

MAKITA CORP  
Form 6-K  
June 07, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 or 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of June, 2007  
Commission file number 0-12602**

**MAKITA CORPORATION**

(Translation of registrant's name into English)  
3-11-8, Sumiyoshi-cho, Anjo City, Aichi Prefecture, Japan

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101

(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101

(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

\_\_\_\_\_

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MAKITA CORPORATION

(Registrant)

By                   /s/ Masahiko Goto  
:  
Masahiko Goto  
President and Representative Director

Date: June 7, 2007

---

(Summary English Translation of the Notice of the 95th Ordinary General Meeting of Shareholders Originally Issued in Japanese Language)

MAKITA CORPORATION

(Stock code: 6586)

June 5, 2007

To the Shareholders of  
MAKITA CORPORATION

NOTICE OF THE 95<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are respectfully requested to attend the 95<sup>th</sup> Ordinary General Meeting of Shareholders of MAKITA CORPORATION, which is hereby announced.

If you do not expect to attend the meeting, you may exercise your voting rights through the enclosed voting form. Please review the accompanying information and send the enclosed voting form to us by return mail after indicating your vote for or against the proposition.

Masahiko Goto

President

MAKITA CORPORATION

3-11-8, Sumiyoshi-cho, Anjo,

Aichi Prefecture, 446-8502, Japan

1. Date: 10 a.m., Wednesday, June 27, 2007

2. Place: Okazaki Plant of MAKITA CORPORATION

22-1, Watarijima, Nemunoki-cho, Okazaki,

Aichi Prefecture, Japan

(Although the Company had previously been holding its general meetings of shareholders in Anjo, Aichi Prefecture, the place of the head office, due to reconstruction of the head office, the Company has decided to hold its 95<sup>th</sup> Ordinary General Meeting of Shareholders at Okazaki Plant.)

3. Agenda:

Items to be reported:

1. The Business Report, Consolidated Financial Statements for the 95<sup>th</sup> term (from April 1, 2006 to March 31, 2007) and the Audit Reports on such Consolidated Financial Statements by the Accounting Auditors and the Board of Statutory Auditors
2. The Non-consolidated Financial Statements for the 95<sup>th</sup> term

Items to be resolved:

- No. 1 Appropriations of Surplus
- No. 2 Election of fifteen Directors
- No. 3 Election of one Statutory Auditor
- No. 4 Election of one Supplementary Statutory Auditor
- No. 5 Payment of Bonus to Directors

BUSINESS REPORT

(From April 1, 2006 to March 31, 2007)

1. Matters on the Current Status of the Makita Group

(1) Progress and Results of Operations

When we review the economic conditions that prevailed abroad during the current term, we see that in addition to the high growth achieved in the Eastern Europe and Russian economies, both investment in plant and equipment, and consumer spending were brisk in Western Europe, and business conditions maintained their recovery trend. While there were signs of weakening sign on the U.S. housing market, the decline in the price of crude oil from earlier highs supported consumer spending and other aspects of domestic demand. Business conditions were steady overall in Asia mainly by China's economic performance. Meanwhile in Japan, investment in plants and equipment increased, and the job market improved as a result of improved corporate earnings and overall economic conditions exhibited moderate growth.

Under these circumstances, Makita (Makita Corporation (the Company)) and its consolidated subsidiaries (collectively Makita) concentrated its new product development efforts on meeting the needs of marketplace by expanding our lineup of lithium-ion battery products and high-pressure pneumatic tools. We expanded production capacity of China factory by constructing another new building. In Rumania a new factory started manufacturing in April, 2007 to avoid foreign exchange risks, to de-concentrate excessively high production volume in China and to secure stable supply capacity for the growing European market. On the other hand, we opened Estonian branch to strengthen our global sales and after-service capabilities for the growing market.

Looking at consolidated financial results for the term, net sales increased to 279,933 million yen by 22.2% growth over the previous term that is the third consecutive term of record-high results. With the contribution of new products and the acquisition of a pneumatic tool company in January of last year, domestic sales increased to 46,860 million yen by 12.6% growth over the previous term. Overseas sales increased by 24.3% to 233,073 million yen by the contribution of new products meeting market requirements, more vigorous sales efforts and sales growth of expanding markets in Eastern Europe and Russia where warm winter helped. Weaker Japanese yen in the foreign exchange market boosted the sales figures in Japanese yen. As a result, the ratio of overseas sales accounted for 83.3% of all consolidated net sales for the term.

Examining overseas sales by individual region, sales in Europe expanded by 37.0% to 124,020 million yen, while sales in North America were up by 8.0%, to 51,472 million yen. Sales in Asia rose by 14.6%, to 19,469 million yen and sales in other regions increased by 18.0% to 38,112 million yen.

With regard to earnings, in spite of the improvement in productivity resulting from the rise of a capacity utilization rate, by the adverse factors such as the rise of a material price and the increased manufacturing cost of overseas plants due to the depreciation of the yen, operating income were up by 5.2% from the previous term, to 48,176 million yen (the ratio of operating income to net sales was 17.2%) while income before income taxes was 49,323 million yen higher by 0.4% (the ratio of income before income taxes to net sales was 17.6%), and net income for the term amounted to 36,971 million yen (the ratio of net income to net sales was 13.2%), down by 8.5% from the previous term. At the end of the term, following our determination that the profitability of Makita U.S.A. was stabilized and secured, we recorded deferred income tax assets as a special factor, which we had not recognized in the previous years. This resulted in an increase of approximately 1.7 billion yen in net income for the term. Meanwhile, there was a special factor in the previous term, which is mainly a gain from the sale of the Company's golf course management subsidiary following the completion of the civil rehabilitation proceedings. This resulted in an increase of approximately 8.5 billion yen in operating income and 13.4 billion yen in net income for the previous term.

(2) Future Tasks

We anticipate continued adjustment in the housing market in the United States with some slowdown of the economy there. We believe that the environment for businesses remains opaque, largely owing to the vagaries of the market price of crude oil and industrial raw materials, as well as the possibility of exchange rate shifts.

Duly noting these circumstances, Makita aims to build a strong brand equity that is unrivaled in the industry and to become a Strong Company. In other words, to become a company that can obtain and maintain worldwide market leadership as a global total supplier of products such as power tools for professional use, gardening tools, and air tools. This is to be accomplished by the ability to develop new products that satisfy professional users, by global production structure that achieves both high quality and price competitiveness, as well as sales and after-sales service structure that secure the Company to lead the industry both in the domestic and overseas markets.

In order to carry out this management strategy, Makita focuses its management resources on the professional-use tool category, while maintaining its strong financial condition that can withstand any unpredictable changes in the operational environment including those related to foreign exchange risk and country risk.

The Company held the Board of Directors meeting on April 27, 2007 to dissolve Makita Ichinomiya Corporation ( Makita Ichinomiya ), which is a subsidiary that produces woodworking machinery, by the end of December 2007. The personnel and production facilities of Makita Ichinomiya will be transferred to the Okazaki Plant, which is our main factory. Makita intends to streamline its operations by consolidating its domestic production functions.

In closing, we would like to thank you for your ongoing support and ask you for continued backing.

(3) Investment in Plant and Equipment

During the term, Makita allocated 12,980 million yen for its capital expenditures. These funds were used primarily for rebuilding an office building and research and development buildings at head office and facilities at Okazaki plant, metal molds for new products, the manufacturing equipment for China factory and the construction of a new factory in Romania.

(4) Capital Procurement

During the term, Makita did not procure capital by issuing new shares or bonds.

(5) Acquisition of Shares of Other Companies

In order to strengthen its position as a comprehensive supplier of tools for professional use in the area of gardening or engine-powered gardening tools, the Company announced a tender offer to be conducted for the purpose of making Fuji Robin Industries Ltd. ( Fuji Robin ) a wholly-owned subsidiary of the Company on March 20, 2007. As a result of this tender offer at the purchase price of 260 yen per share during the period from March 22, 2007 through May 7, 2007, the Company acquired 10,270,000 shares of Fuji Robin at an aggregate purchase price of approximately 2.7 billion yen. The Company had already held 10% of the shares of Fuji Robin since the Company entered into a capital and business alliance with Fuji Robin in the area of small-sized engine business and acquired 1,300,000 shares of Fuji Robin through a third-party allocation of new shares issued by Fuji Robin in December 1991. Accordingly, the total shares acquired through the aforementioned third-party allocation of new shares and the aforementioned tender offer, the Company holds 11,570,000 shares of Fuji Robin, which comprises 89.3% of the total number of issued shares of Fuji Robin.

In order to implement its business strategy in a timely manner, the Company intends to make Fuji Robin a wholly-owned subsidiary of the Company and, as of May 25, 2007, the Company entered into a share for share exchange agreement under which the shares of the Company's common stock shall be allocated and delivered at the ratio of 0.059 shares of the Company's common stock for one share of Fuji Robin. After the share exchange agreement will be approved at the general meeting of shareholders of Fuji Robin to be held on June 28, 2007, the share for share exchange will be completed on August 1, 2007.

## (6) Financial Position and Results of Operations for the Recent Three Fiscal Years

Description	92 <sup>nd</sup> term (ended March 31, 2004)	93 <sup>rd</sup> term (ended March 31, 2005)	94 <sup>th</sup> term (ended March 31, 2006)	95 <sup>th</sup> term (ended March 31, 2007)
Net sales (in millions of yen)	184,117	194,737	229,075	279,933
Operating income (in millions of yen)	14,696	31,398	45,778	48,176
Income before income taxes (in millions of yen)	16,170	32,618	49,143	49,323
Net income (in millions of yen)	7,691	22,136	40,411	36,971
Net income per share (in yen)	53.16	153.89	281.15	257.27
Total assets (in millions of yen)	278,116	289,904	326,038	368,494
Shareholders' equity (in millions of yen)	193,348	219,640	266,584	302,675

- Notes: 1. Consolidated financial statements are prepared in accordance with United States Generally Accepted Accounting Principles.
2. Net income per share is computed based on the average number of common stock outstanding during the term.
3. Amounts of less than 1 million yen have been rounded.

## (7) Significant Subsidiaries

Company Name	Capital (thousands)	Ownership ratio (%)	Principal Business
Makita U.S.A. Inc.	U.S.\$ 161,400	100.0	Sales of electric power tools
Makita Corporation of America	U.S.\$ 73,600	100.0*	Manufacture of electric power tools
Makita (U.K.) Ltd.	£ 21,700	100.0*	Sales of electric power tools
Makita Manufacturing Europe Ltd.	£ 37,600	100.0*	Manufacture of electric power tools
Makita Werkzeug GmbH (Germany)	Euro 7,669	100.0*	Sales of electric power tools
Dolmar GmbH (Germany)	Euro 13,805	100.0*	Manufacture and sales of garden tools
Makita S.p.A. (Italy)	Euro 6,000	100.0*	Sales of electric power tools
Makita Oy (Finland)	Euro 100	100.0*	Sales of electric power tools
Makita (China) Co., Ltd.	U.S.\$ 65,000	100.0	Manufacture and sales of electric power tools
Makita (Kunshan) Co., Ltd.	U.S.\$ 18,500	100.0	Manufacture of electric power tools

Note: The ownership ratios with asterisks include the shares owned by the subsidiaries.

## (8) Major Operations

Makita is primarily involved in the production and sales of electric power tools such as cordless impact drivers, rotary hammers, circular saws and angle grinders, air tools such as air nailers and tackers, garden tools such as hedge trimmers and petrol brushcutters, and household tools such as cordless cleaners.





(9) Principal Sales Offices and Plants

1. Makita Corporation (the Company)

Head office	Anjo (Aichi)
Sales offices	Tokyo, Nagoya, Osaka
Plant	Okazaki (Aichi)

2. Subsidiaries

For Sales

Makita U.S.A. Inc.	Los Angeles (United States)
Makita (U.K.) Ltd.	London (United Kingdom)
Makita S.p.A.	Milan (Italy)
Makita Werkzeug GmbH	Duisburg (Germany)
Makita Oy	Helsinki (Finland)

For Production

Makita Corporation of America	Atlanta (United States)
Makita Manufacturing Europe Ltd.	Telford (United Kingdom)
Makita (Kunshan) Co., Ltd.	Kunshan (China)

For Production and sales

Makita (China) Co., Ltd.	Kunshan (China)
Dolmar GmbH	Hamburg (Germany)

(10) Employees

1. Employees of the Makita Group

Number of Employees	Increase/Decrease
9,062	433 (Increase)

2. Employees of the Company

Number of Employees	Increase/Decrease	Average Age	Average Years of Service
2,952	39 (Decrease)	41.6	20.0

## 2. Shareholding Status of the Company

(1) Total number of shares authorized to be issued by the Company:	496,000,000 shares
(2) Total number of shares outstanding:	143,701,279 shares (excluding treasury stock of 307,481 shares)
(3) Number of shareholders:	10,619
(4) Major Shareholders:	

Name of Shareholders	Number of Shares Held	
	Units (thousands)	Ownership ratio (%)
Japan Trustee Services Bank, Ltd. (Trust account)	11,275	7.85
The Master Trust Bank of Japan, Ltd. (Trust account)	6,927	4.82
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	5,213	3.63
The Chase Manhattan Bank, N.A. London	4,578	3.19
Makita Cooperation Companies Investment Association	3,870	2.69
Nippon Life Insurance Company	3,712	2.58
Maruwa, Ltd.	3,209	2.23
Northern Trust Company (AVFC) Sub-account American Client	2,981	2.08
Sumitomo Mitsui Banking Corporation	2,900	2.02
State Street Bank and Trust Company 505103	2,799	1.95

Note: The Company received copies of substantial shareholding reports and the related documents, which presented the following information.

Persons who submitted the report	Date on which obligation of report arose	Number of shares held (thousands)	Ownership ratio (%)
Mitsubishi UFJ Financial Group, Inc.	January 22, 2007	8,544	5.95
Nomura Asset Management Co., Ltd.	January 15, 2007	7,528	5.24

Note: The ownership ratio is calculated based on the total number of shares outstanding (excluding treasury stock) at the end of the term.

## 3. Directors and Statutory Auditors of the Company

## (1) Directors and Statutory Auditors

Title	Name	Position at the Company and representative status in other companies
President*	Masahiko Goto	
Managing Director	Masami Tsuruta	General Manager of Domestic Sales Marketing Headquarters
Director	Yasuhiko Kanzaki	General Manager of International Sales Headquarters: Europe Area
Director	Kenichiro Nakai	General Manager of Administration Headquarters
Director	Tadayoshi Torii	General Manager of Production Headquarters
Director	Tomoyasu Kato	General Manager of Development and Engineering Headquarters
Director	Kazuya Nakamura	General Manager of International Sales Headquarters: Asia and Oceania Area
Director	Masahiro Yamaguchi	General Manager of Purchasing Headquarters
Director	Shiro Hori	General Manager of International Sales Headquarters: America Area and International Administration
Director	Tadashi Asanuma	Assistant General Manager of Domestic Sales Marketing Headquarters
Director	Hisayoshi Niwa	General Manager of Quality Headquarters
Director	Zenji Mashiko	Assistant General Manager of Domestic Sales Marketing Headquarters
Director	Motohiko Yokoyama	Vice-president and Representative Director of JTEKT Corporation
Standing Statutory Auditor	Akio Kondo	
Standing Statutory Auditor	Hikomichi Murase	
Statutory Auditor	Keiichi Usui	
Statutory Auditor	Shoichi Hase	Patent Attorney

- Notes:
1. The asterisk denotes Representative Director.
  2. Mr. Motohiko Yokoyama is an Outside Director.
  3. Messrs. Keiichi Usui and Shoichi Hase are Outside Statutory Auditors.
  4. Mr. Akio Kondo, Standing Statutory Auditor, had worked at the Financial Department of the Company for 25 years and has considerable expertise in finance and accounting.
  - 5.

Mr. Keiichi Usui, Statutory Auditor, successively held the offices of the Manager of the Financial Department, the Manager of the Accounting Department and the General Manager of the Accounting Department at INAX Corporation, and has considerable expertise in finance and accounting.

- 7 -

---

## (2) Total Amounts Paid as Remuneration and Bonus to Directors and Statutory Auditors

Classification	Number of payment recipients	Aggregate amount paid (in millions of yen)
Directors	13	235
Statutory Auditors	4	42
Total	17	277

- Notes:
1. The aggregate amount of remuneration includes the amount of 16 million yen paid to Outside Executives (one Outside Director and two Outside Statutory Auditors).
  2. The amount of 122 million yen paid to Directors includes the bonuses to be paid to 12 Directors (excluding one Outside Director), which will be resolved at the 95th Ordinary General Meeting of Shareholders.
  3. In accordance with the resolution of the meeting of the Board of Directors held on April 28, 2006, the Company terminated the retirement allowance plan for Directors and Statutory Auditors as of June 29, 2006. The aggregate amount of 11 million yen for remuneration includes the estimated retirement allowances for directors and statutory auditors for the period from April 1, 2006 to June 29, 2006.
  4. Other than the above, the following amount was paid to Directors who concurrently serve as employees as employee salaries (including bonuses).  
Directors who currently serve as employees: 10 Directors, 150 million yen
  5. The maximum amounts of annual remuneration for all Directors and Statutory Auditors, each of which was approved by a resolution passed at the Ordinary General Meeting of Shareholders held in May 1989, is 240 million yen (excluding the amounts paid to Directors who concurrently serve as employees as employee salaries) and 60 million yen, respectively.

## (3) Matters on Outside Executives

## 1. Director, Motohiko Yokoyama

## (i) Concurrent office as an executive director of other companies

Mr. Yokoyama concurrently serves as the vice-president and representative director of JTEKT Corporation and Makita purchases parts, machinery and equipment from the group companies of JTEKT Corporation.

## (ii) Major activities during the fiscal year ended March 31, 2007

Mr. Yokoyama attended 57% of the meetings of the Board of Directors held during this fiscal year. At the attended meetings, he expressed his opinions as necessary from the top management perspective of the core company of Toyota Group which is a world's leading corporate group.

## (iii) Outline of Liability Limitation Agreement

With respect to liabilities set forth in Article 423, Paragraph 1 of the Company Law of Japan, the Company has entered into a liability limitation agreement with Mr. Yokoyama which limits the maximum amount of his liabilities to the total amount provided for in each of the items of Article 425, Paragraph 1 of the Company Law of Japan.

## 2. Statutory Auditor, Keiichi Usui

## (i) Major activities during the fiscal year ended March 31, 2007

Mr. Usui attended 71% of the meetings of the Board of Directors and 85% of the meetings of the Statutory Auditors held during this fiscal year. At the attended meetings, he expressed his opinions from his independent position as necessary.

## (ii) Outline of Liability Limitation Agreement

With respect to liabilities set forth in Article 423, Paragraph 1 of the Company Law of Japan, the Company has entered into a liability limitation agreement with Mr. Usui which limits the maximum amount of his liabilities to the total amount provided for in each of the items of Article 425, Paragraph 1 of the Company Law of Japan.

- 8 -

---

3. Statutory Auditor, Shoichi Hase

(i) Major activities during the fiscal year ended March 31, 2007

Mr. Hase attended 86% of the meetings of the Board of Directors and 92% of the meetings of the Statutory Auditors held during this fiscal year. At the attended meetings, he expressed his opinions from his independent position as necessary.

(ii) Outline of Liability Limitation Agreement

With respect to liabilities set forth in Article 423, Paragraph 1 of the Company Law of Japan, the Company has entered into a liability limitation agreement with Mr. Hase which limits the maximum amount of his liabilities to the total amount provided for in each of the items of Article 425, Paragraph 1 of the Company Law of Japan.

4. Accounting Auditors

(1) Name of Accounting Auditor: KPMG AZSA & Co.

(2) Amount of Remuneration of Accounting Auditor for this Fiscal Year

	Amount of payment
1. Remuneration for the auditing service provided for in Article 2, Paragraph 1 of the Certified Public Accountant Law	262 million yen
2. Total amount of money and other financial benefits to be paid by the Company and its subsidiaries	275 million yen

- Notes: 1. As the audit agreement between the Company and its accounting auditors does not differentiate remuneration for audit under the Company Law of Japan from the one for audit under Securities and Exchange Law, the amount shown in 1. above represents total remuneration for both audits.
2. KPMG AZSA & Co. is a member firm of KPMG International and the accounting audits of all principal subsidiaries of the Company are conducted by member firms of KPMG International.

(3) Non-Auditing Services

The Company asked KPMG AZSA & Co. for financial due diligence services in conducting the tender offer for the shares of Fuji Robin.

(4) Decision-Making Policy on Dismissal or Non-Reappointment of Accounting Auditor

If the accounting auditor falls under any of the events prescribed in each of the items of Article 340, Paragraph 1 of the Company Law of Japan, the Board of Statutory Auditors shall dismiss such accounting auditor with the consent of all the Statutory Auditors. In the case of such dismissal, such dismissal and reasons therefor shall be reported to the first General Meeting of Shareholders to be held after such dismissal.

In addition, if it is identified as difficult for the accounting auditor to properly conduct audits as a result of any reason that may harm independence of the accounting auditor, the Board of Directors will submit an agenda concerning non-reappointment of such accounting auditor to a General Meeting of Shareholders.

5. Systems and Policies of the Company

- (1) Systems to ensure that the duties of Directors are executed in compliance with laws and regulations and the Articles of Incorporation, and other systems necessary for ensuring that the company's operation will be conducted appropriately
  1. Systems to ensure that the duties of Directors and employees are executed in compliance with laws and regulations and the Articles of Incorporation
    - (i) The Board of Directors establish the Code of Ethics and the Guidelines to the Code of Ethics as the principles for all Executives and employees of the Makita Group and each of the Directors shall keep all employees informed of and in compliance with such ethics.
    - (ii) In order to ensure corporate ethics and compliance, a system to discover problems within the Company is created by establishing consulting facility as well as Internal Reporting Policy. In addition, an inquiry window shall be established on the Company's website to receive opinions and suggestions from outside the Company concerning accounting, internal controls and auditing.
    - (iii) An Internal Audit Department is established that conducts internal audit as deemed necessary.
  2. Systems concerning the retention and management of information regarding the execution of duties by Directors

Information regarding the execution of duties by Directors shall be appropriately kept and managed in accordance with internal regulations such as the Regulations of the Board of Directors and the Regulations on Corporate Approval. Directors and Statutory Auditors shall have access to such information.
  3. Rules and other systems for risk management
    - (i) Each Director has the power and responsibility to build a risk management system in the Makita Group in the business areas of which they are in charge, and in the case where a significant event affecting the management of the Company arises, the Director shall report such event to the Board of Directors and Board of Statutory Auditors.
    - (ii) Rules and guidelines on risk management regarding quality control, accident prevention, cash management and others, shall be established as necessary and operated by each department.
  4. Systems to ensure the efficient execution of Director's duties
    - (i) A regular meeting of the Board of Directors shall be held once a month and extraordinary meetings shall be held whenever necessary. In addition, pursuant to management policy decided by the Board of Directors, priority targets shall be established for each department in each fiscal year. Each Director shall execute his duty to accomplish relevant target and the Board of Directors shall oversight the progress and performance thereof.
    - (ii) The Board of Directors establish standards concerning management structure and organization, positions, divisions of functions and duties and powers, which constitute the basis for implementing management policy, and operates business systematically and efficiently.
  5. Systems to ensure the adequacy of business operations within the Makita Group
    - (i) Each of all subsidiaries is under control of Directors who are in charge of such subsidiary and important management matters and matters concerning misconduct shall be reported appropriately to such Director in accordance with the Reporting Policy. The Director who is in charge of such subsidiary, upon receipt of such report, shall inform the Board of Directors of the status of supervision when necessary.
    - (ii) The Board of Directors establish policies on documentation and assessment of internal controls of financial reporting of the Makita Group.



- (iii) In order to enhance the corporate governance of the Makita Group, Outside Directors shall be appointed.
  - (iv) For supervision and review of internal control systems of the Makita Group by Statutory Auditors, a system shall be established for Statutory Auditors to cooperate with the Internal Audit Department and other related division and to receive report from Accounting Auditors.
6. Matters concerning employees posted to assist the duties of the Statutory Auditors when the Statutory Auditors so require and such employees independence from Directors
- Necessary personnel be posted to assist the duties of the Statutory Auditors. In order to ensure the independence of such employees from Directors, the consent of the Board of Statutory Auditors is required for the appointment and change of such employees.

7. Systems in accordance with which the Directors and employees report to the Statutory Auditors and other systems concerning reports to the Statutory Auditors
  - (i) Directors and employees report to the Statutory Auditors with respect to matters that may cause significant damage to the Company, important management matters, matters concerning misconduct, status of buildings and operation of the internal control system, and the operation of internal reporting system and the results of reports from such system.
  - (ii) The Company prepare a system that enables the Board of Statutory Auditors to request reports from Directors and employees when necessary and to exchange opinions with the Directors and Accounting Auditors.
8. Other systems to ensure that audits by the Statutory Auditors will be conducted effectively
  - (i) In order to enhance the supervisory function of the Board of Statutory Auditors over Accounting Auditors, Policies and Procedures concerning Prior Approval of Auditing and Non-Auditing Services shall be established. In addition, to ensure that audits by the Statutory Auditors will be conducted effectively, audit shall be conducted in accordance with standards for audit by Statutory Auditors.
  - (ii) Bonuses and retirement allowances to Statutory Auditors shall be terminated and full amount of the compensation to Statutory Auditors shall be fixed so that the independence of the Statutory Auditors shall be secured.

(2) Policies on Determination of Distribution of Surplus

With respect to cash dividend, Makita's basic policy on the distribution of profits is to maintain a dividend payout ratio of 30% or greater, with a lower limit on annual cash dividends of 18 yen per share. However, in the event special circumstances arise, computation of the amount of dividends will be based on consolidated net income after certain adjustments.

CONSOLIDATED BALANCE SHEET

(As of March 31, 2007)

(Assets)		(Liabilities)	(Millions of Yen)
<b>Current assets</b>	<b>266,499</b>	<b>Current liabilities</b>	<b>54,316</b>
Cash and cash equivalents	37,128	Short-term borrowings	1,892
Time deposits	6,866	Trade notes and accounts payable	16,025
Marketable securities	58,217	Accrued payroll	8,571
Trade receivables-		Accrued expenses and other	17,353
Notes	3,125	Income taxes payable	10,447
Accounts	54,189	Deferred income taxes	28
Less- Allowance for doubtful receivables	(869)		
Inventories	92,800	<b>Long-term liabilities</b>	<b>9,368</b>
Deferred income taxes	5,080	Long-term indebtedness	53
	9,963	Accrued retirement and termination allowances	3,227
Prepaid expenses and other current assets		Deferred income taxes	4,976
<b>Property, plant and equipment, at cost</b>	<b>63,380</b>	Other liabilities	1,112
Land	16,732		
Buildings and improvements	57,242	(Minority interests)	
Machinery and equipment	74,087	<b>Minority interests</b>	<b>2,135</b>
Construction in progress	5,576		
Less- Accumulated depreciation	(90,257)	(Shareholders equity)	
		Common stock	23,805
<b>Investments and other assets</b>	<b>38,615</b>	Additional paid-in capital	45,437

Edgar Filing: MAKITA CORP - Form 6-K

Investment securities	27,279	Legal reserve and retained earnings	221,034
	764	Accumulated other comprehensive income	12,697
Goodwill			
Other intangible assets	1,527	Treasury stock, at cost	(298)
Deferred income taxes	1,367	<b>Total shareholders equity</b>	<b>302,675</b>
Other assets	7,678		
<b>Total assets</b>	<b>368,494</b>	<b>Total liabilities, minority interests and shareholders equity</b>	<b>368,494</b>

- 12 -

---

CONSOLIDATED STATEMENT OF INCOME

(From April 1, 2006 to March 31, 2007)

		(Millions of Yen)
<b>Net sales</b>		<b>279,933</b>
Cost of sales		163,909
Gross profit		116,024
Selling, general, administrative and other expenses		66,802
Gains on disposals or sales of property, plant and equipment, net		(249)
Impairment of long-lived assets		1,295
<b>Operating income</b>		<b>48,176</b>
Other income (expenses):		
Interest and dividend income	1,364	
Interest expense	(316)	
Exchange losses on foreign currency transactions, net	(418)	
Realized gains on securities, net	918	
Other, net	(401)	1,147
<b>Income before income taxes</b>		<b>49,323</b>
Provision for income taxes:		
Current	16,486	
Deferred	(4,134)	12,352
<b>Net income</b>		<b>36,971</b>

CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY  
(From April 1, 2006 to March 31, 2007)

	(Millions of Yen)
Common stock:	
Beginning balance	23,805
Ending balance	23,805
Additional paid-in capital:	
Beginning balance	45,437
Ending balance	45,437
Legal reserve and retained earnings:	
Beginning balance	192,255
Cash dividends	(8,192)
Net income	36,971
Ending balance	221,034
Accumulated other comprehensive income:	
Beginning balance	5,345
Other comprehensive income for the year	7,515
Adjustment to initial apply SFAS No.158	(163)
Ending balance	12,697
Treasury stock, at cost:	
Beginning balance	(258)

Purchases	(40)
Ending balance	(298)
Total shareholders' equity	302,675

- 14 -

---

Notes to Consolidated Financial Statements

Important Basic Matters for Preparation of Consolidated Financial Statements

Scope of consolidation

Consolidated subsidiaries: 45

Major subsidiaries are as follows:

Makita U.S.A. Inc., Makita Corporation of America,  
Makita (U.K.) Ltd., Makita Manufacturing Europe Ltd. (U.K.),  
Makita Werkzeug GmbH (Germany), Dolmar GmbH (Germany),  
Makita S.p.A. (Italy), Makita Oy (Finland),  
Makita (China) Co., Ltd., Makita (Kunshan) Co., Ltd., etc.

Significant Accounting Policies

1. Basis of presentation

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ( US GAAP ) pursuant to the provision of paragraph 1 of Article 148 of the Ordinance for Corporate Accounting. However, certain disclosures required under US GAAP are omitted pursuant to the same provision.

2. Valuation of securities

The Company conforms with Statement of Financial Accounting Standards ( SFAS ) No.115 Accounting for Certain Investments in Debt and Equity Securities.

Held-to-maturity securities:

Amortized cost

Available-for-sale securities:

Fair market value as of fiscal year-end

All valuation allowances are credited to shareholders equity.

The cost of securities sold is based on the moving-average method.

3. Valuation of inventories

Inventories are valued at the lower of cost or market price, with cost determined principally based on the average cost method. Inventory costs include raw materials, labor and manufacturing overheads.

4. Depreciation method of fixed assets

Tangible fixed assets:

Depreciation of tangible fixed assets of the Company is computed principally by using the declining-balance method over the estimated useful lives. Most of the consolidated subsidiaries have adopted the straight-line method for computing depreciation.

Goodwill and other intangible assets:

In accordance with SFAS No.142 Goodwill and Other Intangible Fixed Assets, impairment testing is carried out at least once a year and at the time of the event which shows the possibility of impairment occurring, with regard to other intangible fixed assets for which goodwill or service life cannot be established. Amortization is performed using the straight-line method with regard to other intangible fixed assets that have clearly established years of service.



## 5. Allowances

- Allowance for doubtful receivables: The allowance is determined based on, but is not limited to, historical collection experience adjusted for the effects of the current economic environment, assessment of inherent risks, aging and financial performance. Allowance for doubtful receivables represents the Makita's best estimate of the amount of probable credit losses in its existing receivables.
- Retirement and termination allowances: In accordance with SFAS No.87 Employers Accounting for Pensions and SFAS No. 158 Employers Accounting For Defined Benefit Pension and Other Postretirement Plans, pension and severance cost is accrued based on the projected benefit obligations and the fair value of plan assets at the balance sheet date.
- Unrecognized prior service cost is amortized by the straight-line method over the average remaining service period of employees. Unrecognized actuarial loss is recognized by amortizing a portion in excess of 10% of the greater of the projected benefit obligations or the fair value of plan assets by the straight-line method over the average remaining service period of employees.

## 6. Change in accounting policy

Makita has applied the provisions of SFAS No. 158 on March 31, 2007. As a result, Makita has recognized the difference of the fair value of pension benefit obligation and plan assets on the consolidated balance sheet. Makita has appropriated for after-tax accumulated other comprehensive income (loss) amounts representing unrecognized actuarial loss, unrecognized prior service cost and unrecognized net transition obligation. With this change, other assets have decreased by 280 million yen, accrued expenses and other have increased by 171 million yen, accrued retirement and termination allowances have decreased by 178 million yen, and after-tax accumulated other comprehensive income has decreased by 163 million yen.

## 7. Consumption tax is accounted for by allocation separately from related sales and purchase accounts.

## Notes to Consolidated Balance Sheet

1. Accumulated other comprehensive income includes foreign currency translation adjustments, net unrealized holding gains on available-for-sale securities, and minimum pension liability adjustment.
2. Guarantee (contingent liabilities) 10 million yen
3. Notes receivable discounted 286 million yen

## Notes to Consolidated Statement of Income

Net income per share	257.27	yen
Net income per share attributable to common stock was computed based on following;		
Net income in the statement of income	36,971	million yen
Net income available to common stock	36,971	million yen
Average number of shares of common stocks outstanding	143,706,789	shares

## Notes to Consolidated Statement of Shareholders Equity

## 1. Matter regarding shares issued

Kind of shares	End of the previous term	Increase	Decrease	End of the present term
Common shares	144,008,760 shares	-	-	144,008,760 shares

## 2. Matter regarding treasury stock

Kind of shares	End of the previous term	Increase	Decrease	End of the present term
Common shares	296,994 shares	10,929 shares	442 shares	307,481 shares

## (Reason for the change)

The reason for the increase is the purchases of fractional shares: 10,929 shares

The reason for the decrease is the sales of fractional shares: 442 shares

## Notes to Important Subsequent Events

## Tender offer for Fuji Robin Industries Ltd.

At the Board of Directors meeting on March 20, 2007, the Company decided to acquire shares of Fuji Robin through a tender offer and to execute it. The Company acquired 10,270,000 shares, paying about 2.7 billion yen as of May 15, 2007. As a result, the Company now owns 11,570,000 shares of Fuji Robin, or 89.3% of its outstanding shares. Fuji Robin is now a consolidated subsidiary of the company. A brief description of this activity is stated in Business Report (5) Acquisition of Shares of Other Companies.

## 1. The purpose of acquisition

Enhancement of the gardening tool category containing an engine type

## 2. Summary of Fuji Robin Industries Ltd.

Address of head office:	35 Ohoka Numazu City, Shizuoka Prefecture
Capital stock:	833.90 million yen (as of September 30, 2006)
Principal business:	Manufacture and distribution of engines, machinery for agriculture, forestry and construction industries, vehicles for industrial use, machinery for golf courses and related parts, equipments for environmental sanitation, and instruments and parts for disaster prevention equipment
Net sales:	11,140 million yen (for the fiscal year ended March 31, 2006)

## 3. Procurement of acquisition funds

Entirely internal funds

