assets”). An intangible asset determined to have an indefinite useful life is not amortized but is instead periodically tested for impairment in the same manner as goodwill.

### 12) Change in a Parent’s Ownership Interest in a Subsidiary

In accordance with ASC Topic 810 “Consolidation” (formerly standard SFAS160 “Noncontrolling Interests in Consolidated Financial Statements—an amendment to ARB No. 51”), changes in a parent’s ownership interest while the parent retains its controlling financial interest in its subsidiary are accounted for as equity transactions. Therefore, no gain or loss is recognized in consolidated net income or comprehensive income.

### 13) Deconsolidation of a Subsidiary

In accordance with ASC Topic 810 “Consolidation” (formerly SFAS160), in the case where parent deconsolidates a subsidiary, the parent recognizes a gain or loss in net income attributable to the parent, measured as the aggregate of the fair value of any consideration received, fair value of any retained noncontrolling investment and carrying amount of any noncontrolling investment in the former subsidiary at the deconsolidation date less the carrying amount of the former subsidiary’s assets and liabilities.

### 14) Oil and Gas Exploration and Development

Oil and gas exploration and development costs are accounted for by the successful efforts method of accounting. The costs of acquiring properties, drilling and equipping exploratory wells, and development wells and related plants and equipment are capitalized and amortized using the unit-of-production method. Should the efforts to produce commercial reserves be determined unsuccessful, the costs are expensed. The exploration costs such as geological and geophysical research costs are expensed as incurred.

### 15) Mining Operation

Mining exploration costs are expensed as incurred until the mining project has been established as commercially viable by a final feasibility study. Once a project is established as commercially viable, costs are capitalized as development costs and are amortized using the unit-of-production method based on the proven and probable reserves. In accordance with ASC Topic 930 “Extractive Activities-Mining” (formerly Emerging Issues Task Force (“EITF”) Issue No. 04-6, “Accounting for Stripping Costs Incurred During Production in the Mining Industry”), the stripping costs incurred during the production phases of the mine are accounted for as variable production costs that should be included in the costs of the inventory produced during the period that the stripping costs are incurred.

### 16) Asset Retirement Obligations

In accordance with ASC Topic 410 “Asset Retirement and Environmental Obligations” (formerly SFAS 143 “Accounting for Asset Retirement Obligations,” and FIN 47 “Accounting for Conditional Asset Retirement Obligations—an interpretation of SFAS No. 143”), the Company and its subsidiaries recognize the fair value of a tangible long-lived asset retirement obligation as a liability in the period in which it is incurred if a reasonable estimate of fair value can be made and capitalize the same amount in the cost of the related asset. Subsequently, the Company and its subsidiaries accrete the liability to its present value each period, and depreciate the capitalized cost over the useful life of the related asset.

### 17) Leases

The Company and its subsidiaries lease fixed assets under direct financing leases and operating leases as a lessor. Income from direct financing leases is recognized by amortizing unearned income over the lease term at a constant periodic rate of return on the net investment. Operating lease income is recognized over the lease term on a straight-line basis.

The Company and its subsidiaries lease fixed assets under capital leases and operating leases as a lessee. For capital lease obligations, interest expense is recognized over the lease term at a constant periodic rate on the lease obligation. Depreciation of the leased assets is recognized over the lease term on a straight-line basis. Rental expense on operating leases is recognized over the lease term on a straight-line basis.

### 18) Retirement and Severance Benefits

The Company and certain subsidiaries have defined benefit pension plans covering substantially all of their employees. The costs of the defined benefit pension plans are accrued based on amounts determined using actuarial methods, in accordance with ASC Topic 715 “Compensation-Retirement Benefits” (formerly SFAS 87 “Employers’ Accounting for Pensions”). In addition, the Company and its subsidiaries recognize the funded status of a defined benefit pension plan—measured as the difference between plan assets at fair value and the projected benefit obligation—as an asset or a liability in its consolidated balance sheet. The net actuarial loss balance and prior service credit balance are required to be recognized as a component of “Accumulated other comprehensive income (loss),” net of tax in accordance with ASC Topic 715 (formerly SFAS 158 “Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans—an amendment of FASB Statements No. 87, 88, 106, and 132 (R)”).

### 19) Guarantees

In accordance with ASC Topic 460 “Guarantees” (formerly FIN 45, “Guarantor’s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others”), the Company and its subsidiaries recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken for those guarantees newly issued or modified after December 31, 2002.

## 20) Revenue Recognition

The Company and its subsidiaries act as either principal or agent in their trading transactions for earning revenues. The Company and its subsidiaries recognize revenues from sales of products, the development of natural resources and the development and sale of real estate. In addition to these revenue transactions, the Company and its subsidiaries recognize Revenues from supporting services, such as supporting customers' trading activities, leasing and software services activities. The Company and its subsidiaries recognize revenues at the time when revenues are realized or realizable and earned. In other words, revenues are realized or realizable and earned when all of the following criteria are met: (1) persuasive evidence of an arrangement exists, (2) the goods have been delivered or the services have been rendered to customers, (3) the sales price is fixed or determinable and (4) collectability is reasonably assured.

The Company and its subsidiaries recognize revenues from product sales, including wholesale, retail sales, manufactured product sales, processed product sales, the development of natural resources and the development and sale of real estate, at the time the delivery conditions agreed with customers are met. These conditions are usually considered to have been met when goods are received by the customer, the warehouse receipts are transferred or the acceptance from the customer is received. Depending on the nature of the contract, revenues from long-term construction are accounted for by the completed contract method unless estimates of costs to complete and the extent of progress toward completion of long-term contracts are reasonably dependable, in which case the Company and its subsidiaries use the percentage-of-completion method.

Transactions which derive revenues from service-related activities are originated in various fields, such as financial and logistics services, information, communications and technical support. The revenues are recognized when the contracted services have been rendered to the third-party customers pursuant to the arrangements. Transactions from other activities of the Company and its subsidiaries include software development and maintenance services and leasing of aircraft, real estate, industrial machinery and other assets. Revenues from other activities are recognized upon customer acceptance for software development, over the contractual period for software maintenance services and over the terms of the underlying leases on a straight-line basis for aircraft, real estate, industrial machinery and other assets.

### Reporting Revenue Gross versus Net

In accordance with ASC Topic 605 "Revenue Recognition" (formerly EITF 99-19, "Reporting Revenue Gross as a Principal versus Net as an Agent"), the Company and its subsidiaries present certain revenue transactions with corresponding cost of revenues on a gross basis as "Sales revenue" in the Consolidated Statements of Income, for transactions traded as a primary obligor in manufacturing, processing and service rendering and for sales with general inventory risk before customer orders. The revenues that are recognized on a net basis are presented as "Trading margins and commissions on trading transactions" in the Consolidated Statements of Income.

### Trading Transactions

"Total trading transactions" is a measure commonly used by similar Japanese trading companies and represents gross transaction volume of the sales contracts in which the Company and its subsidiaries act as principal or agent. Total trading transactions is presented in accordance with Japanese accounting practice and is not meant as a substitute for sales or revenues in accordance with U.S. GAAP. In addition, Trading Transactions are referred to within Operating Segment Information.

## 21) Advertising Costs

Advertising costs are changed to expense when incurred.

## 22) Research and Development Costs

Research and development costs are changed to expense when incurred.

## 23) Costs Associated with Exit or Disposal Activities

In accordance with ASC Topic 420 "Exit or Disposal Cost Obligations" (formerly SFAS 146, "Accounting for Costs Associated with Exit or Disposal Activities"), the Company and its subsidiaries recognize and measure a liability for the cost associated with exit or disposal activities at its fair value in the period when the liability is incurred rather than when an exit or disposal plan is committed.

## 24) Income Taxes

The Company and its subsidiaries utilize an asset and liability approach to accounting for income taxes in accordance with ASC Topic 740 "Income Taxes" (formerly SFAS 109, "Accounting for Income Taxes"). Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to temporary differences between the tax basis of assets or liabilities and reported amounts in the Company's financial statements, and net operating loss carry-forwards. Deferred tax assets or liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in earnings for the period that includes the enactment date. A valuation allowance is provided for the portion of a deferred tax asset for which it is more likely than not that a tax benefit will not be realized.

According to ASC Topic 740 "Income Taxes" (formerly FIN 48, "Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109"), the Company and its subsidiaries recognize the financial statement effects of tax positions when it is more likely than not, based on the technical merits, that the tax positions will be sustained upon examination by the tax authorities. Benefits from tax positions that meet the more-likely-than-not recognition threshold are measured at the largest amount of benefit that has a greater than 50 percent likelihood of being realized upon settlement. Interest and penalties accrued related to unrecognized tax benefits are included in Income taxes in the Consolidated Statements of Income.

## 25) Net Income (Loss) Attributable to ITOCHU Per Share

Basic net income (loss) attributable to ITOCHU per share is computed by dividing net income attributable to ITOCHU by the weighted-average number of common shares outstanding (excluding treasury stock) for the period. Diluted net income attributable to ITOCHU per share is computed giving effect to all dilutive potential common shares that were outstanding during the period.

## 26) Comprehensive Income (Loss)

In accordance with ASC Topic 220 “Comprehensive Income” (formerly SFAS 130, “Reporting Comprehensive Income”), the Company and its subsidiaries report and present comprehensive income and loss and its components (revenues, expenses, gains and losses) in a full set of general purpose financial statements. Comprehensive income and loss consists of not only net income or loss but also changes in foreign currency translation adjustments, pension liability adjustments, net unrealized holding gains and losses on certain investments in “Short-term investments” and “Other investments” and net unrealized holding gains and losses on derivative instruments, on a net-of-tax basis. In addition, “Comprehensive income attributable to the noncontrolling interest” and “Comprehensive income (loss) attributable to ITOCHU” are distinctively represented on the Consolidated Statement of Equity.

## 27) Derivative Instruments and Hedging Activities

In accordance with ASC Topic 815 “Derivatives and Hedging” (formerly SFAS 133, “Accounting for Derivative Instruments and Hedging Activities,” SFAS 138, “Accounting for Certain Derivative Instruments and Certain Hedging Activities—an amendment of FASB Statement No. 133,” and SFAS 149, “Amendment of Statement No. 133 on Derivative Instruments and Hedging Activities”), the Company and its subsidiaries recognize all derivative instruments, such as foreign exchange contracts, interest rate swap contracts and futures contracts, in the Consolidated Balance Sheets at fair value, regardless of the purpose or intent for holding them, as either assets or liabilities. The accounting for changes in fair value depends on the intended use of the derivative instruments and resulting hedge effectiveness. All derivative instruments are recognized on the balance sheet at their fair value. The Company and its subsidiaries designate and account for derivative instruments as follows:

- “Fair value hedge”: a hedge of the fair value of a recognized asset or liability, or of an unrecognized firm commitment. The changes in fair value of recognized assets or liabilities, or unrecognized firm commitments and related derivative instruments that are designated and qualify as fair value hedges are recorded in earnings if the hedges are considered highly effective.
- “Cash flow hedge”: a hedge of the variability of cash flow to be received or paid related to a forecasted transaction, or a recognized asset or liability. The changes in fair value of derivative instruments that are designated and qualify as cash flow hedges are recorded in “Accumulated other comprehensive income (loss)” if the hedges are considered highly effective. This treatment is continued until earnings are affected by the variability in cash flows to be received or paid in relation to the forecasted transactions or the recognized assets or liabilities designated as the hedged items.

The ineffective portion of the hedge is currently reported in earnings.

- “Foreign currency hedge”: a hedge of foreign-currency fair value or cash flow. The changes in fair value of derivatives that are designated and qualify as foreign currency fair value or cash flow hedges of recognized assets or liabilities, unrecognized firm commitments or forecasted transactions are recorded in either earnings or “Accumulated other comprehensive income (loss)” if the hedges are considered highly effective. Recognition in earnings or “Accumulated other comprehensive income (loss)” is dependent on the treatment of foreign currency hedges as fair value hedges or cash flow hedges.

The Company and its subsidiaries meet the documentation requirements as prescribed by ASC Topic 815, which include a statement of its risk management objective and the strategy for undertaking various hedge transactions.

In addition, a formal assessment is made at the hedge’s inception and periodically thereafter at every quarter on an ongoing basis, as to whether the derivatives used in hedging activities are highly effective in offsetting changes in the fair values or cash flows of hedged items.

Hedge accounting is discontinued for ineffective hedges, if any. The changes in fair value of derivative instruments related to discontinued hedges are recognized in earnings currently.

The changes in fair value of derivative instruments for trading purposes are recorded in earnings.

## 28) Fair Value Option

ASC Topic 825 “Financial Instruments” (formerly SFAS 159 “The Fair Value Option for Financial Assets and Financial Liabilities including an amendment of FASB Statement No. 115”), provides companies with an option to report selected financial assets and financial liabilities at fair value. The Company and its subsidiaries have not elected to measure any financial assets and financial liabilities at fair value which were not previously required to be measured at fair value.

## 29) Classification of Mineral Rights

In accordance with ASC Topic 932 “Extractive Activities—Oil and Gas” (formerly FSP SFAS 142-2, “Application of FASB Statement No. 142, Goodwill and Other Intangible Assets, to Oil- and Gas- Producing Entities”), all mineral rights held by mining and oil- and gas- producing entities have been presented as tangible assets on the consolidated balance sheets.

## 30) Use of Estimates

The Company and its subsidiaries make estimates and assumptions to prepare these financial statements. Such estimates and assumptions affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities, and actual results could differ from those estimates.

## (3) New Accounting Pronouncements

### 1) FASB Accounting Standards Codification™ (ASC)

In June 2009, SFAS 168 “The FASB Accounting Standards Codification™ and the Hierarchy of Generally Accepted Accounting Principles, an amendment of SFAS 162” was issued.

According to the standard, all authoritative pronouncements previously issued for US GAAP were codified into the ASC, which is now the single authoritative source of US GAAP. The company and its subsidiaries have adopted this standard from the first half of this fiscal year. In addition, SFAS 168 itself was codified into ASC Topic 105 “Generally Accepted Accounting Principles.”

## 2) Business Combinations

In December 2007, SFAS 141 (R) “Business Combinations” was issued. SFAS 141 (R) represents a change in approach from the previous “purchase method” to “acquisition method” which focuses on the acquisition of control with regard to business combinations. Further, SFAS 141 (R) introduces the approach of including the fair value of any noncontrolling interest in the acquiree in recognizing goodwill. The Company and its subsidiaries adopted SFAS 141 (R) in this fiscal year. SFAS 141 (R) was codified into ASC Topic 805 “Business Combinations.”

## 3) Noncontrolling Interests in Consolidated Financial Statements

In December 2007, SFAS 160 “Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51,” was issued.

SFAS 160 changes minority interests, the previous designation, to noncontrolling interests and adopts an approach of regarding noncontrolling interests as a component of equity. Accordingly, the Company changed its presentation of the consolidated financial statements. Further, purchases to increase interests or disposal of a portion of interests while maintaining control are capital transactions, and the Company will no longer recognize any gain or loss on such transactions.

The Company and its subsidiaries adopted SFAS 160 in this fiscal year. As a result of adoption of SFAS 160, “Minority interests” (¥187,944 million) which was represented between Liabilities and Stockholders’ Equity on the Consolidated Balance Sheets in the previous year is classified to “Noncontrolling interest” in Equity on Consolidated Balance Sheets in this year. Likewise “Minority interests” (¥11,415 million) which was represented on Consolidated Statements of Income in previous year is classified to “Net income attributable to the noncontrolling interest” on the Consolidated Statements of Income in this year. The presentation guidance of SFAS 160 was retroactively applied to the Consolidated Financial Statements. SFAS160 was codified into ASC Topic 810 “Consolidation.”

## 4) Subsequent Events

In May 2009, SFAS 165 “Subsequent Events” and in January 2010, Accounting Standards Update (“ASU”) No. 2010-09, “Subsequent Events (ASC 855)” were issued, respectively.

SFAS165 requires the Company to recognize subsequent events (which are defined as events or transactions that occur after the balance sheet date but before financial statements are issued) and disclose them in the Consolidated Financial Statements. ASU No. 2010-09 requires an entity, which is not the Securities and Exchange Commission (“SEC”) filer, to evaluate subsequent events through the date that the financial statements are available to be issued and to disclose the date through which subsequent events have been evaluated and the date the financial statements were available to be issued.

The company and its subsidiaries have adopted this guidance from the first quarter of this fiscal year. In addition, SFAS165 was codified into ASC Topic 855, “Subsequent Events.”

## 5) Accounting for Transfers of Financial Assets

In June 2009, SFAS 166 “Accounting for Transfers of Financial Assets—an amendment of FASB Statement No. 140” was issued. SFAS 166 removes the concept of a qualifying special-purpose entity from Statement 140 and requires that a transferor recognize and initially measure at fair value all assets obtained (including a transferor’s beneficial interest) and liabilities incurred as a result of a transfer of financial assets accounted for as a sale. SFAS 166 is effective for the first annual reporting period beginning after November 16, 2009 (that is, the fiscal year ending March 31, 2011). The effect of adopting SFAS 166 on the financial statements of the Company and its subsidiaries is currently under examination. However, it is believed that it will not significantly affect the financial position or results of operations of the Company and its subsidiaries. SFAS 166 itself was codified into ASC Topic 860 “Transfer and Servicing.”

SFAS 166 itself was codified into ASC Topic 860 “Transfer and Servicing.”

## 6) Variable Interest Entities

In June 2009, SFAS 167 “Amendments to FASB Interpretation No. 46 (R)” was issued. SFAS 167 requires an enterprise to continuously perform an analysis to determine whether the enterprise’s variable interest or interests give it a controlling financial interest in a variable interest entity.

SFAS 167 is effective for financial asset transfers occurring after the beginning of an entity’s first fiscal year that begins after November 15, 2009 (that is, the fiscal year ending March 31, 2011). The effect of adopting SFAS 167 on the financial statement of the Company and its subsidiaries is currently under examination. However, it is believed that it will not significantly affect the financial position or results of operations of the Company and its subsidiaries. FAS167 itself was codified into ASC Topic 810 “Consolidation.”

## 7) Oil and Gas Reserve Estimation and Disclosures

In January 2010, ASU No. 2010-03 “Oil and Gas Reserve Estimation and Disclosures” was issued.

ASU No.2010-03 is for the objective on aligning the oil and gas reserve estimation and disclosure requirements of Extractive Activities—Oil and Gas (Topic 932) with the requirements in the SEC final rule, that is, “Modernization of the Oil and Gas Reporting Requirements” being issued on December 31, 2008. The changes from current GAAP in the main provisions section improve them by updating the reserve estimation requirements and by expanding the disclosure requirements.

The company and its subsidiaries have adopted ASU No. 2010-03 from January 2010.

Adoption of ASU No. 2010-03 did not significantly affect the financial position and results of operations of the Company and its subsidiaries.

## (4) Reclassification

Certain reclassification and changes have been made to prior year amounts to conform to the current year’s presentation.

### 3. Business Combinations

Major business combinations for the year ended March 31, 2010 are as follows:

#### Acquisition of C.I. KASEI Co., Ltd.

On February 20, 2009, the Company issued a tender offer for C.I. KASEI Co., Ltd. ("C.I. KASEI"), an equity-method associated company (holding 35.9% of voting rights) whose primary business involves the manufacture and sale of decorative materials, agricultural materials, specialty films and packaging materials, and civil engineering and industrial materials. The acquisition of C.I. KASEI was intended to raise the Company's competitiveness in the synthetic resins

processing business by expanding its scope of business and strengthening its functions. The Company also intends to expand its overseas business in combination with C.I. KASEI to bolster its overseas earning power and further improve efficiency by sharing resources in the processing of synthetic resins.

The tender offer closed on April 7, 2009, and the Company acquired an additional 57.3% of voting rights in C.I. KASEI. These rights, added to its previously held equity interest, raised the Company's ownership of C.I. KASEI to 93.2% of voting rights, and C.I. KASEI became a subsidiary of the Company.

The following table summarizes the estimated fair values of consideration paid, previously held equity interest and noncontrolling interest, as well as the assets acquired and liabilities assumed at the date of acquisition.

	Millions of Yen		Millions of U.S. Dollars	
	2010	2010	2010	2010
Fair value of consideration paid (Note 1) (Note 2) .....	¥ 8,061		\$ 87	
Fair value of previously held equity interest.....	4,992		53	
Fair value of noncontrolling interest .....	2,814		30	
Total .....	¥ 15,867		\$ 170	
Fair value of assets acquired and liabilities assumed				
Current assets .....	¥ 39,071		\$ 420	
Property and equipment, at cost.....	31,669		340	
Other intangible assets .....	1,167		13	
Other assets .....	8,576		92	
Current liabilities .....	(40,901)		(440)	
Non-current liabilities .....	(19,567)		(210)	
Net assets.....	¥ 20,015		\$ 215	

(Note 1) All consideration was paid in cash.

(Note 2) No contingent consideration was recognized.

The Company recorded the acquisition cost of ¥279 million (\$3 million) in "selling, general and administrative expenses" related to this business combination. The fair values of the previously held equity interest and noncontrolling interest were calculated on the basis of C.I. KASEI's closing share price on the date of acquisition.

Upon remeasuring the fair value of its previously held equity interest, the Company recorded a loss of ¥1,552 million (\$17 million) in "gain (loss) on investments-net." With regard to this loss, the Company recorded "income taxes-deferred" of ¥636 million (\$7 million).

As a result of the above, the fair value of assets acquired and liabilities assumed exceeded the total of the fair value of consideration paid, the fair value of previously held equity interest, and the fair value of noncontrolling interest by ¥4,148 million (\$45 million). The fair value of assets acquired and liabilities assumed is the result of due diligence, based on the best information available to the Company at the time of the due diligence. The Company recognizes this business combination as falling within the category of a bargain purchase transaction, as defined by ASC Topic 805 (formerly SFAS 141 (R)). Accordingly, the Company has rec-

ognized this difference as a lump-sum profit for the year ended March 31, 2010 and recorded the amount in "gain on bargain purchase in acquisition." With regard to this profit, the Company also recorded ¥1,700 million (\$18 million) in "income taxes-deferred."

#### Acquisition of ITOCHU LOGISTICS CORP.

On February 24, 2009, the Company issued a tender offer for ITOCHU LOGISTICS CORP. ("ITOCHU LOGISTICS"), (Corporate name was changed from i-LOGISTICS CORP. on January 1, 2010), an equity-method associated company (holding 47.8% of voting rights) whose primary business is international and domestic logistic services. The acquisition of ITOCHU LOGISTICS was intended to improve the Company's efficiency of management resources and heighten the competitiveness and functionality of its logistics business.

The tender offer closed on April 9, 2009, and the Company acquired an additional 47.1% of voting rights in ITOCHU LOGISTICS. These rights, added to its previously held equity interest, raised the Company's ownership of ITOCHU LOGISTICS to 94.9% of voting rights, and ITOCHU LOGISTICS became to a subsidiary of the Company.

The following table summarizes the estimated fair values of consideration paid, previously held equity interest and noncontrolling interest as well as the assets acquired and liabilities assumed at the date of acquisition.

	Millions of Yen	Millions of U.S. Dollars
	2010	2010
Fair value of consideration paid (Note 1) (Note 2) .....	¥ 5,055	\$ 54
Fair value of previously held equity interest .....	4,936	53
Fair value of noncontrolling interest .....	819	9
<b>Total .....</b>	<b>¥10,810</b>	<b>\$116</b>
Fair value of assets acquired and liabilities assumed		
Current assets .....	¥10,264	\$110
Property and equipment, at cost .....	12,019	129
Other intangible assets .....	1,268	14
Other assets .....	3,802	41
Current liabilities .....	(4,975)	(53)
Non-current liabilities .....	(6,587)	(71)
<b>Net assets .....</b>	<b>¥15,791</b>	<b>\$170</b>

(Note 1) All consideration was paid in cash.

(Note 2) No contingent consideration was recognized.

The Company recorded the acquisition cost of ¥151 million (\$2 million) in “selling, general and administrative expenses” related to this business combination.

The fair values of the previously held equity interest and noncontrolling interest were calculated on the basis of ITOCHU LOGISTICS’ closing share price on the date of acquisition.

Upon remeasuring the fair value of its previously held equity interest, the Company recorded a loss of ¥1,912 (\$21 million) in “gain (loss) on investments–net.” With regard to this loss, the Company recorded “income taxes–deferred” of ¥784 million (\$8 million).

As a result of the above, the fair value of assets acquired and liabilities assumed exceeded the total for the fair value of consideration paid, the fair value of previously held equity interest, and the fair value of noncontrolling interest by ¥4,981 million (\$54 million). The fair value of assets acquired and liabilities assumed was the result of due diligence, based on the best information available to the Company at the time of the due diligence. The Company recognizes this business combination as falling within the category of a bargain purchase transaction, as defined by

ASC Topic 805 (formerly SFAS 141 (R)). Accordingly, the Company has recognized this difference as a lump-sum profit for the year ended March 31, 2010 and recorded the amount in “gain on bargain purchase in acquisition.” With regard to this profit, the Company also recorded ¥2,042 million (\$22 million) in “income taxes–deferred.”

#### Acquisition of JAVA HOLDINGS CO., LTD.

The Company has previously held 35.0% of voting rights in JAVA HOLDINGS CO., LTD. (“JAVA HOLDINGS”), accounted for as an equity-method associated company whose primary business involves the design, manufacture and sale of women’s and children’s clothing. On November 13, 2009, the Company’s percentage of voting rights increased to 65.0% as the result of JAVA HOLDINGS’ reduction in the number of its shares outstanding, and JAVA HOLDINGS became a subsidiary of the Company.

Going forward, the Company and JAVA HOLDINGS plan to cooperate, expanding the business to provide even more attractive products and services on a stable and ongoing basis.



The following table summarizes the estimated fair values of the previously held equity interest following the increase in voting rights (“fair value of previously held equity interest following the acquisition”), noncontrolling interest, and the assets acquired and liabilities assumed at the date of acquisition.

	Millions of Yen	Millions of U.S. Dollars
	2010	2010
Fair value of previously held equity interest following the acquisition.....	¥ 15,400	\$ 165
Fair value of noncontrolling interest .....	9,207	99
Total .....	¥ 24,607	\$ 264
Fair value of assets acquired and liabilities assumed		
Current assets .....	¥ 11,520	\$ 124
Property and equipment, at cost.....	3,364	36
Other intangible assets .....	15,692	169
Other assets .....	5,626	60
Current liabilities .....	(9,210)	(99)
Non-current liabilities .....	(14,898)	(160)
Net assets.....	12,094	130
Goodwill .....	12,513	134
Total .....	¥ 24,607	\$ 264

(Note) No contingent consideration was recognized.

The goodwill was recognized as a result of consideration of the synergies that might be achieved with OEM apparel products. It is not deductible for tax purposes and has been assigned to the Textile operating segment.

The Company recorded the acquisition cost of ¥51 million (\$1 million) in “selling, general and administrative expenses” related to this business combination.

The fair value of the previously held equity interest following the acquisition and the fair value of the noncontrolling interest were determined on a comprehensive basis, taking into account the status of financial and asset conditions, conducted through due diligence by a third party and a corporate valuation conducted using the discounted cash flow method and the share price multiple method by a financial advisor. The difference between the fair value of the previously held equity interest following the acquisition and the carrying value of previously held equity interest on the date of the acquisition of control was ¥1,975 million (\$21 million). This amount was recognized as a lump-sum profit and recorded in “gain (loss) on investments–net” for the year

ended March 31, 2010. With regard to this profit, the Company also recorded ¥810 million (\$9 million) in “income taxes–deferred.”

#### Acquisition of Leilian Co., Ltd.

On January 26, 2010, the Company acquired shares in Leilian Co., Ltd. (“Leilian”), whose primary business is the sale of women’s apparel. With regard to this acquisition, which resulted in the Company’s ownership of 61.1% of Leilian’s voting rights, Leilian became a subsidiary of the Company.

Going forward, the ITOCHU Group plans to enhance its product procurement capabilities and distribution efficiency on a global basis to offer high-value-added garment materials, thereby enhancing Leilian’s corporate value. At the same time, ITOCHU plans to leverage Leilian’s substantial client management expertise to invigorate its own apparel OEM business, increase its involvement in Japanese regions and markets and extend its business into overseas markets, centering on China.

The following table summarizes the estimated fair values of consideration paid, noncontrolling interest, and the assets acquired and liabilities assumed at the date of acquisition.

	Millions of Yen		Millions of U.S. Dollars	
	2010	2010	2010	2010
Fair value of consideration paid (Note 1) (Note 2) .....	¥ 9,801		\$105	
Fair value of noncontrolling interest .....	9,356		101	
Total .....	¥19,157		\$206	
Fair value of assets acquired and liabilities assumed				
Current assets .....	¥22,421		\$241	
Property and equipment, at cost.....	6,892		74	
Other intangible assets.....	1,134		12	
Other assets .....	8,096		87	
Current liabilities .....	(8,924)		(96)	
Non-current liabilities .....	(5,576)		(60)	
Net assets.....	¥24,043		\$258	

(Note 1) All consideration was paid in cash.

(Note 2) No contingent consideration was recognized.

The Company recorded the acquisition cost of ¥99 million (\$1 million) in “selling, general and administrative expenses” related to this business combination.

The consideration paid and the fair value of the noncontrolling interest were determined on a comprehensive basis, taking into account the status of financial and asset conditions conducted through due diligence by a third party and a corporate valuation conducted using the discounted cash flow method and the share price multiple method by a financial advisor.

As the above table indicates, the fair value of assets acquired and liabilities assumed exceeded the total of the fair value of consideration paid and the fair value of noncontrolling interest by ¥4,886 million (\$52 million). The Company recognizes this business combination as falling within the category of a bargain purchase transaction, as defined by ASC Topic 805 (formerly SFAS 141 (R)). Accordingly, the Company has recognized this difference as a lump-sum profit for the year ended March 31, 2010 and recorded the amount in “gain on bargain purchase in acquisition.” With regard to this profit, the Company also recorded ¥2,004 million (\$22 million) in “income taxes—deferred.”

(Results of operations from the respective dates of acquisition)

The following tables indicate operating performance for the year ended March 31, 2010, as included in the consolidated statements of income, of C.I. KASEI Co., Ltd., ITOCHU LOGISTICS CORP., JAVA HOLDINGS CO., LTD., and Leilian Co., Ltd., from their respective dates of acquisition.

	Millions of Yen				
	C.I. KASEI Co., Ltd.	ITOCHU LOGISTICS CORP.	JAVA HOLDINGS CO., LTD.	Leilian Co., Ltd.	Total
Total revenue .....	¥72,630	¥41,813	¥21,012	—	¥135,455
Net income .....	411	160	901	—	1,472
Net income attributable to ITOCHU.....	364	154	585	—	1,103

	Millions of U.S. Dollars				
	C.I. KASEI Co., Ltd.	ITOCHU LOGISTICS CORP.	JAVA HOLDINGS CO., LTD.	Leilian Co., Ltd.	Total
Total revenue .....	\$781	\$449	\$226	—	\$1,456
Net income .....	4	2	10	—	16
Net income attributable to ITOCHU.....	4	2	6	—	12

(Pro forma information)

The following table presents the unaudited pro forma results of operations, as if the business combinations involving C.I. KASEI Co., Ltd., ITOCHU LOGISTICS CORP., JAVA HOLDINGS CO., LTD., and Leilian Co., Ltd., had occurred on April 1, 2009 and 2008, respectively.

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Total revenue .....	¥3,483,366	¥3,651,168	\$37,439
Net income.....	140,585	175,747	1,511
Net income attributable to ITOCHU.....	128,683	163,900	1,383

Major business combinations for the year ended March 31, 2009 are as follows:

#### Acquisition of ITOCHU ENEX CO., LTD.

On October 1, 2008, the Company acquired ITOCHU ENEX CO., LTD. (“ITOCHU ENEX”) by a reverse acquisition through a reorganization of petroleum trading and logistics businesses among the Company, ITOCHU Petroleum Japan Ltd. and ITOCHU ENEX. ITOCHU ENEX is mainly engaged in the wholesale of petroleum products and high-pressure gas and was previously accounted for as an equity-method associated company (holding 39.1% of the voting shares), and subsequent to the transaction is now a consolidated subsidiary. As a result of the reorganization, ITOCHU ENEX succeeded the domestic, Japan-based import and export, sale of petroleum products (kerosene, gas oil and others) which had been previously conducted by the Company’s Energy Trade Division (“the Petroleum Products Trade Business”) and the petroleum products logistics businesses (such as chartering and operating tankers, supplying marine fuels, operating petroleum storage tanks and trading lubricating oil), which had been conducted by the Company’s subsidiary, ITOCHU Petroleum Japan Ltd (“the IPCJ Business”).

As consideration for the transfer of the Petroleum Products Trade Business and the IPCJ Business, the Company acquired an additional 13.1% of the voting shares of ITOCHU ENEX, by receiving an allotment and issuance of shares of common stock from ITOCHU ENEX. The transaction constituted a reverse acquisition, and as a result, the Company owned 52.2% of the voting shares of ITOCHU ENEX on October 1, 2008.

This business reorganization has centralized the petroleum product related businesses in ITOCHU ENEX, where as it was previously dispersed across Group companies. By this reorganization, the Company aims to establish and strengthen the Group’s medium and long-term earnings platforms by increasing the efficiency and strength of those businesses while undertaking overseas trading transactions and investment even more aggressively.

The number of allotted shares was determined based on various factors including financial and asset profiles of ITOCHU ENEX, the Petroleum Products Trade Business and the IPCJ Business which were researched through due diligence processes conducted by independent professionals and multifaceted analyses using various valuation techniques (such as the multiple method, discounted cash flow method and market average share price method) conducted by financial advisors. As a result, the Company received an allotment and issuance of 25,148,809 shares of common stock of ITOCHU ENEX, with a fair value of ¥14,385 million.

The consolidated statement of income for the year ended March 31, 2009 includes the results of operations of ITOCHU ENEX from the date of acquisition. The financial results also include the difference between (i) the decrease in the net assets of the Petroleum Products Trade Business and the IPCJ Business to which ITOCHU ENEX succeeded and (ii) the fair value of the allotted shares, which resulted in a gain of ¥5,154 million included in “gain (loss) on investments–net,” and the income taxes–deferred of ¥2,113 million.

In connection with the acquisition, ¥10,528 million was assigned to intangible assets subject to amortization. The intangible assets subject to amortization consist primarily of customer relationships of ¥7,895 million with an amortization period of five years.

The following table summarizes the estimated fair values of assets acquired and liabilities assumed at the date of acquisition.

	Millions of Yen
	2009
Current assets.....	¥ 164,611
Property and equipment, at cost .....	61,809
Goodwill and other intangible assets, less accumulated amortization .....	10,528
Investments and other non-current assets .....	28,679
Fair value of assets acquired .....	¥ 265,627
Current liabilities.....	¥(144,623)
Non-current liabilities .....	(38,017)
Fair value of liabilities assumed .....	(182,640)
Net assets .....	¥ 82,987

(Note) Net assets include noncontrolling interest of ¥40,657 million in accordance with ASC Topic 805 (formerly SFAS 141 (R)).

### Acquisition of SANKEI Co., Ltd.

On October 2, 2008, the Company acquired 90.5% of the voting shares of SANKEI Co., Ltd. ("SANKEI"), which is mainly engaged in sales of garment accessories. The purchase price was ¥10,556 million. The Company aims to invigorate OEM apparel businesses and dramatically grow businesses related to both domestic production areas and overseas markets centered on China.

The purchase price was determined based on various factors, including SANKEI's financial and asset profile researched through due diligence processes conducted by

independent professionals and a thorough valuation analysis (using mainly the discounted cash flow method) conducted by a financial advisor.

The consolidated financial statements for the year ended March 31, 2009 include the results of operations of SANKEI from the date of acquisition. In connection with the acquisition, ¥8,915 million was assigned to goodwill. The goodwill is not deductible for tax purposes and has been assigned to the Textile operating segment.

The following table summarizes the estimated fair values of assets acquired and liabilities assumed at the date of acquisition.

	Millions of Yen
	2009
Current assets.....	¥ 26,150
Property and equipment, at cost .....	11,352
Goodwill and other intangible assets, less accumulated amortization .....	9,112
Investments and other non-current assets .....	7,484
Fair value of assets acquired .....	¥ 54,098
Current liabilities.....	¥(41,647)
Non-current liabilities .....	(1,291)
Fair value of liabilities assumed .....	(42,938)
Net assets .....	¥ 11,160

(Note) Net assets include noncontrolling interest of ¥604 million in accordance with ASC Topic 805 (formerly SFAS 141 (R)).

### Acquisition of Commonwealth Chesapeake Power Station

The Company engages in IPP businesses, mainly in North America, Asia, and the Near Middle east, and establishes its asset portfolio through new investments, acquisitions and replacements of assets.

On February 13, 2008, the Company acquired, through its subsidiary Tyr Energy, Inc. (Fiscal year end: December), the entire interests of Commonwealth Chesapeake Power Station, New Church, State of Virginia, the United States ("Chesapeake"), and established a new subsidiary, Tyr Chesapeake, LLC, of which the Company owns 100% of the voting shares of Chesapeake. This acquisition is one part of the Company's asset portfolio in North America, which is expected to exhibit steady growth in the demand for electric power in the IPP business. The purchase price was ¥22,807 million. By acquiring its interest, the Company aims to maximize the value of the invested assets through utilizing the expertise of the Group.

The purchase price was determined based on various factors, including Chesapeake's financial and asset profile, as researched through due diligence processes conducted by independent professionals and a thorough valuation analysis (mainly using the discounted cash flow method) conducted by a financial advisor.

The consolidated financial statements for the year ended March 31, 2009 include the results of operations of Chesapeake from the date of acquisition. In connection with the acquisition, ¥1,489 million was assigned to goodwill. The goodwill is not deductible for tax purposes and has been assigned to the Machinery operating segment.

The following table summarizes the estimated fair values of assets acquired and liabilities assumed at the date of acquisition.

The following table summarizes the estimated fair values of assets acquired and liabilities assumed at the date of acquisition.

	Millions of Yen
	2009
Current assets.....	¥ 361
Property and equipment, at cost .....	23,133
Goodwill and other intangible assets, less accumulated amortization .....	1,489
Investments and other non-current assets .....	970
Fair value of assets acquired .....	¥25,953
Current liabilities.....	¥ (9)
Non-current liabilities .....	(3,137)
Fair value of liabilities assumed .....	(3,146)
Net assets .....	¥22,807

#### 4. Marketable Securities and Investments Debt and Marketable Equity Securities

##### Debt and Marketable Equity Securities

The Company and its subsidiaries classify debt and marketable equity securities with readily determinable fair value as “trading securities” and, “available-for-sale securities” and “held-to-maturity securities.” The cost, gross unrealized holding gains, gross unrealized holding losses and fair value of available-for-sale and held-to-maturity securities by major security type as of March 31, 2010 and 2009 were as follows.

	Millions of Yen			
	2010			
	Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
Available-for-sale:				
Equity securities.....	¥169,333	¥64,955	¥7,024	¥227,264
Debt securities.....	22,179	54	397	21,836
Subtotal.....	191,512	65,009	7,421	249,100
Held-to-maturity:				
Debt securities.....	45	—	—	45
Total .....	¥191,557	¥65,009	¥7,421	¥249,145

	Millions of Yen			
	2009			
	Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
Available-for-sale:				
Equity securities.....	¥162,549	¥31,349	¥12,630	¥181,268
Debt securities.....	9,502	—	301	9,201
Subtotal.....	172,051	31,349	12,931	190,469
Held-to-maturity:				
Debt securities.....	75	—	—	75
Total .....	¥172,126	¥31,349	¥12,931	¥190,544

	Millions of U.S. Dollars			
	2010			
	Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
Available-for-sale:				
Equity securities.....	\$1,820	\$698	\$75	\$2,443
Debt securities.....	238	1	4	235
Subtotal.....	2,058	699	79	2,678
Held-to-maturity:				
Debt securities.....	0	—	—	0
Total .....	\$2,058	\$699	\$79	\$2,678

The carrying amounts of available-for-sale debt securities included in cash and cash equivalents in the consolidated balance sheets were ¥13,598 (\$146 million) and ¥5,991 million as of March 31, 2010 and 2009, respectively. In addition to the securities listed above, the Company and its subsidiaries held trading securities carried at fair value of ¥6,701 (\$72 million) and ¥9,121 million as of March 31, 2010 and 2009, respectively. The portion of net trading gains and losses for the years ended March 31, 2010 and 2009 that relates to trading securities still held at March 31, 2010 and 2009 were losses of ¥175 million (\$2 million) and ¥3,029 million, respectively. The impairment losses of the available-for-sale marketable securities in which declines in fair value below

the amortized cost basis are other than temporary for the years ended March 31, 2010, 2009 and 2008 were ¥7,051 million (\$76 million), ¥41,661 million and ¥16,078 million, respectively. In accordance with ASC Topic 325 “Investments–Other” (formerly EITF91-5 “Nonmonetary Exchange of Cost-Method Investments”), the Company and its subsidiaries recognized gains and losses on the exchange of its investment securities in connection with certain business combinations resulting in losses of ¥46 million (\$0 million), ¥2 million and gains of ¥1,516 million for the years ended March 31, 2010, 2009 and 2008, respectively, which are included in “Gain (loss) on investments–net” in the consolidated statements of income.

Securities with gross unrealized holding losses and the length of time that such individual securities have been in a continuous unrealized loss position as of March 31, 2010 were as follows:

	Millions of Yen					
	2010					
	Less than twelve months		Twelve months or longer		Total	
	Gross Unrealized Holding Losses	Gross Unrealized Holding Losses	Gross Unrealized Holding Losses		Gross Unrealized Holding Losses	
	Fair Value	Fair Value	Fair Value	Fair Value	Fair Value	Fair Value
Available-for-sale:						
Equity securities.....	¥58,286	¥7,024	¥—	¥—	¥58,286	¥7,024
Debt securities.....	3,402	397	—	—	3,402	397
Total .....	¥61,688	¥7,421	¥—	¥—	¥61,688	¥7,421

	Millions of U.S. Dollars					
	2010					
	Less than twelve months		Twelve months or longer		Total	
	Gross Unrealized Holding Losses	Gross Unrealized Holding Losses	Gross Unrealized Holding Losses		Gross Unrealized Holding Losses	
	Fair Value	Fair Value	Fair Value	Fair Value	Fair Value	Fair Value
Available-for-sale:						
Equity securities.....	\$626	\$75	\$—	\$—	\$626	\$75
Debt securities.....	37	4	—	—	37	4
Total .....	\$663	\$79	\$—	\$—	\$663	\$79

At March 31, 2010, the Company and its subsidiaries held the securities of 94 issuers with an unrealized holding loss in its available-for-sale portfolio. The unrealized losses on these securities, which consist primarily of customers of various industries, were due principally to the general decline in the market prices. The severity of decline in fair value below cost ranged from 0.3% to 29.9% and the duration of the impairment was less than 9 months. As a result of evaluation of the individual severity and duration of the impairment of these

securities and the prospects of the issuer, the Company and its subsidiaries concluded the fair value of these securities would recover in the near term. Based on that evaluation and the Company and its subsidiaries’ intent and ability to hold these investments for a reasonable period of time sufficient for a forecasted recovery of fair value, the Company and its subsidiaries did not consider these investments to be other-than-temporarily impaired at March 31, 2010.

The contractual maturities of debt securities classified as available-for-sale and held-to-maturity as of March 31, 2010 were as follows:

	Millions of Yen		Millions of U.S. Dollars	
	Cost	Fair Value	Cost	Fair Value
Available-for-sale:				
Due within one year .....	¥14,022	¥14,022	\$150	\$150
Due after one year through five years.....	4,744	4,362	51	47
Due after five years through ten years .....	1,063	1,063	12	12
Due after ten years.....	2,350	2,389	25	26
Total .....	¥22,179	¥21,836	\$238	\$235
Held-to-maturity:				
Due within one year .....	¥ 15	¥ 15	\$ 0	\$ 0
Due after one year through five years.....	30	30	0	0
Due after five years through ten years .....	—	—	—	—
Due after ten years.....	—	—	—	—
Total .....	¥ 45	¥ 45	\$ 0	\$ 0

The gross realized gains and losses on sales of available-for-sale securities for the years ended March 31, 2010, 2009 and 2008 were gains of ¥12,302 million (\$132 million), ¥6,513 million and ¥13,661 million and losses of ¥391 million (\$4 million), ¥362 million and ¥13 million, respectively. The proceeds from sales of available-for-sale securities were ¥14,966 million (\$161 million), ¥15,108 million and ¥19,779 million for the years ended March 31, 2010, 2009 and 2008, respectively.

#### Investments Other Than Debt and Marketable Equity Securities

Other investments include investments in non-traded and unaffiliated customers and suppliers and long-term deposits amounting to ¥215,233 (\$2,313 million) and ¥241,594 million as of March 31, 2010 and 2009, respectively.

The estimation of the corresponding fair values at those dates was not practicable, as the fair value of cost-method investments held by the Company and its subsidiaries are not readily determinable at each balance sheet date.

In case of the identified events or changes in circumstances that may have a significant adverse effect on the fair value of the investment, the Company would estimate the fair value of investments and recognize losses, if any, to reflect the other-than-temporary decline in the value of the investments. The carrying amounts of cost method investments were ¥103,741 million (\$1,115 million) and ¥134,874 million as of March 31, 2010 and 2009, respectively.

Additionally, investments with an aggregate carrying amount of ¥101,431 million (\$1,090 million) and ¥133,356 million were not estimated at fair value in order to reflect the other-than-temporary decline in the value of the investments as of March 31, 2010 and 2009, respectively.

## 5. Investments in and Advances to Associated Companies

The Company and its subsidiaries account for investments in associated companies (generally companies owned 20% to 50%) by the equity-method. Significant equity-method investees include Century Tokyo Leasing Corporation (20.0%), Orient Corporation (32.0%), Marubeni-Itochu Steel

Inc. (50.0%), Family Mart Co., Ltd. (31.5%), Brazil Japan Iron Ore Corporation (47.7%) and TING HSIN (CAYMAN ISLANDS) HOLDING CORP. (20.0%). The percentages shown parenthetically are voting shares held by the Company and its subsidiaries at March 31, 2010.

Investments in and advances to associated companies as of March 31, 2010 and 2009 were as follows:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Investments in associated companies .....	¥915,731	¥741,448	\$ 9,842
Advances to associated companies.....	22,958	12,614	247
Total.....	¥938,689	¥754,062	\$10,089

Summarized financial information in respect of associated companies for the years ended March 31, 2010, 2009 and 2008 was as follows:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Current assets.....	¥4,726,820	¥4,395,827	\$50,804
Non-current assets, principally property and equipment .....	4,341,770	2,847,279	46,666
Total assets.....	¥9,068,590	¥7,243,106	\$97,470
Current liabilities.....	¥4,058,924	¥3,209,734	\$43,626
Long-term debt and others .....	2,881,365	2,523,645	30,969
Stockholders' equity.....	2,039,835	1,422,922	21,924
Noncontrolling interest .....	88,466	86,805	951
Total liabilities and stockholders' equity .....	¥9,068,590	¥7,243,106	\$97,470

	Millions of Yen			Millions of U.S. Dollars
	2010	2009	2008	2010
Total trading transactions.....	¥6,786,973	¥7,478,281	¥7,724,465	\$72,947
Gross trading profit.....	1,330,031	1,356,840	1,242,750	14,295
Net income .....	193,817	156,651	413,554	2,083
Net income attributable to shareholders of associated companies .....	193,366	156,367	412,725	2,078

Total trading transactions and purchases by the Company and its subsidiaries with associated companies for the years ended March 31, 2010, 2009 and 2008 were summarized as follows:

	Millions of Yen			Millions of U.S. Dollars
	2010	2009	2008	2010
Total trading transactions.....	¥719,937	¥652,515	¥806,445	\$7,738
Purchases.....	¥159,038	¥296,652	¥198,681	\$1,709

Dividends received from associated companies for the years ended March 31, 2010, 2009 and 2008 were ¥19,475 million (\$210 million), ¥19,006 million and ¥14,794 million, respectively.

The Company and its subsidiaries invest in associated companies which issue convertible preference stocks. The Company and its subsidiaries' shares of reported profits and losses might be diluted by possible conversions of those preference stocks, and accordingly this may have a material effect on the results of operations of the Company and its subsidiaries.

Investments in the common stock of equity-method associated companies include marketable equity securities with carrying amounts of ¥289,295 million (\$3,109 million) and ¥290,088 million at March 31, 2010 and 2009, respectively. Corresponding aggregate quoted market values were ¥255,177 million (\$2,743 million) and ¥214,192 million at March 31, 2010 and 2009, respectively.

The differences between the carrying amounts of the investments in equity-method associated companies and the Company and its subsidiaries' equity in the underlying net assets of such equity-method associated companies were ¥229,833 million (\$2,470 million) and ¥199,229 million at

March 31, 2010 and 2009, respectively. The differences consist of certain fair value adjustments (net of taxes) at the time of the investments in equity-method associated companies and equity-method goodwill. The fair value adjustments are primarily attributed to land and intangible assets.

The Company recognized impairment losses of ¥11,928 million (\$128 million) and ¥4,020 million (\$43 million) on equity-method investments in Orient Corporation and Yoshinoya Holdings Co., Ltd., respectively, during the year ended March 31, 2010. The Company recognized impairment losses of ¥10,752 million and ¥2,628 million on equity-method investments in Orient Corporation and Yoshinoya Holdings Co., Ltd., respectively, during the year ended March 31, 2009. Considering the discounted cash flow analysis prepared by third party appraisers and the quoted market prices of the equity-method investments, the Company recognized the difference between the carrying amount and estimated fair value as an impairment loss, as the result of the judgment of an other-than-temporary decline. The above-mentioned impairment losses were included in "Equity in earnings (losses) of associated companies" in the accompanying consolidated statements of income.



## 6. Impaired Loans and Allowance for Doubtful Receivables

An analysis of the changes in the allowance for doubtful receivables for the years ended March 31, 2010, 2009 and 2008 was as follows:

	Millions of Yen			Millions of U.S. Dollars
	2010	2009	2008	2010
Balance at beginning of year .....	¥74,573	¥68,948	¥81,808	\$802
Provision for doubtful receivables .....	7,045	16,742	5,977	76
Charge-offs .....	(8,062)	(14,858)	(15,797)	(87)
Other .....	1,153	3,741	(3,040)	13
Balance at end of year .....	¥74,709	¥74,573	¥68,948	\$804

Note: "Other" consisted primarily of the effects due to changes in the number of consolidated subsidiaries and translation adjustments.

The carrying amounts of impaired loans within the scope of ASC Topic 310 "Receivables" (formerly SFAS 114) and the allowance for doubtful receivables related to those impaired loans as of March 31, 2010 and 2009 were as follows:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Impaired loans .....	¥69,800	¥75,458	\$750
Allowance for doubtful receivables related to those impaired loans .....	¥59,876	¥59,704	\$644

The recorded investment in the impaired loans, net of the allowance for doubtful receivables, is either secured by collateral or believed to be collectible.

The average amounts of impaired loans during the years ended March 31, 2010, 2009 and 2008 were as follows:

	Millions of Yen			Millions of U.S. Dollars
	2010	2009	2008	2010
Average amounts of impaired loans .....	¥72,629	¥71,861	¥69,755	\$781

The amounts of interest income recognized on the impaired loans for the years ended March 31, 2010, 2009 and 2008 were not significant.

## 7. Impairment of Long-lived Assets

The Company and its subsidiaries recognized impairment losses on long-lived assets of ¥8,835 million (\$95 million), ¥43,242 million and ¥5,932 million for the years ended March 31, 2010, 2009 and 2008, respectively, which were included in "Gain (loss) on property and equipment—net" in the consolidated statements of income.

The impaired assets were primarily Mineral rights in the Energy, Metals & Minerals operating segment for the year ended March 31, 2010. The impairments were generally due to the deterioration of earnings and expected cash flows. The impaired assets for the year ended March 31, 2009 were primarily Mineral rights, Machinery and equipment in the Energy, Metals & Minerals operating segment and golf courses in the Finance, Realty, Insurance & Logistics Services

operating segment. The impairments were generally due to the deterioration of earnings and expected cash flows. For a discussion, regarding the impairment losses on the Entrada Oil and Natural Gas Project in the U.S. Gulf of Mexico of ¥29,207 million, refer to Note 24 "Regarding Loss Relating to the Entrada Oil and Natural Gas Project in the U.S. Gulf of Mexico."

The impaired assets were primarily golf courses in the Finance, Realty, Insurance & Logistics Services operating segment for the year ended March 31, 2008. The impairments were generally due to the deterioration of earnings of the golf courses.

The fair values of long-lived assets were determined based on discounted cash flows or independent appraisals.

Impairment losses recognized for the years ended March 31, 2010, 2009 and 2008 by operating segment were as follows:

	Millions of Yen			Millions of U.S. Dollars
	2010	2009	2008	2010
Textile .....	¥ 38	¥ 105	¥ 56	\$ 0
Machinery.....	—	936	62	—
ICT, Aerospace & Electronics.....	172	684	56	2
Energy, Metals & Minerals.....	7,443	36,222	—	80
Chemicals, Forest Products & General Merchandise.....	557	1,337	110	6
Food .....	625	1,245	886	7
Finance, Realty, Insurance & Logistics Services .....	—	2,706	4,635	—
Other, Adjustments & Eliminations .....	—	7	127	—
Total.....	¥8,835	¥43,242	¥5,932	\$95

## 8. Pledged Assets

The following assets were pledged as collateral at March 31, 2010 and 2009:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Cash and cash equivalents and time deposits .....	¥ 947	¥ 535	\$ 10
Marketable securities .....	—	133	—
Trade receivables .....	26,752	40,298	288
Inventories .....	11,719	21,592	126
Investments and non-current receivables .....	20,042	5,384	215
Property and equipment, at cost, less accumulated depreciation .....	34,412	28,495	370
Total .....	¥93,872	¥96,437	\$1,009

Collateral was pledged to secure the following obligations at March 31, 2010 and 2009:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Short-term debt .....	¥11,238	¥17,199	\$121
Long-term debt .....	17,508	27,881	188
Trade payables and others .....	4,170	2,479	45
Total .....	¥32,916	¥47,559	\$354

In addition, acceptances payable were secured by trust receipts on merchandise and the proceeds from the sales thereof. Because of the large volume of import transactions, the amount of such pledged assets is not determinable.

Both short-term and long-term loans are generally made pursuant to agreements which customarily provide that, upon the request of the lender, collateral or guarantors (or additional collateral or guarantors) will be furnished with

respect to the loans under certain circumstances and that the lender may treat any collateral, whether furnished for specific loans or otherwise, as collateral for present and future indebtedness to such lender. Several of the bank loan agreements also provide that the lending bank has the right to offset cash deposited with it against any debt (including debt arising out of contingent obligations) to the bank that has become due at stated maturity or earlier.

## 9. Goodwill and Other Intangible Assets

Intangible assets subject to amortization at March 31, 2010 and 2009 comprised the following:

	Millions of Yen				Millions of U.S. Dollars	
	2010		2009		2010	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Trademarks .....	¥ 52,846	¥(12,575)	¥ 37,596	¥(12,720)	\$ 568	\$(135)
Software .....	69,753	(38,742)	56,758	(33,052)	750	(416)
Other .....	43,419	(16,400)	40,390	(11,296)	467	(177)
Total .....	¥166,018	¥(67,717)	¥134,744	¥(57,068)	\$1,785	\$(728)

Intangible assets subject to amortization acquired during the year ended March 31, 2010 totaled ¥42,406 million (\$456 million), and consisted primarily of trademarks of ¥18,626 million (\$200 million) and software of ¥17,544 million (\$189 million). The weighted average amortization period for trademarks and software that were acquired during the year ended March 31, 2010 were 29 years and 5 years, respectively.

Impairment losses of intangible assets subject to amortization during the years ended March 31, 2010, 2009 and 2008 were ¥1,515 million (\$16 million), ¥1,750 million and ¥1,977 million, respectively.

The impairment losses during the year ended March 31, 2010 mainly consisted of customer relationships of ¥391 million (\$4 million), trademarks of ¥308 million (\$3 million) and software of ¥276 million (\$3 million). The impairment losses during the year ended March 31, 2009 mainly consist-

ed of trademarks of ¥794 million and software of ¥575 million. The impairment losses during the year ended March 31, 2008 mainly consisted of customer contracts of ¥1,034 million, held by MCL Group Limited (U.K.), which operates warehousing, retail and financing of motor vehicles. The impairment losses of intangible assets subject to amortization were included in "Gain (loss) on property and equipment-net" in the consolidated statements of income.

The aggregate amortization expenses for intangible assets during the years ended March 31, 2010, 2009 and 2008 were ¥16,782 million (\$180 million), ¥13,258 million and ¥11,446 million, respectively.

The estimated aggregate amortization expense for intangible assets for the next five years is as follows:

Years ending March 31	Millions of Yen	Millions of U.S. Dollars
2011.....	¥16,334	\$176
2012.....	14,323	154
2013.....	11,106	119
2014.....	6,432	69
2015.....	3,300	35

The carrying amount of intangible assets with indefinite useful lives which are therefore not subject to amortization comprised the following at March 31, 2010 and 2009:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Trademarks.....	¥ 649	¥1,079	\$ 8
Unlimited land lease.....	1,424	906	15
Other.....	1,430	1,460	15
Total.....	¥3,548	¥3,445	\$38

Intangible assets with indefinite useful lives which are not subject to amortization acquired during the year ended March 31, 2010, totaled ¥520 million (\$6 million), and mainly consisted of an unlimited land lease of ¥510 million (\$5 million).

Impairment losses of intangible assets with indefinite useful lives which are not subject to amortization during the years ended March 31, 2010, 2009 and 2008 were ¥359 million (\$4 million), ¥853 million and ¥38 million, respectively.

The impairment losses during the year ended March 31, 2010 mainly consisted of trademarks of ¥309 million (\$3 million). The impairment losses during the year ended March 31, 2009 mainly consisted of trademarks of ¥455 million. The impairment losses for all years were included in "Gain (loss) on property and equipment—net" in the consolidated statements of income.

The changes in the carrying amounts of goodwill by operating segment during the years ended March 31, 2010 and 2009 were as follows:

	Millions of Yen								
	Textile	Machinery	ICT, Aerospace & Electronics	Energy, Metals & Minerals	Chemicals, Forest Products & General Merchandise	Food	Finance, Realty, Insurance & Logistics Services	Other	Total
Balance at March 31, 2008.....	¥ —	¥ 5,053	¥35,978	¥1,020	¥ 8,507	¥20,434	¥1,825	¥ 4,893	¥ 77,710
Acquired.....	8,915	1,489	631	353	2,957	—	—	1,593	15,938
Impairment losses.....	—	(340)	—	—	—	—	—	—	(340)
Other changes (Note).....	51	(1,211)	—	(254)	(3,048)	—	(42)	(1,244)	(5,748)
Balance at March 31, 2009.....	¥ 8,966	¥ 4,991	¥36,609	¥1,119	¥ 8,416	¥20,434	¥1,783	¥ 5,242	¥ 87,560
Acquired.....	12,513	—	—	—	—	—	—	1,171	13,684
Impairment losses.....	—	(1,233)	—	—	—	—	—	(696)	(1,929)
Other changes (Note).....	1,733	(550)	—	13	85	490	2	(1,031)	742
Balance at March 31, 2010.....	¥23,212	¥ 3,208	¥36,609	¥1,132	¥ 8,501	¥20,924	¥1,785	¥ 4,686	¥100,057

Note: "Other changes" primarily consists of translation adjustments, disposals and certain fair value adjustments resulting from business combinations.

	Millions of U.S. Dollars								
	Textile	Machinery	ICT, Aerospace & Electronics	Energy, Metals & Minerals	Chemicals, Forest Products & General Merchandise	Food	Finance, Realty, Insurance & Logistics Services	Other	Total
Balance at March 31, 2009.....	\$ 96	\$ 54	\$394	\$ 12	\$ 90	\$220	\$ 19	\$ 56	\$ 941
Acquired.....	134	—	—	—	—	—	—	13	147
Impairment losses.....	—	(13)	—	—	—	—	—	(8)	(21)
Other changes (Note).....	19	(6)	—	0	1	5	0	(11)	8
Balance at March 31, 2010.....	\$249	\$ 35	\$394	\$ 12	\$ 91	\$225	\$ 19	\$ 50	\$1,075

Note: "Other changes" primarily consists of translation adjustments, disposals and certain fair value adjustments resulting from business combinations.

As a result of testing for impairment of goodwill, impairment losses amounting to ¥1,929 million (\$21 million), ¥340 million and ¥3,231 million, respectively, were recognized during the years ended March 31, 2010, 2009 and 2008. The impairment losses were included in "Other-net" in the consolidated statements of income. For the year ended March 31, 2010, an impairment loss in the Machinery segment was recognized by construction equipment-related business in

ITOCHU International Inc. (U.S.A.) which was overseas trading subsidiary. For the year ended March 31, 2008, an impairment loss in Machinery segment was recognized by the above-mentioned MCL Group Limited (U.K.), and an impairment loss in Chemicals, Forest Products & General Merchandise segment was recognized by Am-Pac Tire Distributions Inc. (U.S.A.) which operated wholesale and retail of tires.

Gross amount of goodwill and accumulated impairment losses by operating segment at March 31, 2010, 2009 and 2008 were as follows:

Millions of Yen									
2010									
	Textile	Machinery	ICT, Aerospace & Electronics	Energy, Metals & Minerals	Chemicals, Forest Products & General Merchandise	Food	Finance, Realty, Insurance & Logistics Services	Other	Total
Balance at March 31,									
Gross amount.....	¥23,212	¥6,188	¥36,609	¥1,132	¥8,501	¥20,924	¥1,785	¥ 7,843	¥106,194
Accumulated impairment losses...	—	(2,980)	—	—	—	—	—	(3,157)	(6,137)

Millions of Yen									
2009									
	Textile	Machinery	ICT, Aerospace & Electronics	Energy, Metals & Minerals	Chemicals, Forest Products & General Merchandise	Food	Finance, Realty, Insurance & Logistics Services	Other	Total
Balance at March 31,									
Gross amount.....	¥8,966	¥6,738	¥36,609	¥1,119	¥8,416	¥20,434	¥1,783	¥ 7,703	¥91,768
Accumulated impairment losses...	—	(1,747)	—	—	—	—	—	(2,461)	(4,208)

Millions of Yen									
2008									
	Textile	Machinery	ICT, Aerospace & Electronics	Energy, Metals & Minerals	Chemicals, Forest Products & General Merchandise	Food	Finance, Realty, Insurance & Logistics Services	Other	Total
Balance at March 31,									
Gross amount.....	¥—	¥ 6,460	¥35,978	¥1,020	¥10,450	¥20,434	¥1,825	¥ 7,354	¥83,521
Accumulated impairment losses...	—	(1,407)	—	—	(1,943)	—	—	(2,461)	(5,811)

Millions of U.S. Dollars									
2010									
	Textile	Machinery	ICT, Aerospace & Electronics	Energy, Metals & Minerals	Chemicals, Forest Products & General Merchandise	Food	Finance, Realty, Insurance & Logistics Services	Other	Total
Balance at March 31,									
Gross amount.....	\$249	\$67	\$394	\$12	\$91	\$225	\$19	\$84	\$1,141
Accumulated impairment losses...	—	(32)	—	—	—	—	—	(34)	(66)

**10. Short-term and Long-term Debt**

“Short-term debt” at March 31, 2010 and 2009 was as follows:

	Millions of Yen	Interest Rate	Millions of Yen	Interest Rate	Millions of U.S. Dollars
	2010		2009		2010
Short-term loans, mainly from banks	¥229,236	1.9%	¥453,224	2.1%	\$2,464
Commercial paper	—	—	84,937	0.8%	—

Note: The interest rates represent weighted average rates on outstanding balances at March 31, 2010 and 2009.

“Long-term debt” at March 31, 2010 and 2009 is summarized below:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
<b>Banks and financial institutions:</b>			
Secured:			
Japan Bank for International Cooperation, due 2009-2012, interest mainly 0.6%-4.4% .....	¥ 84	¥ 237	\$ 1
Other, due 2009-2027, interest mainly 1.0%-16.5% .....	17,424	26,904	187
Unsecured			
Due 2009-2024, interest mainly 0.1%-14.7% .....	1,767,898	1,659,585	19,002
Debentures:			
Secured bonds and notes:			
Issued in 2008, 1.92% Yen Bonds due 2010 .....	—	496	—
Issued in 2008, 2.06% Yen Bonds due 2010 .....	—	244	—
Debentures:			
Unsecured bonds and notes:			
Issued in 1997, 2.45% Yen Bonds due 2009 .....	—	10,000	—
Issued in 1999, 3.19% Yen Bonds due 2009 .....	—	10,000	—
Issued in 2003, 0.87% Yen Bonds due 2010 .....	10,000	10,000	107
Issued in 2004, 1.04% Yen Bonds due 2009 .....	—	10,000	—
Issued in 2004, 1.30% / 2.55% Yen Bonds due 2014 (note 1) .....	—	10,000	—
Issued in 2005, 1.46% Yen Bonds due 2012 .....	10,000	10,000	107
Issued in 2006, 2.17% Yen Bonds due 2016 .....	15,000	15,000	161
Issued in 2006, 2.09% Yen Bonds due 2016 .....	10,000	10,000	107
Issued in 2007, 2.11% Yen Bonds due 2017 .....	10,000	10,000	107
Issued in 2007, 2.02% Yen Bonds due 2017 .....	10,000	10,000	107
Issued in 2007, 1.99% Yen Bonds due 2017 .....	10,000	10,000	107
Issued in 2007, 1.90% Yen Bonds due 2017 .....	10,000	10,000	107
Issued in 2008, 2.28% Yen Bonds due 2018 .....	20,000	20,000	215
Issued in 2009, 1.49% Yen Bonds due 2014 .....	25,000	—	269
Issued in 2009, 1.91% Yen Bonds due 2019 .....	15,000	—	161
Issued in 2009, 1.65% Yen Bonds due 2019 .....	10,000	—	107
Issued in 2010, 1.65% Yen Bonds due 2020 .....	20,000	—	215
Issued in and after 1999, Medium-Term Notes, etc., maturing through 2013 .....	6,049	8,060	69
Others .....	188,283	173,891	2,023
Total .....	2,154,738	2,014,417	23,159
ASC Topic 815 (formerly SFAS 133) fair value adjustment (note 2) .....	13,579	10,635	146
Total .....	2,168,317	2,025,052	23,305
Less current maturities .....	(60,728)	(90,631)	(653)
Long-term debt, less current maturities .....	¥2,107,589	¥1,934,421	\$22,652

Note: 1. The bond, one-time callable, bears interest at the rate of 1.30% until November 25, 2009 then 2.55% from November 25, 2009 until the maturity date. The Company redeemed the full amount on November 25, 2009.

2. ASC Topic 815 (formerly SFAS 133) fair value adjustment: The amount of adjustment to record the fair value as of the balance sheet date for long-term debt which is hedged with derivatives.

Certain agreements with the Japan Finance Corporation and Japan Bank for International Cooperation (“JBIC”) require the following:

- (1) The Company applies all or a portion of its operating income or the proceeds from the sale of any debentures or common stock to the reduction of outstanding loans when JBIC believes that the Company is able to reduce such loans through increased earnings.
- (2) JBIC may request that any proposed distribution of earnings be submitted to JBIC for review before presentation to the stockholders.

The Company has never received such a request and does not expect that any such request will be made.

The Company and certain subsidiaries have entered into interest rate swap agreements for certain long-term debt as a means of managing their interest rate exposure.

Reference is made to Note 8 “Pledged Assets” for a description of collateral and certain customary provisions of long-term and short-term bank loan agreements relating to collateral and other rights of such lenders.

The aggregate annual maturities of long-term debt after March 31, 2010 are as follows:

Years ending March 31	Millions of Yen	Millions of U.S. Dollars
2011.....	¥ 60,728	\$ 653
2012.....	309,431	3,326
2013.....	319,691	3,436
2014.....	289,952	3,116
2015.....	278,821	2,997
2016 and thereafter.....	909,694	9,777
Total.....	¥2,168,317	\$23,305

## 11. Asset Retirement Obligations

The Company and its subsidiaries account for asset retirement obligations, consisting of the costs related to dismantlement of facilities and mine reclamation, based on ASC Topic 410 “Asset Retirement and Environmental Obligations” (formerly SFAS 143 and FIN 47). The asset retirement obligations are principally related to the costs of dismantlement of coal mining, iron-ore mining and crude oil drilling facilities. These liabilities are included in “Other current liabilities” and “Long-term debt, excluding current maturities” on the consolidated balance sheets.

The Company has borrowing arrangements with many financial institutions and has entered into commitment line agreements with certain banks for working capital needs and stable funding. The aggregate amounts of the Japanese Yen facility available under such agreements totaled ¥400,000 million, consisting of ¥100,000 million for short-term debt and ¥300,000 million for long-term debt, as of March 31, 2010 and 2009. The \$500 million U.S. dollar facility was held for short-term debt at March 31, 2010 and 2009. The Company intends to use the long-term commitment line agreements solely in support of refinancing the current maturities of long-term debt. Because the agreements demonstrate the Company’s ability to refinance and the Company has expressed an intention to do so, the Company has changed the classification of ¥147,798 million (\$1,589 million) and ¥199,889 million of the current maturities of long-term debt from current liabilities to non-current liabilities as of March 31, 2010 and 2009, respectively. The ¥147,798 million (\$1,589 million) is included in “2016 and thereafter.” The Company has consistently refinanced the current maturities of long-term debt reclassified into non-current liabilities for more than five years. The short-term commitment agreements were unused as of March 31, 2010 and 2009.

The changes in asset retirement obligations for the years ended March 31, 2010 and 2009 were as follows:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Balance at beginning of year.....	¥16,593	¥21,568	\$178
Liabilities incurred.....	371	2,054	4
Liabilities settled.....	(1,581)	(2,964)	(17)
Accretion expense.....	924	1,196	10
Revisions to cost estimate.....	4,316	1,913	46
Other.....	2,302	(7,174)	25
Balance at end of year ....	¥22,925	¥16,593	\$246

Note: “Other” mainly includes foreign currency translation adjustments.

## 12. Leases

### Lessor

The Company and its subsidiaries lease furniture and equipment for medical institutions, construction machinery and certain other assets, which are classified as direct financing leases under ASC Topic 840 "Leases" (formerly SFAS 13 "Accounting for Leases").

The components of the net investment in direct financing leases as of March 31, 2010 and 2009 were as follows:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Total minimum lease payments to be received.....	¥24,016	¥12,391	\$258
Less unearned income.....	(3,501)	(1,832)	(37)
Estimated unguaranteed residual value.....	—	137	—
Less allowance for doubtful receivables.....	(436)	(247)	(5)
Net investment in direct financing leases.....	¥20,079	¥10,449	\$216

The schedule of future minimum lease payments to be received from direct financing leases for each of the five succeeding years and thereafter as of March 31, 2010 is as follows:

Years ending March 31	Millions of Yen	Millions of U.S. Dollars
2011.....	¥ 6,590	\$ 71
2012.....	5,602	60
2013.....	4,510	49
2014.....	3,298	35
2015.....	2,040	22
2016 and thereafter.....	1,976	21
Total.....	¥24,016	\$258

The Company and its subsidiaries lease aircraft, real estate and certain other assets under operating leases. The cost and accumulated depreciation of the property held for lease by classes as of March 31, 2010 were as follows:

	Millions of Yen			Millions of U.S. Dollars		
	Cost	Accumulated depreciation	Net	Cost	Accumulated depreciation	Net
Real estate.....	¥18,278	¥3,741	¥14,537	\$196	\$40	\$156
Machinery and equipment.....	16,352	3,261	13,091	176	35	141
Others.....	139	56	83	2	1	1
Total.....	¥34,769	¥7,058	¥27,711	\$374	\$76	\$298

The schedule of minimum future rentals on noncancelable operating leases for each of the five succeeding years and thereafter as of March 31, 2010 is as follows:

Years ending March 31	Millions of Yen	Millions of U.S. Dollars
2011.....	¥ 5,226	\$ 56
2012.....	3,689	40
2013.....	2,453	26
2014.....	1,696	18
2015.....	877	9
2016 and thereafter.....	1,078	12
Total.....	¥15,019	\$161

**Lessee**

The Company and its subsidiaries lease buildings, machinery and equipment and certain other assets under capital leases. The cost and accumulated depreciation of such leased assets by classes as of March 31, 2010 and 2009 were as follows:

	Millions of Yen			Millions of U.S. Dollars		
	Cost	Accumulated depreciation	Net	Cost	Accumulated depreciation	Net
2010						
Buildings.....	¥ 50,998	¥20,532	¥30,466	\$ 548	\$221	\$327
Machinery and equipment .....	31,688	9,008	22,680	340	96	244
Others .....	20,809	7,518	13,291	224	81	143
Total.....	¥103,495	¥37,058	¥66,437	\$1,112	\$398	\$714

	Millions of Yen		
	Cost	Accumulated depreciation	Net
2009			
Buildings.....	¥25,353	¥12,095	¥13,258
Machinery and equipment .....	26,399	9,742	16,657
Others .....	16,323	4,252	12,071
Total.....	¥68,075	¥26,089	¥41,986

The components of the capital lease obligations as of March 31, 2010 and 2009 were as follows:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Total minimum lease payments .....	¥105,239	¥50,787	\$1,131
Less amount representing interest .....	(23,540)	(4,824)	(253)
Capital lease obligations .....	¥ 81,699	¥45,963	\$ 878

The schedule of future minimum lease payments for each of the five succeeding years and thereafter as of March 31, 2010 is as follows:

Years ending March 31	Millions of Yen	Millions of U.S. Dollars
2011.....	¥ 18,375	\$ 197
2012.....	16,122	173
2013.....	11,957	129
2014.....	10,115	109
2015.....	10,157	109
2016 and thereafter.....	38,513	414
Total.....	¥105,239	\$1,131

The total of minimum sublease rentals to be received in the future under noncancelable subleases is ¥12,655 million (\$136 million).

The Company and its subsidiaries lease aircraft, real estate and certain other assets under operating leases. The schedule of future minimum lease payments under noncancelable operating leases for each of the five succeeding years and thereafter as of March 31, 2010 is as follows:

Years ending March 31	Millions of Yen	Millions of U.S. Dollars
2011.....	¥ 29,301	\$ 315
2012.....	22,827	245
2013.....	18,737	202
2014.....	16,185	174
2015.....	14,266	153
2016 and thereafter.....	46,412	499
Total.....	¥147,728	\$1,588

The total of minimum sublease rentals to be received in the future under noncancelable subleases is ¥8,101 million (\$87 million). Total rental expenses under operating leases for the years ended March 31, 2010 and 2009 were ¥47,255 (\$508 million) and ¥26,473 million, respectively. Sublease rental income for the years ended March 31, 2010 and 2009 were ¥4,399 (\$47 million) and ¥3,084 million, respectively.



### 13. Retirement and Severance Benefits

The Company and certain subsidiaries have defined benefit pension plans (e.g., the Corporate Pension Fund (“CPF”) and the Tax-Qualified Pension Plan) covering substantially all of their employees. Benefits under these pension plans are based on years of service and certain other factors, and plan assets are comprised primarily of marketable securities, debt securities and other interest bearing securities. In addition,

the Company and certain subsidiaries have both unfunded retirement and severance plans, which provide lump-sum payment benefits to their employees and defined contribution plans.

Certain subsidiaries and associated companies participate in a multiemployer plan (ITOCHU Union Pension Fund).

The changes in the benefit obligations and fair value of the plan assets and the funded status of the plans were as follows:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Change in projected benefit obligations:			
Projected benefit obligations at beginning of year .....	¥ 294,694	¥295,033	\$3,167
Service cost .....	7,699	8,896	83
Interest cost .....	5,624	6,080	60
Plan participants' contributions.....	620	626	7
Net actuarial gain (loss) .....	(5,933)	1,990	(63)
Benefits paid from plan asset.....	(15,852)	(12,885)	(170)
Benefits paid by employer .....	(924)	(3,034)	(10)
Foreign currency translation adjustments.....	8,208	(4,922)	88
Acquisition.....	14,214	8,181	153
Settlement and curtailment .....	(280)	(5,112)	(3)
Other .....	137	(159)	1
Projected benefit obligations at end of year.....	308,207	294,694	3,313
Change in plan assets:			
Fair value of plan assets at beginning of year.....	241,076	305,508	2,591
Actual return (loss) on plan assets.....	21,338	(48,707)	229
Employer contributions.....	13,416	2,678	144
Plan participants' contributions.....	620	626	7
Benefits paid from plan assets .....	(15,852)	(12,885)	(170)
Translation adjustments .....	5,326	(4,271)	57
Acquisition.....	6,691	2,023	72
Settlement and curtailment .....	(119)	(3,896)	(1)
Fair value of plan assets at end of year.....	272,496	241,076	2,929
Funded status at end of year .....	¥ (35,711)	¥ (53,618)	\$ (384)

Amounts recognized in the consolidated balance sheets at March 31, 2010 and 2009 consisted of:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Prepaid pension cost.....	¥ 7,603	¥ 1,079	\$ 82
Accrued retirement and severance benefits .....	(43,314)	(54,697)	(466)
	¥(35,711)	¥(53,618)	\$ (384)

Amounts recognized in accumulated other comprehensive income (loss), pre-tax, at March 31, 2010 and 2009 consisted of:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Net actuarial loss.....	¥170,169	¥204,126	\$1,829
Prior service credit.....	(23,715)	(29,131)	(255)
	¥ 146,454	¥174,995	\$1,574

The estimated amounts of net actuarial loss and prior service credit for the defined benefit pension plans that will be amortized from accumulated other comprehensive income (loss) into net periodic pension cost for the year ending March 31, 2011 are approximately ¥10,000 million (\$107 million) (loss) and ¥5,000 million (\$54 million) (gain), respectively.

The accumulated benefit obligations for all defined benefit plans as of March 31, 2010 and 2009 were as follows:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Accumulated benefit obligation .....	¥307,242	¥293,699	\$3,302

Assumptions of projected benefit obligations and net periodic pension costs as of March 31, 2010 and 2009 were as follows:

	2010	2009
	Weighted-average assumptions used to determine benefit obligations at the end of year:	
Discount rate.....	2.1%	2.2%
Rate of compensation increase.....	3.4%	1.1–7.6%
Weighted-average assumptions used to determine net periodic pension cost for the year:		
Discount rate.....	2.2%	2.3%
Expected long-term rate of return on plan assets.....	2.8%	2.8%
Rate of compensation increase.....	1.1–7.6%	1.0–6.0%

The prior service cost is amortized by the straight-line method over the average remaining service period of employees expected to receive related benefits. The net actuarial gain and loss is amortized over the average remaining service periods.

The fair value of equity securities of associated companies included in plan assets was ¥242 million (\$3 million) and ¥198 million at March 31, 2010 and 2009, respectively.

The net periodic pension costs for retirement and severance benefits for the years ended March 31, 2010, 2009 and 2008 consisted of the following:

	Millions of Yen			Millions of U.S. Dollars
	2010	2009	2008	2010
Service cost.....	¥ 7,699	¥ 8,896	¥ 8,965	\$ 83
Interest cost.....	5,624	6,080	6,182	60
Expected return on plan assets.....	(6,880)	(7,992)	(8,724)	(74)
Amortization of unrecognized prior service cost.....	(5,549)	(5,490)	(5,700)	(60)
Amortization of unrecognized net actuarial loss.....	16,242	11,318	5,855	175
Settlement curtailment loss (gain).....	—	(1,230)	(906)	—
Net periodic pension cost.....	¥17,136	¥11,582	¥ 5,672	\$184

Total expenses related to pension plans for the years ended March 31, 2010, 2009 and 2008 consisted of the following:

	Millions of Yen			Millions of U.S. Dollars
	2010	2009	2008	2010
Net periodic pension cost for defined benefit pension plans.....	¥17,136	¥11,582	¥5,672	\$184
The amount of cost recognized for defined contribution pension plans.....	2,546	2,241	1,360	27
Total expenses for pension plans.....	¥19,682	¥13,823	¥7,032	\$211

The amount of contribution to the multi employer plan (ITOCHU Union Pension Fund) was ¥5,564 million (\$60 million) and ¥5,442 million for the years ended March 31, 2010 and 2009, respectively.

As of March 31, 2010, plan assets held by the Company and its subsidiaries were as follows, by category.

For information used to measure fair value, please refer to Note 21 to the consolidated financial statements, "Fair Value Measurements."

	Millions of Yen			
	Level 1	Level 2	Level 3	Total
Equity securities:				
Domestic.....	¥41,609	¥ 50,411	¥ —	¥ 92,020
Overseas .....	5,983	12,675	—	18,658
Debt securities:				
Domestic.....	5,598	68,707	—	74,305
Overseas .....	14,190	9,249	—	23,439
Other assets:				
Cash and cash equivalents.....	27,946	212	—	28,158
Life insurance company general accounts.....	—	30,633	—	30,633
Others.....	—	5,283	—	5,283
Total .....	95,326	177,170	—	272,496

	Millions of U.S. Dollars			
	Level 1	Level 2	Level 3	Total
Equity securities:				
Domestic.....	\$447	\$542	—	\$989
Overseas .....	65	136	—	201
Debt securities:				
Domestic.....	60	739	—	799
Overseas .....	153	99	—	252
Other assets:				
Cash and cash equivalents.....	300	2	—	302
Life insurance company general accounts.....	—	329	—	329
Others.....	—	57	—	57
Total .....	1,025	1,904	—	2,929

In setting its portfolio investment policy for plan assets, the Company, on a long-term basis, focuses on securing investment returns that are sufficient to provide for the future benefit payments for employees in the context of a tolerable level of risk control. In order to achieve the objectives of the investment policy, the Company establishes the most appropriate portfolio considering the past return results as well as the estimated returns on invested assets and manages the portfolio.

The Company's standard for its portfolio of plan assets is to invest 60% in domestic and overseas debt securities and 40% in domestic and overseas equity securities. The Company's allocation of assets may also include cash, corporate pension plans and alternative investments, as appropriate. The Company's basic policy is to emphasize asset liquidity and a thorough diversification of its investments. In addition, the Company establishes an employee pension trust mainly comprised of domestic equity securities as a part of plan assets. The Company's holdings of marketable securities consist primarily of shares in listed companies. Debt securities principally comprise highly-rated government bonds. The Insurance Business Law Enforcement Regulations stipulate that the investment of assets in corporate pension plans (general account) be conducted in a manner that provides a specific assumed interest rate and a principal guarantee.

In addition, the Company determines its expected long-term rate of return considering the above investment policy, the expectations of future returns and historical returns on plan assets.

Assets classified as Level 1 consist of those owned securities and debt securities for which trading is frequent and for which quoted prices are available in active markets. Assets classified as Level 2 primarily consist of jointly managed trusts and corporate pension plans (general account) that invest in owned securities and debt securities. These assets are measured at fair value using valuation provided by trust banks and life insurance companies.

#### Cash Flow of the Company and Certain Subsidiaries:

The Company and certain subsidiaries expect to contribute about ¥3,400 million (\$37 million) to defined benefit pension plans in the year ending March 31, 2011.

The following benefit payments, which reflect expected future service, are expected to be paid:

Years ending March 31	Millions of Yen	Millions of U.S. Dollars
2011.....	¥16,798	\$181
2012.....	16,612	179
2013.....	15,707	169
2014.....	15,502	167
2015.....	15,399	166
2016–2020.....	71,457	768

#### 14. Foreign Exchange Gains and Losses

Net foreign exchange gains of ¥144 million (\$2 million), losses of ¥3,290 million, and losses of ¥631 million for the years ended March 31, 2010, 2009 and 2008, respectively, were included in "Other-net" in the consolidated statements of income.

#### 15. Income Taxes

The Company and its domestic subsidiaries are subject to a number of taxes based on income, which in the aggregate result in a normal income tax rate of approximately 41%.

Foreign subsidiaries are subject to income taxes of the countries where they operate.

Effective commencing the year ended March 31, 2003, the Company adopted a consolidated taxation system.

A reconciliation between the normal income tax rate and the effective income tax rate for the years ended March 31, 2010, 2009 and 2008 is as follows:

	2010	2009	2008
Normal income tax rate.....	41.0%	41.0%	41.0%
Expenses not deductible for tax purposes.....	3.6	2.3	1.3
Difference of tax rates for foreign subsidiaries.....	(4.2)	(8.6)	(4.3)
Tax effect on dividends received.....	(8.5)	2.9	0.9
Valuation allowance.....	3.4	(0.9)	(0.5)
Tax effect on investments in equity-method associated companies.....	(4.3)	(2.4)	6.0
Other.....	2.3	0.6	(1.2)
Effective income tax rate.....	33.3%	34.9%	43.2%

Amounts provided for income taxes for the years ended March 31, 2010, 2009 and 2008 were allocated as follows:

	Millions of Yen			Millions of U.S. Dollars
	2010	2009	2008	2010
Income taxes.....	¥51,571	¥ 72,757	¥121,108	\$554
Other comprehensive (income) loss.....	28,929	(59,847)	(57,505)	311
Total income tax (benefit) expense.....	¥80,500	¥ 12,910	¥ 63,603	\$865

Significant components of deferred tax assets and liabilities at March 31, 2010 and 2009 were as follows:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Deferred tax assets:			
Inventories, property and equipment.....	¥ 73,864	¥ 101,484	\$ 794
Allowance for doubtful receivables.....	20,858	17,232	224
Net operating loss carryforwards.....	64,979	27,383	698
Accrued retirement and severance benefits.....	63,792	60,672	686
Marketable securities and investments.....	85,742	95,265	921
Other.....	64,013	48,995	688
Total deferred tax assets.....	373,248	351,031	4,011
Less valuation allowance.....	(82,353)	(69,252)	(885)
Deferred tax assets-net.....	290,895	281,779	3,126
Deferred tax liabilities:			
Accrued retirement and severance benefits.....	(51,813)	(44,282)	(557)
Marketable securities and investments.....	(37,866)	(15,561)	(407)
Undistributed earnings.....	(26,402)	(33,202)	(283)
Property, equipment and other intangible assets.....	(32,666)	(18,637)	(351)
Other.....	(10,974)	(11,637)	(118)
Total deferred tax liabilities.....	(159,721)	(123,319)	(1,716)
Net deferred tax assets.....	¥ 131,174	¥ 158,460	\$ 1,410

Net changes in the valuation allowance for the years ended March 31, 2010, 2009 and 2008 were an increase of ¥13,101 million (\$141 million), an increase of ¥8,114 million and a increase of ¥4,833 million, respectively.

The amount of undistributed earnings of foreign subsidiaries for which no deferred tax liability has been provided totaled ¥249,145 million (\$2,678 million) and ¥244,215 million at March 31, 2010 and 2009, respectively. Most of the undistributed earnings of domestic subsidiaries are not considered to be a taxable temporary difference under present Japanese tax laws. It is not practicable to determine the deferred tax liability for undistributed earnings of foreign subsidiaries.

Net operating loss carryforwards are available to reduce future income taxes. If not utilized, such operating loss carryforwards expire as follows:

Years ending March 31	Millions of Yen	Millions of U.S. Dollars
Within 1 year .....	¥ 1,252	\$ 13
Within 2 years .....	14,736	158
Within 3 years .....	1,553	17
Within 4 years .....	12,153	131
Within 5 years .....	11,898	128
After 5 to 10 years.....	76,730	825
After 10 to 15 years.....	1,305	14
After 15 years.....	49,622	533
Total.....	¥169,249	\$1,819

Unused foreign tax credit carryforwards for the year ended March 31, 2010 were ¥5,577 million (\$60 million), which do not expire until March 31, 2013.

“Income before income taxes and equity in earnings (losses) of associated companies” for the years ended March 31, 2010, 2009 and 2008 comprised the following:

	Millions of Yen			Millions of U.S. Dollars
	2010	2009	2008	2010
The Company and its domestic subsidiaries.....	¥ 92,410	¥ 68,236	¥145,754	\$ 993
Foreign subsidiaries.....	62,576	140,022	134,777	673
Total.....	¥154,986	¥208,258	¥280,531	\$1,666

“Income taxes” for the years ended March 31, 2010, 2009 and 2008 comprised the following:

	Millions of Yen									Millions of U.S. Dollars		
	2010			2009			2008			2010		
	Current	Deferred	Total	Current	Deferred	Total	Current	Deferred	Total	Current	Deferred	Total
The Company and its domestic subsidiaries .....	¥33,562	¥ (16)	¥33,546	¥41,010	¥(16,656)	¥24,354	¥51,513	¥32,272	¥ 83,785	\$360	\$ (—)	\$360
Foreign subsidiaries .....	21,564	(3,539)	18,025	54,563	(6,160)	48,403	40,409	(3,086)	37,323	232	(38)	194
Total .....	¥55,126	¥(3,555)	¥51,571	¥95,573	¥(22,816)	¥72,757	¥91,922	¥29,186	¥121,108	\$592	\$ (38)	\$554

A reconciliation of the beginning and ending total gross unrecognized tax benefits for the years ended March 31, 2010 and 2009, respectively, were as follows:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Balance at beginning of year .....	¥1,126	¥ 1,747	\$ 11
Additions based on tax positions related to the current year.....	55	17	1
Additions for tax positions of prior years .....	45	837	1
Reductions for tax positions of prior years .....	—	(3)	—
Reductions as a result of a lapse of the applicable statute of limitations .....	—	(27)	—
Settlements.....	(621)	(1,083)	(6)
Effects on foreign currency translation .....	33	(362)	0
Balance at ending of year.....	¥ 638	¥ 1,126	\$ 7

Of the ending balances of ¥638 million (\$7 million) in 2010 and ¥1,126 million in 2009, ¥597 million (\$6 million) and ¥802 million, respectively, represent the amount of benefits that, if recognized would favorably affect the effective tax rate.

Although the Company and its subsidiaries believe its estimates and assumptions of unrecognized tax benefits are reasonable, uncertainty regarding the final determination of tax audit settlements and any related litigation could affect the effective tax rate in future periods.

Based on each of the items of which the Company and its subsidiaries are aware as of March 31, 2010, no significant changes to the unrecognized tax benefits are expected within the next twelve months.

The Company and its subsidiaries recognize interest and penalties accrued related to unrecognized tax benefits in Income taxes in the consolidated statements of income.

Both interest and penalties accrued as of March 31, 2010 and 2009, and interest and penalties included in income taxes for the year ended March 31, 2010 and 2009 are not material.

The Company and its subsidiaries file income tax returns in Japan and various foreign tax jurisdictions. In Japan, the Company and its subsidiaries understand that regular income tax examinations by tax authorities through the year ended March 31, 2008 have been substantially completed. However according to the income tax regulation in Japan, Japanese tax authorities still retain the right to execute income tax examinations for the years ended March 31, 2004 and later. Moreover, the Company and its subsidiaries might be subject to income tax examinations by each jurisdiction's tax authority for certain years based on their respective tax regulation.

## 16. Net Income Attributable to ITOCHU Per Share

The reconciliation of the numerators and denominators of the basic net income attributable to ITOCHU per share computations for the years ended March 31, 2010, 2009 and 2008 was as follows:

	Millions of Yen			Millions of U.S. Dollars
	2010	2009	2008	2010
<b>Numerator:</b>				
Net income attributable to ITOCHU .....	¥128,153	¥165,390	¥217,301	\$1,377
Effect of dilutive securities:				
Convertible preferred stock .....	(284)	(1,106)	(15,411)	(3)
Diluted net income attributable to ITOCHU .....	¥127,869	¥164,284	¥201,890	\$1,374
<b>Denominator:</b>				
	Number of Shares			
	2010	2009	2008	
Weighted-average number of common shares outstanding .....	1,580,448,671	1,580,579,472	1,580,878,959	
<b>Basic net income attributable to ITOCHU per common share:</b>				
	Yen			U.S. Dollars
	2010	2009	2008	2010
Basic net income attributable to ITOCHU per common share .....	¥81.09	¥104.64	¥137.46	\$0.87
Diluted net income attributable to ITOCHU per common share .....	¥80.91	¥103.94	¥127.71	\$0.87

## 17. Segment Information

ITOCHU Corporation and its subsidiaries, have a diverse palette of functions and expertise through investments in resources development operations and also as a strategic partner, as well as a wide range of business activities such as trading, finance, logistics and coordinating projects. By using these diverse palette and global network, 7 division companies have been promoting and developing many kinds of business in textile, food and general merchandise as the Consumer-related sector, metal resources, oil and gas as Natural resource / energy-related sector, chemicals, machinery, information technology, finance and real-estate as the Other sectors, as well as life care, ecology and new energy as the New business sector.

The Company and its subsidiaries have introduced a division company system and information on operating segments is prepared and presented according to this system. This system is regularly used for decisions in operations, including resource allocations, and evaluations by the management.

The operating segments of the Company and its subsidiaries are as follows:

### Textile

The Textile segment is engaged in all stages of the textile business from rough material, thread and textile to the final products for garments, home furnishings and industrial materials. This segment performs production and sales on a worldwide scale. In addition, the segment promotes brand businesses, development of high technology, and retail operations of TV and Internet shopping.

### Machinery

The Machinery segment is engaged in diverse business activities ranging from projects in plants, bridges, railways and other infrastructures to automobiles, ships, construction machinery and other items. This segment also conducts

business in water resources and environment-related equipment as well as activities related to renewable and alternative energy.

#### ICT, Aerospace & Electronics

The ICT, Aerospace & Electronics segment is engaged in business activities involving IT-related systems/ provider business, Internet service business, investment in venture business, mobile phone sales/content distribution, video distribution/service business (broadcast-related, etc.), industrial machinery, environmental equipment, electronic equipment transactions and aircraft and related equipment.

#### Energy, Metals & Minerals

The Energy, Metals & Minerals segment is engaged in metal and mineral resource development, processing of steel products, environmental business including trading in greenhouse gas emissions, and trading in iron ore, coal, pig iron and ferrous raw materials, non-ferrous and light metal and steel products in Japan and overseas. Also the segment is engaged in energy resource development and trading in crude oil, oil products, gas and nuclear fuels both domestically and abroad.

#### Chemicals, Forest Products & General Merchandise

The Chemicals, Forest Products & General Merchandise segment is engaged in business activities involving various consumer products such as lumber, pulp, paper, rubber, tire,

cement and ceramic, and in basic chemicals, fine chemicals, plastics and inorganic chemicals.

#### Food

The Food segment pursues efficiency-oriented operations from production and distribution to retail in all areas of food from raw materials to finished products both domestically and abroad.

#### Finance, Realty, Insurance & Logistics Services

The Finance, Realty, Insurance & Logistics Services segment is engaged in structuring and sales of financial products and agency, broker and consulting services of insurance and reinsurance. In addition, this segment is engaged in third-party logistics, warehousing, trucking, international intermodal transport and the development and operation of real estate.

Management evaluates segment performance based on several factors such as net income (loss), determined in accordance with U.S. GAAP.

In addition, management utilizes internally developed management control methods for the purpose of internal operating decisions.

Intersegment transactions are priced with reference to prices applicable to transactions with unaffiliated parties.

There have been no trading transactions with any single major external customer (10% or more of total) for the years ended March 31, 2010, 2009 and 2008.

Information concerning operations in different operating segments for the years ended March 31, 2010, 2009 and 2008 was as follows:

	Millions of Yen								
	2010								
	Textile	Machinery	ICT, Aerospace & Electronics	Energy, Metals & Minerals	Chemicals, Forest Products & General Merchandise	Food	Finance, Realty, Insurance & Logistics Services	Other, Adjustments & Eliminations	Consolidated
Trading transactions:									
Unaffiliated customers and associated companies.....	¥516,808	¥751,896	¥607,839	¥3,272,623	¥1,795,544	¥3,032,399	¥166,921	¥ 162,769	¥10,306,799
Transfers between operating segments...	567	1,332	6,353	437	21,055	1,782	15,950	(47,476)	—
Total trading transactions.....	¥517,375	¥753,228	¥614,192	¥3,273,060	¥1,816,599	¥3,034,181	¥182,871	¥115,293	¥10,306,799
Gross trading profit.....	¥102,733	¥ 43,257	¥136,432	¥ 141,591	¥ 110,073	¥ 335,487	¥ 35,642	¥ 19,151	¥ 924,366
Equity in earnings (losses) of associated companies...	¥ 8,019	¥ 10,489	¥ 2,063	¥ 9,186	¥ 1,629	¥ 13,015	¥ (7,114)	¥ (1,018)	¥ 36,269
Net income attributable to ITOCHU .....	¥ 22,401	¥ 3,692	¥ 6,017	¥ 65,661	¥ 19,270	¥ 27,808	¥ (4,247)	¥ (12,449)	¥ 128,153
Total assets at March 31 .....	¥417,380	¥544,958	¥513,249	¥1,249,048	¥ 727,944	¥1,130,719	¥382,135	¥511,364	¥ 5,476,847
Depreciation and amortization .....	¥ 4,147	¥ 5,311	¥ 7,288	¥ 31,213	¥ 7,652	¥ 11,555	¥ 2,537	¥ 6,674	¥ 76,377

	Millions of Yen								
	2009								
	Textile	Machinery	ICT, Aerospace & Electronics	Energy, Metals & Minerals	Chemicals, Forest Products & General Merchandise	Food	Finance, Realty, Insurance & Logistics Services	Other, Adjustments & Eliminations	Consolidated
Trading transactions:									
Unaffiliated customers and associated companies.....	¥589,596	¥1,370,207	¥633,766	¥3,916,776	¥2,024,015	¥3,188,363	¥167,254	¥175,132	¥12,065,109
Transfers between operating segments...	618	1,541	3,793	557	19,927	460	9	(26,905)	—
Total trading transactions.....	¥590,214	¥1,371,748	¥637,559	¥3,917,333	¥2,043,942	¥3,188,823	¥167,263	¥148,227	¥12,065,109
Gross trading profit.....	¥102,626	¥ 71,854	¥138,859	¥ 222,263	¥ 114,277	¥ 335,606	¥ 42,042	¥ 32,994	¥ 1,060,521
Equity in earnings (losses) of associated companies...	¥ 3,602	¥ 1,759	¥ 307	¥ 24,710	¥ 2,949	¥ 10,073	¥ (2,880)	¥ 784	¥ 41,304
Net income attributable to ITOCHU .....	¥ 22,898	¥ (15,457)	¥ 8,026	¥ 114,695	¥ 19,025	¥ 20,185	¥ (1,212)	¥ (2,770)	¥ 165,390
Total assets at March 31 .....	¥360,431	¥ 639,939	¥490,159	¥1,016,596	¥ 611,375	¥1,054,127	¥381,800	¥637,665	¥ 5,192,092
Depreciation and amortization .....	¥ 3,341	¥ 6,341	¥ 7,340	¥ 25,405	¥ 4,514	¥ 10,297	¥ 1,119	¥ 6,631	¥ 64,988

	Millions of Yen								
	2008								
	Textile	Machinery	ICT, Aerospace & Electronics	Energy, Metals & Minerals	Chemicals, Forest Products & General Merchandise	Food	Finance, Realty, Insurance & Logistics Services	Other, Adjustments & Eliminations	Consolidated
Trading transactions:									
Unaffiliated customers and associated companies.....	¥690,690	¥1,407,760	¥722,625	¥3,170,281	¥2,289,521	¥3,036,830	¥182,068	¥229,307	¥11,729,082
Transfers between operating segments...	609	677	4,275	322	18,937	279	111	(25,210)	—
Total trading transactions.....	¥691,299	¥1,408,437	¥726,900	¥3,170,603	¥2,308,458	¥3,037,109	¥182,179	¥204,097	¥11,729,082
Gross trading profit.....	¥115,236	¥ 99,120	¥138,952	¥ 127,464	¥ 122,640	¥ 324,665	¥ 41,381	¥ 25,089	¥ 994,547
Equity in earnings (losses) of associated companies...	¥ 2,039	¥ 4,752	¥ (1,233)	¥ 25,463	¥ 2,017	¥ 7,951	¥ 29,595	¥ (346)	¥ 70,238
Net income attributable to ITOCHU .....	¥ 20,500	¥ 21,350	¥ 14,583	¥ 105,716	¥ 19,677	¥ 18,657	¥ 10,828	¥ 5,990	¥ 217,301
Total assets at March 31 .....	¥364,349	¥ 709,708	¥513,870	¥ 916,571	¥ 766,790	¥1,064,825	¥420,501	¥517,585	¥ 5,274,199
Depreciation and amortization .....	¥ 3,419	¥ 5,444	¥ 6,394	¥ 34,272	¥ 4,307	¥ 9,577	¥ 1,894	¥ 6,262	¥ 71,569



	Millions of U.S. Dollars								
	2010								
	Textile	Machinery	ICT, Aerospace & Electronics	Energy, Metals & Minerals	Chemicals, Forest Products & General Merchandise	Food	Finance, Realty, Insurance & Logistics Services	Other, Adjustments & Eliminations	Consolidated
Trading transactions:									
Unaffiliated customers and associated companies.....	\$5,555	\$8,082	\$6,533	\$35,174	\$19,299	\$32,592	\$1,794	\$1,749	\$110,778
Transfers between operating segments...	6	14	68	5	226	20	171	(510)	—
Total trading transactions.....	\$5,561	\$8,096	\$6,601	\$35,179	\$19,525	\$32,612	\$1,965	\$1,239	\$110,778
Gross trading profit.....	\$1,104	\$ 465	\$1,466	\$ 1,522	\$ 1,183	\$ 3,606	\$ 383	\$ 206	\$ 9,935
Equity in earnings (losses) of associated companies...	\$ 86	\$ 113	\$ 22	\$ 99	\$ 17	\$ 140	\$ (76)	\$ (11)	\$ 390
Net income attributable to ITOCHU .....	\$ 241	\$ 40	\$ 64	\$ 706	\$ 207	\$ 299	\$ (46)	\$ 134	\$ 1,377
Total assets at March 31 .....	\$4,486	\$5,857	\$5,517	\$13,425	\$ 7,825	\$12,153	\$4,107	\$5,496	\$ 58,866
Depreciation and amortization .....	\$ 45	\$ 57	\$ 78	\$ 335	\$ 82	\$ 124	\$ 27	\$ 72	\$ 821

Note: 1. Total trading transactions are presented in accordance with Japanese accounting practice.

2. "Other, Adjustments & Eliminations" includes trading transactions, gross trading profit, equity in earnings (losses) of associated companies, net income (loss), total assets not allocated to the specified operating segments in domestic and foreign areas, eliminations and adjustments, etc.

## Geographic Information

Information concerning operations in different countries for the years ended March 31, 2010, 2009 and 2008 was as follows:

	Millions of Yen				
	2010				
	Japan	United States	Australia	Other	Consolidated
Revenue.....	¥2,563,123	¥366,440	¥129,088	¥357,986	¥3,416,637

	Millions of Yen				
	2010				
	Japan	Australia	United States	Other	Consolidated
Long-lived assets.....	¥417,158	¥146,173	¥46,974	¥56,046	¥666,351

	Millions of Yen				
	2009				
	Japan	United States	Australia	Other	Consolidated
Revenue.....	¥2,158,827	¥558,512	¥200,592	¥501,130	¥3,419,061

	Millions of Yen				
	2009				
	Japan	Australia	United States	Other	Consolidated
Long-lived assets.....	¥347,773	¥102,631	¥52,683	¥57,687	¥560,774

	Millions of Yen				
	2008				
	Japan	United States	Australia	Other	Consolidated
Revenue.....	¥1,614,289	¥615,610	¥124,542	¥505,412	¥2,859,853

	Millions of U.S. Dollars				
	2010				
	Japan	United States	Australia	Other	Consolidated
Revenue.....	\$27,549	\$3,939	\$1,387	\$3,847	\$36,722

	Millions of U.S. Dollars				
	2010				
	Japan	Australia	United States	Other	Consolidated
Long-lived assets.....	\$4,484	\$1,571	\$505	\$602	\$7,162

Note: "Revenue" is attributed to countries based on the location of the assets producing such revenue.

## 18. Common Stock, Capital Surplus and Retained Earnings

On May 1, 2006, the Companies Act in Japan superseded various laws covering the regulation of companies (Chapter II of the Commercial Code; Law for Special Provisions for the Commercial Code concerning Audits; Limited Liability Company Law. Hereafter referred to as “Commercial Code prior to revision”).

The Companies Act states that upon issuance of new shares, at least 50% of the amount raised will be credited to the common stock account, unless otherwise specified in the Law.

The Companies Act in Japan provides that upon payment of dividends, an amount equal to 10% of the paid dividends must be appropriated as additional paid-in capital (a component of capital surplus) or as legal reserve (a component of retained earnings) depending on the equity account charged upon the payment of such dividends until the total aggregate amount of additional paid-in capital and legal reserve equals 25% of the common stock.

The Companies Act provides that there is a limit to the amount that can be distributed as dividends and the amount available for the purchase of treasury stocks. This amount is based on the amount recorded in the Company’s statutory standalone financial statements in accordance with the financial accounting standards of Japan. The adjustments included in the accompanying consolidated financial statements to conform with U.S. GAAP, but not recorded in the statutory standalone financial statements, have no effect on the determination of the available balance as dividends or the purchase of treasury stocks under the Companies Act. The amount available as dividends or the purchase of treasury stocks under the Companies Act was ¥251,827 million as of March 31, 2010, provided however this figure might change by such as purchase of treasury stocks thereafter.

Under the Companies Act, companies can pay dividends at any time during the fiscal year in addition to the year-end dividend upon resolution at the shareholders’ meeting. For companies that meet certain criteria such as (1) having the Board of Directors, (2) having the Board of Corporate

Auditors, (3) appointing independent auditors, and (4) the term of service of the directors is prescribed as one year, the Board of Directors may decide dividends (except for dividends in kind) if the company has prescribed so in its articles of incorporation. Companies under the Board of Directors’ system may declare dividends once during the fiscal year by resolution of the Board of Directors (cash dividends only) if the company has prescribed so in its articles of incorporation.

The Companies Act also provides for companies, provided so resolved by the Board of Directors, to dispose of treasury stock, or to purchase it as prescribed in their articles of incorporation. The amount of treasury stock so purchased must be within the limits previously described as determined by the Companies Act.

The Companies Act permits reclassification among common stock, capital surplus and retained earnings by resolution of the shareholders’ meeting, such as the transfer of a portion or all of retained earnings to the common stock account.

At the June 29, 2000 shareholders’ meeting of the Company, held under the Commercial Code prior to revision, the shareholders approved a proposal to eliminate the Company’s accumulated deficits of ¥109,799 million from the Company’s books of account by a transfer from capital surplus as permitted by the Commercial Code prior to revision. Because the Company’s accumulated deficits in the U.S. GAAP consolidated financial statements on that date was not significantly different from the Company’s books of account, the Company reflected the deficit reclassification entry on its books of account when preparing the consolidated financial statements, following private company’s practices in the United States of America. The balance of consolidated retained earnings at March 31, 2010 would have been ¥790,598 million, including a legal reserve of ¥16,117 million, had the Company not eliminated the accumulated deficits.

**19. Other Comprehensive Income (Loss)**

Tax effects allocated to each component of other comprehensive income (loss) and reclassification adjustments were as follows:

	Millions of Yen		
	Before-Tax Amount	2010 Tax Benefit (Expense)	Net-of-Tax Amount
Foreign currency translation adjustments:			
Amount arising during the year on investments in foreign entities .....	¥ 94,225	¥ 32	¥ 94,257
Reclassification adjustments for gains and losses realized upon sale or liquidation of investments in foreign entities .....	1,011	—	1,011
Net change in foreign currency translation adjustments attributable to ITOCHU during the year .....	95,236	32	95,268
Net change in foreign currency translation adjustments attributable to the noncontrolling interest during the year .....	1,178	—	1,178
Net change in foreign currency translation adjustments during the year .....	96,414	32	96,446
Pension liability adjustments:			
Amount arising during the year on pension liability adjustments .....	41,770	(16,088)	25,682
Reclassification adjustments for gains and losses realized in net income .....	(10,361)	4,220	(6,141)
Net change in pension liability adjustments attributable to ITOCHU during the year .....	31,409	(11,868)	19,541
Net change in pension liability adjustments attributable to the noncontrolling interest during the year .....	267	(108)	159
Net change in pension liability adjustments during the year .....	31,676	(11,976)	19,700
Unrealized holding gains and losses on securities:			
Amount arising during the year on available-for-sale securities .....	47,168	(16,749)	30,419
Reclassification adjustments for gains and losses realized in net income .....	(5,707)	2,134	(3,573)
Net change in unrealized holding gains and losses on securities attributable to ITOCHU during the year .....	41,461	(14,615)	26,846
Net change in unrealized holding gains and losses on securities attributable to the noncontrolling interest during the year .....	1,648	(626)	1,022
Net change in unrealized holding gains and losses on securities during the year .....	43,109	(15,241)	27,868
Unrealized holding gains and losses on derivative instruments:			
Amount arising during the year on derivative instruments for cash flow hedges .....	980	5	985
Reclassification adjustments for gains and losses realized in net income .....	4,209	(1,724)	2,485
Net change in unrealized holding gains and losses on derivative instruments attributable to ITOCHU during the year .....	5,189	(1,719)	3,470
Net change in unrealized holding gains and losses on derivative instruments attributable to the noncontrolling interest during the year .....	57	(25)	32
Net change in unrealized holding gains and losses on derivative instruments during the year .....	5,246	(1,744)	3,502
Other comprehensive income (loss) .....	176,445	(28,929)	147,516

	Millions of Yen		
	2009		
	Before-Tax Amount	Tax Benefit (Expense)	Net-of-Tax Amount
<b>Foreign currency translation adjustments:</b>			
Amount arising during the year on investments in foreign entities .....	¥ (160,412)	¥ 431	¥ (159,981)
Reclassification adjustments for gains and losses realized upon sale or liquidation of investments in foreign entities .....	(434)	—	(434)
Net change in foreign currency translation adjustments attributable to ITOCHU during the year .....	(160,846)	431	(160,415)
Net change in foreign currency translation adjustments attributable to the noncontrolling interest during the year .....	(2,336)	—	(2,336)
Net change in foreign currency translation adjustments during the year .....	(163,182)	431	(162,751)
<b>Pension liability adjustments:</b>			
Amount arising during the year on pension liability adjustments .....	(48,456)	19,246	(29,210)
Reclassification adjustments for gains and losses realized in net income .....	(5,814)	2,390	(3,424)
Net change in pension liability adjustments attributable to ITOCHU during the year .....	(54,270)	21,636	(32,634)
Net change in pension liability adjustments attributable to the noncontrolling interest during the year .....	(1,907)	782	(1,125)
Net change in pension liability adjustments during the year .....	(56,177)	22,418	(33,759)
<b>Unrealized holding gains and losses on securities:</b>			
Amount arising during the year on available-for-sale securities .....	(129,235)	48,623	(80,612)
Reclassification adjustments for gains and losses realized in net income .....	33,478	(13,569)	19,909
Net change in unrealized holding gains and losses on securities attributable to ITOCHU during the year .....	(95,757)	35,054	(60,703)
Net change in unrealized holding gains and losses on securities attributable to the noncontrolling interest during the year .....	(1,958)	671	(1,287)
Net change in unrealized holding gains and losses on securities during the year .....	(97,715)	35,725	(61,990)
<b>Unrealized holding gains and losses on derivative instruments:</b>			
Amount arising during the year on derivative instruments for cash flow hedges .....	(4,735)	1,384	(3,351)
Reclassification adjustments for gains and losses realized in net income .....	(464)	(157)	(621)
Net change in unrealized holding gains and losses on derivative instruments attributable to ITOCHU during the year .....	(5,199)	1,227	(3,972)
Net change in unrealized holding gains and losses on derivative instruments attributable to the noncontrolling interest during the year .....	(79)	46	(33)
Net change in unrealized holding gains and losses on derivative instruments during the year .....	(5,278)	1,273	(4,005)
Other comprehensive income (loss) .....	(322,352)	59,847	(262,505)

	Millions of Yen		
	2008		
	Before-Tax Amount	Tax Benefit (Expense)	Net-of-Tax Amount
Foreign currency translation adjustments:			
Amount arising during the year on investments in foreign entities .....	¥ (26,509)	¥ 14	¥ (26,495)
Reclassification adjustments for gains and losses realized upon sale or liquidation of investments in foreign entities .....	644	—	644
Net change in foreign currency translation adjustments attributable to ITOCHU during the year .....	(25,865)	14	(25,851)
Net change in foreign currency translation adjustments attributable to the noncontrolling interest during the year .....	219	(1)	218
Net change in foreign currency translation adjustments during the year .....	(25,646)	13	(25,633)
Pension liability adjustments:			
Amount arising during the year on pension liability adjustments .....	(54,908)	22,885	(32,023)
Reclassification adjustments for gains and losses realized in net income .....	(30)	9	(21)
Net change in pension liability adjustments attributable to ITOCHU during the year .....	(54,938)	22,894	(32,044)
Net change in pension liability adjustments attributable to the noncontrolling interest during the year .....	(386)	158	(228)
Net change in pension liability adjustments during the year .....	(55,324)	23,052	(32,272)
Unrealized holding gains and losses on securities:			
Amount arising during the year on available-for-sale securities .....	(82,362)	32,889	(49,473)
Reclassification adjustments for gains and losses realized in net income .....	2,568	(1,442)	1,126
Net change in unrealized holding gains and losses on securities attributable to ITOCHU during the year .....	(79,794)	31,447	(48,347)
Net change in unrealized holding gains and losses on securities attributable to the noncontrolling interest during the year .....	(3,643)	1,413	(2,230)
Net change in unrealized holding gains and losses on securities during the year .....	(83,437)	32,860	(50,577)
Unrealized holding gains and losses on derivative instruments:			
Amount arising during the year on derivative instruments for cash flow hedges .....	(3,542)	1,605	(1,937)
Reclassification adjustments for gains and losses realized in net income .....	(190)	58	(132)
Net change in unrealized holding gains and losses on derivative instruments attributable to ITOCHU during the year .....	(3,732)	1,663	(2,069)
Net change in unrealized holding gains and losses on derivative instruments attributable to the noncontrolling interest during the year .....	163	(83)	80
Net change in unrealized holding gains and losses on derivative instruments during the year .....	(3,569)	1,580	(1,989)
Other comprehensive income (loss) .....	(167,976)	57,505	(110,471)

	Millions of U.S. Dollars		
	2010		
	Before-Tax Amount	Tax Benefit (Expense)	Net-of-Tax Amount
<b>Foreign currency translation adjustments:</b>			
Amount arising during the year on investments in foreign entities .....	\$1,013	\$ 0	\$1,013
Reclassification adjustments for gains and losses realized upon sale or liquidation of investments in foreign entities .....	11	—	11
Net change in foreign currency translation adjustments attributable to ITOCHU during the year .....	1,024	0	1,024
Net change in foreign currency translation adjustments attributable to the noncontrolling interest during the year .....	13	—	13
Net change in foreign currency translation adjustments during the year .....	1,037	0	1,037
<b>Pension liability adjustments:</b>			
Amount arising during the year on pension liability adjustments .....	449	(173)	276
Reclassification adjustments for gains and losses realized in net income .....	(112)	46	(66)
Net change in pension liability adjustments attributable to ITOCHU during the year .....	337	(127)	210
Net change in pension liability adjustments attributable to the noncontrolling interest during the year .....	3	(1)	2
Net change in pension liability adjustments during the year .....	340	(128)	212
<b>Unrealized holding gains and losses on securities:</b>			
Amount arising during the year on available-for-sale securities .....	507	(180)	327
Reclassification adjustments for gains and losses realized in net income .....	(61)	23	(38)
Net change in unrealized holding gains and losses on securities attributable to ITOCHU during the year .....	446	(157)	289
Net change in unrealized holding gains and losses on securities attributable to the noncontrolling interest during the year .....	18	(7)	11
Net change in unrealized holding gains and losses on securities during the year .....	464	(164)	300
<b>Unrealized holding gains and losses on derivative instruments:</b>			
Amount arising during the year on derivative instruments for cash flow hedges .....	11	0	11
Reclassification adjustments for gains and losses realized in net income .....	45	(19)	26
Net change in unrealized holding gains and losses on derivative instruments attributable to ITOCHU during the year .....	56	(19)	37
Net change in unrealized holding gains and losses on derivative instruments attributable to the noncontrolling interest during the year .....	0	(0)	0
Net change in unrealized holding gains and losses on derivative instruments during the year .....	56	(19)	37
Other comprehensive income (loss) .....	1,897	(311)	1,586

## 20. Derivative Instruments and Hedging Activities

The Company and its subsidiaries are exposed to a variety of risks in relation to their ongoing business activities. The Company and its subsidiaries utilize certain derivative instruments principally to manage the following risks.

### Foreign Exchange Rate Risk

The Company and its subsidiaries have assets and liabilities that are exposed to foreign exchange rate risks. In order to reduce the risks, mainly for exchange between U.S. dollar and Japanese yen, the Company and its subsidiaries use foreign exchange contracts, currency swap agreements, and currency option contracts (hereafter collectively referred to as “currency derivatives”).

### Interest Rate Risk

The Company and its subsidiaries reduce risk related to fluctuations in the fair value of loan receivables/payables in which the Company and its subsidiaries agree to receive/pay interest on a fixed rate basis, and risk related to fluctuations in future cash flows due to future fluctuations in interest rates by using interest rate swap agreements and interest rate option agreements (hereafter collectively referred to as “interest rate derivatives”).

### Commodity Price Risk

The Company and its subsidiaries reduce risk related to fluctuations in prices of marketable commodities by using futures, forward contracts, commodity swap agreements, and commodity option agreements (hereafter collectively referred to as “commodity derivatives”).

Moreover, the Company and its subsidiaries hold currency derivatives, interest rate derivatives, and commodity derivatives for trading purposes.

ASC Topic 815 “Derivatives and Hedging” (formerly SFAS 133) requires that all derivatives be recognized as assets or liabilities at fair value in balance sheets. Further, ASC Topic 815 requires that changes in the fair value of derivative instruments that are designated and qualify as fair value hedges be recognized in earnings or losses together with changes in the fair value of the corresponding hedged items. In addition, ASC Topic 815 requires that changes in the fair value of derivative instruments that are designated and qualified as cash flow hedges be recognized in accumulated other comprehensive income (loss) (“AOCI”). Also, ASC Topic 815 requires that these amounts be reclassified into earnings or losses in the same period as the hedged items affect earnings or losses.

In accordance with ASC Topic 815, the Company and its subsidiaries designate derivatives owned by them as hedging instruments in accordance with the following manner:

### Currency Derivatives

Currency derivatives held to hedge foreign exchange rate risk regarding unrecognized firm commitments are designated as a fair value hedge, and currency derivatives held to minimize the fluctuation of cash flow of forecasted transactions caused by foreign exchange rate changes are designated as a cash flow hedge. As of March 31, 2010 and 2009, the total principal amounts of currency derivatives that were designated and qualified as fair value hedges were ¥36,904 million (\$397 million) and ¥49,299 million, respectively; the total principal amounts of currency derivatives that were designated and qualified as cash flow hedges were ¥73,101 million (\$786 million) and ¥9,472 million, respectively; and the total principal amounts of currency derivatives that were not designated or did not qualify as hedging instruments were ¥240,644 million (\$2,586 million) and ¥220,448 million, respectively.

### Interest Rate Derivatives

Interest rate derivatives that hedge risk related to fluctuations in the fair value of loan receivables/payables on a fixed interest rate basis are designated as a fair value hedge. Interest rate derivatives that hedge risk related to fluctuations in cash flows due to future fluctuations in interest rates are designated as a cash flow hedge. As of March 31, 2010 and 2009, the total notional amounts of interest rate derivatives that were designated and qualified as fair value hedges were ¥592,990 million (\$6,373 million) and ¥537,555 million, respectively; the total notional amounts of interest rate derivatives that were designated and qualified as cash flow hedges were ¥1,004,660 million (\$10,798 million) and ¥1,185,926 million, respectively; and the total notional amounts of interest rate derivatives that were not designated or did not qualify as hedging instruments were ¥18,595 million (\$200 million) and ¥252,300 million, respectively.

### Commodity Derivatives

Commodity derivatives held for the hedging of commodity price risk in unrecognized firm commitments and inventories are designated as a fair value hedge, and commodity derivatives held to minimize the fluctuation of cash flow of forecasted transactions due to commodity price changes are designated as a cash flow hedge. As of March 31, 2010 and 2009, the total principal amounts of commodity derivatives that were designated and qualified as fair value hedges were ¥38,538 million (\$414 million) and ¥32,073 million, respectively; the total principal amounts of commodity derivatives that were designated and qualified as cash flow hedges were ¥678 million (\$7 million) and ¥1,819 million, respectively; and the total principal amounts of commodity derivatives that were not designated or did not qualify as hedging instruments were ¥641,162 million (\$6,891 million) and ¥114,640 million, respectively.

**(1) Fair values of derivative instruments**

The fair values of derivative instruments as of March 31, 2010 and 2009, were as follows.

**(a) Derivatives Designated as Hedging Instruments under ASC Topic 815**

	Millions of Yen		Millions of Yen		Millions of U.S. Dollars	
	2010		2009		2010	
	Asset Derivatives	Liability Derivatives	Asset Derivatives	Liability Derivatives	Asset Derivatives	Liability Derivatives
Currency derivatives.....	¥ 1,207	¥2,377	¥ 367	¥ 1,897	\$ 13	\$26
Interest rate derivatives.....	13,578	3,833	10,751	7,773	146	41
Commodity derivatives.....	2,136	749	1,177	1,072	23	8
Total.....	¥16,921	¥6,959	¥12,295	¥10,742	\$182	\$75

**(b) Derivatives Not Designated as Hedging Instruments under ASC Topic 815**

	Millions of Yen		Millions of Yen		Millions of U.S. Dollars	
	2010		2009		2010	
	Asset Derivatives	Liability Derivatives	Asset Derivatives	Liability Derivatives	Asset Derivatives	Liability Derivatives
Currency derivatives.....	¥ 3,980	¥ 3,142	¥ 4,346	¥1,631	\$ 43	\$ 34
Interest rate derivatives.....	266	421	81	151	3	5
Commodity derivatives.....	18,422	18,685	9,074	7,697	198	200
Other.....	4	6	0	1	0	0
Total.....	¥22,672	¥22,254	¥13,501	¥9,480	\$244	\$239

As for the balance sheet location for those items, asset derivatives were included in Other current assets and Other assets, and liability derivatives were included in Other current liabilities and Long-term debt, excluding current maturities.

**(2) Gains and losses related to derivative instruments**

Gains and losses related to derivative instruments for the year ended March 31, 2010 and the three months ended March 31, 2009 were as follows. The Company and its subsidiaries adopted ASC Topic 815 “Derivatives and Hedging” (formerly FSP FAS 133-1 and 45-4 “Disclosures about Credit

Derivatives and Certain Guarantees”) and disclose the information regarding gains and losses related to derivative instruments required by ASC Topic 815 “Derivatives and Hedging” (formerly SFAS 161 “Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133”) for the three months ended March 31, 2009 only.

**(a) Derivatives in ASC Topic 815 Fair Value Hedging Relationships**

	Location of Gain or (Loss) Recognized in Income on Derivative	Millions of Yen	Millions of U.S. Dollars
		2010	2010
		Amount of Gain or (Loss) Recognized in Income on Derivative	Amount of Gain or (Loss) Recognized in Income on Derivative
Currency derivatives.....	Other-net	¥ (848)	\$ (9)
Interest rate derivatives.....	Interest expense	6,866	74
Commodity derivatives.....	Trading margins and commissions on trading transactions	(817)	(9)
Total.....		¥5,201	\$56

	Location of Gain or (Loss) Recognized in Income on Derivative	Millions of Yen
		2009
		Amount of Gain or (Loss) Recognized in Income on Derivative
Currency derivatives.....	Other-net	¥3,070
Interest rate derivatives.....	Interest expense	(1,751)
Commodity derivatives.....	Trading margins and commissions on trading transactions	1,722
Total.....		¥ 3,041



The amount of hedge ineffectiveness and the net gain or loss excluded from the assessment of hedge effectiveness was not material for the year ended March 31, 2010 and the three months ended March 31, 2009.

The amount of firm commitments that no longer qualified as fair value hedges was not material for the year ended March 31, 2010 and the three months ended March 31, 2009.

#### (b) Derivatives in ASC Topic 815 Cash Flow Hedging Relationships

	Millions of Yen			Millions of U.S. Dollars	
	2010			2010	
	Amount of Gain or (Loss) Recognized In OCI on Derivative (Effective Portion)	Location of Gain or (Loss) Reclassified from AOCI into income (Effective Portion)	Amount of Gain or (Loss) Reclassified from AOCI into income (Effective Portion)	Amount of Gain or (Loss) Recognized In OCI on Derivative (Effective Portion)	Amount of Gain or (Loss) Reclassified from AOCI into income (Effective Portion)
Currency derivatives.....	¥ 446	Other-net	¥ 461	\$ 5	\$ 5
Interest rate derivatives .....	(530)	Interest expense	4,162	(6)	45
Commodity derivatives.....	(258)	Trading margins and commissions on trading transactions	194	(3)	2
Total.....	¥(342)		¥4,817	\$(4)	\$52

	Millions of Yen		
	2009		
	Amount of Gain or (Loss) Recognized In OCI on Derivative (Effective Portion)	Location of Gain or (Loss) Reclassified from AOCI into income (Effective Portion)	Amount of Gain or (Loss) Reclassified from AOCI into income (Effective Portion)
Currency derivatives.....	¥ 656	Other-net	¥3,881
Interest rate derivatives .....	195	Interest expense	606
Commodity derivatives.....	337	Trading margins and commissions on trading transactions	(21)
Total.....	¥1,188		¥4,466

The amount of hedge ineffectiveness and the net gain or loss excluded from the assessment of hedge effectiveness was not material for the year ended March 31, 2010 and the three months ended March 31, 2009.

A net gain (pre-tax) of ¥2,227 million (\$24 million) in AOCI at March 31, 2010 is expected to be reclassified into earnings within the next 12 months.

As of March 31, 2010, the maximum length of time over which the Company and its subsidiaries hedged their

exposure to variability in future cash flows for forecasted transactions, excluding those forecasted transactions related to the payment of variable interest on existing financial instruments, was approximately 25 months.

The amount of net gain or loss reclassified from AOCI into earnings or losses because it was probable that forecasted transactions would not occur was not material for the year ended March 31, 2010 and the three months ended March 31, 2009.

**(c) Derivatives Not Designated as Hedging Instruments under ASC Topic 815**

	Location of Gain or (Loss) Recognized in Income on Derivative	Millions of Yen	Millions of U.S. Dollars
		2010	2010
		Amount of Gain or (Loss) Recognized in Income on Derivative	Amount of Gain or (Loss) Recognized in Income on Derivative
Currency derivatives.....	Trading margins and commissions on trading transactions	¥ 3,140	\$ 34
	Other-net	(1,227)	(13)
Interest rate derivatives .....	Other-net	(111)	(1)
Commodity derivatives.....	Trading margins and commissions on trading transactions	2,640	28
Other.....	Other-net	87	1
Total.....		¥ 4,529	\$ 49

	Location of Gain or (Loss) Recognized in Income on Derivative	Millions of Yen
		2009
		Amount of Gain or (Loss) Recognized in Income on Derivative
Currency derivatives.....	Trading margins and commissions on trading transactions	¥ (290)
	Other-net	193
Interest rate derivatives .....	Other-net	57
Commodity derivatives.....	Trading margins and commissions on trading transactions	8,311
Other.....	Other-net	(12)
Total.....		¥8,259

The Company and its subsidiaries have various derivative instruments and as such are exposed to credit losses in the event of non-performance by counterparties. The Company and its subsidiaries seek to minimize credit risk by entering into contracts only with major counterparties and avoiding concentration on specific counterparties or groups of counterparties. The policies of the Company and its subsidiaries prescribe monitoring of creditworthiness and exposure on a

counterparty-by-counterparty basis. Further, the Company and its subsidiaries do not have derivative agreements that require immediate settlement nor provision of collateral required by any downgrade of their credit ratings. In addition, there are no material items to be mentioned regarding disclosure of credit derivatives in which the Company and its subsidiaries are involved as the seller.

**21. Fair Value Measurements****(1) Fair Value Measurements**

The Company and its subsidiaries defines, in accordance with ASC Topic 820 "Fair Value Measurements and Disclosures" (formerly SFAS 157 "Fair Value Measurements"), fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Standard also establishes a hierarchy for inputs used in measuring fair value and requires that each fair value be categorized into one of the following three levels based on its observability of inputs.

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for identical assets or liabilities.

**(a) Assets and Liabilities Measured at Fair Value on a Recurring Basis**

The Company and its subsidiaries' assets and liabilities that are measured at fair value on a recurring basis consist primarily of trading securities, available-for-sale securities, derivative assets and derivative liabilities.

The following table provides information by level for assets and liabilities that were measured at fair value on a recurring basis at March 31, 2010 and 2009, respectively.

	Millions of Yen			
	2010			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash equivalents .....	¥ —	¥13,598	¥ —	¥ 13,598
Trading securities .....	—	—	6,701	6,701
Available-for-sale securities				
Equity securities .....	222,757	4,507	—	227,264
Debt securities .....	67	5,723	2,448	8,238
Derivative assets .....	7,407	32,186	—	39,593
<b>Liabilities:</b>				
Derivative liabilities .....	¥ 5,032	¥24,181	¥ —	¥ 29,213

	Millions of Yen			
	2009			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash equivalents .....	¥ —	¥ 5,991	¥ —	¥ 5,991
Trading securities .....	—	—	9,121	9,121
Available-for-sale securities				
Equity securities .....	179,299	—	1,969	181,268
Debt securities .....	160	1,755	1,295	3,210
Derivative assets .....	3,531	22,265	—	25,796
<b>Liabilities:</b>				
Derivative liabilities .....	¥ 1,776	¥18,446	¥ —	¥ 20,222

	Millions of U.S. Dollars			
	2010			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash equivalents .....	\$ —	\$146	\$ —	\$ 146
Trading securities .....	—	—	72	72
Available-for-sale securities				
Equity securities .....	2,394	49	—	2,443
Debt securities .....	1	62	26	89
Derivative assets .....	80	346	—	426
<b>Liabilities:</b>				
Derivative liabilities .....	\$ 54	\$260	\$ —	\$ 314

The Available-for-sale securities above are mainly classified in "Other Investments" on the Consolidated Balance Sheets. Debt securities with a remaining maturity of one year or less are classified in "Short-term investments" on the Consolidated Balance Sheets.

The following table provides the changes in Level 3 items for the fiscal years ended March 31, 2010 and 2009, respectively.

	Millions of Yen	
	2010	
	Trading Securities	Available-for-sale Securities
Beginning balance .....	¥ 9,121	¥3,264
Total gains or losses (realized /unrealized) .....	(50)	(32)
Included in earnings .....	(50)	—
Included in other comprehensive income (loss) .....	—	(32)
Purchases, issuances and settlements .....	(1,905)	(784)
Effect of exchange rate changes .....	(465)	—
Ending balance .....	6,701	2,448
The amount of total gains or losses (in Gain (loss) on investments—net) for the period included in earnings attributable to the change in unrealized gains or losses relating to assets still held at March 31, 2010 .....	¥ (175)	¥ —
	2009	
	Trading Securities	Available-for-sale Securities
Beginning balance .....	¥ 29,754	¥2,125
Total gains or losses (realized /unrealized) .....	(3,847)	(64)
Included in earnings .....	(3,847)	—
Included in other comprehensive income (loss) .....	—	(64)
Purchases, issuances and settlements .....	(14,750)	1,203
Effect of exchange rate changes .....	(2,036)	—
Ending balance .....	9,121	3,264
The amount of total gains or losses (in Gain (loss) on investments—net) for the period included in earnings attributable to the change in unrealized gains or losses relating to assets still held at March 31, 2009 .....	¥ (3,029)	¥ —
	Millions of U.S. Dollars	
	2010	
	Trading Securities	Available-for-sale Securities
Beginning balance .....	\$ 98	\$35
Total gains or losses (realized /unrealized) .....	(1)	(0)
Included in earnings .....	(1)	—
Included in other comprehensive income (loss) .....	—	(0)
Purchases, issuances and settlements .....	(20)	(9)
Effect of exchange rate changes .....	(5)	—
Ending balance .....	72	26
The amount of total gains or losses (in Gain (loss) on investments—net) for the period included in earnings attributable to the change in unrealized gains or losses relating to assets still held at March 31, 2010 .....	\$ (2)	\$—

The Company and its subsidiaries use the following valuation techniques for the assets and liabilities that are measured at fair value on a recurring basis.

The cash equivalents that are measured at fair value on a recurring basis consist primarily of commercial papers with original maturities of three months or less. The Company and its subsidiaries measure their fair value using the quoted market prices and classify them as Level 2.

The trading securities and available-for-sale securities primarily consist of marketable securities that are listed on exchanges and alternative investments. Marketable securities that are listed on exchanges are measured using quoted market prices. When quoted prices in active markets in which transactions occur with sufficient frequency are available, they are included in Level 1. On the other hand, instruments that are measured at quoted prices in markets in

which there are relatively few transactions are included in Level 2. Level 3 items consist of other investments such as alternative investments (classified as trading securities or available-for-sale securities by holding purposes), which are measured at fair value using unobservable inputs of investees' specific fundamentals including estimated future cash flows, as well as referring to index data available in active markets as of the fiscal year end.

Derivative assets and derivative liabilities consist of currency derivatives, interest rate derivatives, and commodity derivatives that are traded in active markets are valued at quoted market prices and classified as Level 1. The other derivative instruments are measured using commonly-used fair value pricing models, such as the Black-Scholes model, based upon observable inputs only and classified as Level 2.

**(b) Financial Assets Measured at Fair Value on a Nonrecurring Basis**

The following table provides information by level for financial assets that were measured at fair value during the years ended March 31, 2010 and 2009 on a nonrecurring basis, respectively.

	Millions of Yen		
	2010		
	Level 3	Total	Impairment loss (pre-tax)
Assets:			
Non-marketable investments (Note 1) .....	¥ 2,310	¥ 2,310	¥ 11,255
Investments in associated companies (Note 2) .....	31,685	31,685	15,948
Long-lived Assets (Note 3) .....	29,556	29,556	8,835
Goodwill and Other Intangible Assets (Note 4) .....	11,658	11,658	3,803

	Millions of Yen		
	2009		
	Level 3	Total	Impairment loss (pre-tax)
Assets:			
Non-marketable investments (Note 1) .....	¥ 1,518	¥ 1,518	¥ 4,377
Investments in associated companies (Note 2) .....	48,460	48,460	13,380

	Millions of U.S. Dollars		
	2010		
	Level 3	Total	Impairment loss (pre-tax)
Assets:			
Non-marketable investments (Note 1) .....	\$ 25	\$ 25	\$ 121
Investments in associated companies (Note 2) .....	341	341	171
Long-lived Assets (Note 3) .....	318	318	95
Goodwill and Other Intangible Assets (Note 4) .....	125	125	41

Note 1: The Company and subsidiaries recognized impairment of non-marketable investments at their fair values as their fair values were below the carrying amounts and the decline in fair values was considered to be other-than-temporary. Their fair values were measured as a result of considering various unobservable inputs which were available to the Company and its subsidiaries, including expectation of future income of the investees, net asset value of the investees, and material unrealized losses to be considered in assets and liabilities held by the investees.

Note 2: The Company and subsidiaries recognized impairment of investments in associated companies at their fair values as their fair values were below the carrying amounts and the decline in fair values was considered to be other-than-temporary. Their fair values were measured primarily using future cash flow projection of the investees, with consideration

of other factors such as the quoted market price of the investee, if available. Measurement using the future cash flow projection of the investee was based upon unobservable inputs which were available to the Company and its subsidiaries. The Company and its subsidiaries utilized these inputs confirming that such inputs were based upon the Company's best estimates as of the measurement date and also verified rationality of the measured amounts through review by independent professional advisors.

Note3: Their fair values are measured primarily using the sum of income from continuing operation of using the long-lived asset and future cash flows (before discounts) resulting from its sale, which are unobservable inputs.

Note4: Their fair values were measured primarily using discounted future cash flow on the business plan which are unobservable inputs.

## (2) Fair Value of Financial Instruments

The Company and its subsidiaries have various financial instruments, which are exposed to credit losses in the event of non-performance by counterparties.

The Company and its subsidiaries are engaged in transactions with numerous counterparties to ensure that there are no significant concentrations of credit risk with any individual counterparty or group of counterparties.

The carrying amounts, and estimated fair values for the purpose of the disclosure requirements of ASC Topic 825

“Financial Instruments” (formerly SFAS 107 “Disclosures about Fair Value of Financial Instruments”) and valuation techniques for other non-current receivables, advances to associated companies and long-term debt as of March 31, 2010 and 2009 were as follows (for fair value of Short-term investments and Other investments, and for fair value of asset/liability derivatives, please refer to “4. Marketable Securities and Investments” and “20. Derivative Instruments and Hedging Activities” respectively):

	Millions of Yen				Millions of U.S. Dollars	
	2010		2009		2010	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
<b>Financial assets:</b>						
Other non-current receivables and advances to associated companies (less allowance for doubtful receivables).....	¥ 126,597	¥ 127,383	¥ 107,337	¥ 109,035	\$ 1,361	\$ 1,369
<b>Financial liabilities:</b>						
Long-term debt (including current maturities).....	¥ 2,168,317	¥ 2,168,527	¥2,025,052	¥2,016,519	\$23,305	\$23,307

### Valuation Techniques for Fair Values of Other Non-current Receivables and Advances to Associated Companies:

The fair values of Other non-current receivables and advances to associated companies are estimated based on the present value of future cash flows discounted using the current rates of loans or receivables with similar terms, conditions and maturities being offered to borrowers or customers with similar credit ratings.

### Valuation Techniques for Fair Values of Long-term Debt:

The fair values of Long-term debt are based on the present value of future cash flows discounted using the current borrowing rates of similar to debt instruments having comparable maturities.

The carrying amounts of current financial assets other than marketable securities and current financial liabilities are usually the same as their fair values because of the short maturity.

## 22. Issuance of Stock by Subsidiaries or Associated Companies

FX PRIME Corporation, a consolidated subsidiary, which is engaged in online foreign exchange brokerage, issued 1,250,000 shares of common stock in a public offering to third parties on September 18, 2008, coincident with its listing on the JASDAQ market. The offering price per share was ¥1,100 and the total amount of the issuance was ¥1,375 million. This issuance decreased the Company’s ownership of the subsidiary from 81.5% to 69.3%.

The offering price per share of the issuance was in excess of the Company’s carrying value per share of the subsidiary stock. The issuance of these shares was regarded as a sale of a part of the Company’s interest in the subsidiary and the Company recognized a gain of ¥555 million for the year ended March 31, 2009, which is included in “Gain (loss) on investments-net.” The Company recognized a deferred tax liability of ¥228 million on the gain which is included in “Income taxes-Deferred.”

There is no material item for the year ended March 31, 2010.

### 23. Variable Interest Entities

The Company and its subsidiaries are involved in certain businesses, such as ocean plying vessels, property development, and providing loans to third parties, which are conducted through special purpose entities. The Company and its subsidiaries retain variable interests through loans, guarantees, and equity investments in these special purpose entities, which are classified as variable interest entities under ASC Topic 810 (formerly FIN 46 (R)).

In accordance with ASC Topic 810 (formerly FIN 46 (R)), the Company and its subsidiaries determine whether those entities are variable interest entities, in which both of the following conditions are met: (i) The Company and its subsidiaries have exposure in the form of loans, investments or guarantees and the Company and its subsidiaries have rights or obligations to take benefits or risks that arise from changes in the assets or liabilities held by those entities; (ii) Those entities do not have sufficient capital to cover the risk associated with them or the holders of the equity investment at risk lack control of them at the beginning of involvement.

In addition, the Company and its subsidiaries consider the contractual relationships with each variable interest entity, and decide if they are deemed to be the primary

beneficiary of a variable interest entity if they are to absorb more than half of the losses expected to arise from a variable interest entity. Even if no party absorbs more than half of expected losses, if the Company and its subsidiaries receive more than half of the expected residual returns, the Company and its subsidiaries are deemed to be the primary beneficiary of those variable interest entities.

The Company and its subsidiaries believe that there are no variable interest entities where the Company and its subsidiaries currently undertake any support, or is likely to do so in the future, although contractually they have no obligation. In addition, as of March 31, 2010 a reconsideration of contractual relationships with existing variable interest entities resulted in no change in assessments of whether or not the Company and its subsidiaries was the primary beneficiary.

As of March 31, 2010, among variable interest entities, those in which the Company and its subsidiaries are the primary beneficiary were principally entities undertaking real estate development businesses. Quantitative information regarding those entities is as follows:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Cash and cash equivalents .....	¥1,094	¥ 1,165	\$ 12
Inventories .....	5,805	10,757	62
Other .....	2,508	1,191	27
Total assets .....	¥9,407	¥13,113	\$101
Total current liabilities .....	¥ 612	¥ 1,276	\$ 7
Long-term debt, excluding current maturities .....	2,371	7,330	25
Total equity .....	6,424	4,507	69
Total liabilities and equity .....	¥9,407	¥13,113	\$101

Note: "Other" mainly includes property and equipment, at cost. Further, most inventories were pledged as collateral, mainly to secure long-term debt.

In addition, the creditors or beneficial interest holders of those entities do not have recourse to the general credit of the Company and its subsidiaries.

The Company and its subsidiaries have variable interest entities for which the Company and its subsidiaries are not the primary beneficiary established for the ocean plying

vessels and real estate development businesses. The aggregated amounts of the assets associated with entities in which the Company and its subsidiaries have significant variable interests which are recognized in the consolidated balance sheets are as follows:

	Millions of Yen		Millions of U.S. Dollars
	2010	2009	2010
Due from associated companies .....	¥ 1,142	¥13,364	\$ 12
Other current assets .....	352	313	4
Total current assets .....	¥ 1,494	¥13,677	\$ 16
Investments in and advances to associated companies .....	¥17,707	¥ 7,628	\$191
Other non-current receivables .....	3,460	3,756	37
Total assets .....	¥22,661	¥25,061	\$244

The total assets and the maximum exposure to loss to the Company and its subsidiaries as a result of their involvement in variable interest entities in which the Company and its subsidiaries are not the primary beneficiary but have significant variable interests were ¥485,518 million (\$5,218 million) and ¥45,319 million (\$487 million), respectively as of March 31, 2010 and ¥464,492 million and ¥41,995 million, respectively as of March 31, 2009. The major difference between

the maximum exposure to loss and the recorded consolidated balance sheet amounts was due to guarantees.

The maximum exposure to loss includes investments, loans, and guarantees. The calculation of the maximum exposure to loss is based on assessments of the involvement of the Company and its subsidiaries considering various factors including the contractual relationships with such variable interest entities.

## 24. Regarding Loss Relating to the Entrada Oil and Natural Gas Project in the U.S. Gulf of Mexico

In March 2009 the Company decided to definitively withdraw from the Entrada oil and natural gas project in the Gulf of Mexico, which the Company participated through CIECO (Entrada) LLC, a wholly-owned subsidiary of CIECO Energy (US) Limited, a wholly-owned subsidiary of the Company, because the Company and its partner were unable to define an economically viable development plan nor a reasonable divestiture of the equity interest in the lease to third parties.

As a result, the Company recognized a loss for the project in the amount of ¥36,274 million for the year ended March 31, 2009.

The loss consisted of a ¥29,207 million impairment loss related to the amount held under mineral rights, machinery, and equipment by CIECO Energy (US) Limited, which is included in "Gain (loss) on property and equipment-net" and a ¥7,067 million impairment loss due to additional expenditures and unrecoverable costs included in "Other-net" in the consolidated statements of income.

## 25. Commitments and Contingent Liabilities

The Company and its subsidiaries enter into purchase contracts for certain items, principally energy, machinery and chemical materials, either at fixed or variable prices. In most cases, these contracts are matched with counterparty sales contracts. The outstanding purchase contracts amounted to ¥1,734,273 million (\$18,640 million), and ¥1,421,451 million at March 31, 2010 and 2009, respectively. The deliveries are at various dates through 2026.

The Company and its subsidiaries also had long-term financing commitments aggregating ¥76,750 million (\$825 million) and ¥109,317 million at March 31, 2010 and 2009, respectively, for loans and investments in equity capital.

The Company and its subsidiaries issue various guarantees for indebtedness of equity-method associated companies and customers. The guarantees are principally for monetary indebtedness by third parties to enhance their credit standings. If a guaranteed party fails to fulfill its obligation, the Company and its subsidiaries would be required to execute payments. The maximum potential amount of future payments and the amount of substantial risk at March 31, 2010, and 2009 are summarized below:

	Millions of Yen		
	2010		
	Guarantees for Monetary Indebtedness	Other guarantees	Total
Guarantees for equity-method associated companies:			
Maximum potential amount of future payments.....	¥ 70,525	¥13,038	¥ 83,563
Amount of substantial risk.....	37,931	12,705	50,636
Guarantees for customers:			
Maximum potential amount of future payments.....	55,191	14,230	69,421
Amount of substantial risk.....	26,040	10,445	36,485
Total:			
Maximum potential amount of future payments.....	¥125,716	¥27,268	¥152,984
Amount of substantial risk.....	63,971	23,150	87,121
	Millions of Yen		
	2009		
	Guarantees for Monetary Indebtedness	Other guarantees	Total
Guarantees for equity-method associated companies:			
Maximum potential amount of future payments.....	¥ 50,622	¥12,280	¥ 62,902
Amount of substantial risk.....	24,341	11,983	36,324
Guarantees for customers:			
Maximum potential amount of future payments.....	56,230	18,327	74,557
Amount of substantial risk.....	33,719	17,846	51,565
Total:			
Maximum potential amount of future payments.....	¥106,852	¥30,607	¥137,459
Amount of substantial risk.....	58,060	29,829	87,889



	Millions of U.S. Dollars		
	2010		
	Guarantees for Monetary Indebtedness	Other guarantees	Total
Guarantees for equity-method associated companies:			
Maximum potential amount of future payments.....	\$ 758	\$140	\$ 898
Amount of substantial risk.....	408	136	544
Guarantees for customers:			
Maximum potential amount of future payments.....	593	153	746
Amount of substantial risk.....	280	112	392
Total:			
Maximum potential amount of future payments.....	\$1,351	\$293	\$1,644
Amount of substantial risk.....	688	248	936

The amount of substantial risk at March 31, 2010 and 2009 represents the actual amount of liability incurred by the guaranteed parties within the pre-determined guaranteed limits established under the guarantee contracts. The amounts that might be recovered from third parties have been excluded in determining the amount of substantial risk.

The carrying amount of the liability recognized for guarantees was ¥787 million (\$8 million) and ¥807 million at March 31, 2010 and 2009, respectively. The Company guarantees housing loans of its employees and those of certain subsidiaries as a part of the benefit program. These guarantees are included in the above guarantees. If the employees default on a payment, the Company would be required to make payments under the contracts. The maximum potential amounts of future payments under the contracts were ¥8,069 million (\$87 million) and ¥8,779 million at March 31, 2010 and 2009, respectively. No provisions relating to the guarantees have been recorded in the consolidated financial statements.

Including those guarantees, the Company controls the credit exposure provided for equity-method associated companies and other customers considered a part of its group companies, by an assessment of creditability in advance and periodical monitoring of customer circumstances as follows.

For credit lines provided for equity-method associated companies, the Company recognizes them as having risk exposure to be controlled along with other risks related to investment in affiliates, and from time to time monitors the circumstances of their operations. Accordingly, for the undertaking of guarantees for equity-method associated companies, any guarantee is undertaken only after an assessment by the affiliate control departments which are independent of the business departments handling management of the said companies. Further, for any guarantee credit line,

the Company sets an appropriate credit limit and an expiration date. Moreover, regular reviews are performed individually at least once a year in order to check the business circumstances and efficiency of the investment. For guarantees undertaken for equity-method associated companies as of March 31, 2010, the Company does not expect any significant contingencies which might lead to demands of performance on guarantees, nor does the Company expect an increase of guarantee amounts due to the deterioration of management conditions at equity-method associated companies.

For credit lines provided for customers other than the Company's group companies, the Company's credit control departments, which are independent of the business departments, sets an appropriate credit limit together with an expiration date on an item by item basis equivalent to the creditworthiness of each customer. Accordingly, the Company regularly monitors the condition of credit limits and the collection of receivables, and reviews from time to time the situation of overdue receivables. For guarantees undertaken for customers other than the Company's group companies as of March 31, 2010, there have been no significant contingencies which might lead to demands of performance on guarantees.

The amounts that might be recovered from third parties have been excluded from determining the maximum potential amount of future payments. The recoverable amounts were ¥33,964 million (\$365 million) and ¥40,553 million at March 31, 2010 and 2009, respectively.

Guarantees issued by the Company and its subsidiaries with the longest term for indebtedness of equity-method associated companies and customers expire on June 30, 2036.

The major equity-method associated companies and customers and the substantial risk of the related guarantees for monetary indebtedness at March 31, 2010 and 2009 were as follows:

	Millions of	Millions of		Millions of
	Yen	U.S. Dollars		Yen
	2010			2009
Famima Credit Corporation.....	¥13,263	\$143	Sakhalin Oil and Gas Development Co., Ltd. ....	¥14,305
Sakhalin Oil and Gas Development Co., Ltd. ....	9,982	107	Ningbo Mitsubishi Chemical Co., Ltd. ....	6,162
NEFERTITI LNG SHIPPING CO., LTD. ....	6,960	75	AI Beverage Holding Co. Ltd. ....	4,869
JAPAN ALUMINA ASSOCIATES (AUSTRALIA) PTY LTD .....	6,163	66	Japan Brazil Paper and Pulp Resources Development Co., Ltd. ....	3,688
Ningbo Mitsubishi Chemical Co., Ltd. ....	5,046	54	Famima Credit Corporation .....	3,163
Consolidated Grain & Barge Co. ....	2,789	30	Consolidated Grain & Barge Co. ....	2,945
Japan Brazil Paper and Pulp Resources Development Co., Ltd. ....	2,227	24	MOON RISE SHIPPING CO., S.A. ....	1,622
MOON RISE SHIPPING CO., S.A. ....	1,501	16	Zhejiang Zhongpeng Chemical Company Limited ...	1,525
BEIJING BEER ASAHI CO., LTD. ....	1,284	14	BEIJING BEER ASAHI CO., LTD. ....	1,355
ISUZU Finance of America, Inc. ....	991	11	Asahi Breweries Itochu (Holdings) Limited .....	982

The Company and its subsidiaries were contingently liable in the amounts of ¥438 million (\$5 million) and ¥172 million for the trade notes receivable endorsed to suppliers in the settlement of accounts payable and discounted trade notes receivable on a recourse basis with banks at March 31, 2010 and 2009, respectively. The amounts of export bills of exchange discounted with banks in the ordinary course of business were ¥69,115 million (\$743 million) and ¥65,978 million at March 31, 2010 and 2009, respectively.

There are currently no significant pending lawsuits, arbitration, or other legal proceedings that may materially affect the financial position or results of operations of the ITOCHU Group.

However, there is no assurance that domestic or overseas business activities of the ITOCHU Group may not become subject to any such lawsuits, arbitrations or other legal proceedings in the future.

## 26. Subsequent Events

The Company evaluated subsequent events through June 25, 2010, on which the financial statements were available to be issued. Subsequent events were as follows.

The Company issued both 0.653% Yen Bonds due 2015 in Japan in an aggregate amount of ¥20,000 million (\$215 million) and 1.53% Yen Bonds due 2020 in Japan in an aggregate amount of ¥10,000 million (\$107 million) on May 25, 2010,

in accordance with an approved resolution of the Board of Directors held on May 15, 2009.

At the ordinary general meeting of shareholders held on June 25, 2010, the Company was authorized to pay a cash dividend of ¥7.5 (\$0.08) per share, or a total ¥11,865 million (\$128 million) to shareholders of record on March 31, 2010. The effective date of the dividend payment is June 28, 2010.

# Deloitte

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## INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholders of  
ITOCHU Corporation:

We have audited the accompanying consolidated balance sheets of ITOCHU Corporation and subsidiaries (the "Company") as of March 31, 2010 and 2009, and the related consolidated statements of income, equity, and cash flows for each of the three years in the period ended March 31, 2010 (all expressed in Japanese yen). These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion in accordance with attestation standards established by the American Institute of Certified Public Accountants on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of ITOCHU Corporation and subsidiaries as of March 31, 2010 and 2009, and the results of their operations and their cash flows for each of the three years in the period ended March 31, 2010, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2 to the consolidated financial statements, effective April 1, 2009, the Company changed its method of accounting for noncontrolling interests in the consolidated financial statements to conform to FASB Accounting Standards Codification Topic 810, "Consolidation" (formerly FASB Statement No. 160, "Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51"), which was retrospectively applied to the presentation of noncontrolling interests in the consolidated financial statements for all prior periods presented.

As discussed in Note 2 to the consolidated financial statements, the Company changed its method of oil and gas reserve estimation and related disclosures in the consolidated financial statements to conform to FASB Accounting Standards Codification Topic 932, "Extractive Activities—Oil and Gas" in the year ended March 31, 2010.

Our audits also comprehended the translation of Japanese yen amounts into U.S. dollar amounts and, in our opinion, such translation has been made in conformity with the basis stated in Note 2. Such U.S. dollar amounts are presented solely for the convenience of readers outside Japan.



June 25, 2010

### NOTE TO READERS:

Notwithstanding the second paragraph of the Independent Auditors' Report, Deloitte Touche Tohmatsu LLC ("DTT") has performed an audit of management's report on internal control over financial reporting ("ICFR") under the Financial Instruments and Exchange Act of Japan. A translated copy of management's report on ICFR along with a translated copy of DTT's report is included within this annual report as information for readers.

Member of  
Deloitte Touche Tohmatsu

### Internal Controls Over Financial Reporting in Japan

The Financial Instruments and Exchange Act in Japan (“the Act”) requires the management of Japanese public companies to annually evaluate whether internal controls over financial reporting (“ICFR”) are effective as of each fiscal year-end and to disclose the assessment to investors in “Management Internal Control Report.” The Act also requires that the independent auditors of the financial statements of these companies report on management’s assessment of the effectiveness of ICFR in an Independent Auditors’ Report (“indirect reporting”). Under the Act these reports are required for fiscal years beginning on or after April 1, 2008.

We have thus evaluated its internal controls over financial reporting as of March 31, 2010 in accordance with “The Standards and Practice Standards for Management Assessment and Audit of Internal Control Over Financial Reporting” published by the Business Accounting Council.

As a result of conducting an evaluation of internal controls over financial reporting in the fiscal year ended March 31, 2010, we concluded that its internal control system over financial reporting as of March 31, 2010 was effective and reported such in its Management Internal Control Report.

Our Independent Auditors, Deloitte Touche Tohmatsu, performed an audit of the Management Internal Control Report under the Act.

An English translation of the Management Internal Control Report and the Independent Auditors’ Report filed under the Act is attached on the following pages.

ITOCHU Corporation

## NOTE TO READERS:

Following is an English translation of management's report on internal control over financial reporting ("ICFR") filed under the Financial Instruments and Exchange Act of Japan. This report is presented merely as supplemental information.

There are differences between management assessment of ICFR under the Financial Instruments and Exchange Act ("ICFR under FIEA") and one conducted under the attestation standards established by the American Institute of Certified Public Accountants ("AICPA").

In management assessment of ICFR under FIEA, there is detailed guidance on the scope of management assessment of ICFR such as quantitative guidance on business location selection and/or account selection. In management assessment of ICFR under the attestation standards established by the AICPA, there is no such detailed guidance. Accordingly, based on the quantitative guidance which provides an approximate measure for the scope of assessment of internal control over business processes, we used a measure of more than two thirds of revenue and gross trading profit for the selection of significant locations and business units. We included in the scope of assessment, at the selected significant locations and/or business units, business processes relating to revenue, gross trading profit, accounts receivable, inventories, and investments as significant accounts that may have a material impact on the business objectives of the Company.

## ( TRANSLATION )

**1. [Matters relating to the basic framework for internal control over financial reporting]**

Masahiro Okafuji, President & Chief Executive Officer and Tadayuki Seki, Chief Financial Officer are responsible for designing and operating effective internal control over financial reporting of our company (the "Company") and have designed and operated internal control over financial reporting in accordance with the basic framework for internal control set forth in "The Standards and Practice Standards for Management Assessment and Audit of Internal Control Over Financial Reporting" published by the Business Accounting Council.

The internal control is designed to achieve its objectives to the extent reasonable through the effective function and combination of its basic elements. Therefore, there is a possibility that material misstatements may not be completely prevented or detected by internal control over financial reporting.

**2. [Matters relating to the scope of assessment, the basis date of assessment and the assessment procedures]**

The assessment of internal control over financial reporting was performed as of March 31, 2010, which is the end of this fiscal year. The assessment was performed in accordance with assessment standards for internal control over financial reporting generally accepted in Japan.

In conducting this assessment, we evaluated internal controls which may have a material effect on our entire financial reporting on a consolidation basis ("company-level controls") and based on the results of this assessment, we selected business processes to be tested. We analyzed these selected business processes, identified key controls that may have a material impact on the reliability of the Company's financial reporting, and assessed the design and operation of these key controls. These procedures have allowed us to evaluate the effectiveness of the internal controls of the Company.

We determined the required scope of assessment of internal control over financial reporting for the Company, as well as its consolidated subsidiaries and equity-method associated companies, from the perspective of the materiality that may affect the reliability of their financial reporting. The materiality that may affect the reliability of the financial reporting is determined taking into account the materiality of quantitative and qualitative impacts on financial reporting based upon four key financial figures: "Revenue", "Gross trading profit", "Total assets" (for equity-method associated companies, carrying amount of investments in associated companies), and summation of "Income before income taxes and equity in earnings of associated companies" and "Equity in earnings of associated companies" before elimination of inter-company transactions for the year ended March 31, 2010. The Company and 158 consolidated subsidiaries and equity-method associated companies (the "158 entities", see Note) were in the scope of our assessment and represented approximately 95% on a consolidated basis of the four key financial figures. Based on the assessment of company-level controls conducted for the Company and the 158 entities, we reasonably determined the required scope of assessment of internal controls over business processes.

(Note) The 158 entities are directly owned by the Company. The assessment of these entities includes their own consolidated subsidiaries, if any. In addition, we did not include special purpose entities in the 158 entities, however we included major special purpose entities into the scope of assessment. Regarding entities other than the 158 entities and the major special purpose entities, we concluded that they do not have any material impact on the consolidated financial statements and, thus, we did not include them in the scope of assessment of company-level controls.

Regarding the scope of assessment of internal control over business processes, we selected locations and business units to be tested based upon revenue and gross trading profit (before elimination of inter-company transactions). In addition, we also added locations and business units by considering qualitative aspects such as business processes having greater materiality, business processes relating to (i) greater likelihood of material misstatements and/or (ii) significant accounts involving estimates and the management's judgment and/or (iii) a business or operation dealing with high-risk transactions, taking into account their impact on the financial reporting. We selected the Company and 42 entities as "significant locations and/or business units". We verified that combined revenue and gross trading profit of in-scope entities exceeded two thirds of totals for the year ended March 31, 2010. We included in the scope of assessment, at the selected significant locations and/or business units, business processes relating to revenue, gross trading profit, accounts receivable, inventories, and investments as significant accounts that may have a material impact on the business objectives of the Company.

**3. [Matters relating to the results of the assessment]**

As a result of the assessment described above, as of the end of this fiscal year, we concluded that the Company's internal control over financial reporting was effectively maintained.

**4. [Remarks]**

We have nothing to be reported as remarks.

**5. [Points to be noted]**

We have nothing to be reported as points to be noted.

## NOTE TO READERS:

Following is an English translation of the Independent Auditors' Report filed under the Financial Instruments and Exchange Act of Japan. This report is presented merely as supplemental information.

There are differences between an audit of internal control over financial reporting ("ICFR") under the Financial Instruments and Exchange Act ("ICFR under FIEA") and one conducted under the attestation standards established by the American Institute of Certified Public Accountants ("AICPA").

In an audit of ICFR under FIEA, the auditors express an opinion on management's report on ICFR, and do not express an opinion on the Company's ICFR directly. In an audit of ICFR under the attestation standards established by the AICPA, the auditors express an opinion on the Company's ICFR directly. Also in an audit of ICFR under FIEA, there is detailed guidance on the scope of an audit of ICFR, such as quantitative guidance on business location selection and/or account selection. In an audit of ICFR under the attestation standards established by the AICPA, there is no such detailed guidance. Accordingly, based on the quantitative guidance which provides an approximate measure for the scope of assessment of internal control over business processes, we used a measure of more than two thirds of revenue and gross trading profit for the selection of significant location and business units. The auditors included in the scope of assessment, at the selected significant locations and/or business units, business processes relating to revenue, gross trading profit, accounts receivable, inventories, and investments as significant accounts that may have a material impact on the business objectives of the Company.

( TRANSLATION )

## INDEPENDENT AUDITORS' REPORT

(filed under the Financial Instruments and Exchange Act of Japan)

June 25, 2010

To the Board of Directors of ITOCHU Corporation:

Deloitte Touche Tohmatsu LLC

Designated Unlimited Liability Partner,  
Engagement Partner,  
Certified Public Accountant: Yoshitsugu Oba

Designated Unlimited Liability Partner,  
Engagement Partner,  
Certified Public Accountant: Shigeo Hasegawa

Designated Unlimited Liability Partner,  
Engagement Partner,  
Certified Public Accountant: Koichi Okubo

Designated Unlimited Liability Partner,  
Engagement Partner,  
Certified Public Accountant: Yasuhiro Katsushima

**[Audit of Financial Statements]**

Pursuant to the first paragraph of Article 193-2 of the Financial Instruments and Exchange Act, we have audited the consolidated financial statements included in the Financial Section, namely, the consolidated balance sheet as of March 31, 2010 of ITOCHU Corporation and subsidiaries (the "Company") and the related consolidated statements of income, equity and cash flows, and consolidated supplementary schedules for the fiscal year from April 1, 2009 to March 31, 2010. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2010, and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America (Refer to "Basis of Presenting Consolidated Financial Statements").

As discussed in Note 2 to the consolidated financial statements, effective April 1, 2009, the Company adopted Accounting Standards Codification Topic 810, "Consolidation" (formerly FASB Statement No. 160, "Noncontrolling Interest in Consolidated Financial Statements—an amendment of ARB No. 51").

**[Audit of Internal Control over Financial Reporting]**

Pursuant to the second paragraph of Article 193-2 of the Financial Instruments and Exchange Act, we have audited management's report on internal control over financial reporting of ITOCHU Corporation and subsidiaries as of March 31, 2010. The Company's management is responsible for designing and operating effective internal control over financial reporting and preparing its report on internal control over financial reporting. Our responsibility is to express an opinion on management's report on internal control over financial reporting based on our audit. There is a possibility that material misstatements will not completely be prevented or detected by internal control over financial reporting.

We conducted our audit in accordance with auditing standards for internal control over financial reporting generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether management's report on internal control over financial reporting is free of material misstatement. An audit includes examining, on a test basis, the scope, procedures and results of assessment of internal control made by management, as well as evaluating the overall presentation of the management's report on internal control over financial reporting. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, management's report on internal control over financial reporting referred to above, which represents that the internal control over financial reporting of ITOCHU Corporation and subsidiaries as of March 31, 2010 is effectively maintained, presents fairly, in all material respects, the assessment of internal control over financial reporting in conformity with assessment standards for internal control over financial reporting generally accepted in Japan.

Our firm and the engagement partners do not have any financial interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Act.

(The above represents a translation, for convenience only, of the original report issued in the Japanese language.)

## Supplemental Oil and Gas Information (Unaudited)

The Company and its subsidiaries' oil and gas exploration, development and production activities are conducted through subsidiaries and associated companies in offshore and onshore areas of the U.K. North Sea, America, Africa,

and the area of Caspian Sea and Pacific Rim. Supplementary information on the subsidiaries and associated companies presented below is prepared in accordance with FASB disclosure requirements as of March 31, 2010, 2009 and 2008.

**Table 1: Capitalized Costs Relating to Oil and Gas Producing Activities**

	Millions of Yen			Millions of U.S. Dollars
	2010	2009	2008	2010
Unproved oil and gas properties.....	¥ 16,869	¥ 18,884	¥ 29,285	\$ 181
Proved oil and gas properties .....	168,259	152,189	194,357	1,808
Subtotal .....	¥185,128	¥171,073	¥223,642	\$ 1,989
Accumulated depreciation, depletion, amortization and valuation allowance.....	¥ (98,202)	(78,448)	(96,059)	(1,055)
Net capitalized costs .....	86,926	¥ 92,625	¥127,583	\$ 934
The Company's share of associated companies' net capitalized costs.....	¥ 2	¥ 5	¥ 4	\$ 0

**Table 2: Costs Incurred in Oil and Gas Property Acquisition, Exploration and Development Activities**

	Millions of Yen			Millions of U.S. Dollars
	2010	2009	2008	2010
Acquisition of proved properties.....	¥ —	¥17,615	¥26,076	\$ —
Acquisition of unproved properties.....	—	—	30,541	—
Exploration costs.....	1,869	1,685	2,253	20
Development costs.....	8,157	32,658	19,061	88
Total costs incurred .....	¥10,026	¥51,958	¥77,931	\$108
The Company's share of associated companies' costs of property acquisition, exploration and development .....	¥ 12	¥ 30	¥ 959	\$ 0

**Table 3: Results of Operations for Producing Activities**

	Millions of Yen			Millions of U.S. Dollars
	2010	2009	2008	2010
Revenues:				
Sales to unaffiliated companies .....	¥ 9,566	¥ 21,082	¥21,543	\$103
Sales to affiliated companies .....	26,499	52,924	73,310	285
Total revenues.....	¥36,065	¥ 74,006	¥94,853	\$388
Expenses:				
Production costs.....	¥10,886	¥ 13,185	¥18,680	\$117
Exploration expenses.....	14	28	1,376	0
Depreciation, depletion, amortization and valuation allowances .....	21,725	52,415	23,106	234
Income tax expenses .....	2,066	19,285	22,689	22
Total expenses.....	¥34,691	¥ 84,913	¥65,851	\$373
Results of operations from producing activities (excluding corporate overhead and interest costs) .....	¥ 1,374	¥(10,907)	¥29,002	\$ 15
The Company's share of associated companies' result of operations from producing activities.....	¥ (12)	¥ (30)	¥ (955)	\$ (0)



**Table 4: Reserve Quantity Information**

In accordance with U.S. GAAP, the following table describes proved oil reserves and changes for the years ended March 31, 2010, 2009 and 2008.

	Crude Oil (Millions of Barrels)			Natural Gas (Billions of Cubic Feet)		
	2010	2009	2008	2010	2009	2008
Proved developed and undeveloped reserves:						
Beginning of year .....	71	70	80	20	31	—
Revision of previous estimates .....	(10)	8	(1)	1	(8)	—
Extensions and discoveries .....	8	—	—	—	—	—
Purchases .....	—	—	2	—	—	34
Production .....	(6)	(7)	(11)	(3)	(3)	(3)
End of year .....	63	71	70	18	20	31
Proved developed reserves—end of year .....	27	20	27	15	17	24

**Table 5: Standardized Measure of Discounted Future Net Cash Flows and Changes therein Relating to Proved Oil and Gas Reserves**

In accordance with U.S. GAAP, a standardized measure of discounted future net cash flows relating to the proved reserve quantities is based on the prices and costs at the end of the year, currently enacted tax rates and a 10% annual discount factor for the years ended March 31, 2008 and 2009. For the year ended March 31, 2010, the standardized measure of discounted future net cash flows is based on first-day-of-the-month average prices, year-end costs, currently enacted tax rates and a 10% annual discount factor. The oil activities' standardized measure of discounted future net cash flows includes the full committed costs of development

and operation for the asset under the Production Sharing Agreement.

On the other hand, revenues are registered only in relation to the currently estimated proved reserves stated in Table 4 (Reserve Quantity Information). Estimates of proved reserve quantities may change over time as new information becomes available. Consequently, the information provided here does not represent management's estimate of the Company and its subsidiaries' expected future cash flows or value of the proved reserves.

**(1) Standardized Measure of Discounted Future Net Cash Flows**

	Millions of Yen			Millions of U.S. Dollars
	2010	2009	2008	2010
Future cash inflows .....	¥ 360,713	¥ 257,718	¥ 776,530	\$ 3,877
Future production costs .....	(130,521)	(127,055)	(193,027)	(1,403)
Future development costs .....	(88,957)	(68,566)	(97,195)	(956)
Future income tax expenses .....	(55,278)	(18,214)	(194,185)	(594)
Undiscounted future net cash flows .....	85,957	43,883	292,123	924
10% annual discount for estimated timing of cash flows .....	(34,813)	(17,177)	(117,591)	(374)
Standardized measure of discounted future net cash flows .....	¥ 51,144	¥ 26,706	¥ 174,532	\$ 550

**(2) Details of Changes for the Year**

	Millions of Yen			Millions of U.S. Dollars
	2010	2009	2008	2010
Discounted future net cash flows at April 1 .....	¥ 26,706	¥ 174,532	¥ 133,624	\$ 287
Sales and transfer of oil and gas produced, net of production costs .....	(24,826)	(58,310)	(75,125)	(267)
Development costs incurred .....	7,936	13,352	16,375	85
Purchases of reserves .....	—	—	22,584	—
Net changes in prices, development and production costs .....	74,061	(187,112)	118,773	796
Extensions, discoveries and improved recovery, less related costs .....	4,086	(467)	3,607	44
Revisions of previous quantity estimates .....	(16,007)	(18,887)	(19,260)	(172)
Accretion of discount (10%) .....	3,675	29,215	21,352	40
Net changes in income taxes .....	(24,962)	95,293	(39,648)	(268)
Difference of foreign exchange rates .....	475	(20,910)	(7,750)	5
Discounted future net cash flows at March 31 .....	¥ 51,144	¥ 26,706	¥ 174,532	\$ 550