

# Consolidated Balance Sheets

# As of March 31, 2011 and 2010

Millions of yen   (Note 3)     ASSETS   2011   2010   2011     Current Assets:   2   2   2   2   2   2   2   2   2   2   2   2   2   2   2   2   1   2   2   2   2   1   2   2   2   7   3   6   9   6   7   7   5   6   9   7   3   7   4   10   3   6   9   7   3   8   10   3   10   10   10   10   10   10   10   10   10   10   10   10   10   10   10   10   10   10   10<			Thousands of U.S. dollars			
Current Assets:     Cash and deposits (Notes 18 and 20)   ¥   57,938   ¥   69,871   \$   696,790     Notes and accounts receivable – trade (Note 18)   57,919   56,480   696,565     Short-term investment securities (Notes 18 and 20)   24,744   21,648   297,589     Inventories (Note 4)   43,059   37,442   517,853     Deferred tax assets (Note 14)   5,692   5,262   68,461     Other   6,182   6,189   74,358     Allowance for doubtful accounts   (323)   (288)   (3,885)     Total current assets   195,213   196,606   2,347,731     Property, Plant and Equipment (Notes 5, 6 and 15):   1   1   1   1     Land   34,098   33,167   410,089   1   1   1     Buildings and structures   43,253   44,983   520,182   1   1   1   1   9,433   0   1   9,433   0   1   9,433   0   3,007   3,251   36,171     Property, plant and equipment, net   110,456   114,158   1,328,405   1   1,449				of yen		 . ,
Y   57,938   ¥   69,871   \$   696,790     Notes and accounts receivable – trade (Note 18)   57,919   56,480   696,565     Short-term investment securities (Notes 18 and 20)   24,744   21,648   297,589     Inventories (Note 4)   43,059   37,442   517,853     Deferred tax assets (Note 14)   5,692   5,262   68,461     Other   6,182   6,189   74,358     Allowance for doubtful accounts   (323)   (288)   (3,885)     Total current assets   195,213   196,606   2,347,731     Property, Plant and Equipment (Notes 5, 6 and 15):   1   1   410,089     Buildings and structures   43,253   44,983   520,182     Machinery, equipment and vehicles   28,438   30,806   342,020     Construction in progress   1,658   1,949   19,943     Other   3,007   3,251   36,171     Property, plant and equipment, net   110,456   114,158   1,328,405     Intangible Assets   3,756   3,827   45,174	ASSETS		2011		2010	 2011
Notes and accounts receivable – trade (Note 18)   57,919   56,480   696,565     Short-term investment securities (Notes 18 and 20)   24,744   21,648   297,589     Inventories (Note 4)   43,059   37,442   517,853     Deferred tax assets (Note 14)   5,692   5,262   68,461     Other   6,182   6,189   74,358     Allowance for doubtful accounts   (323)   (288)   (3,885)     Total current assets   195,213   196,606   2,347,731     Property, Plant and Equipment (Notes 5, 6 and 15):   1   1   10,089     Buildings and structures   43,253   44,983   520,182     Machinery, equipment and vehicles   28,438   30,806   342,020     Construction in progress   1,658   1,949   19,943     Other   3,007   3,251   36,171     Property, plant and equipment, net   110,456   114,158   1,328,405     Intangible Assets   3,756   3,827   45,174	Current Assets:					
Short-term investment securities (Notes 18 and 20)   24,744   21,648   297,589     Inventories (Note 4)   43,059   37,442   517,853     Deferred tax assets (Note 14)   5,692   5,262   68,461     Other   6,182   6,189   74,358     Allowance for doubtful accounts   (323)   (288)   (3,885)     Total current assets   195,213   196,606   2,347,731     Property, Plant and Equipment (Notes 5, 6 and 15):   Land   34,098   33,167   410,089     Buildings and structures   43,253   44,983   520,182     Machinery, equipment and vehicles   28,438   30,806   342,020     Construction in progress   1,658   1,949   19,943     Other   3,007   3,251   36,171     Property, plant and equipment, net   110,456   114,158   1,328,405     Intangible Assets   3,756   3,827   45,174	Cash and deposits (Notes 18 and 20)	¥	57,938	¥	69,871	\$ 696,790
Inventories (Note 4)   43,059   37,442   517,853     Deferred tax assets (Note 14)   5,692   5,262   68,461     Other   6,182   6,189   74,358     Allowance for doubtful accounts   (323)   (288)   (3,885)     Total current assets   195,213   196,606   2,347,731     Property, Plant and Equipment (Notes 5, 6 and 15):   1   1   1     Land   34,098   33,167   410,089     Buildings and structures   43,253   44,983   520,182     Machinery, equipment and vehicles   28,438   30,806   342,020     Construction in progress   1,658   1,949   19,943     Other   3,007   3,251   36,171     Property, plant and equipment, net   110,456   114,158   1,328,405     Intangible Assets   3,756   3,827   45,174	Notes and accounts receivable - trade (Note 18)		57,919		56,480	696,565
Deferred tax assets (Note 14)   5,692   5,262   68,461     Other   6,182   6,189   74,358     Allowance for doubtful accounts   (323)   (288)   (3,885)     Total current assets   195,213   196,606   2,347,731     Property, Plant and Equipment (Notes 5, 6 and 15):   Image: Construction in progress   43,253   44,983   520,182     Machinery, equipment and vehicles   28,438   30,806   342,020   Construction in progress   1,658   1,949   19,943     Other   3,007   3,251   36,171   Property, plant and equipment, net   110,456   114,158   1,328,405     Intangible Assets   3,756   3,827   45,174	Short-term investment securities (Notes 18 and 20)		24,744		21,648	297,589
Other     6,182     6,189     74,358       Allowance for doubtful accounts     (323)     (288)     (3,885)       Total current assets     195,213     196,606     2,347,731       Property, Plant and Equipment (Notes 5, 6 and 15):          Land     34,098     33,167     410,089       Buildings and structures     43,253     44,983     520,182       Machinery, equipment and vehicles     28,438     30,806     342,020       Construction in progress     1,658     1,949     19,943       Other     3,007     3,251     36,171       Property, plant and equipment, net     110,456     114,158     1,328,405       Intangible Assets     3,756     3,827     45,174	Inventories (Note 4)		43,059		37,442	517,853
Allowance for doubtful accounts   (323)   (288)   (3,885)     Total current assets   195,213   196,606   2,347,731     Property, Plant and Equipment (Notes 5, 6 and 15):   1	Deferred tax assets (Note 14)		5,692		5,262	68,461
Total current assets   195,213   196,606   2,347,731     Property, Plant and Equipment (Notes 5, 6 and 15): <td< td=""><td>Other</td><td></td><td>6,182</td><td></td><td>6,189</td><td>74,358</td></td<>	Other		6,182		6,189	74,358
Property, Plant and Equipment (Notes 5, 6 and 15):     Land   34,098   33,167   410,089     Buildings and structures   43,253   44,983   520,182     Machinery, equipment and vehicles   28,438   30,806   342,020     Construction in progress   1,658   1,949   19,943     Other   3,007   3,251   36,171     Property, plant and equipment, net   110,456   114,158   1,328,405     Intangible Assets   3,756   3,827   45,174	Allowance for doubtful accounts		(323)		(288)	(3,885)
Land   34,098   33,167   410,089     Buildings and structures   43,253   44,983   520,182     Machinery, equipment and vehicles   28,438   30,806   342,020     Construction in progress   1,658   1,949   19,943     Other   3,007   3,251   36,171     Property, plant and equipment, net   110,456   114,158   1,328,405     Intangible Assets   3,756   3,827   45,174     Investments and Other Assets:	Total current assets		195,213		196,606	 2,347,731
Buildings and structures   43,253   44,983   520,182     Machinery, equipment and vehicles   28,438   30,806   342,020     Construction in progress   1,658   1,949   19,943     Other   3,007   3,251   36,171     Property, plant and equipment, net   110,456   114,158   1,328,405     Intangible Assets   3,756   3,827   45,174	Property, Plant and Equipment (Notes 5, 6 and 15):					
Machinery, equipment and vehicles   28,438   30,806   342,020     Construction in progress   1,658   1,949   19,943     Other   3,007   3,251   36,171     Property, plant and equipment, net   110,456   114,158   1,328,405     Intangible Assets   3,756   3,827   45,174	Land		34,098		33,167	410,089
Construction in progress   1,658   1,949   19,943     Other   3,007   3,251   36,171     Property, plant and equipment, net   110,456   114,158   1,328,405     Intangible Assets   3,756   3,827   45,174     Investments and Other Assets:	Buildings and structures		43,253		44,983	520,182
Other     3,007     3,251     36,171       Property, plant and equipment, net     110,456     114,158     1,328,405       Intangible Assets     3,756     3,827     45,174       Investments and Other Assets:     3,756     3,827     45,174	Machinery, equipment and vehicles		28,438		30,806	342,020
Property, plant and equipment, net110,456114,1581,328,405Intangible Assets3,7563,82745,174Investments and Other Assets:	Construction in progress		1,658		1,949	19,943
Intangible Assets3,7563,82745,174Investments and Other Assets:	Other		3,007		3,251	36,171
Investments and Other Assets:	Property, plant and equipment, net		110,456		114,158	 1,328,405
	Intangible Assets		3,756		3,827	45,174
	Investments and Other Assets:					
Investment securities (Notes 18 and 19) 69,597 /2,325 837,017	Investment securities (Notes 18 and 19)		69,597		72,325	837,017
Long-term loans receivable 54 70 660	Long-term loans receivable		54		70	660
Deferred tax assets (Note 14)     3,250     3,056     39,095	Deferred tax assets (Note 14)		3,250		3,056	39,095
Other056 79,991	Other056		79,991			
81,725 <b>962,018</b>					81,725	962,018
Total assets ¥ 389,418 ¥ 396,317 \$ 4,683,328	Total assets	¥	389,418	¥	396,317	\$ 4,683,328

		Thousands of U.S. dollars (Note 3)					
LIABILITIES AND NET ASSETS	2011			2010	2011		
Current Liabilities:							
Notes and accounts payable - trade (Note 18)	¥	36,634	¥	22,274	\$	440,582	
Short-term loans payable (Note 6)		2,866		2,864		34,476	
Income taxes payable (Note 14)		4,992		7,708		60,045	
Accrued expenses		15,418		14,007		185,425	
Other		14,517		15,282		174,592	
Total current liabilities		74,429		62,137		895,121	

#### Noncurrent Liabilities:

# Consolidated Statements of Income

## For the Years Ended March 31, 2011 and 2010

						housands of U.S. dollars
		Millions	s of yen			(Note 3)
		2011		2010		2011
Net Sales	¥	424,156	¥	443,728	\$	5,101,099
Cost of Sales (Notes 4 and 12)		285,700		306,675		3,435,968
Gross Profit		138,455		137,053		1,665,132
Selling, General and Administrative Expenses (Notes 8, 11						
and 12)		113,120		110,476		1,360,439
Operating Income		25,335		26,576		304,693
Non-operating Income (Expenses):						
Interest income		215		301		2,593
Interest expenses		(71)		(89)		(857)
Dividend income		1,344		1,068		16,164
Equity in earnings of affiliates		591		946		7,111
Rent income		342		337		4,117
Gain on sales of noncurrent assets		1,193		43		14,357
Gain on sales of investment securities		24		1,027		290
Gain on negative goodwill		2,643		-		31,786
Gain on liquidation of subsidiaries and affiliates		203		157		2,445
Gain on transfer of business		-		240		-
Foreign exchange losses		(89)		-		(1,073)
Loss on retirement of noncurrent assets		(574)		(829)		(6,908)
Loss on valuation of investment securities		(1,440)		-		(17,320)
Impairment loss (Note 13)		(3,090)		-		(37,165)
Loss on disaster		(972)		-		(11,694)
Expenses for improving production systems		-		(487)		-
Other, net		160		12		1,928
Total non-operating income, net		480		2,728		5,775

# Consolidated Statement of Comprehensive Income

## For the Year Ended March 31, 2011

	-	ons of yen	U	(Note 3)
Income before Minority Interests	¥	15,367	\$	184,813
Other Comprehensive Income (Note 23):				
Valuation difference on available-for-sale securities		(2,148)		(25,841)
Deferred gains on hedges		(12)		(146)
Foreign currency translation adjustment		(598)		(7,203)
Share of other comprehensive income of subsidiaries and				
affiliates accounted for using equity method		(103)		(1,249)
Total other comprehensive income		(2,863)		(34,438)
Comprehensive Income (Note 23)	¥	12,503	\$	150,375
Total Comprehensive Income Attributable to (Note 23):				
Owners of the parent	¥	11,495	\$	138,250
Minority interests		1,008		12,125

See notes to consolidated financial statements.

# Consolidated Statements of Changes in Net Assets

# For the years ended March 31, 2011 and 2010

					Mill	ions of yen				
		Shareh	olders' equity		Accumulate	ed other compreh	ensive income			
					Valuation difference on available-for-	Deferred	Foreign currency	Subscription		
	Capital stock	Capital surplus	Retained earnings	Treasury stock	sale securities	gains on hedges	translation adjustment	rights to shares	Minority interests	Total net assets
Balance at March 31,	SIOCK	surplus	cannigs	Stock	securities	neuges	aujustinent	shares	Interests	net assets
2009	¥ 17,117	¥ 9,446	¥ 218,543	¥ (3,177)	¥ 17,220	¥ 43	¥ (2,153)	¥ 38	¥ 29,014	¥ 286,094
Changes of items during										
the period:										
Dividends from surplus			(4,722)							(4,722)
Net income			16,839							16,839
Purchase of treasury										
stock				(106)						(106)
Disposal of treasury										
stock		2		97						99
Net changes of items										
other than shareholders'										
equity			7i	0	3,082	scn 61	sc5171459	Т <u>р</u> р	1,374 4	12.7( stocaor

					Thousands of U	S. dollars (Note 3	3)			
		Sharehol	ders' equity		Accumulated	other comprehen	sive income			
					Valuation		Foreign			
					difference on	Deferred	currency	Subscription		
	Capital	Capital	Retained	Treasury	available-for-	gains on	translation	rights to	Minority	Total
	stock	surplus	earnings	stock	sale securities	hedges	adjustment	shares	interests	net assets
Balance at March 31,										
2010	\$ 205,867	\$ 113,636	\$ 2,774,035	\$ (38,332)	\$ 244,176	\$ 1,263	\$ (20,362)	\$ 999	\$ 365,463	\$ 3,646,746
Changes of items during										

the period:

# Consolidated Statements of Cash Flows

## For the Years Ended March 31, 2011 and 2010

					The	ousands of
					U.	S. dollars
		Million	s of yer	l	(	(Note 3)
		2011		2010		2011
Net Cash Provided by Operating Activities:						
Income before income taxes and minority interests	¥	25,815	¥	29,304	\$	310,468
Depreciation and amortization		13,681		14,998		164,538
Impairment loss		3,090		-		37,165
Increase in provision for retirement benefits		248		524		2,986
Increase in prepaid pension costs		(796)		(132)		(9,573)
Interest and dividend income		(1,559)		(1,369)		(18,757)
Interest expenses		71		89		857
Equity in earnings of affiliates		(591)		(946)		(7,111)
Gain on sales of short-term investment securities		(24)		(1,018)		(290)
Gain on negative goodwill		(2,643)		-		(31,786)
(Increase) decrease in notes and accounts receivable - trade		(1,562)		828		(18,796)
(Increase) decrease in inventories		(5,736)		8,482		(68,991)
Increase (decrease) in notes and accounts payable - trade		1f yen ,e				

Cash and Cash Equivalents at Beginning of Period		29,975		40,339	<u> </u>	360,493
Cash and Cash Equivalents at End of Period (Note 20)	¥	42,087	¥	29,975	\$	506,162

See notes to consolidated financial statements.

## Notes to Consolidated Financial Statements

# Nisshin Seifun Group Inc. and Consolidated Subsidiaries

For the Years Ended March 31, 2011 and 2010

### 1. Summary of Significant Accounting Policies

#### (a) Basis of Presentation

Nisshin Seifun Group Inc. (the "Company") and its domestic subsidiaries maintain their accounting records and prepare their financial statements in accordance with accounting principles generally accepted in Japan, and its overseas subsidiaries maintain their books of account in conformity with those of their respective countries of domicile. Effective April 1, 2008, the Company applied the new accounting standard "Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for Consolidated Financial Statements" (Practical Issues Task Force ("PITF"), No. 18, issued by the Accounting Standards Board of Japan ("ASBJ") on May 17, 2006). Under the new accounting standard, the accompanying consolidated financial statements for the years ended March 31, 2011 and 2010 have been prepared by using the accounts of overseas consolidated subsidiaries that were prepared in accordance with either

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### 1. Summary on Significant Accounting Policies (continued)

#### (e) Inventories

Inventories are stated at the lower of cost or market.

Flour and bran, cost is determined by the retail cost method; for other products, cost is principally determined by the periodic average method. For raw materials, cost is principally determined by first-in-first-out method.

See Note 2 (f).

#### (f) Allowance for Doubtful Accounts

The Company and its domestic consolidated subsidiaries provide allowance for doubtful accounts principally at an amount computed based on the historical bad debt ratio during a certain reference period, plus an estimated uncollectible amount based on an analysis of certain individual accounts, including claims in bankruptcy.

Overseas consolidated subsidiaries provide allowance for doubtful accounts based on an estimate of uncollectible amounts for specific accounts.

#### (g) Depreciation and Amortization (excluding leased assets)

Property, plant and equipment are carried at cost less accumulated depreciation.

Depreciation of property, plant and equipment is computed by the declining-balance method for the Company and its domestic consolidated subsidiaries (excluding buildings acquired on or after April 1, 1998), and by the straight-line method for overseas consolidated subsidiaries over the estimated useful lives of the respective assets. Depreciation of buildings acquired on or after April 1, 1998 is computed by the straight-line method for the Company and its domestic consolidated subsidiaries.

Amortization of intangible assets is computed by the straight-line method. Software for internal use is carried at cost less accumulated amortization, which is calculated by the straight-line method over its estimated useful life (within five years).

#### (h) Leases

All finance lease transactions are capitalized to recognize leased assets and lease obligations in the balance sheet and depreciated by the straight-line method over the lease period, with no residual value.

Finance leases that are not deemed to transfer ownership of leased assets to the lessee which had been entered into on or before March 31, 2008 are accounted for in manner similar to operating lease transactions.

# 2. Changes in Accounting Policies and Adoption of New Accounting Standards (continued)

#### (c) Accounting Standard for Business Combinations

Effective the year ended March 31, 2011, the Company has applied the "Accounting Standard for Business Combinations" (ASBJ Statement No.21, issued on December 26, 2008), the "Accounting Standard for Consolidated Financial Statements" (ASBJ Statement No.22, issued on December 26, 2008), the "Partial Amendments to Accounting Standard for Research and Development Costs" (ASBJ Statement No.23, issued on December 26, 2008), the "Accounting Standard for Business Divestitures" (ASBJ Statement No.7, issued on December 26, 2008), the "Accounting Standard for Business Divestitures" (ASBJ Statement No.7, issued on December 26, 2008), the "Accounting Standard for Business Divestitures" (ASBJ Statement No.7, issued on December 26, 2008), the "Accounting Standard for Business Divestitures" (ASBJ Statement No.7, issued on December 26, 2008), the "Accounting Standard for Business Divestitures" (ASBJ Statement No.7, issued on December 26, 2008), the "Accounting Standard for Business Divestitures" (ASBJ Statement No.7, issued on December 26, 2008), the "Accounting Standard for Business Divestitures" (ASBJ Statement No.7, issued on December 26, 2008), the "Accounting Standard for Business Divestitures" (ASBJ Statement No.7, issued on December 26, 2008), the "Accounting Standard for Equity Method of Accounting for Invest

2. Changes in Accounting Policies and

#### 4. Inventories

Inventories at March 31, 2011 and 2010 comprised of the following:

			ousands of S. dollars			
	2011			2010		2011
Merchandise and finished goods	¥	21,897	¥	22,048	\$	263,345
Work in process		2,602		2,778		31,304
Raw materials and supplies		18,559		12,616		223,204
Total	¥	43,059	¥	37,442	\$	517,853

Revaluation loss on inventories of ¥338 million (\$4,071 thousand) and ¥264 million based on the lower of cost or market method was deducted from the carrying amounts of inventories at March 31, 2011 and 2010, respectively.

### 5. Property, Plant and Equipment

Accumulated depreciation of property, plant and equipment at March 31, 2011 and 2010 amounted to \$225,819 million (\$2,715,805 thousand) and \$217,246 million, respectively. Accumulated reduction entry of property, plant and equipment purchased using funds from a government subsidy amounted to \$359 million (\$4,323 thousand) and \$360 million at

#### 6. Short-Term and Long-Term Loans Payable (continued)

The annual maturities of long-term loans payable within 5 years of March 31, 2011, excluding the current portion, are summarized as follows:

Year ending March 31,	Ν	Millions of yen	Thousands	s of U.S. dollars
2013		¥ 112	\$	1,348
2014		3		39
2015		3		39
2016		3		39

The annual maturities of long-term lease obligations within 5 years of March 31, 2011 excluding the current portion are summarized as follows:

Year ending March 31,	Million	s of yen	Thousands	of U.S. dollars
2013	¥	395	\$	4,757
2014		328		3,956
2015		114		1,374
2016		40		485

The Group has entered into certain line-of-credit agreements with major financial institutions amounting to \$17,830 million (\$214,432 thousand) and \$17,830 million at March 31, 2011 and 2010, respectively.

There were no loans payable outstanding at March 31, 2011 and 2010 under these line-of-credit agreements.

Administrative expenses related to these line-of-credit agreements amounted to ¥15 million (\$191 thousand) and ¥15 million for the years ended March 31, 2011 and 2010, respectively.

The carrying amounts of assets pledged as collateral at March 31, 2011 and 2010 for short-term loans payable of ¥200 million (\$2,405 thousand) and ¥200 million, respectively, are summarized as follows:

		Millions	of yen			isands of . dollars
	20	)11	2	010	2	2011
Buildings	¥	1,261	¥	1,293	\$	15,167
Machinery and equipment		688		602		8,277
Land		92		92		1,111
Total	¥	2,041	¥	1,987	\$	24,555

#### 7. Provision for Employees' Retirement Benefits

The Company and domestic consolidated subsidiaries have funded defined benefit pension plans, such as tax-qualified pension plans and lump-sum retirement plans. The Company and certain domestic consolidated subsidiaries also have an employee pension trust.

Besides these retirement benefits, certain employees may be entitled to additional special retirement benefits based on the conditions under which termination occurs.

The allowance for employees' retirement benefits at March 31, 2011 and 2010 consisted of the following:

	_	Millions	s of yen		 ousands of S. dollars
	2011			2010	2011
Projected benefit obligation	¥	(45,290)	¥	(45,915)	\$ (544,680)
Fair value of plan assets		36,718		37,803	441,598
Unrecognized actuarial loss		5,768		4,958	69,375
Unrecognized prior service cost		(1,734)		(1,932)	(20,862)
Less: Prepaid pension cost		4,823		4,027	58,004
Allowance for employees' retirement benefits	¥	(9,360)	¥	(9,113)	\$ (112,574)

\* Certain subsidiaries apply the simplified method to calculate benefit obligations.

The components of retirement benefit costs for the years ended March 31, 2011 and 2010 are summarized as follows:

	Millions				 usands of 5. dollars
		2011	2	2010	2011
Service cost	¥	1,756	¥	1,999	\$ 21,129
Interest cost		1,031		1,060	12,411
Expected return on plan assets		(868)		(811)	(10,439)
Amortization of actuarial loss		621		813	7,480
Amortization of prior service cost		(198)		(198)	(2,384)
Net retirement benefit costs	¥	2,344	¥	2,864	\$ 28,197

\* Retirement benefit costs incurred by consolidated subsidiaries that apply the simplified method are recorded as service cost.

The assumptions used in the above computations for the years ended March 31, 2011 and 2010 are set forth as follows:

		2011		2010
Discount rate	Principally	2.5%	Principally	2.5%
Expected rate of return on plan assets	Principally	2.5%	Principally	2.5%
Amortization period of actuarial difference	Principally	15 years	Principally	15 years
Amortization period of prior service cost		15 years		15 years

# 8. Stock Option Plans (continued)

	2008 Plan	2009 Plan	2010 Plan
Non-Vested (number of shares)			
Outstanding at beginning of the year	266,000	256,000	-
Granted during the year	-	-	263,000
Forfeited during the year	-	-	-
Vested during the year	266,000	-	-
Outstanding at end of the year	-	256,000	263,000
Vested (number of shares)			
Outstanding at beginning of the year	-	-	-
Granted during the year	266,000	-	-
Exercised during the year	13,000	-	-
Forfeited during the year	-	-	-
Outstanding at end of the year	253,000	-	-

# 8. Stock Option Plans (continued)

At March 31, 2010, the Company and consolidated subsidiaries had the following stock option plans:

	2002 Plan	2003 Plan	2004 Plan	2005 Plan
	10 directors and 13	10 directors and 13	10 directors and 12	9 directors and 10
	executive officers of	executive officers of	executive officers of	executive officers of
Grantees	the Company and 26	the Company and 29	the Company and 25	the Company and 26
Grances	directors of	directors of	directors of	directors of
	consolidated	consolidated	consolidated	consolidated
	subsidiaries	subsidiaries	subsidiaries	subsidiaries
Type of stock	Common Stock	Common Stock	Common Stock	Common Stock
Number of shares granted	275,000 shares	290,400 shares	269,500 shares	258,500 shares
Grant date	July 23,2002	July 23, 2003	July 26, 2004	August 17, 2005
Conditions for vesting	Not stated	Not stated	Not stated	Not stated
Service period	Not specified	Not specified	Not specified	Not specified
Exercisable period	July 16, 2004-	July 16, 2005-	July 17, 2006-	July 21, 2007-
	July 15, 2009	July 15, 2010	July 16, 2011	July 20, 2012-
	2002 Plan	2003 Plan	2004 Plan	2005 Plan
Non-Vested (number of shares)				
Outstanding at beginning of the year	-	-	-	-
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Vested during the year	-	-	-	-
Outstanding at end of the year	-	-	-	-
Vested (number of shares)				
Outstanding at beginning of the year	2,200	27,500	90,200	182,600
Vested during the year	-	-	-	-
Exercised during the year	2,200	14,300	16,500	27,500
Forfeited during the year	-	-	-	11,000

# 10. Supplemental Information for Consolidated Statements of Changes in Net Assets

## (a) Type and number of outstanding shares

		Thousands of shares							
		Year ended March 31, 2011							
Types of shares	Balance at Beginning of Year	Increase in Shares during the Year	Decrease in Shares during the Year	Balance at Year End					
Issued stock: Common stock	251,535	-	-	251,535					
Treasury stock: Common stock	3,059	77	91	3,045					

Treasury stock increased due to a repurchase of odd-lot shares of less than one unit (77 thousand shares).
Treasury stock decreased due to (a) a disposal of odd-lot shares of less than one unit (10 thousand shares) and (b) exercise of stock options (81 thousand shares).

	Thousands of shares						
	Year ended March 31, 2010						
	Balance at	Increase in	Decrease in				
	Beginning of	Shares during the	Shares during the	Balance at Year			
Types of Shares	Year	Year	Year	End			

# 10. Supplemental Information for Consolidated Statements of Changes in Net Assets (continued)

# (c) Dividends

## (1) Dividends paid to shareholders

			Year end	led March 31, 2011				
Date of		Type of					Recording	Effective
Approval	Resolution Approved by	Shares	Amount		Amou	int per Share	Date	Date
			(Millions of	(Thousands of	(Yen)	(U.S. dollars)		Date
			yen)	U.S. dollars)	Date (Thousands of			
					<b>U.S.</b>			
					Da	te		

#### 11. Selling, General and Administrative Expenses

Selling, general and administrative expenses for the years ended March 31, 2011 and 2010 are summarized as follows:

	Millions	of yen	Thousands of U.S. dollars
	<b>2011</b> 2010		2011
Freight	¥ 25,645	¥ 25,108	\$ 308,429
Sales promotion and sales incentives	34,640	32,408	416,608
Employees' salaries	12,811	12,575	154,082
Employees' bonuses and benefits	9,636	9,102	115,896
Retirement benefits	1,295	1,812	15,578
Other	29,089	29,470	349,846
Total	¥ 113,120	¥ 110,476	\$ 1,360,439

#### **12.** Research and Development Expenses

Research and development expenses included in selling, general and administrative expenses and manufacturing costs were ¥5,866 million (\$70,553 thousand) and ¥5,812 million for the years ended March 31, 2011 and 2010, respectively.

#### 13. Impairment Loss

The Group recognized impairment loss on the following assets for the year ended March 31, 2011:

Location	Type of assets	Item						
Kumagaya-shi, Saitama, and others	Building and structures, machinery,							
		equipment and vehicles, land and others						
Kobe-shi, Hyogo, and others	Rental property	Building and structures, land						
Sasayama-shi, Hyogo, and others	Idle property	Building and structures, land						

The Group classifies assets based on minimum units that generate cash flows essentially independent from the cash flows of other assets or groups of assets.

For business property and rental property, the book values of such assets were written down to the amounts deemed recoverable since the book value exceeded recoverable value from such assets, resulting in impairment loss of \$2,410 million (\$28,991 thousand) and \$475 million (\$5,718 thousand), respectively. Impairment loss on business property consists of \$1,293 million (\$--Tw()3ea6()TJ0r assets or gr2(a41,)5.8f1.16 -1(w09gr24gs,8[Emplo)6.4(y)-13.6(w))

## **13.** Impairment Loss (continued)

The recoverable value of these assets for the Group was estimated based on the usage value (discount rates used in the calculation were

#### 14. Income Taxes (continued)

Disclosure of the reconciliation for the year ended March 31, 2011 has been omitted as the difference was less than 5% of the statutory tax rate.

Disclosure of the reconciliation between the statutory and effective tax rates for the year ended March 31, 2010 is as follows:

	Year ended March 31
	2010
Statutory tax rate	40.6%
Non-taxable dividend income and others	(1.0)
Non-deductible expenses	1.9
Tax credits	(0.9)
Valuation allowance	(1.8)
Equity in earnings of affiliates	(1.3)
Other	0.0
Effective tax rate	37.5%

#### 15. Leases

The Group primarily leases information system equipment and software.

The following *pro forma* amounts represent the acquisition cost, accumulated depreciation and net book value of the leased assets at March 31, 2011 and 2010. Finance leases which had been entered into on or before March 31, 2008 and which do not transfer ownership of the leased property to the lessee are currently accounted for as operating leases:

							20	11							
Millions of yen								Thousands of U.S. dollars							
						N	Deele			<b>A</b>				N	
1				1									Loss		et Book Value
¥	1,925	¥	1,421	¥	132	¥	370	\$	23,157	\$	17,098	\$	1,598	\$	4,462
	1,421		1,158		48		214		17,099		13,938		580		2,581
¥	3,347	¥	2,580	¥	181	¥	585	\$	40,256	\$	31,036	\$	2,177	\$	7,042
	(	1,421	Cost     Dep       ¥     1,925     ¥       1,421	Acquisition Cost     Accumulated Depreciation       ¥ 1,925     ¥ 1,421       1,421     1,158	Acquisition Accumulated Impa Cost Depreciation I ¥ 1,925 ¥ 1,421 ¥ 1,421 1,158	Acquisition CostAccumulated DepreciationAccumulated Impairment Loss¥ 1,925¥ 1,421¥ 132 1,4211,4211,15848	Acquisition Accumulated   Cost Depreciation   ¥ 1,925   ¥ 1,421   ¥ 1,158	Acquisition CostAccumulated DepreciationAccumulated ImpairmentNet Book 	Acquisition   Accumulated   Impairment   Net Book   Acquisition     Acquisition   Accumulated   Impairment   Net Book   Acquisition     Cost   Depreciation   Loss   Value   Acquisition     ¥   1,925   ¥   1,421   ¥   132   ¥   370   \$     1,421   1,158   48   214   14	Acquisition CostAccumulated ImpairmentNet Book ValueAcquisition Cost¥ 1,925¥ 1,421¥ 132¥ 370\$ 23,1571,4211,1584821417,099	Accumulated     Accumulated       Acquisition     Accumulated       Cost     Depreciation       ¥     1,925       ¥     1,421       1,158     48       214     17,099	Accumulated     Accumulated       Acquisition     Accumulated       Cost     Depreciation       ¥     1,925       ¥     1,421       1,158     48       214     17,099       13,938	Accumulated     Accumulated     Accumulated     Accumulated     Accumulated     Accumulated     Impairment     Net Book     Acquisition     Accumulated     Impairment     Net Book     Acquisition     Accumulated     Impairment     Met Book     Accumulated     Impairment     Met Book     Met Book	Acquisition CostAccumulated ImpairmentNet Book ValueAcquisition CostAccumulated Impairment LossAccumulated Impairment LossAccumulated Impairment LossAccumulated Impairment LossAccumulated Impairment LossAccumulated Impairment LossAccumulated Impairment LossAccumulated Impairment LossAccumulated Impairment LossAccumulated Impairment Loss¥1,925¥1,421¥132¥370\$23,157\$17,098\$1,5981,4211,1584821417,09913,938580	Accumulated     Accumulated     Accumulated     Accumulated     Accumulated     Accumulated     Impairment     Net Book     Acquisition     Accumulated     Impairment     Net Book     Accumulated     Impairment     Net Book     Accumulated     Impairment     Net Book     Accumulated     Impairment     Net Book     Cost     Depreciation     Loss     Value     Cost     Depreciation     Loss     Value     Impairment     Net Book     Accumulated     Impairment     Net Book     Accumulated     Impairment     Net Book     Impairment     Impairme

	2010						
Millions of yen							
Acquisition	Accumulated	Net Book					
Cost	Depreciation	Value					

# 15. Leases (continued)

The future minimum lease commitments under finance leases subsequent to March 31, 2011 are summarized as follows:

	Million	Thousands of U.S. dollars		
Due within one year	¥	375	\$	4,512
Due after one year		348		4,190
Total	¥	723	\$	8,702

#### 17. Per Share Data

		2011		2010	_	2011		
Net income per share:								
Basic	¥	57.09	¥	67.77	\$	0.69		
Diluted		57.09		67.76		0.69		
Net assets per share	¥	1,121.98	¥	1,097.72	\$	13.49		

Basic net income per share is computed by dividing net income available for distribution to common shareholders by the weighted-average number of shares of common stock outstanding for the year, retroactively adjusted for stock splits.

With respect to the computation of diluted net income per share, both net income and the weighted-average number of shares of common stock outstanding are adjusted assuming the exercise of rights relevant to potentially issuable shares.

Net assets per share are computed by dividing the net assets excluding subscription rights to shares and minority interests by the number of shares of common stock outstanding at the year end.

The bases for calculating basic and diluted net income per share are as follows:

	2011			2010
Net income available for distribution to common	¥	14,187 million	¥	16,839 million
shareholders		(\$170,625 thousand)		
Weighted average number of shares for basic net income		248,497,650 shares		

# **17.** Per Share Data (continued)

#### **18.** Financial Instruments (continued)

(3) Supplemental information on fair value of financial instruments

As well as the values based on market prices, fair values of financial instruments include values, which are reasonably calculated in case market prices do not exist. As the calculation of those values adopts certain assumptions, those values may vary in case different assumptions are applied. Also, for the contract amount and others regarding derivative transactions described in Note 21, the contract amount itself does not indicate market risk related to derivative transactions.

#### (b) Fair value of financial instruments

Carrying value on the consolidated balance sheets as of March 31, 2011 and 2010, fair value and differences are as follows. The financial instruments whose fair value is extremely difficult to determine are not included below.

	2011										
	Millions of yen						Thousands of U.S. dollars				
		arrying Value	Fa	ir Value	Diffe	rence	Carrying Value	Fa	ir Value	Differ	ence
Cash and deposits	¥	57,938	¥	57,938	¥	-	\$ 696,790	\$	696,790	\$	-
Notes and accounts receivable - trade Short-term investment securities and		57,919		57,919		-	696,565		696,565		-

investment securities:

# **18.** Financial Instruments (continued)

(\*) Net assets and liabilities arising from derivative transac

#### **19.** Investment Securities

Investments in unconsolidated subsidiaries and affiliates included in "Investment securities" as of March 31, 2011 and 2010 amounted to \$16,416 million (\$197,429 thousand) and \$16,382 million, respectively.

Securities other than those of subsidiaries and affiliates classified as held-to-maturity securities at March 31, 2011 and 2010 are summarized as follows:

(a) Information regarding held-to-maturity securities with fair market value

	2011												
	Millions of yen							Thousands of U.S. dollars					
	Carry	ying Value	Mar	ket Value		alized Losses)		rrying ′alue	Marl	ket Value	Unrea Gains (I		
Securities whose market value exceeds their carrying value:													
Government and municipal bonds	¥	-	¥	-	¥	-	\$	-	\$	-	\$	-	
Corporate bonds		-		-		-		-		-		-	
Other		-		-		-		-		-		-	
Subtotal		-		-		-		-		-		-	
Securities whose carrying value exceeds their market value:													
Government and municipal bonds		-		-		-		-		-		-	
Corporate bonds		-		-		-		-		-		-	
Other		2,000		2,000		-		24,053		24,053		-	
Subtotal		2,000		2,000		-		24,053		24,053		-	
Total	¥	2,000	¥	2,000	¥	-	\$	24,053	\$	24,053	\$	-	

	2010								
	Millions of yen								
	Carrying Value		Marke	et Value		alized Losses)			
Securities whose market value exceeds their carrying value:									
Government and municipal bonds	¥	-	¥	-	¥	-			
Corporate bonds		-		-		-			
Other		-		-		-			
Subtotal		-		-		-			
Securities whose carrying value exceeds their market value:									
Government and municipal bonds		-		-		-			
Corporate bonds		-		-		-			
Other	1	,500		1,500		-			
Subtotal	1	,500		1,500		-			
Total	¥ 1	,500	¥	1,500	¥	-			

# **19.** Investment Securities (continued)

## (b) Information regarding available-for-sale securities with fair market value

	2011									
	Millions of yer	1	Thousands of U.S. dollars							
Carrying Value	Acquisition	Unrealized	Carrying Value	Acquisition Cost	Unrealized Gains (Losses)					
Value	Cost	Gains (Losses)	Value	Cost	Gains (I					

Securities whose carrying value exceeds their acquisition cost:

# **19.** Investment Securities (continued)

(c)

# 21. Derivatives

Derivative transactions for which hedge accounting is not applied at March 31, 2011 and 2010 are as follows:

								20	11					
			]	Millio	ns of ye	n				Thous	sands	of U.S.	dollars	
	Am a	ntract ount nd hers	Due a		Fair	Value		alized (Loss)	Contract Amount and Others	Due a One `		Fair	Value	ealized (Loss)
Foreign currency option:														
Buy:														
Canadian dollars	¥	467	¥	-	¥	7	¥	7	\$ 5,620	\$	-	\$	95	\$ 95
Forward exchange contracts:														
Sell:														
U.S. dollars	¥	148	¥	-	¥	(1)	¥	(1)	\$ 1,790	\$	-	\$	(13)	\$ (13)
Buy:														
U.S. dollars		439		-		(1)		(1)	5,288		-		(14)	(14)
Euro		23		-		0		0	279		-		1	1
Japanese yen		1		-		0		0	16		-		0	 0
Total	¥	1,080	¥	-	¥	5	¥	5	\$ 12,993	\$	-	\$	68	\$ 68
Commodity futures:														
Sell:														
Wheat	¥	7	¥	-	¥	(0)	¥	(0)	<b>\$ 86</b>	\$	-	\$	(11)	\$ (11)
Buy:														
Wheat		188		-		2		2	2,261		-		30	 30
	¥	195	¥	-	¥	1	¥	1	\$ 2,347	\$	-	\$	18	\$ 18

# 21. Derivatives (continued)

		2010								
		Millions of yen								
	Contract									
Hedged	Amount	Due after								
Item	and Others	One Year	Fair Value							

Benchmark method

Forward exchange contracts:

## 22. Business Combination (Continued)

#### 2. Accounting treatment

The Company accounted for the acquisition of additional shares for the purpose of making both companies wholly-owned subsidiaries as transactions with minority shareholders

#### 24. Segment Information

Effective the year ended March 31, 2011, the Company has applied the "Accounting Standard for Disclosures about Segments of an Enterprise and Related Information" (ASBJ Statement No.17, issued on March 27, 2009) and the "Guidance on the Accounting Standard for Disclosures about Segments of an Enterprise and Related Information" (ASBJ Guidance No.20, issued on March 21, 2008).

Information about net sales, income, assets and other items by reportable segment for the year ended March 31, 2010 has been omitted, as the classification of business segment under the previous standard was the same as the classification of reportable segments.

#### 1. Overview of reportable segments

The Group's reportable segments are those for which separate financial information is available and regular consideration by the Company's Board of Directors are being performed in order to decide how resources should be allocated among the Group and evaluate operating results. The Company, as a holding company, develops and determines group strategy, allocates management resources, and evaluates operations by business segments of "Flour Milling", "Processed Food" and other business which are classified by products and services. Therefore, the Group's reportable segment comprises of "Flour

# 24. Segment Information (Continued)

		Thousand of U.S. dollars										
		2011										
	R	eportable segme	ent									
	Flour Milling	Processed Food	Subtotal	Other	Total	Adjustments	Consolidated					
Net Sales:												
Sales to external customers	\$ 1,940,717	\$ 2,702,647	\$ 4,643,363	\$ 457,736	\$ 5,101,099	\$-	\$ 5,101,099					
Intersegment sales and transfers	226,924	5,845	232,769	35,969	268,738	(268,738)	-					
Total	2,167,641	2,708,491	4,876,132	493,705	5,369,837	(268,738)	5,101,099					
Segment income	\$ 130,009	\$ 142,501	\$ 272,510	\$ 28,709	\$ 301,220	\$ 3,473	\$ 304,693					
Segment assets	\$ 1,414,221	\$ 1,598,559	\$ 3,012,780									

# 24. Segment Information (Continued)

#### **Overseas Sales**

Overseas sales for the year ended March 31, 2010 have been omitted because total overseas sales were less than 10% of total consolidated sales.