

TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD

Form 6-K

August 31, 2004

Table of Contents

1934 Act Registration No. 1-14700

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 6-K

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

For the month of August 2004

Taiwan Semiconductor Manufacturing Company Ltd.

(Translation of Registrant's Name Into English)

**No. 8, Li-Hsin Rd. 6,
Hsinchu Science Park,
Taiwan**

(Address of Principal Executive Offices)

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

Form 20-F ☐

Form 40-F ☐

(Indicate by check mark whether the registrant by furnishing the information contained in this form 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, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b):
82: _____.)

TABLE OF CONTENTS

Financial Statements for the Six Months Ended June 30, 2004 and 2003

INDEPENDENT AUDITORS' REPORT

BALANCE SHEETS

STATEMENTS OF INCOME

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

STATEMENTS OF CASH FLOWS

NOTES TO FINANCIAL STATEMENTS

SIGNATURES

Table of Contents

**Taiwan Semiconductor Manufacturing
Company Ltd.**

**Financial Statements for the Six Months Ended
June 30, 2004 and 2003
Together with Independent Auditors' Report**

Readers are advised that the original version of these financial statements is in Chinese. This English translation is solely for the readers' convenience. If there is any conflict between these financial statements and the Chinese version or any difference in the interpretation of the two versions, the Chinese-language financial statements shall prevail.

Table of Contents

English Translation of a Report Originally Issued in Chinese

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Taiwan Semiconductor Manufacturing Company Ltd.

We have audited the accompanying balance sheets of Taiwan Semiconductor Manufacturing Company Ltd. as of June 30, 2004 and 2003, and the related statements of income, changes in shareholders' equity and cash flows for the periods then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Regulations for Auditing of Financial Statement by Certified Public Accountants, and auditing standards generally accepted in the Republic of China. 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 examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes 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, the financial statements referred to above present fairly, in all material respects, the financial position of Taiwan Semiconductor Manufacturing Company Ltd. as of June 30, 2004 and 2003, and the results of its operations and its cash flows for the periods then ended in conformity with the Guidelines for Securities Issuers' Financial Reporting and accounting principles generally accepted in the Republic of China.

July 13, 2004

Notice to Readers

The accompanying financial statements are intended only to present the financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the Republic of China.

Table of Contents**English Translation of Financial Statements Originally Issued in Chinese****TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LTD.****BALANCE SHEETS****JUNE 30, 2004 AND 2003****(In Thousand New Taiwan Dollars, Except Par Value)**

	2004		2003	
	Amount	%	Amount	%
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents (Notes 2, 3 and 4)	\$ 82,142,400	19	\$ 66,546,050	18
Short-term investments (Notes 2 and 4)	41,199,013	9	3,054,050	1
Receivables from related parties (Note 18)	18,130,742	4	15,186,990	4
Notes receivable	50,168		13,459	
Accounts receivable	16,662,695	4	12,834,737	4
Allowance for doubtful receivables (Note 2)	(983,077)		(975,547)	
Allowance for sales returns and others (Note 2)	(3,019,657)		(2,069,722)	(1)
Other financial assets (Notes 2 and 21)	1,148,887		798,672	
Inventories net (Notes 2 and 5)	11,725,188	3	11,355,534	3
Deferred income taxes assets (Notes 2 and 12)	6,144,000	1	3,320,000	1
Prepaid expenses and other current assets	614,990		955,192	
Total current assets	173,815,349	40	111,019,415	30
FUNDS AND LONG-TERM INVESTMENTS (Notes 2, 6, 16 and 20)				
Equity method	39,606,640	9	34,029,484	10
Cost method	716,377		1,092,503	
Long-term bonds	8,893,477	2		
Total funds and long-term investments	49,216,494	11	35,121,987	10
PROPERTY, PLANT, AND EQUIPMENT (Notes 2 and 7)				
Cost				
Buildings	72,030,258	16	70,341,223	19
Machinery and equipment	353,594,669	81	320,043,036	88
Office equipment	6,486,523	2	5,948,653	2

Edgar Filing: TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD - Form 6-K

	432,111,450	99	396,332,912	109
Accumulated depreciation	(275,065,953)	(63)	(218,915,472)	(60)
Advance payments and construction in progress	43,236,290	10	18,376,849	5
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Net property, plant, and equipment	200,281,787	46	195,794,289	54
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
GOODWILL (Note 2)	2,090,341		2,438,731	1
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
OTHER ASSETS				
Deferred charges net (Notes 2, 8 and 20)	10,066,618	2	8,731,444	2
Deferred income taxes assets (Notes 2 and 12)	4,169,929	1	9,177,560	3
Assets leased to others net (Note 2)	81,480		85,796	
Idle assets (Note 2)	78,609		107,552	
Refundable deposits (Note 18)	26,241		375,715	
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total other assets	14,422,877	3	18,478,067	5
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
TOTAL ASSETS	\$ 439,826,848	100	\$ 362,852,489	100
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
LIABILITIES AND SHAREHOLDERS' EQUITY				
CURRENT LIABILITIES				
Payables to related parties (Notes 18 and 20)	\$ 4,662,001	1	\$ 3,591,017	1
Accounts payable	7,308,388	2	5,154,006	1
Payables to contractors and equipment suppliers	8,658,321	2	6,559,597	2
Accrued expenses and other current liabilities (Notes 2, 10, 20 and 21)	23,418,048	5	6,669,201	2
Current portion of long-term bonds payable (Note 9)	5,000,000	1		
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total current liabilities	49,046,758	11	21,973,821	6
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
LONG-TERM LIABILITIES				
Bonds payable (Note 9)	30,000,000	7	35,000,000	10
Other payables to related parties (Notes 18 and 20)	3,622,369	1		
Other long-term payable (Notes 10 and 20)	2,637,827		3,921,540	1
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total long-term liabilities	36,260,196	8	38,921,540	11
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
OTHER LIABILITIES				
Guarantee deposits (Note 20)	599,091		1,225,310	
Accrued pension cost (Notes 2 and 11)	2,847,049	1	2,431,939	1

Edgar Filing: TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD - Form 6-K

Deferred gain on sale and leaseback (Note 2)			38,309	
Total other liabilities	3,446,140	1	3,695,558	1
Total liabilities	88,753,094	20	64,590,919	18
SHAREHOLDERS' EQUITY (Notes 2, 14, 15 and 16)				
Capital stock \$10 par value				
Authorized: 24,600,000 thousand shares				
Issued: Common 23,376,597 thousand shares in 2004 and 18,622,887 thousand shares in 2003	233,765,970	53	186,228,867	51
To be issued			16,437,322	5
Capital surplus	56,885,914	13	56,840,751	16
Retained earnings:				
Appropriated as legal reserve	25,528,007	6	20,802,137	6
Appropriated as special reserve			68,945	
Unappropriated earnings	43,517,207	10	19,058,142	5
Others:				
Unrealized loss on long-term investments	(9)		(7,981)	
Cumulative translation adjustments	53,132		755,436	
Treasury stock (at cost) 170,690 thousand shares in 2004 and 41,961 thousand shares in 2003	(8,676,467)	(2)	(1,922,049)	(1)
Total shareholders' equity	351,073,754	80	298,261,570	82
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 439,826,848	100	\$ 362,852,489	100

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

Table of ContentsEnglish Translation of Financial Statements Originally Issued in Chinese**TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LTD.****STATEMENTS OF INCOME****FOR THE SIX MONTHS ENDED JUNE 30, 2004 AND 2003****(In Thousand New Taiwan Dollars, Except Earnings Per Share)**

	2004		2003	
	Amount	%	Amount	%
GROSS SALES (Notes 2 and 18)	\$ 124,982,265		\$ 91,227,434	
SALES RETURNS AND ALLOWANCES (Note 2)	(2,599,819)		(1,979,969)	
NET SALES	122,382,446	100	89,247,465	100
COST OF SALES (Notes 13 and 18)	71,514,061	59	60,510,165	68
GROSS PROFIT	50,868,385	41	28,737,300	32
OPERATING EXPENSES (Notes 13 and 18)				
Research and development	5,825,173	5	5,589,164	6
General and administrative	4,635,566	3	2,958,075	3
Marketing	733,496	1	655,343	1
Total operating expenses	11,194,235	9	9,202,582	10
INCOME FROM OPERATIONS	39,674,150	32	19,534,718	22
NON-OPERATING INCOME AND GAINS				
Investment income recognized by equity method net (Notes 2 and 6)	2,053,966	2		
Interest (Notes 2 and 21)	558,592		370,789	1
Gain on disposal of property, plant and equipment (Notes 2 and 18)	114,102		295,796	
Technical service income (Notes 18 and 20)	111,096		76,527	
Gain on sales of short-term investments (Note 2)	98,644		19,192	
Other (Note 18)	138,298		125,878	

Edgar Filing: TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD - Form 6-K

Total non-operating income and gains	<u>3,074,698</u>	<u>2</u>	<u>888,182</u>	<u>1</u>
NON-OPERATING EXPENSES AND LOSSES				
Interest (Notes 2, 7 and 21)	602,981		946,124	1
Foreign exchange loss net (Notes 2 and 21)	542,591		246,919	
Loss on disposal of property, plant, and equipment (Note 2)	32,913		262,208	
Loss on property, plant, and equipment, and idle assets (Note 2)			1,401,585	2
Investment loss recognized by equity method net (Notes 2 and 6)			705,431	1
Other (Notes 2 and 21)	<u>14,405</u>	<u></u>	<u>108,188</u>	<u></u>
Total non-operating expenses and losses	<u>1,192,890</u>	<u></u>	<u>3,670,455</u>	<u>4</u>

(Continued)

Table of Contents**English Translation of Financial Statements Originally Issued in Chinese**

	2004		2003	
	Amount	%	Amount	%
INCOME BEFORE INCOME TAX	\$41,555,958	34	\$16,752,445	19
INCOME TAX BENEFIT (EXPENSE) (Notes 2 and 12)	642,844		(664,611)	(1)
NET INCOME	<u>\$42,198,802</u>	<u>34</u>	<u>\$16,087,834</u>	<u>18</u>

	2004		2003	
	Before Income Tax	After Income Tax	Before Income Tax	After Income Tax
EARNINGS PER SHARE (Note 17)				
Basic earnings per share	<u>\$ 1.78</u>	<u>\$ 1.81</u>	<u>\$ 0.71</u>	<u>\$ 0.68</u>
Diluted earnings per share	<u>\$ 1.78</u>	<u>\$ 1.81</u>	<u>\$ 0.71</u>	<u>\$ 0.68</u>

The pro forma net income and earnings per share (after income tax) are based on the assumption that the stock of parent company held by its subsidiaries is treated as an investment instead of the treasury stock, and are shown as follows (Notes 2 and 16):

	2004	2003
NET INCOME	<u>\$42,200,461</u>	<u>\$16,342,850</u>
EARNINGS PER SHARE		
Basic earnings per share	<u>\$ 1.81</u>	<u>\$ 0.69</u>
Diluted earnings per share	<u>\$ 1.81</u>	<u>\$ 0.69</u>

(Concluded)

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

Table of ContentsEnglish Translation of Financial Statements Originally Issued in Chinese

TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LTD.

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE SIX MONTHS ENDED JUNE 30, 2004 AND 2003
(In Thousand New Taiwan Dollars)

	Capital Stock						Capital Surplus
	Preferred stocks		Common stocks		To be issued		
	Shares (thousand)	Amount	Shares (thousand)	Amount	Shares (thousand)	Amount	
BALANCE, JANUARY 1, 2004		\$	20,266,619	\$202,666,189		\$	\$56,855,885
Appropriations of prior year's earnings							
Legal reserve							
Reversal of special reserve							
Bonus to employees - cash							
Bonus to employees - stock			272,651	2,726,514			
Cash dividends paid for preferred stocks							
Cash dividends - 6%							
Stock dividends - 14%			2,837,327	28,373,267			
Remuneration to directors and supervisors							
Net income for the six months ended June 30, 2004							
Reversal of unrealized loss on long term investment of investees							

Adjustment arising from changes in ownership percentage in investees							28,370
Translation adjustments							
Treasury stock transaction							1,659
BALANCE, JUNE 30, 2004		\$	23,376,597	\$233,765,970		\$	\$56,885,914
BALANCE, JANUARY 1, 2003	1,300,000	\$ 13,000,000	18,622,887	\$186,228,867		\$	\$57,004,789
Appropriations of prior year's earnings							
Legal reserve							
Special reserve							
Bonus to employees' stock					153,901	1,539,013	
Cash dividends paid for preferred stocks							
Stock dividends 8%					1,489,831	14,898,309	
Remuneration to directors and supervisors							
Net income for the six months ended June 30, 2003							
Redemption and retirement of preferred stocks	(1,300,000)	(13,000,000)					
Reversal of unrealized loss on long term investment of subsidiaries							
Reversal of unrealized loss on long term investment of							

investees							
Adjustment							
arising from							
changes in							
ownership							
percentage in							
investees							(164,473)
Translation							
adjustments							
Treasury stock							
transaction							435
BALANCE,							
JUNE 30, 2003		\$	18,622,887	\$ 186,228,867	1,643,732	\$ 16,437,322	\$ 56,840,751

[Additional columns below]

[Continued from above table, first column(s) repeated]

	Retained Earnings				Unrealized		Treasury Stock	Total Shareholders Equity
	Legal reserve	Special reserve	Unappropriated earnings	Total	Loss on Long-term Investments	Cumulative Translation Adjustments		
BALANCE, JANUARY 1, 2004	\$ 20,802,137	\$ 68,945	\$ 50,229,008	\$ 71,100,090	\$ (35)	\$ 225,408	\$(1,633,228)	\$ 329,214,309
Appropriations of prior year's earnings								
Legal reserve	4,725,870		(4,725,870)					
Reversal of special reserve		(68,945)	68,945					
Bonus to employees cash			(681,628)	(681,628)				(681,628)
Bonus to employees stock			(2,726,514)	(2,726,514)				
Cash dividends paid for preferred stocks			(184,493)	(184,493)				(184,493)
Cash dividends 6%			(12,159,971)	(12,159,971)				(12,159,971)
Stock dividends 14%			(28,373,267)	(28,373,267)				

Remuneration to directors and supervisors			(127,805)	(127,805)				(127,805)
Net income for the six months ended June 30, 2004			42,198,802	42,198,802				42,198,802
Reversal of unrealized loss on long term investment of investees					26			26
Adjustment arising from changes in ownership percentage in investees								28,370
Translation adjustments						(172,276)		(172,276)
Treasury stock transaction							(7,043,239)	(7,041,580)
BALANCE, JUNE 30, 2004	\$25,528,007	\$	\$ 43,517,207	\$ 69,045,214	\$ (9)	\$ 53,132	\$(8,676,467)	\$351,073,754
BALANCE, JANUARY 1, 2003	\$18,641,108	\$	\$ 22,151,089	\$ 40,792,197	\$(194,283)	\$ 945,129	\$(1,923,492)	\$295,853,207
Appropriations of prior year's earnings								
Legal reserve	2,161,029		(2,161,029)					
Special reserve		68,945	(68,945)					
Bonus to employees' stock			(1,539,013)	(1,539,013)				
Cash dividends paid for preferred stocks			(455,000)	(455,000)				(455,000)
Stock dividends 8%			(14,898,309)	(14,898,309)				
Remuneration to directors and supervisors			(58,485)	(58,485)				(58,485)
Net income for the six months ended June 30, 2003			16,087,834	16,087,834				16,087,834 (13,000,000)

Redemption and retirement of preferred stocks								
Reversal of unrealized loss on long term investment of subsidiaries					20,647			20,647
Reversal of unrealized loss on long term investment of investees					165,655			165,655
Adjustment arising from changes in ownership percentage in investees								(164,473)
Translation adjustments						(189,693)		(189,693)
Treasury stock transaction							1,443	1,878
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
BALANCE, JUNE 30, 2003	\$20,802,137	\$ 68,945	\$ 19,058,142	\$ 39,929,224	\$ (7,981)	\$ 755,436	\$(1,922,049)	\$298,261,570
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

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

Table of Contents**English Translation of Financial Statements Originally Issued in Chinese****TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LTD.**

STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 2004 AND 2003
(In Thousand New Taiwan Dollars)

	2004	2003
	<hr/>	<hr/>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 42,198,802	\$ 16,087,834
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	31,086,443	30,840,186
Deferred income taxes	(921,333)	535,007
Investment loss (income) recognized by equity method net	(2,053,966)	705,431
Loss on property, plant, and equipment, and idle assets		1,401,585
Gain on sales of long-term investments net	(2,150)	(200)
Amortization of discount of long-term bond investments	327	
Gain on disposal of property, plant and equipment net	(81,189)	(33,588)
Pension cost accrued	246,798	221,397
Allowance for doubtful receivables	(32,945)	45,683
Allowance for sales returns and others	893,632	(293,345)
Changes in operating assets and liabilities:		
Decrease (increase) in:		
Receivables from related parties	(3,130,117)	(5,003,502)
Notes receivable	(40,275)	46,781
Accounts receivable	(2,754,781)	(3,339,290)
Inventories net	(818,030)	(1,015,198)
Other financial assets	(67,145)	170,997
Prepaid expenses and other current assets	976,976	1,059,169
Increase (decrease) in:		
Payables to related parties	161,861	1,124,019
Accounts payable	1,224,512	304,772
Accrued expenses and other current liabilities	1,900,027	392,969
	<hr/>	<hr/>
Net cash provided by operating activities	68,787,447	43,250,707
	<hr/>	<hr/>
CASH FLOWS FROM INVESTING ACTIVITIES		
Increase in short-term investments net	(32,042,407)	(3,054,050)
Acquisitions of:		
Long-term investments	(5,943,022)	(1,015,301)
Property, plant and equipment	(39,179,243)	(16,207,787)
Proceeds from disposal of:		
Property, plant and equipment	250,080	132,387

Edgar Filing: TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD - Form 6-K

Long-term investments	7,552	592
Increase in deferred charges	(640,653)	(711,056)
Decrease in refundable deposits	151,138	167,754
Decrease in other assets miscellaneous		9,250
	<u> </u>	<u> </u>
Net cash used in investing activities	<u>(77,396,555)</u>	<u>(20,678,211)</u>

(Continued)

Table of Contents**English Translation of Financial Statements Originally Issued in Chinese**

	2004	2003
CASH FLOWS FROM FINANCING ACTIVITIES		
Purchase of treasury stock	(\$7,059,798)	\$
Decrease in guarantee deposits	(164,398)	(169,756)
Repayment on long-term bonds		(4,000,000)
Redemption of preferred stock		(13,000,000)
Remuneration to directors and supervisors	(127,805)	(58,485)
Cash dividend paid for preferred stocks	(184,493)	(455,000)
	<u> </u>	<u> </u>
Net cash used in financing activities	(7,536,494)	(17,683,241)
	<u> </u>	<u> </u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(16,145,602)	4,889,255
CASH AND CASH EQUIVALENTS, BEGINNING OF THE PERIOD	98,288,002	61,656,795
	<u> </u>	<u> </u>
CASH AND CASH EQUIVALENTS, END OF THE PERIOD	\$ 82,142,400	\$ 66,546,050
	<u> </u>	<u> </u>
SUPPLEMENTAL INFORMATION		
Interest paid (excluding the amounts capitalized of NT\$157,109 thousand and NT\$2,932 thousand in 2004 and 2003, respectively)	\$ 268,006	\$ 688,371
	<u> </u>	<u> </u>
Income tax paid	\$ 11,689	\$ 2,500
	<u> </u>	<u> </u>
Non-cash investing and financing activities:		
Current portion of long-term bonds payable	\$ 5,000,000	\$
	<u> </u>	<u> </u>
Current portion of other payables to related parties (under payables to related parties)	\$ 177,161	\$
	<u> </u>	<u> </u>
Current portion of other long-term payables (under accrued expense and other current liabilities)	\$ 1,757,476	\$
	<u> </u>	<u> </u>
Reclassification of short-term investments to long-term investments	\$ 3,402,413	\$
	<u> </u>	<u> </u>

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

(Concluded)

Table of Contents

TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LTD.

NOTES TO FINANCIAL STATEMENTS

(Amounts in Thousand New Taiwan Dollars, Unless Specified Otherwise)

1. GENERAL

Taiwan Semiconductor Manufacturing Company Ltd. (the Company or TSMC), a Republic of China corporation (R.O.C.), was incorporated as a venture among the Government of the R.O.C., acting through the Development Fund of the Executive Yuan; Philips Electronics N.V. and certain of its affiliates (Philips); and certain other private investors. In September 1994, its shares were listed on the Taiwan Stock Exchange (TSE). On October 8, 1997, TSMC listed its shares of stock on the New York Stock Exchange (NYSE) in the form of American Depositary Shares (ADSs).

The Company is engaged mainly in the manufacturing, selling, packaging, testing and designing of integrated circuits and other semiconductor devices, and the manufacturing of masks.

2. SIGNIFICANT ACCOUNTING POLICIES

The financial statements are presented in conformity with Guidelines Governing in Preparation of Financial Reports by Securities Issuers and accounting principles generally accepted in the R.O.C. Significant accounting policies are summarized as follows:

Use of Estimates

The preparation of financial statements in conformity with the aforementioned guidelines and principles requires management to make reasonable assumptions and estimates of matters that are inherently uncertain. The actual results may differ from management's estimates.

Classification of Current and Non-current Assets and Liabilities

Current assets are those expected to be converted to cash, sold or consumed within one year from the balance sheet date. Current liabilities are obligations due on demand within one year from the balance sheet date. Assets and liabilities that are not classified as current are non-current assets and liabilities, respectively.

Cash Equivalents

Government bonds under repurchase agreements, notes, treasury bill and commercial papers acquired with maturities less than three months from the date of purchase are classified as cash equivalents.

Short-term Investments

Short-term investments consist of bond funds, corporate bonds, government bonds, agency bonds, asset-backed securities, government bonds acquired under repurchase agreements and listed stocks. Cost of short-term investments are recorded at historical cost. Cash dividends are recorded as investment income in the current period.

The investments are carried at the lower of cost or market value. An allowance for decline in value is provided and is charged to current period earnings when the aggregate carrying value of the investments exceeds the aggregate

market value. A reversal of the allowance is recorded for a subsequent recovery of the market value.

Table of Contents

The cost of the asset-backed securities and the bonds sold is accounted for using the specific identification method, whereas the cost of bond funds and listed stocks sold is accounted for using the weighted-average method.

The market values of asset-backed securities and the bonds are determined using the average of bid and ask prices as of the balance sheet date. The market value of bond funds is determined using the net asset value of the funds at the end of the period, and the market value of listed stocks is determined using the average-closing price of the listed stocks for the last month of the period.

Allowance for Doubtful Receivables

Allowance for doubtful receivables are provided based on a review of the collectibility of accounts receivables. The Company determines the amount of allowance for doubtful accounts by examining the historical collection experience and current trends in the credit quality of its customers as well as its internal credit policies.

Revenue Recognition and Allowance for Sales Returns and Others

The Company recognizes net sales when the earnings process is complete, as evidenced by an agreement with the customer, transfer of title and acceptance, if applicable, have occurred, as well as the price is fixed or determinable and the collectibility is reasonably assured. An allowance is provided for any sales return and pricing discounts. Allowance for sales returns and pricing discounts is estimated based on historical experience and any known factors that would affect the allowance. Such provisions are deducted from sales in the year the products are sold and the estimated related costs are deducted from cost of sales.

Sales are determined using the fair value taking into account related sales discounts agreed to by the Company and its customers. Sales agreements typically provide that payment is due 30 days from invoice date for majority of the customers and 30 to 45 days after the end of the month in which the sales occur for some customers. Since the receivables from sales are collectible within one year and such transactions are frequent, the fair value of receivables is equivalent to the nominal amount of cash received.

Inventories

Inventories are stated at the lower of cost or market value. Inventories are recorded at standard cost and adjusted to the approximate weighted-average cost at the end of each period. Market value represents net realizable value for finished goods and work in process. Replacement value represents net realizable value for raw materials, supplies and spare parts. The Company assesses the impact of changing technology on its inventory on-hand and writes off inventories that are considered obsolete. Ending inventories are evaluated for estimated excess quantities and obsolescence based on demand forecast within a specific time horizon, generally 180 days or less, and the estimated scrap and slow-moving items are recognized in the allowance for losses.

Long-term Investments

Investments in companies wherein the Company exercises significant influence on the operating and financial policy decisions are accounted for using the equity method of accounting. The Company's proportionate share in the net income or net loss of investee companies is recognized as components of the investment income/loss recognized by equity method net account. When equity investments are made, the difference, if any, between the cost of investment and the Company's proportionate share of investee's net book value is amortized using the straight-line method over five years and is recorded as a component of the investment income/loss recognized by equity method net account.

Table of Contents

When the Company subscribes to additional investee shares at a percentage different from its existing equity interest, the resulting carrying amount of the investment in the equity investee differs from the amount of Company's proportionate share in the investee's net equity. The Company records such difference as an adjustment to long-term investments with the corresponding amount charged to capital surplus. If investee's functional currency is a foreign currency, cumulative translation adjustments will result from the process of translating the investee's financial statements into the reporting currency of the Company.

Investments in companies wherein the Company does not exercise significant influence are recorded at historical cost. Cash dividends are recognized as income in the year received but are accounted for as reduction in the carrying values of the long-term investments if the dividends are received in the same year that the related investments are acquired. Stock dividends are recorded as an increase in the number of shares held and do not affect investment income or the carrying amount of the investment. An allowance is recognized for any decline in the market value of investments with readily ascertainable fair market value with the corresponding amount recorded as an unrealized loss, a component of shareholders' equity. A reversal of the allowance will result from a subsequent recovery of the market value of such investments. The market value of such investment is determined using the average-closing price of the listed stocks for the last month of the period. The carrying values of investments whose fair market values are not readily ascertainable are reduced to reflect an other-than-temporary decline in their values, with the related impairment loss charged to income.

Investments in foreign mutual funds are stated at the lower of aggregate cost or net asset value. An allowance is recognized when the cost of the funds is lower than their net asset values, with the corresponding amount recorded as a reduction to shareholders' equity. A reversal of the allowance will result from a subsequent recovery of the net asset value.

The costs of stocks and mutual funds sold are determined using the weighted-average method.

Investments in long-term bonds are stated at amortized cost. The discount or premium is amortized over the duration period using the interest method, and recorded as an adjustment to the interest income.

If an investee company recognizes an unrealized loss on its long-term investment using the lower-of-cost-or-market method, the Company also recognizes a corresponding unrealized loss in proportion to its equity interest in the investee company and records the amount as a component of its shareholders' equity.

Gains or losses on sales from the Company to investee companies accounted for using the equity method are deferred in proportion to the Company's ownership percentage in the investee companies until realized through transactions with third parties. The entire amount of the gains or losses on sales to majority-owned subsidiaries is deferred until such gains or losses are realized through the subsequent sale of the related products to third parties.

Gains or losses on sales from investee companies to the Company are deferred in proportion to the Company's ownership percentages in the investee companies until realized through transactions with third parties.

Property, Plant and Equipment, Assets Leased to Others and Idle Assets

Property, plant and equipment and assets leased to others are stated at cost less accumulated depreciation. When an impairment is determined, the related assets are stated at the lower of fair value or book value. Idle assets are stated at the lower of net realizable value or book value. Significant additions, renewals, and betterments incurred during the construction period are capitalized. Maintenance and repairs are expensed in the period incurred. Interest expense incurred for the project during the purchase and construction period is also capitalized.

Table of Contents

Depreciation is computed using the straight-line method over the following estimated service lives: buildings 10 to 20 years; machinery and equipment 5 years; and office equipment 3 to 5 years.

Upon sale or disposal of property, plant and equipment, the related cost and accumulated depreciation are removed from the corresponding accounts, with any gain or loss charged to income in the period of sale or disposal.

Goodwill

Goodwill represents the excess of the consideration paid for acquisitions over the fair market value of identifiable net assets acquired and acquisition costs. Goodwill is amortized using the straight-line method over the estimated life of 10 years.

Deferred Charges

Deferred charges consist of technology license fees and software and system design costs and other charges. The amounts are amortized as follows: technology license fees the shorter of the estimated life of the technology or the term of the technology transfer contract, software and system design costs 3 or 5 years.

Pension Costs

The Company records net periodic pension costs on the basis of actuarial calculations. Unrecognized net transition obligation and unrecognized net gains or losses are amortized over 25 years.

Deferred Gain on Sale and Leaseback

The gain on the sale of property that is simultaneously leased back is deferred by the Company and amortized as an adjustment of rental expenses over the term of the lease.

Income Tax

The Company uses an inter-period tax allocation method for income tax. Deferred income tax assets and liabilities are recognized for the tax effects of temporary differences, unused tax credits, and net operating loss carry forwards. Valuation allowances are provided to the extent, if any, that it is more likely than not that deferred income tax assets will not be realized. A deferred tax asset or liability is classified as current or non-current in accordance with the classification of its related asset or liability. However, if a deferred tax asset or liability does not relate to an asset or liability in the financial statements, then it is classified as either current or non-current based on the expected length of time before it is realized.

Any tax credit arising from the purchases of machinery, equipment and technology, research and development expenditures, personnel training, and investments in important technology-based enterprise are recognized using the current method.

Adjustments to prior years' tax liabilities are added to or deducted from the current year's tax provision.

As of January 1, 1998, income taxes on unappropriated earnings (excluding earnings from foreign consolidating subsidiaries) of 10% are expensed in the year of shareholder approval which is usually the year subsequent to the year incurred.

Stock-Based Compensation

Compensatory employee stock option plans that are amended or have options granted on or after January 1, 2004 must be accounted for following the interpretations issued by Accounting Research and Development Foundation. The Company adopted the intrinsic value method and any compensation cost is charged to expense over the employee vesting period as specified in the stock option plans.

Table of Contents**Treasury Stock**

When the Company purchases its outstanding common stock, the cost of the reacquired stock is recorded as treasury stock which is a reduction to shareholders' equity. The Company's stock held by its subsidiaries is also treated as treasury stock and reclassified from long-term investments to treasury stock.

Foreign Currency Transactions

Foreign currency transactions are recorded in New Taiwan dollars at the current rate of exchange in effect when the transactions occur. Exchange gains or losses derived from foreign currency transactions or monetary assets and liabilities denominated in a foreign currency are recognized in current operations. At the end of each period, assets and liabilities denominated in foreign currencies are revalued at the prevailing exchange rate with the resulting gains or losses recognized in current operations.

Derivative Financial Instruments

The Company enters into foreign currency forward contracts to manage its currency exposures in cash flow and in foreign currency-denominated assets and liabilities. The differences in the New Taiwan dollar amounts translated using the spot rate and the amounts translated using the contracted forward rates on the contract date are amortized over the terms of the forward contracts using the straight-line method. At the end of each period, the receivables or payables arising from forward contracts are restated using the prevailing spot rate at the balance sheet date with the resulting differences charged to income. In addition, the receivables and payables related to forward contracts are netted with the resulting amount presented as either an asset or a liability. Any resulting gains or losses upon settlement are charged to income in the period of settlement.

The Company enters into interest rate swap transactions to manage its exposures to changes in interest rates on existing liabilities. These transactions are accounted for on an accrual basis, in which the cash settlement receivable or payable is recorded as an adjustment to interest income or expense.

The notional amount of foreign currency option contracts entered into for hedging purposes are not recognized as an asset or liability on the contract dates. The premiums paid or received for the call or put options are amortized and charged to income on a straight-line basis over the term of the related contract. Any resulting gains or losses upon settlement are charged to income in the period of settlement.

3. CASH AND CASH EQUIVALENTS

	June 30	
	2004	2003
Cash and bank deposits	\$69,712,977	\$63,513,247
Government bonds acquired under repurchase agreements	10,165,256	3,032,803
Corporate issued notes	884,533	
Treasury bills	842,873	
Agency notes	435,526	
Commercial papers	101,235	
	<hr/>	<hr/>
	\$82,142,400	\$66,546,050

Table of Contents**4. SHORT-TERM INVESTMENTS**

	June 30	
	2004	2003
Bond funds	\$ 9,900,000	\$
Corporate bonds	7,190,519	
Government bonds	7,052,471	3,054,050
Agency bonds	6,974,162	
Corporate issued asset-backed securities	6,720,188	
Government bonds acquired under repurchase agreements	3,355,145	
Listed stocks	6,528	
	\$41,199,013	\$3,054,050
Market value	\$41,491,242	\$3,057,705

The Company entered into investment management agreements with two well-known financial institutions (fund managers) to manage investment portfolios for the Company. In accordance with the investment guidelines and terms in these agreements, the securities invested by fund managers should reach specific level of credit rating. As of June 30, 2004, the Company invested these investment portfolios in the aggregate amount of US\$800,000 thousand. The investment portfolios included securities such as notes, treasury bills, asset-backed securities, agency bonds, commercial papers, corporate bonds and government bonds. The securities acquired with maturities less than three months from the date of purchase had been reclassified to cash equivalents.

5. INVENTORIES NET

	June 30	
	2004	2003
Finished goods	\$ 2,392,871	\$ 1,872,790
Work in process	9,192,283	10,522,974
Raw materials	785,848	374,667
Supplies and spare parts	755,052	677,276
	13,126,054	13,447,707
Allowance for losses	(1,400,866)	(2,092,173)
	\$11,725,188	\$11,355,534

6. LONG-TERM INVESTMENTS

	June 30			
	2004		2003	
	Carrying Value	% of Owner- ship	Carrying Value	% of Owner- ship
Equity method:				
TSMC International Investment Ltd. (TSMC International)	\$23,708,232	100	\$21,954,303	100
Vanguard International Semiconductor Corporation (VIS)	4,667,952	28	3,848,018	28
TSMC Partners, Ltd. (TSMC Partners)	4,113,671	100	3,931,378	100
Systems on Silicon Manufacturing Company Pte Ltd. (SSMC)	3,181,111	32	2,609,934	32
				(Continued)

Table of Contents

	June 30			
	2004		2003	
	Carrying Value	% of Ownership	Carrying Value	% of Ownership
TSMC (Shanghai) Company Limited (TSMC Shanghai)	\$ 1,758,405	100	\$	
Emerging Alliance Fund, L.P. (Emerging Alliance)	912,982	99	879,128	99
TSMC North America (TSMC North America)	474,695	100	240,294	100
Global Unichip Corporation (GUC)	362,629	47	387,376	47
VentureTech Alliance Fund II, L.P., (VTAF II)	165,190	98		
TSMC Japan K. K. (TSMC Japan)	100,521	100	91,333	100
VisEra Technology Company, Ltd. (VisEra)	51,825	25		
Chi Cherng Investment Co., Ltd. (Chi Cherng)	42,990	36	38,514	36
Hsin Ruey Investment Co., Ltd. (Hsin Ruey)	42,673	36	38,216	36
Taiwan Semiconductor Manufacturing Company Europe B.V. (TSMC Europe)	23,764	100	10,990	100
	<hr/>		<hr/>	
	39,606,640		34,029,484	
	<hr/>		<hr/>	
Cost method:				
Publicly traded stock				
Amkor Technology			280,748	
Monolithic System Technology Inc.			104,289	2
Taiwan Mask Co., Ltd.			32,129	2
Non-publicly traded stock				
United Industrial Gases Co., Ltd.	193,584	11	193,584	11
Shin-Etsu Handotai Taiwan Co., Ltd.	105,000	7	105,000	7
Hontung Venture Capital Co., Ltd.	83,916	10	83,916	10
W.K. Technology Fund IV	50,000	2	50,000	2
Funds				
Horizon Venture Fund I, L.P.	246,485		195,452	
Crimson Asia Capital Ltd., L.P.	37,392		47,385	
	<hr/>		<hr/>	
	716,377		1,092,503	
	<hr/>		<hr/>	
Long-term bonds government bonds	8,893,477			
	<hr/>		<hr/>	
	\$49,216,494		\$35,121,987	
	<hr/>		<hr/>	

In August, November, 2003 and May 2004, the Company established TSMC Shanghai, invested in VisEra and VTAF II, respectively.

For the six months ended June 30, 2004 and 2003, net investment income and losses recognized by equity method were NT\$2,053,966 thousand and NT\$705,431 thousand for the six months ended June 30, 2004 and 2003, respectively. The carrying value of investments accounted for under the equity method and the related investment income or losses were determined based on the audited financial statements of the investees for the same periods as the Company.

Table of Contents**7. PROPERTY, PLANT AND EQUIPMENT**

Accumulated depreciation consisted of the following:

	June 30	
	2004	2003
Buildings	\$ 32,452,205	\$ 26,377,185
Machinery and equipment	238,344,951	189,172,205
Office equipment	4,268,797	3,366,082
	\$275,065,953	\$218,915,472

Information on the status of the expansion or construction plans of the Company's manufacturing facilities as of June 30, 2004 is as follows:

Construction/Expansion Plan	Estimated Complete Cost	Accumulated Expenditures	Expected Date of Commencement
Fab 14 construction	\$ 67,047,200	\$ 59,076,700	Fourth quarter of 2004
Fab 12 expansion	59,235,000	864,000	First quarter of 2005

Interest expense for the six months ended June 30, 2004 and 2003 was NT\$760,090 thousand and NT\$949,056 thousand, respectively (before deducting capitalized amounts of NT\$157,109 thousand in 2004 and NT\$2,932 thousand in 2003, respectively). The interest rate used for purposes of calculating the capitalized amount was 2.80% and 5.283% for the six months ended June 30, 2004 and 2003, respectively.

8. DEFERRED CHARGES - NET

	June 30	
	2004	2003
Technology license fee	\$ 7,518,432	\$5,711,412
Software and system design costs	2,444,985	2,955,771
Others	103,201	64,261
	\$10,066,618	\$8,731,444

9. BONDS

	June 30	
	2004	2003
Domestic unsecured bonds:		
Issued in October, 1999 and payable in October, 2004, 5.95% interest payable annually	\$ 5,000,000	\$ 5,000,000
Issued in December, 2000 and payable in December 2005 and 2007 in two equal payments, 5.25% and 5.36% interest payable annually, respectively	15,000,000	15,000,000
Issued in January, 2002 and payable in January 2007, 2009 and 2012 in three equal payments, 2.6%, 2.75% and 3% interest payable annually, respectively	15,000,000	15,000,000
	\$35,000,000	\$35,000,000

Table of Contents

As of June 30, 2004 future principal payments for the Company's bonds arrangements are as follows:

Year of Repayment	Amount
2004 3rd to 4th quarter	\$ 5,000,000
2005	10,500,000
2007	7,000,000
2008 and thereafter	12,500,000
	<hr/>
	35,000,000
Less: Current portion	5,000,000
	<hr/>
	\$30,000,000
	<hr/>

10. OTHER LONG-TERM PAYABLES

The Company entered into several license arrangements for certain semiconductor-related patents. Future payments under the agreements as of June 30, 2004 are as follows:

Year	Amount
2004 3rd to 4th quarter	\$ 1,114,196
2005	1,271,495
2006	455,962
2007	472,850
2008	270,200
2009 and thereafter	810,600
	<hr/>
	4,395,303
Less: Current portion (under accrued expenses and other current liabilities)	1,757,476
	<hr/>
	\$2,637,827
	<hr/>

11. PENSION PLAN

The Company has a defined benefit pension plan for all regular employees that provides benefits based on length of service and average monthly salaries and wages for the six-month period prior to retirement.

The Company contributes at an amount equal to 2% of salaries paid every month to a Pension Fund (the Fund).

The Fund is administered by a pension fund monitoring committee (the Committee) and the amounts in the Fund

are deposited in the Committee's name in the Central Trust of China.

Accrued pension costs based on actuarial calculation for the six months ended June 30, 2004 and 2003 were NT\$365,228 thousand and NT\$311,022 thousand, respectively. The balances of the Fund were NT\$1,324,108 thousand and NT\$1,101,623 thousand as of June 30, 2004 and 2003, respectively.

Table of Contents**12. INCOME TAX**

- a. A reconciliation of income tax expense on income before income tax at the statutory rate and current income tax expense before income tax credits is as follows:

	Six Months Ended June 30	
	2004	2003
Income tax expense based on income before income tax at statutory rate (25%)	\$ (10,388,989)	\$ (4,188,111)
Tax-exempt income	6,233,394	2,027,750
Temporary and permanent differences	(294,984)	162,898
	<u> </u>	<u> </u>
Current income tax expense before income tax credits	<u>\$ (4,450,579)</u>	<u>\$ (1,997,463)</u>

- b. Income tax benefit (expense) consists of the following:

	Six Months Ended June 30	
	2004	2003
Current income tax expense before tax credits	\$ (4,450,579)	\$ (1,997,463)
Additional 10% on the unappropriated earnings	(821,767)	(1,271,759)
Income tax credits	5,272,346	3,269,222
Other income tax	(278,489)	(2,500)
Net change in deferred income tax assets and liabilities		
Investment tax credits	(883,812)	2,573,210
Temporary differences	528,349	(476,739)
Valuation allowances	1,276,796	(2,758,582)
	<u> </u>	<u> </u>
Income tax benefit (expense)	<u>\$ 642,844</u>	<u>\$ (664,611)</u>

- c. Deferred income tax assets (liabilities) consist of the following:

	June 30	
	2004	2003
Current:		
Investment tax credits	\$ 6,144,000	\$ 3,320,000

Noncurrent:

Investment tax credits	\$ 18,622,082	\$ 25,820,863
Temporary differences	(2,957,102)	(4,042,580)
Valuation allowances	(11,495,051)	(12,600,723)
	<u>\$ 4,169,929</u>	<u>\$ 9,177,560</u>

d. Integrated income tax information:

The balances of the imputation credit account (ICA) as of June 30, 2004 and 2003 were NT\$347,422 thousand and NT\$14,748 thousand, respectively.

The actual creditable ratio for 2003 and 2002 were 0.03% and 0.08%, respectively.

e. All retained earnings generated prior to December 31, 1997 had been appropriated.

Table of Contents

f. As of June 30, 2004, investment tax credits consist of the following:

Regulation	Items	Total Creditable Amounts	Remaining Creditable Amounts	Expire Year
Statute for Upgrading Industries	Purchase of machinery and equipment	\$ 4,461,519	\$ 20,936	2004
		3,820,225	3,820,225	2005
		4,917,933	4,917,933	2006
		4,146,862	4,146,862	2007
		867,205	867,205	2008
		<u>\$18,213,744</u>	<u>\$13,773,161</u>	
Statute for Upgrading Industries	Research and development expenditures	\$ 2,270,013	\$ 1,438,251	2004
		3,147,071	3,147,071	2005
		3,342,952	3,342,952	2006
		1,976,913	1,976,913	2007
		917,500	917,500	2008
		<u>\$11,654,449</u>	<u>\$10,822,687</u>	
Statute for Upgrading Industries	Personnel training	\$ 48,659	\$ 48,659	2004
		29,448	29,448	2005
		27,311	27,311	2006
		26,780	26,780	2007
		<u>\$ 132,198</u>	<u>\$ 132,198</u>	
Statute for Upgrading Industries	Investments in important technology-based enterprise	<u>\$ 38,036</u>	<u>\$ 38,036</u>	2005

g. The sales generated from the following expansion and construction of the Company's manufacturing plants are exempt from income tax:

	Tax-Exemption Period
Construction of Fab 6	2001 to 2004
Construction of Fab 8 module B	2002 to 2005

Expansion of Fab 2 modules A and B, Fab 3, Fab 4, Fab 5 and Fab 6
Construction of Fab 12

2003 to 2006
2004 to 2007

- h. The tax authorities have examined income tax returns of the Company through 2000. However, the Company is contesting the assessment by the tax authority for 1992, 1997 and 1998. The Company believes that any additional assessment will not have a material adverse effect on the Company.

Table of Contents**13. LABOR COST, DEPRECIATION AND AMORTIZATION EXPENSE**

	Six Months Ended June 30, 2004			Six Months Ended June 30, 2003		
	Classified as Cost of Sales	Classified as Operating Expense	Total	Classified as Cost of Sales	Classified as Operating Expense	Total
Labor cost						
Salary	\$ 4,302,502	\$ 2,063,433	\$ 6,365,935	\$ 3,421,909	\$ 1,469,436	\$ 4,891,345
Labor and health insurance	269,132	148,662	417,794	223,533	112,100	335,633
Pension	235,293	129,935	365,228	207,039	103,983	311,022
Other	174,500	311,136	485,636	88,871	47,921	136,792
Depreciation	27,377,787	1,193,473	28,571,260	27,768,264	1,152,407	28,920,671
Amortization	1,381,976	1,123,581	2,505,557	755,793	1,190,504	1,946,297
	<u>\$33,741,190</u>	<u>\$4,970,220</u>	<u>\$38,711,410</u>	<u>\$32,465,409</u>	<u>\$4,076,351</u>	<u>\$36,541,760</u>

14. SHAREHOLDERS EQUITY

The Company has issued 668,395 thousand ADSs which are traded on the NYSE as of June 30, 2004. The number of common shares represented by the ADSs is 3,341,973 thousand shares (one ADS represents five common shares).

Capital surplus can only be used to offset a deficit under the ROC Company Law. However, the components of capital surplus generated from donated capital and the excess of the issue price over the par value of capital stock (including the stock issued for new capital, mergers, convertible bonds and the purchase of treasury stock) can be transferred to capital as stock dividends.

As of June 30, 2004 and 2003, the capital surplus consisted of the following:

	2004	2003
From merger	\$ 24,132,297	\$ 24,132,297
Additional paid-in capital	23,172,550	23,172,550
From long-term investments	115,665	81,746
From convertible bonds	9,410,632	9,410,632
Donation	55	55
Treasury stock	54,715	43,471
	<u>\$56,885,914</u>	<u>\$56,840,751</u>
Total		

The Company's Articles of Incorporation provide that the following shall be appropriated from annual earnings to the extent that the annual earnings exceed any accumulated deficit:

- a. 10% legal reserve; until the amount of total legal reserve equals to the Company's total paid-in capital;
- b. Special reserve in accordance with relevant laws or regulations;
- c. Remuneration to directors and supervisors and bonuses to employees equals to 0.3% and at least 1% of the remainder, respectively. Individuals eligible for the employee bonuses may include employees of affiliated companies as approved by the board of directors or a representative of the board of directors;
- d. Dividends to holders of preferred shares at a 3.5% annual rate are based on the period which the preferred shares have been outstanding. Following the redemption of all its issued and outstanding preferred shares on May 29, 2003, the Company amended its Article of Incorporation on June 3, 2003 to remove the provision for issuance of any future dividends to preferred shareholders as of that date; and

Table of Contents

e. The appropriation of any remaining balance shall be approved by the shareholders.

Dividends may be distributed in shares of common stock or a combination of cash and common stock.

Distributions of profits are preferably made in the form of stock dividend. The total of cash dividends paid in any given year may not exceed 50% of total dividends distributed in that year.

Any appropriations of net income are recorded in the financial statement in the year of shareholder approval.

The appropriation for legal reserve shall be made until the reserve equals the aggregate par value of the Company's outstanding capital stock. The reserve can only be used to offset an accumulated deficit or be distributed as a stock dividend up to 50% of the reserve balance when the reserve balance has reached 50% of the aggregate par value of the outstanding capital stock of the Company.

A special reserve equivalent to the debit balance of any account shown in the shareholder's equity section of the balance sheet (for example, unrealized loss on long-term investments and cumulative translation adjustments), shall be made from unappropriated retained earnings pursuant to existing regulations promulgated by the R.O.C Securities and Futures Commission (SFC). The special reserve is allowed to be appropriated to the extent that the debit balance of such accounts is reversed.

The appropriations of earnings for 2003 and 2002 were approved in the shareholders' meeting on May 11, 2004 and June 3, 2003, respectively. The appropriations and dividend per share are as follows:

	Appropriation of Earnings		Dividend Per Share (NT\$)	
	For Fiscal Year 2003	For Fiscal Year 2002	For Fiscal Year 2003	For Fiscal Year 2002
Legal reserve	\$ 4,725,870	\$ 2,161,029		
Special reserve	(68,945)	68,945		
Bonus paid to employees in cash	681,628			
Bonus paid to employees in stock	2,726,514	1,539,013		
Preferred stock dividend in cash	184,493	455,000	0.35	0.35
Common stock dividend in cash	12,159,971		0.60	
Common stock dividend in stock	28,373,267	14,898,309	1.41	0.80
Remuneration to directors and supervisors in cash	127,805	58,485		
	\$48,910,603	\$19,180,781		

The amount of above appropriation of earnings for 2003 and 2002 is consistent with the resolution of the meetings of board of directors on February 17, 2004 and March 4, 2003, respectively. However, the Company Law of R.O.C. states that treasury stock shall not participate in the appropriation of earnings. Therefore, the actual cash dividend per share and stock dividend per share are slightly more than those in the aforementioned resolution. If

the above employee bonus and remuneration to directors and supervisors had been paid in cash and charged against income for 2003 and 2002, the basic earnings per share for the years ended December 31, 2003 and 2002 would decrease from NT\$2.33 to NT\$2.15 and NT\$1.14 to NT\$1.05, respectively. The shares distributed as a bonus to employees represented 1.35 % and 0.83 % of the Company's total outstanding common shares as of December 31, 2003 and 2002, respectively.

The above information associated with the appropriations of bonus to employees and remuneration to directors and supervisors is available at Market Observation System website.

Table of Contents

Under the Integrated Income Tax System that became effective on January 1, 1998, ROC resident shareholders are allowed a tax credit for their proportionate share of the income tax paid by the Company on earnings generated as of January 1, 1998. An imputation credit account is maintained by the Company for such income tax and the tax credit allocated to each shareholder.

Preferred Shareholders

The Company issued 1,300,000 thousand shares of unlisted Series A preferred stock to certain investors on November 29, 2000. All of the preferred stock was redeemed at par value and retired on May 29, 2003. Under the Company's Articles of Incorporation, as amended on June 3, 2003, the Company is no longer authorized to issue preferred stock.

The preferred shareholders had the following rights and related terms and conditions prior to redemption:

Preferred shareholders

- a. Are entitled to receive cumulative cash dividends at an annual rate of 3.5%.
- b. Are not entitled to receive any common stock dividends (whether declared out of unappropriated earnings or capital surplus).
- c. Have priority over the holders of common shares to the assets of TSMC available for distribution to shareholders upon liquidation or dissolution; however, the pre-emptive rights to the assets shall not exceed the issue value of the shares.
- d. Have voting rights similar to that of the holders of common shares.
- e. Have no right to convert their shares into common shares. The preferred shares are to be redeemed within thirty months from their issuance. The preferred shareholders have the aforementioned rights and the Company's related obligations remain the same until the preferred shares are redeemed by the Company.

15. STOCK-BASED COMPENSATION PLANS

On October 29, 2003 and June 25, 2002, the SFC approved The Company's Employee Stock Option Plans (the 2003 Plan and the 2002 Plan, respectively). The maximum number of units authorized to be granted under the 2003 Plan and the 2002 Plan was 120,000 thousand and 100,000 thousand, respectively, with each unit representing one common share of stock. The option rights may be granted to qualified employees of the Company, TSMC North America, and WaferTech, LLC, (WaferTech, an indirectly owned subsidiary of the Company). The option rights of both plans are valid for ten years and exercisable at certain percentages subsequent to the second anniversary of the grant date. Under the terms of both plans, stock option rights are granted at an exercise price equal to the closing price of the Company's common shares listed on the TSE on the date of grant. Under the 2002 Plan, there were 57,239 thousand option rights had never been granted, or had been granted and subsequently cancelled. These un-granted or cancelled option rights expired as of June 30, 2004.

Table of Contents

Information of outstanding stock option rights for the six months ended June 30, 2004 and 2003 under the 2003 Plan and the 2002 Plan is as follows:

	2003 Plan		2002 Plan	
	Number of Outstanding Stock Option Rights (In Thousands)	Weighted- Average Exercise Price (NT\$)	Number of Outstanding Stock Option Rights (In Thousands)	Weighted- Average Exercise Prices (NT\$)
<u>Six months ended June 30, 2004</u>				
Beginning balance	842	57.8	48,515	42.7
Options granted	12,891	50.0	7,200	42.6
Options cancelled	(377)	51.5	(2,133)	44.0
Ending balance	13,356		53,582	
<u>Six months ended June 30, 2003</u>				
Beginning balance			19,369	52.9
Options granted			21,792	54.6
Options cancelled			(600)	52.8
Ending balance			40,561	

The number of outstanding option rights and exercise prices have been adjusted to reflect the appropriations of dividends in accordance with the plans.

As of June 30, 2004, there are no exercisable stock option rights. Information on outstanding option rights is as follows:

	Option Outstanding		
	Number of Outstanding Options (In Thousands)	Weighted-Average Remaining Contractual Life (Years)	Weighted-Average Exercise Price (NT\$)
Range of Exercise Prices (NT\$)			

2003 Plan (49.9-57.8)	<u>13,356</u>	9.84	50.4
2002 Plan (32.8-46.2)	<u>53,582</u>	8.59	42.6
Total (32.8-57.8)	<u>66,938</u>	8.84	44.2

Table of Contents

The compensation cost recognized for the six months ended June 30, 2004 was zero. If the Company uses fair-value based method to evaluate the options granted, the method, assumptions and pro forma results of the Company for the six months ended June 30, 2004 would be as follows:

Method:	Black-Scholes model
Assumptions:	
Expected dividend yield	1.00%
Expected volatility	43.19%-43.25%
Risk free interest rate	3.07%-3.85%
Expected life	5 years
Net income:	
Net income as reported	\$ 42,198,802
Pro forma net income	42,184,898
Earnings per share (EPS) (NT\$):	
Basic EPS as reported	1.81
Pro forma basic EPS	1.81
Diluted EPS as reported	1.81
Pro forma diluted EPS	1.81

The estimated weighted average fair value for the options granted under the 2003 Plan during the six-month period ended June 30, 2004 was NT\$19.75 per option.

16. TREASURY STOCK (COMMON STOCK)

	(Shares in Thousand)			
	Beginning Shares	Increase/ Dividend	Decrease	Ending Shares
<u>Six months ended June 30, 2004</u>				
Reclassification of parent company stock held by subsidiaries from long-term investment	40,597	5,676	303	45,970
Maintaining the shareholders' equity		124,720		124,720
	<u>40,597</u>	<u>130,396</u>	<u>303</u>	<u>170,690</u>
<u>Six months ended June 30, 2003</u>				
Reclassification of parent company stock held by subsidiaries from long-term investment	42,001		40	41,961

Proceeds from sale of treasury stock held by subsidiaries for the six months ended June 30, 2004 and 2003 were NT\$18,218 thousand and NT\$1,876 thousand, respectively. As of June 30, 2004 and 2003, the book value of the

stock held by subsidiaries was NT\$1,616,669 thousand and NT\$1,922,049 thousand, respectively; the market value was NT\$2,247,024 thousand and NT\$2,463,723 thousand, respectively. Capital stock held by subsidiaries as an investment is recorded as treasury stock with the holder having the same rights as other common shareholders.

In order to maintain the shareholders' equity, the Company held a special meeting of the Board of Directors and approved a share buyback plan to purchase the Company's common shares listed on the TSE from its shareholders during the period from March 24, 2004 to May 23, 2004. The purchased shares will be cancelled and deducted from the Company's current outstanding common shares. The maximum number of shares of treasury stock that the Company can hold is 300,000 thousand shares while the prices of the range from NT\$38.5 to NT\$95 per share. As of June 30, 2004, the share buyback plan has ended and the Company has purchased 124,720 thousand common shares for a total of NT\$7,059,798 thousand. As of July 13, 2004, the treasury stock has not been retired.

Table of Contents**17. EARNINGS PER SHARE**

EPS is computed as follows:

Amounts (Numerator)		Shares (Denominator) (Thousand)	EPS (NT\$)	
Before Income Tax	After Income Tax		Before Income Tax	After Income Tax

Six months ended June 30, 2004

The potential common shares issuable under the employee stock option plans (see Note 15) are included in the denominator of the diluted EPS computation by using the treasury stock method under the Statement of Financial Accounting Statement No. 24 Earning Per Share, however, such shares resulted in a non-dilutive per share amount for the six months ended June 30, 2003.

18. RELATED PARTY TRANSACTIONS

The Company engages in business transactions with the following related parties:

- a. Industrial Technology Research Institute (ITRI), the Chairman of the Company is one of its directors
- b. Philips, a major shareholder of the Company
- c. Subsidiaries

TSMC North America
TSMC Europe
TSMC Japan

- d. Investees

VIS
GUC
SSMC

- e. Indirect subsidiaries

WaferTech
TSMC Technology Inc. (TSMC Technology)

Table of Contents

The significant transactions with the aforementioned parties in addition to those disclosed in other Notes are summarized as follows:

	Six Months Ended June 30			
	2004		2003	
	Amount	%	Amount	%
<u>For the period</u>				
Sales				
TSMC North America	\$68,191,878	55	\$52,570,870	58
Philips and its affiliates	2,712,508	2	1,396,502	2
Others	205,544		369,015	
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
	\$71,109,930	57	\$54,336,387	60
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Purchases				
WaferTech	\$ 7,505,754	35	\$ 4,669,299	32
VIS	4,247,055	19	2,286,535	16
SSMC	3,050,439	14	2,676,309	19
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
	\$14,803,248	68	\$ 9,632,143	67
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Manufacturing expenses technical assistance fee (see Note 20a)				
Philips	\$ 808,072	1	\$ 1,493,877	3
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Marketing expenses commission				
TSMC Japan	\$ 139,243	14	\$ 63,642	10
TSMC Europe	105,175	11	47,577	7
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
	\$ 244,418	25	\$ 111,219	17
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Sale of property, plant, and equipment				
VIS	\$ 32,960	13	\$ 8,098	6
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Non-operating income and gain				
SSMC (mainly technical service income, see Note 20e)	\$ 149,362	5	\$ 54,811	6

VIS	29,763	1	271	
WaferTech	2,076		81	
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
	\$ 181,201	6	\$ 55,163	6
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
 <u>At end of the period</u>				
Receivables				
TSMC North America	\$ 17,029,287	94	\$ 14,490,662	96
Philips and its affiliates	922,713	5	508,535	3
Others	178,742	1	187,793	1
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
	\$ 18,130,742	100	\$ 15,186,990	100
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

(Continued)

Table of Contents

	Six Months Ended June 30			
	2004		2003	
	Amount	%	Amount	%
Payables				
VIS	\$ 1,844,800	40	\$ 996,832	28
WaferTech	1,296,351	28	930,867	26
Philips and its affiliates	745,428	16	1,160,377	32
SSMC	685,240	15	395,253	11
Others	90,182	1	107,688	3
	\$4,662,001	100	\$3,591,017	100
Other payables to related parties (excluding current portion which is under payables to related parties. See Note 20a)				
Philips and its affiliates	\$3,622,369	100		
Refundable deposits				
VIS	\$		\$ 349,204	93

The terms of sales to related parties and the terms of the sales of property, plant and equipment to related parties are not significantly different from those to third parties. For other related parties transactions, since no other similar transactions to follow, the prices are determined in accordance with the related contractual agreements.

19. SIGNIFICANT LONG-TERM OPERATING LEASES

The Company leases land from the Science-Based Industrial Park Administration. These agreements expire on various dates from March 2008 to December 2020. The agreements can be renewed upon their expiration.

As of June 30, 2004, future remaining lease payments are as follows:

Year	Amount
2004 (3rd to 4th quarter)	\$ 117,674
2005	235,348
2006	235,348
2007	235,348
2008	210,687
2009 and thereafter	1,617,858

\$2,652,263

Table of Contents

20. SIGNIFICANT COMMITMENTS AND CONTINGENCIES

The significant commitments and contingencies of the Company as of June 30, 2004 are as follows:

- a. On June 20, 2004, the Company and Philips revised the Technical Cooperation Agreement, which was originally signed on May 12, 1997, with effective date from January 1, 2004 for five years. Upon expiration, this amended Technical Cooperation Agreement will be terminated at the expiration date and will not be automatically renewed. Under this amended Technical Cooperation Agreement, the Company will pay Philips royalties based on fixed amounts mutually agreed-on, rather than under certain percentage of the Company's annual net sales. The Company and Philips also agree to cross license the patents owned by each party.
- b. Under a technical cooperation agreement with ITRI, the Company shall reserve and allocate up to 35% of certain of its production capacity for use by the Ministry of Economic Affairs (MOEA) or any other party designated by the MOEA.
- c. Under several foundry agreements, the Company shall reserve a portion of its production capacity for certain major customers that have guarantee deposits with the Company. As of June 30, 2004, the Company had a total of US\$17,616 thousand of guarantee deposits.
- d. Under a Shareholders Agreement entered into with Philips and EDB Investments Pte Ltd. On March 30, 1999, the parties formed a joint venture company, SSMC, for the purpose of constructing an integrated circuit foundry in Singapore. As of June 30, 2004, the Company's equity interest in SSMC was 32%. The Company and Philips committed to buy specific percentages of the production capacity of SSMC. If any party defaults on the commitment and the capacity utilization of SSMC falls below a specific percentage of its total capacity, the defaulting party is required to compensate SSMC for all related unavoidable costs.
- e. The Company provides technical services to SSMC under a Technical Cooperation Agreement (the Agreement) entered into on May 12, 1999. The Company receives compensation for such services computed at a specific percentage of net selling price of certain products sold by SSMC. The Agreement shall remain in force for ten years and may be automatically renewed for successive periods of five years unless pre-terminated by either party under certain conditions.
- f. The Company provided guarantees on loans amounting to US\$60,000 thousand, US\$40,000 thousand and US\$440,000 thousand for TSMC Development, Inc. (TSMC Development), TSMC North America and WaferTech, respectively.
- g. Under a Technology Transfer Agreement (TTA) with National Semiconductor Corporation (National) entered into on June 27, 2000, the Company shall receive payments for the licensing of certain technology to National. The agreement was to remain in force for ten years and could be automatically renewed for successive periods of two years thereafter unless either party gives notice for early termination under certain conditions. In January 2003, the Company and National entered into a Termination Agreement whereby the TTA was terminated for convenience. Under the termination agreement, the Company is relieved of further obligation to transfer additional technology. In addition, the Company granted National an option to request the transfer of certain technologies under the same terms and conditions as the terminated TTA. The option will expire in January 2008.
- h. Beginning in 2001, the Company entered into several licensing arrangements for certain semiconductor patents. The terms of the contracts range from five to ten years with payments to be made in the form of royalties over the term of the related contracts. The Company has recorded the related amounts as a liability

with the corresponding amounts recorded as deferred charges which are amortized and charged to cost of sales on a straight-line basis over the estimated life of the technology or the term of the contract, whichever is shorter.

Table of Contents

- i. In November 2002, the Company entered into an Amended and Restated Joint Technology Cooperation Agreement with Philips, Motorola, Inc. and STMicroelectronics to jointly develop 90-nanometer to 65-nanometer advanced CMOS Logic and e-DRAM technologies. The Company also agreed to align 0.12 micron CMOS Logic technology to enhance its foundry business opportunities. The Company will contribute process technologies and share a portion of the costs associated with this joint development project.
- j. In December 2003, the Company entered into a Technology Development and License Agreement with Motorola Inc. to jointly develop 65nm SOI (silicon on insulator) technology. The Company will also license related 90nm SOI technology from Motorola. Any intellectual properties arising out of the co-development project shall be jointly owned by the parties. In accordance with the agreement, the Company will pay royalty to Motorola, Inc. and will share a portion of the costs associated with the joint development project.
- k. In December 2003, the Company filed a lawsuit in the US District Court for the Northern District of California against Semiconductor Manufacturing International Corporation (SMIC) and certain of its subsidiaries for patent infringement seeking injunctive relief and monetary damages. In May 2004, the Company filed a separate suit against SMIC and certain of its subsidiaries in Alameda County of California for trade secret misappropriation seeking injunctive relief and monetary damages. The probable outcome in either forum cannot be reasonably estimated.

1. Amounts available under unused letters of credit as of June 30, 2004 were NT\$6,480 thousand, US\$15 thousand and SG\$85 thousand.

21. ADDITIONAL DISCLOSURES

Following are the additional disclosures required by the SFC for the Company and its investees:

- a. Financing provided: Please see Table 1 attached;
- b. Endorsement/guarantee provided: Please see Table 2 attached;
- c. Marketable securities held: Please see Table 3 attached;
- d. Marketable securities acquired or disposed of at costs or prices of at least NT\$100 million or 20% of the paid-in capital: Please see Table 4 attached;
- e. Acquisition of individual real estate properties at costs of at least NT\$100 million or 20% of the paid-in capital: Please see Table 5 attached;
- f. Disposal of individual real estate properties at prices of at least NT\$100 million or 20% of the paid-in capital: None;
- g. Total purchases from or sales to related parties of at least NT\$100 million or 20% of the capital: Please see Table 6 attached;
- h. Receivable from related parties amounting to at least NT\$100 million or 20% of the capital: Please see Table 7 attached;
- i. Names, locations, and related information of investee on which the Company exercises significant influence: Please see Table 8 attached;

Table of Contents

j. Financial instrument transactions:

1) Derivative financial instruments

The Company entered into derivative financial instrument transactions for the six-month period ended June 30, 2004 to manage exposures related to foreign-currency denominated receivables or payables, and interest rate fluctuations. Certain information on these contracts is as follows:

a) Outstanding forward exchange contracts as of June 30, 2004 are as follows:

Financial Instruments	Period	Contract Amount (Nominal) Amount) (In Thousand)
Sell	July 2004 to April 2005	US\$ 2,158,000 (US\$/NT\$)
Sell	August 2004	EUR 20,000 (EUR/US\$)

As of June 30, 2004, payables to forward exchange contracts (included in the other current liabilities account) aggregate approximately NT\$903,322 thousand. Net exchange losses for the six months ended June 30, 2004 was NT\$69,938 thousand.

b) Interest rate swaps

The Company entered into interest rate swap contracts to manage related interest rates on its long-term loans. Net interest income on these transactions for the six months ended June 30, 2004 was NT\$9,292 thousand. Outstanding contracts as of June 30, 2004 were as follows:

Contract Date	Period	Contract Amount (Nominal) (In Thousand)
September 19, 2003	September 22, 2003 to December 15, 2005	\$ 500,000
October 16, 2003	October 20, 2003 to December 15, 2005	500,000
October 16, 2003	October 20, 2003 to December 15, 2005	500,000
October 17, 2003	October 21, 2003 to December 15, 2005	500,000
October 17, 2003	October 20, 2003 to December 15, 2005	500,000
November 7, 2003	November 11, 2003 to December 15, 2005	500,000

c) Transaction risk

i) Credit risk. Credit risk represents the positive net settlement amount of those contracts with positive fair values at the balance sheet date. The positive net settlement amount represents the loss incurred by the Company if the counter-parties breached the contracts. The banks, which are the counter-parties to the foregoing derivative financial instruments, are reputable financial institutions. Management believes its exposures related to the potential default by those counter-parties are low.

ii)

Market price risk. All derivative financial instruments are intended as hedges for fluctuations in currency exchange rates on the Company's foreign currency denominated receivables or payables and interest rate fluctuations on its floating rate long-term loans. Gains or losses from forward exchange contracts are likely to be offset by gains or losses from the hedged receivables and payables. Interest rate risks are also controlled as the expected cost of capital is fixed. Thus, market price risks are believed to be minimal.

Table of Contents

iii) Liquidity and cash flow risk and uncertainty of amount and term of future cash demand.

As of June 30, 2004, the Company's future cash demand for outstanding forward exchange contracts, interest rate swaps and option contracts are as follows:

Term	Forward Exchange Contracts	
	Inflow (In Thousand)	Outflow (In Thousand)
Within one year	NT\$71,986,263 US\$24,132	US\$2,158,000 EUR 20,000

The Company has sufficient operating capital to meet the above cash demand. The interest rate of the interest rate swaps has taken the Company's cost of capital into account. In addition, the exchange rates of forward foreign exchange contracts and interest swap contracts are fixed. Therefore, there is no material fund raising risk and cash flow risk.

2) The fair values of financial instruments were as follows:

	June 30			
	2004		2003	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<u>Non-derivative financial instruments</u>				
Assets				
Short-term investments	\$41,199,013	\$41,491,242	\$ 3,054,050	\$ 3,057,705
Long-term investments	49,216,494	57,269,033	35,121,987	38,358,044
Liabilities				
Bonds payable (includes current portion)	35,000,000	35,729,923	35,000,000	35,838,341
<u>Derivative financial instruments</u>				
Forward exchange contracts (buy)			(39,769)	(39,560)
Forward exchange contracts (sell)	(903,322)	(538,407)	(104,205)	(65,798)
Interest rate swaps		(26,956)	986	(22,130)
Foreign currency options			772	(87,415)

The above financial instruments do not include cash and cash equivalents, receivables, other financial assets, payables, and payable to contractors and equipment suppliers. The carrying amounts of aforementioned instruments reported in the balance sheet are approximate to their fair values.

The above financial instruments also exclude refundable deposits, guarantee deposits and other long-term payables. The future cash inflow and outflow of the deposits approximate to their fair values and fair value of other long-term payables approximates to the carrying value.

Fair values of financial instruments were determined as follows:

- a) Fair value of short-term and long-term investments is based on quoted market prices. If quoted market prices are unavailable, fair value is based on net asset value or book value of investment.
- b) The fair value of bonds payable is the quoted market value.

Table of Contents

- c) Fair value of derivative financial instruments is the estimated net receivable or (payable) if the contracts are terminated on the relevant balance sheet date.

The fair values of some financial and non-financial instruments are not included in the fair values disclosed above. Accordingly, the sum of the fair values of the financial instruments listed above does not represent the fair value of the Company as a whole.

k. Information on investment in Mainland China

- 1) The name of the investee company in Mainland China, the main businesses and products, its issued capital, method of investment, information on inflow or outflow of capital, ratio of ownership, equity in the net gain or net loss, ending balance, amount received as earnings distributions from the investment, and the limitation on investment: Please see Table 9 attached.
- 2) Significant direct or indirect transactions with the investee company, its prices and terms of payment, unrealized gain or loss, and other related information which is helpful to understand the impact of investment in Mainland China on financial reports: None.

Table of Contents**TABLE 1****TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LTD. AND INVESTEEES****FINANCING PROVIDED****FOR THE SIX MONTHS ENDED JUNE 30, 2004****(Amounts in Thousand New Taiwan Dollars, Unless Otherwise Specified)**

No.	Financing Name	Counter-party	Financial Statement	Maximum Balance for the Period (US\$ in Thousand)	Ending Balance (US\$ in Thousand)	Interest Rate	Type of Financing (Note 1)
1	TSMC International	TSMC Technology	Other receivables	\$ 337,750 US\$ (10,000)	\$ 337,750 US\$ (10,000)	4.00%	2
		TSMC Development	Other receivables	2,026,500 US\$ (60,000)	2,026,500 US\$ (60,000)	1.50%	2
2	TSMC Partners	TSMC Development	Other receivables	2,702,000 US\$ (80,000)	2,702,000 US\$ (80,000)	1.50%	2

[Additional columns below]

[Continued from above table, first column(s) repeated]

No.	Financing Name	Transaction Amounts	Reasons for Short-term Financing	Allowance for Bad Debt	Collateral Item	Value	Financing Limit for Each Borrowing Company	Financing Company s Financing Amount Limits (US\$ in Thousand)
1	TSMC International	\$	Operating capital	\$		\$	N/A	\$ 33,368,627 US\$ (987,968) (Note 2)

2	TSMC Partners	Operating capital Operating capital	N/A	(Note 3)
---	---------------	--	-----	----------

Note 1: The No. 2 represents necessary for short-term financing.

Note 2: Not exceeding the issued capital of the Company.

Note 3: Generally not exceeding the issued capital of the Company, unless approved by all members of the board.

Table of Contents

TABLE 2

TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LTD. AND INVESTEEES

ENDORSEMENT/GUARANTEE PROVIDED

FOR THE SIX MONTHS ENDED JUNE 30, 2004

(Amounts in Thousand New Taiwan Dollars, Unless Otherwise Specified)

No.	Endorsement/ Guarantee Provider	Counter-party		Limits on Each Counter-party s Endorsement/ Guarantee Amounts	Maximum Balance for the Period (US\$ in Thousand)
		Name	Nature of Relationship (Note 2)		
0	The Company	TSMC Development	3	Not exceed 10% of the net worth of the Company, and also limiting to the total capital issued of the endorsement/guarantee company, unless otherwise approved by Board of Directors.	\$2,026,500 US\$(60,000)
		TSMC-North America	2		1,351,000 US\$(40,000)
		WaferTech	3		14,861,000 US\$(440,000)

[Additional columns below]

[Continued from above table, first column(s) repeated]

No.	Endorsement/ Guarantee Provider	Ending Balance (US\$ in Thousand)	Value of Collateral Property, Plant and Equipment	Ratio of Accumulated Amount of Collateral to Net Equity of the Latest Financial Statement	Maximum Collateral/Guarantee Amounts Allowable (Note 1)
0	The Company	\$2,026,500 US\$(60,000)		\$ 0.58%	\$87,768,438
		1,351,000 US\$(40,000)		0.38%	

14,861,000	
US\$(440,000)	4.23%

Note 1: 25% of the net worth of the Company as of June 30, 2004.

Note 2: The No. 2 represents a subsidiary in which the Company holds directly over 50% of the equity interest.
The No. 3 represents an investee in which the Company holds directly and indirectly over 50% of the equity interest.

50

Table of Contents

TABLE 3

TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LTD. AND INVESTEEES

MARKETABLE SECURITIES HELD

JUNE 30, 2004

(Amounts in Thousand New Taiwan Dollars, Unless Otherwise Specified)

			June 30, 2004			
Marketable Securities Type and Name	Relationship with the Company	Financial Statement Account	Shares/Units (In Thousand)	Carrying Value	Percentage of Ownership	Market or Net Asset
				(US\$ in Thousand)		(US\$ Thousand)
<u>Government bonds</u>						
2003 Government Bond Series A		Short-term investment		\$ 1,207,409	N/A	\$ 1,207,409
2002 Government Bond Series J		Short-term investment		2,023,206	N/A	2,023,206
2003 Government Bond Series I		Long-term investment		3,401,654	N/A	3,401,654
2004 Government Bond Series A		Long-term investment		3,891,458	N/A	3,891,458
2004 Government Bond Series E		Long-term investment		1,600,365	N/A	1,600,365
United States Treas NTS		Short-term investment		US\$ 114,396	N/A	US\$ 114,396
<u>Bonds under repurchase agreement</u>						
		Short-term investment		3,355,145	N/A	3,355,145
<u>Bond funds</u>						
JF Taiwan Bond Fund		Short-term investment	102,364	1,500,000	N/A	1,500,000
ABN AMRO Bond Fund		Short-term investment	186,363	2,700,000	N/A	2,700,000
JF Taiwan First Bond Fund		Short-term investment	110,580	1,500,000	N/A	1,500,000
INVESCO R.O.C. Bond A Fund		Short-term investment	69,692	1,000,000	N/A	1,000,000
Dresdner Bond DAM Fund		Short-term investment	80,833	900,000	N/A	900,000
Barits Bond Fund		Short-term investment	59,679	700,000	N/A	700,000
Shinkong Chi Shin Bond Fund		Short-term investment	115,606	1,600,000	N/A	1,600,000
<u>Stock</u>						
Taiwan Mask Corp.		Short-term investment	1,787	6,528		
TSMC-North America	Subsidiary	Long-term investment	11,000	474,695	100	1,100,000
TSMC Europe	Subsidiary	Long-term investment		23,764	100	
TSMC Japan	Subsidiary	Long-term investment	6	100,521	100	1,000,000

VIS	Investee	Long-term investment	787,016	4,667,952	28	10,8
TSMC International	Subsidiary	Long-term investment	987,968	23,708,232	100	23,7
TSMC Partners	Subsidiary	Long-term investment	300	4,113,671	100	4,1
SSMC	Investee	Long-term investment	382	3,181,111	32	3,1
GUC	Investee	Long-term investment	39,040	362,629	47	3
VisEra	Investee	Long-term investment	5,100	51,825	25	
United Industrial Gases Co., Ltd.		Long-term investment	16,783	193,584	11	3
Shin-Etsu Handotai Taiwan Co., Ltd.		Long-term investment	10,500	105,000	7	1
W.K. Technology Fund IV		Long-term investment	5,000	50,000	2	
Hontung Ventures Capital Co., Ltd.		Long-term investment	8,392	83,916	10	

(Continued)

Table of Contents

					June 30, 2004		
Company Name	Marketable Securities Type and Name	Relationship with the Company	Financial Statement Account	Shares/Units (In Thousand)	Carrying Value	Percentage of Ownership	Market Value or Net Asset Value
					US\$ in Thousand		(US\$ in Thousand)
<u>Certificate</u>							
Chi Cherng		Investee	Long-term investment		42,990	36	501,554
Hsin Ruey		Investee	Long-term investment		42,673	36	502,185
<u>Corporate bonds</u>							
Allstate Finl Global Fdg LLC			Short-term investment		US\$ 3,171	N/A	US\$ 3,151
American Express Cr Corp. Mtn			Short-term investment		US\$ 3,503	N/A	US\$ 3,506
American Gen Fin Corp. Mtn			Short-term investment		US\$ 6,832	N/A	US\$ 6,809
American Honda Fin Corp. Mtn			Short-term investment		US\$ 7,258	N/A	US\$ 7,253
American Intl Group Inc. Mtnf			Short-term investment		US\$ 3,795	N/A	US\$ 3,810
Amsouth Bk Birmingham Ala			Short-term investment		US\$ 1,972	N/A	US\$ 1,964
Bank New York Inc.			Short-term investment		US\$ 3,945	N/A	US\$ 3,933
Bank One Corp.			Short-term investment		US\$ 3,693	N/A	US\$ 3,691
Bear Stearns Cos Inc.			Short-term investment		US\$ 3,805	N/A	US\$ 3,791
Bristol Myers Squibb Co.			Short-term investment		US\$ 3,819	N/A	US\$ 3,819
Cardinal Health Inc.			Short-term investment		US\$ 3,837	N/A	US\$ 3,816
Cargill Inc.			Short-term investment		US\$ 2,120	N/A	US\$ 2,110
Citigroup Inc.			Short-term investment		US\$ 3,583	N/A	US\$ 3,560
Compaq Computer Corp.			Short-term investment		US\$ 3,719	N/A	US\$ 3,690
Consolidated Edison Co NY Inc.			Short-term investment		US\$ 3,688	N/A	US\$ 3,691
Countrywide Fdg Corp. Mtn			Short-term investment		US\$ 3,534	N/A	US\$ 3,523
Credit Suisse Fb USA Inc.			Short-term investment		US\$ 2,645	N/A	US\$ 2,627
Credit Suisse First Boston USA			Short-term investment		US\$ 3,177	N/A	US\$ 3,164

Edgar Filing: TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD - Form 6-K

Diageo PLC	Short-term investment	US\$ 3,459	N/A	US\$ 3,458
Fifth Third Bk Cincinnati OH	Short-term investment	US\$ 2,419	N/A	US\$ 2,447
General Elec Cap Corp. Mtn	Short-term investment	US\$ 3,507	N/A	US\$ 3,502
Genworth Finl Inc.	Short-term investment	US\$ 2,000	N/A	US\$ 1,998
Goldman Sachs Group LP	Short-term investment	US\$ 3,820	N/A	US\$ 3,790
Goldman Sachs Group LP	Short-term investment	US\$ 1,100	N/A	US\$ 1,089
Hershey Foods Corp.	Short-term investment	US\$ 1,627	N/A	US\$ 1,622
Hewlett Packard Co.	Short-term investment	US\$ 3,373	N/A	US\$ 3,345
Honeywell Inc.	Short-term investment	US\$ 3,284	N/A	US\$ 3,266
Household Fin Corp.	Short-term investment	US\$ 7,254	N/A	US\$ 7,218
Huntington Natl Bk	Short-term investment	US\$ 3,003	N/A	US\$ 3,002
Huntington Natl Bk Columbus	Short-term investment	US\$ 2,954	N/A	US\$ 2,959
ING Sec Life Ins Ingsf	Short-term investment	US\$ 3,012	N/A	US\$ 3,008
Intl Bk For Recon + Dev	Short-term investment	US\$ 5,232	N/A	US\$ 5,218
JP Morgan Chase + Co.	Short-term investment	US\$ 6,766	N/A	US\$ 6,755
KFW Intl Fin Inc.	Short-term investment	US\$ 5,104	N/A	US\$ 5,088
Lehman Brothers Hldgs Inc.	Short-term investment	US\$ 3,417	N/A	US\$ 3,383
Monumental Global Fdg II 2002A	Short-term investment	US\$ 2,084	N/A	US\$ 2,086

(Continued)

Table of Contents

						June 30, 2004	
Company Name	Marketable Securities Type and Name	Relationship with the Company	Financial Statement Account	Shares/Units (In Thousands)	US\$ in Thousands	Carrying Value	Market Value of Net Assets
						Percentage of Ownership	(US\$ in Thousands)
	Morgan Stanley Group Inc.		Short-term investment	US\$ 3,712	N/A	US\$ 3,6	
	Morgan Stanley Group Inc.		Short-term investment	US\$ 2,104	N/A	US\$ 2,1	
	Nationsbank Corp.		Short-term investment	US\$ 3,644	N/A	US\$ 3,6	
	Nationalwide Bldg Soc		Short-term investment	US\$ 3,457	N/A	US\$ 3,4	
	Nationwide Life Global Mtn		Short-term investment	US\$ 3,413	N/A	US\$ 3,4	
	Pepsico Inc Mtn Book Entry		Short-term investment	US\$ 3,818	N/A	US\$ 3,8	
	Premark Intl Inc.		Short-term investment	US\$ 2,954	N/A	US\$ 2,9	
	Pricoa Global Fdg I Mtn		Short-term investment	US\$ 3,507	N/A	US\$ 3,5	
	Principal Life Global Fdg I Gl		Short-term investment	US\$ 3,168	N/A	US\$ 3,1	
	Protective Life Secd Trs		Short-term investment	US\$ 2,920	N/A	US\$ 2,9	
	Prudential Ins Co. Amer		Short-term investment	US\$ 2,648	N/A	US\$ 2,6	
	Salomon Smith Barney Hldgs Inc.		Short-term investment	US\$ 3,160	N/A	US\$ 3,1	
	SBC Communications Inc.		Short-term investment	US\$ 3,681	N/A	US\$ 3,6	
	SLM Corp.		Short-term investment	US\$ 2,498	N/A	US\$ 2,5	
	SLM Corp. Medium Term NTS		Short-term investment	US\$ 2,950	N/A	US\$ 2,9	
	TIAA Global Mkts Inc.		Short-term investment	US\$ 3,631	N/A	US\$ 3,6	
	Tribune Co. Med Trm NTS		Short-term investment	US\$ 2,943	N/A	US\$ 2,9	
	Unitedhealth Group Inc.		Short-term investment	US\$ 3,119	N/A	US\$ 3,1	
	US Bk Natl Assn Cincinnati OH		Short-term investment	US\$ 2,669	N/A	US\$ 2,6	
	Viacom Inc.		Short-term investment	US\$ 6,349	N/A	US\$ 6,3	
	Vodafone Group PLC New		Short-term investment	US\$ 2,559	N/A	US\$ 2,5	
	Wachovia Corp.		Short-term investment	US\$ 3,720	N/A	US\$ 3,6	
	Wal Mart Cda Venture Corp.		Short-term investment	US\$ 3,670	N/A	US\$ 3,6	
	Washington Mut Fin Corp.		Short-term investment	US\$ 3,725	N/A	US\$ 3,6	
	Wells Fargo + Co. New		Short-term investment	US\$ 3,697	N/A	US\$ 3,6	
	<u>Agency bonds</u>						
	Federal Home Ln Mtg Corp.		Short-term investment	US\$58,487	N/A	US\$58,5	
	Federal Natl Mtg Assn		Short-term investment	US\$78,423	N/A	US\$78,1	
	Federal Home Ln Bks		Short-term investment	US\$66,912	N/A	US\$66,8	
	Freddie Mac		Short-term investment	US\$ 4,929	N/A	US\$ 4,9	
	<u>Corporate issued asset-backed securities</u>						
	Americredit Automobile		Short-term investment	US\$ 6,949	N/A	US\$ 6,8	
	BMW Veh Owner Tr		Short-term investment	US\$ 4,978	N/A	US\$ 4,9	
	Capital One Auto Fin Tr		Short-term investment	US\$ 3,000	N/A	US\$ 2,9	
	Daimlerchrysler Auto Tr		Short-term investment	US\$ 9,879	N/A	US\$ 9,8	

Edgar Filing: TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD - Form 6-K

Fifth Third Auto Tr	Short-term investment	US\$ 3,000	N/A	US\$ 3,0
Ford Cr Auto Owner Tr	Short-term investment	US\$ 10,999	N/A	US\$ 10,9
GS Auto Ln Tr	Short-term investment	US\$ 2,948	N/A	US\$ 2,9
Honda Auto Receivables	Short-term investment	US\$ 5,000	N/A	US\$ 5,0
National City Auto Receivables	Short-term investment	US\$ 1,206	N/A	US\$ 1,2
Navistar Finl 2003 A Owner Tr	Short-term investment	US\$ 4,928	N/A	US\$ 4,9
Nissan Auto Receivables Own Tr	Short-term investment	US\$ 9,852	N/A	US\$ 9,8

(Continued)

Table of Contents

							June 30, 2004
Company Name	Marketable Securities Type and Name	Relationship with the Company	Financial Statement Account	Shares/Units (In Thousand)	Carrying Value (US\$ in Thousand)	Percentage of Ownership	Market Value (US\$ in Thousand)
							Net Value (US\$ in Thousand)
	ONYX Accep Owner Tr		Short-term investment		US\$ 4,913	N/A	US\$
	Toyota Auto Receivables 2003 B		Short-term investment		US\$ 4,970	N/A	US\$
	Triad Auto Receivables Tr		Short-term investment		US\$ 5,042	N/A	US\$
	Wachovia Auto Owner Tr		Short-term investment		US\$ 10,999	N/A	US\$
	WFS Financial Owner Trust		Short-term investment		US\$ 5,008	N/A	US\$
	Capital One Master Tr		Short-term investment		US\$ 3,093	N/A	US\$
	Capital One Secd NT Tr		Short-term investment		US\$ 5,032	N/A	US\$
	Citibank Cr Card Issuance Tr		Short-term investment		US\$ 4,959	N/A	US\$
	First USA Credit Cr Master Tr		Short-term investment		US\$ 5,011	N/A	US\$
	GE Cap Cr Card Master NT Tr		Short-term investment		US\$ 4,000	N/A	US\$
	Aesop Fdg II LLC		Short-term investment		US\$ 4,955	N/A	US\$
	Atlantic City Elc Trns Fdg LLC		Short-term investment		US\$ 1,045	N/A	US\$
	California Infr + Economic Dev		Short-term investment		US\$ 8,016	N/A	US\$
	California Infrs + Economic Dev		Short-term investment		US\$ 1,079	N/A	US\$
	California Infrastructure Dev		Short-term investment		US\$ 6,701	N/A	US\$
	Caterpillar Finl Asset Tr		Short-term investment		US\$ 4,999	N/A	US\$
	Centex Home Equity Ln Tr		Short-term investment		US\$ 3,500	N/A	US\$
	CIT Equip Coll Tr		Short-term investment		US\$ 4,999	N/A	US\$
	GS Mtg Secs Corp		Short-term investment		US\$ 4,000	N/A	US\$
	Monumentl Global Fdg II		Short-term investment		US\$ 3,500	N/A	US\$
	Permanent Fing No 1 PLC		Short-term investment		US\$ 5,102	N/A	US\$
	Providian Gateway Owner Tr		Short-term investment		US\$ 4,204	N/A	US\$
	Reliant Energy Transition Bd		Short-term investment		US\$ 5,185	N/A	US\$
	TXU Elec Delivery Transition		Short-term investment		US\$ 3,982	N/A	US\$
	World Omni Auto Receivables Tr		Short-term investment		US\$ 5,000	N/A	US\$
	Banc Amer Mtg Secs Inc.		Short-term investment		US\$ 4,030	N/A	US\$
	Citicorp Mtg Secs		Short-term investment		US\$ 2,941	N/A	US\$
	Cwmbs Inc.		Short-term investment		US\$ 2,968	N/A	US\$
	First Union Lehman Bros Mtg Tr		Short-term investment		US\$ 4,177	N/A	US\$
	Holmes Fing No 8 PLC		Short-term investment		US\$ 5,001	N/A	US\$
	<u>Equity</u>						
	Crimson Asia Capital Ltd., L.P.		Long-term investment		37,392	N/A	
	Horizon Venture Fund I, L.P.		Long-term investment		246,485	N/A	2
America	<u>Stock</u>						
	TSMC	Parent company	Short-term investment	14,600	698,593		7

Stock

TSMC

Parent company Short-term investment 15,670 458,564 7

Certificate

Hsin Ruey

Major shareholder Long-term investment 903,612 64 9

Stock

TSMC

Parent company Short-term investment 15,700 459,512 7

(Continued)

Table of Contents

						June 30, 2004	
Company Name	Marketable Securities Type and Name	Relationship with the Company	Financial Statement Account	Shares/Units (In Thousand)	Carrying Value (US\$ in Thousand)	Percentage of Ownership	Market Value (US\$ in Thousand)
International	<u>Certificate</u> Chi Cherng	Major shareholder	Long-term investment		\$902,821	64	\$902,821
	<u>Stock</u> InveStar	Subsidiary	Long-term investment	45,000	US\$ 51,447	97	US\$ 51,447
	InveStar II	Subsidiary	Long-term investment	51,300	US\$ 36,923	97	US\$ 36,923
	TSMC Development	Subsidiary	Long-term investment	1	US\$567,256	100	US\$567,256
	TSMC Technology	Subsidiary	Long-term investment	1	US\$ (8,029)	100	US\$ (8,029)
	3DFX Interactive Inc.		Long-term investment	68			
Development	<u>Money market fund</u> BOA Fund		Short-term investment	30,300	US\$ 30,300	N/A	US\$ 30,300
	<u>Stock</u> WaferTech	Subsidiary	Long-term investment		US\$410,009	99	US\$410,009
	<u>Common stock</u> PLX Technology, Inc.		Short-term investment	40	US\$ 77		US\$ 77
	RichTek Technology Corp.		Short-term investment	619	US\$ 79	2	US\$ 79
	Atheros Communications, Inc.		Short-term investment	1,205	US\$ 3,593		US\$ 3,593
	Advanced Power Electronics Corp.		Short-term investment	843	US\$ 439		US\$ 439
	Broadtek Electronics Corp.		Short-term investment	869	US\$ 275	1	US\$ 275
	Programmable Microelectronics (Taiwan), Corp.		Long-term investment	575	US\$ 204	1	US\$ 204
	Broadtek Electronics Corp.		Long-term investment	145	US\$ 44	2	US\$ 44
	Global Testing Corp.		Long-term investment	13,268	US\$ 5,328	9	US\$ 5,328
	RichTek Technology Corp.		Long-term investment	1,053	US\$ 129		US\$ 129
	Signia Technologies, Inc.		Long-term investment	701	US\$ 208	3	US\$ 208
	Incentia Design Systems, Inc.		Long-term investment	365	US\$ 91	1	US\$ 91
	Advanced Power Electronics Corp.		Long-term investment	1,123	US\$ 533		US\$ 533
	Capella Microsystems (Taiwan), Inc.		Long-term investment	530	US\$ 157	4	US\$ 157
	<u>Preferred stock</u> SiRF Technology Holdings, Inc.		Short-term investment	306	US\$ 1,333	1	US\$ 1,333
	Integrated Memory Logic, Inc.		Long-term investment	1,831	US\$ 1,221	12	US\$ 1,221
	Sensory, Inc.		Long-term investment	1,404	US\$ 125	5	US\$ 125
	Sonics, Inc.		Long-term investment	2,686	US\$ 3,530	4	US\$ 3,530

Edgar Filing: TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD - Form 6-K

NanoAmp Solutions, Inc.	Long-term investment	541	US\$	853	2	US\$
Monolithic Power Systems, Inc.	Long-term investment	2,521	US\$	2,000	11	US\$
Memsic, Inc.	Long-term investment	2,727	US\$	1,500	10	US\$
Reflectivity, Inc.	Long-term investment	1,064	US\$	741	3	US\$
Match Lab, Inc.	Long-term investment	1,875	US\$	150	9	US\$
Oridus, Inc. (CreOsys, Inc.)	Long-term investment	1,500	US\$	300	8	US\$
IP Unity	Long-term investment	1,008	US\$	494	2	US\$
Tropian, Inc.	Long-term investment	1,758	US\$	940	3	US\$

(Continued)

Table of Contents

				June 30, 2004			
Company Name	Marketable Securities Type and Name	Relationship with the Company	Financial Statement Account	Carrying Value			
				Shares/Units (In Thousand)	(US\$ in Thousand)	Percentage of Ownership	(US\$ in Thousand)
	<u>Common stock</u>						
	RichTek Technology Corp.		Short-term investment	290	US\$ 216		US\$
	eChannel Option Holding, Inc.		Long-term investment	358	US\$ 251		US\$
	eLCOS Microdisplay Technology, Ltd.		Long-term investment	270	US\$ 27		US\$
	Signia Technologies (Taiwan), Inc.		Long-term investment	351	US\$ 101	1	US\$
	Procoat Technology, Inc.		Long-term investment	4,165	US\$ 1,940	10	US\$
	RichTek Technology Corp.		Long-term investment	494	US\$ 367		US\$
	Programmable Microelectronics (Taiwan), Inc.		Long-term investment	177	US\$ 50		US\$
	Auden Technology MFG. Co., Ltd.		Long-term investment	953	US\$ 738	4	US\$
	GeoVision, Inc.		Long-term investment	287	US\$ 132	1	US\$
	EoNex Technologies, Inc.		Long-term investment	55	US\$ 3,048	6	US\$
	Conwise Technology Corporation, Ltd.		Long-term investment	2,800	US\$ 979	14	US\$
	EON Technology, Corp.		Long-term investment	3,276	US\$ 1,179	8	US\$
	Goya Technology, Corp.		Long-term investment	2,088	US\$ 545	8	US\$
	Trendchip Technologies Corp.		Long-term investment	2,000	US\$ 861	5	US\$
	Ralink Technology (Taiwan), Inc.		Long-term investment	1,833	US\$ 791	4	US\$
	Silicon Data, Inc.		Long-term investment	2,000	US\$ 204	5	US\$
	Capella Microsystems (Taiwan), Inc.		Long-term investment	419	US\$ 122	3	US\$
	<u>Preferred stock</u>						
	SiRF Technology Holding, Inc.		Short-term investment	20	US\$ 131		US\$
	Memsic, Inc.		Long-term investment	2,289	US\$ 1,560	8	US\$
	OEpic, Inc.		Long-term investment	4,997	US\$ 1,317	8	US\$
	NanoAmp Solutions, Inc.		Long-term investment	375	US\$ 1,500	2	US\$
	Advanced Analogic Technology, Inc.		Long-term investment	948	US\$ 1,261	2	US\$
	Monolithic Power Systems, Inc.		Long-term investment	804	US\$ 1,946	4	US\$
	Sonics, Inc.		Long-term investment	3,082	US\$ 3,082	5	US\$
	Newport Opticom, Inc.		Long-term investment	1,157	US\$ 241	9	US\$
	Reflectivity, Inc.		Long-term investment	4,255	US\$ 2,205	8	US\$
	Tropian, Inc.		Long-term investment	1,464	US\$ 783	2	US\$
	Match Lab, Inc.		Long-term investment	313	US\$ 25	2	US\$
	Kilopass Technology, Inc.		Long-term investment	3,887	US\$ 2,000	19	US\$
	eLCOS Microdisplay Technology, Ltd.		Long-term investment	2,667	US\$ 3,500	15	US\$
	FangTek, Inc.		Long-term investment	6,806	US\$ 3,250	34	US\$
	Alchip Technologies, Ltd.		Long-term investment	2,125	US\$ 1,700	23	US\$

liance

Common stock

Global Investment Holding, Inc.
RichWave Technology Corp.

Long-term investment	10,000		100,000	6	10
Long-term investment	2,600	US\$	867	13	US\$

Preferred stock

Quake Technologies, Inc.
Pixim, Inc.
Newport Opticom, Inc.
NetLogic Microsystems, Inc.
Ikanos Communication, Inc.

Long-term investment	601	US\$	450	1	US\$
Long-term investment	1,721	US\$	2,382	3	US\$
Long-term investment	962	US\$	250	6	US\$
Long-term investment	602	US\$	1,850	1	US\$
Long-term investment	7,446	US\$	3,125	3	US\$

(Continued)

Table of Contents

							June 30, 2004
Company Name	Marketable Securities Type and Name	Relationship with the Company	Financial Statement Account	Shares/Units (In Thousand)	Carrying Value (US\$ in Thousand)	Percentage of Ownership	Market Value Net Asset (US\$ in Thousand)
	Quicksilver Technology, Inc.		Long-term investment	1,049	US\$2,011	4	US\$
	Mosaic Systems, Inc.		Long-term investment	2,481	US\$ 12	6	US\$
	Zenesis Technologies, Inc.		Long-term investment	861	US\$ 500	4	US\$
	Reflectivity, Inc.		Long-term investment	4,848	US\$2,479	6	US\$
	Iridigm Display, Co.		Long-term investment	254	US\$ 500	1	US\$
	Miriadia, Inc. (formerly XHP Microsystems, Inc.)		Long-term investment	3,040	US\$1,000	7	US\$
	Axiom Microdevices, Inc.		Long-term investment	1,000	US\$1,000	5	US\$
	Optichron, Inc.		Long-term investment	714	US\$1,000	6	US\$
	Audience, Inc.		Long-term investment	1,654	US\$ 250	2	US\$
	Next IO, Inc.		Long-term investment	800	US\$ 500	3	US\$
	NuCORE Technology Inc.		Long-term investment	1,821	US\$1,000	2	US\$
	Centrality Communications, Inc.		Long-term investment	809	US\$1,000	2	US\$
	Layer N Networks, Inc.		Long-term investment	1,905	US\$1,000	2	US\$
	<u>Preferred stock</u>						
	Powerprecise Solutions, Inc.		Long-term investment	258	US\$ 250	3	US\$
	Iridigm Display, Co.		Long-term investment	163	US\$ 325		US\$
							&nbior subordinated debt security indenture itself for a full description of its terms. The junior subordinated debt security indenture is filed as an exhibit to the registration statement that includes this prospectus. See "Where

You Can Find More Information" for information on how to obtain a copy of the junior subordinated debt security indenture.

General Terms of the Corresponding Junior Subordinated Debt Securities

At the same time a trust issues preferred securities, the trust will invest the proceeds from the sale and the consideration paid by us for the common securities in a series of corresponding junior subordinated debt securities issued by us to the trust. Each series of corresponding junior subordinated debt securities will be in the principal amount equal to the aggregate stated liquidation amount of the related preferred securities plus our investment in the common securities and, unless we state otherwise in the applicable prospectus supplement, will rank equally with all other series of corresponding junior subordinated debt securities. The corresponding junior subordinated debt securities will be unsecured and subordinate and junior in right of payment to the extent and in the manner set forth in the junior subordinated debt security indenture to all our senior indebtedness. See "Description of Junior Subordinated Debt Securities Subordination" and the prospectus supplement relating to any offering of related preferred securities.

Optional Redemption

Unless we state otherwise in the applicable prospectus supplement, we may, at our option, redeem the corresponding junior subordinated debt securities on any interest payment date, in whole or in part. Unless we state otherwise in the applicable prospectus supplement, the redemption price for any corresponding junior subordinated debt securities will be equal to any accrued and unpaid interest to the date fixed for redemption, plus the greater of:

the principal amount of the debentures, and

an amount equal to:

for junior subordinated debt securities bearing interest at a fixed rate, the discounted remaining fixed amount payments. See "Description of Junior Subordinated Debt Securities Redemption."

for junior subordinated debt securities bearing interest determined by reference to a floating rate, the discounted swap equivalent payments. See "Description of Junior Subordinated Debt Securities Redemption."

If a tax event or an investment company event exists, we may, at our option, redeem the corresponding junior subordinated debt securities on any interest payment date falling within 90 days of the occurrence of the tax event or investment company event, in whole but not in part, subject to the

Table of Contents

provisions of the junior subordinated debt security indenture. The redemption price for any corresponding junior subordinated debt securities will be equal to 100% of the principal amount of the corresponding junior subordinated debt securities then outstanding plus accrued and unpaid interest to the date fixed for redemption. See "Description of Junior Subordinated Debt Securities Redemption."

For so long as the applicable trust is the holder of all the outstanding series of corresponding junior subordinated debt securities, the trust will use the proceeds of any redemption to redeem the corresponding preferred securities. We may not redeem a series of corresponding junior subordinated debt securities in part unless all accrued and unpaid interest has been paid in full on all outstanding corresponding junior subordinated debt securities of the series for all interest periods terminating on or prior to the redemption date.

Covenants of Principal Financial Group, Inc.

We will covenant in the junior subordinated debt security indenture for each series of corresponding junior subordinated debt securities that we will pay additional sums to the trust, if:

the trust that has issued the corresponding series of preferred securities and common securities is the holder of all of the corresponding junior subordinated debt securities,

a tax event exists, and

we have not redeemed the corresponding junior subordinated debt securities or terminated the trust.

We will also covenant, for each series of corresponding junior subordinated debt securities, that we and our subsidiaries will not:

declare or pay any dividends or distributions on, or redeem, purchase, acquire, or make a liquidation payment on any of our capital stock, or

make any payment of principal of, interest or premium, if any, on or repay or repurchase or redeem any debt securities, including other corresponding junior subordinated debt securities, that rank equally with or junior in interest to the corresponding junior subordinated debt securities or make any related guarantee payments,

other than:

dividends or distributions in our common stock,

redemptions or purchases of any rights pursuant to our rights plan, or any successor to our rights plan, and the declaration of a dividend of these rights in the future, and

payments under any guarantee of preferred securities,

if at that time:

there has occurred any event of which we have actual knowledge that with the giving of notice or the lapse of time, or both, would constitute an "event of default" under the junior subordinated debt security indenture for that series of corresponding junior subordinated debt securities which we have not taken reasonable steps to cure,

Table of Contents

we are in default on our payment of any obligations under the related guarantee, or

we have given notice of our selection of an extension period as provided in the junior subordinated debt security indenture for that series of corresponding junior subordinated debt securities and have not rescinded that notice, or the extension period, or any extension, is continuing.

We will also covenant, for each series of corresponding junior subordinated debt securities:

to maintain, by ourselves or our permitted successors, directly or indirectly, 100% ownership of the common securities of the trust to which corresponding junior subordinated debt securities have been issued,

not to voluntarily terminate, wind-up or liquidate any trust, except in connection with a distribution of corresponding junior subordinated debt securities to you in liquidation of the trust, or in connection with mergers, consolidations or amalgamations permitted by the related trust agreement, and

to use our reasonable efforts, consistent with the terms and provisions of the related trust agreement, to cause the trust to remain a statutory trust and not to be classified as an association taxable as a corporation for United States federal income tax purposes.

**RELATIONSHIP AMONG THE PREFERRED SECURITIES, THE CORRESPONDING
JUNIOR SUBORDINATED DEBT SECURITIES AND THE GUARANTEES BY
PRINCIPAL FINANCIAL GROUP, INC. OF THE TRUST PREFERRED SECURITIES**

As long as payments of interest and other payments are made when due on each series of corresponding junior subordinated debt securities, these payments will be sufficient to cover distributions and other payments due on the related preferred securities, primarily because:

the aggregate principal amount of each series of corresponding junior subordinated debt securities will be equal to the sum of the aggregate stated liquidation amount of the corresponding preferred securities and corresponding common securities,

the interest rate and interest and other payment dates on each series of corresponding junior subordinated debt securities will match the distribution rate and distribution and other payment dates for the corresponding preferred securities,

we will pay for all and any costs, expenses and liabilities of the trust except the obligations of the trust to holders of its preferred securities under the preferred securities, and

each trust agreement further provides that the trust will not engage in any activity that is not consistent with the limited purposes of the trust.

We will irrevocably guarantee payments of distributions and other amounts due on the preferred securities, to the extent the trust has funds available for the payment of such distributions, to the extent set forth under "Description of Guarantee by Principal Financial Group, Inc. of the Trust Preferred Securities."

Taken together, our obligations under each series of junior subordinated debt securities, the junior subordinated debt security indenture, the related trust agreement, the related expense agreement and the related guarantee provide a full, irrevocable and unconditional guarantee of payments of distributions and other amounts due on the related series of preferred securities. No single document standing alone or operating in conjunction with fewer than all of the other documents constitutes the guarantee. It is only the combined operation of these documents that has the effect of providing a full, irrevocable and unconditional guarantee of the obligations of the trust under the preferred securities. If

Table of Contents

and to the extent that we do not make payments on any series of corresponding junior subordinated debt securities, the trust will not pay distributions or other amounts due on its preferred securities.

Notwithstanding anything to the contrary in the junior subordinated debt security indenture, we have the right to set-off any payment we are otherwise required to make under the junior subordinated debt security indenture with and to the extent we have made or are making a payment under the related guarantee.

You may institute a legal proceeding directly against us to enforce your rights under the related guarantee without first instituting a legal proceeding against the guarantee trustee, the related trust or any other person or entity.

The preferred securities of each trust evidence your rights to the benefits of the trust. Each trust exists for the sole purpose of issuing its preferred securities and common securities, investing the proceeds from the sale of such securities in corresponding junior subordinated debt securities and related purposes.

A principal difference between your rights as a holder of a preferred security and the rights of a holder of a corresponding junior subordinated debt security is that a holder of a corresponding junior subordinated debt security will accrue, and, subject to the permissible extension of the interest period, is entitled to receive, interest on the principal amount of corresponding junior subordinated debt securities held, while you are only entitled to receive distributions if and to the extent the trust has funds available for the payment of those distributions.

Upon any voluntary or involuntary termination, winding-up or liquidation of any trust involving the liquidation of the corresponding junior subordinated debt securities, you will be entitled to receive, out of assets held by the trust, the liquidation distribution in cash. See "Description of Preferred Securities Liquidation Distribution Upon Termination."

Upon any voluntary or involuntary liquidation or bankruptcy of Principal Financial Group, Inc., the property trustee, as holder of the corresponding junior subordinated debt securities, would be a subordinated creditor. In this case, the property trustee would be subordinated in right of payment to all senior debt, but entitled to receive payment in full of principal and interest, before any of our stockholders receive payments or distributions. Since we are the guarantor under each guarantee and have agreed to pay for all costs, expenses and liabilities of each trust, your position as a holder of the preferred securities and the position of a holder of the corresponding junior subordinated debt securities relative to other creditors and to our stockholders in the event of liquidation or bankruptcy of our company would be substantially the same.

A default or event of default under any senior debt would not constitute a default or event of default under the junior subordinated debt security indenture. However, in the event of payment defaults under, or acceleration of, senior debt, the subordination provisions of the junior subordinated debt security indenture provide that we may not make payments on the corresponding junior subordinated debt securities until the senior debt has been paid in full or any payment default under the senior debt has been cured or waived. Our failure to make required payments on any series of corresponding junior subordinated debt securities would constitute an event of default under the junior subordinated debt security indenture.

Table of Contents

PLAN OF DISTRIBUTION

We may sell securities from time to time in one or more transactions separately or as units with other securities, and the trusts may sell from time to time the trust preferred securities. We or the trusts may sell the securities of or within any series to or through agents, underwriters, dealers, remarketing firms or other third parties or directly to one or more purchasers or through a combination of any of these methods. We or the trusts may issue securities as a dividend or distribution. In some cases, we or the trusts or dealers acting with us or the trusts or on behalf of us or the trusts may also purchase securities and reoffer them to the public. We or the trusts may also offer and sell, or agree to deliver, securities pursuant to, or in connection with, any option agreement or other contractual arrangement.

Agents whom we or the trusts designate may solicit offers to purchase the securities.

We or the trusts will name any agent involved in offering or selling securities, and disclose any commissions that we or the trusts will pay to the agent, in the applicable prospectus supplement.

Unless we or the trusts indicate otherwise in the applicable prospectus supplement, agents will act on a best efforts basis for the period of their appointment.

Agents may be deemed to be underwriters under the Securities Act of 1933, as amended, of any of the securities that they offer or sell.

We or the trusts may use an underwriter or underwriters in the offer or sale of the securities.

If we or the trusts use an underwriter or underwriters, we or the trusts will execute an underwriting agreement with the underwriter or underwriters at the time that we or the trusts reach an agreement for the sale of the securities.

We or the trusts will include the names of the specific managing underwriter or underwriters, as well as the names of any other underwriters, and the terms of the transactions, including the compensation the underwriters and dealers will receive, in the applicable prospectus supplement.

The underwriters will use the applicable prospectus supplement to sell the securities.

We or the trusts may use a dealer to sell the securities.

If we or the trusts use a dealer, we or the trusts, as principal, will sell the securities to the dealer.

The dealer will then sell the securities to the public at varying prices that the dealer will determine at the time it sells the securities.

We or the trusts will include the name of the dealer and the terms of the transactions with the dealer in the applicable prospectus supplement.

We or the trusts may solicit directly offers to purchase the securities, and we or the trusts may directly sell the securities to institutional or other investors. We or the trusts will describe the terms of direct sales in the applicable prospectus supplement.

Edgar Filing: TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD - Form 6-K

We or the trusts may engage in at the market offerings into an existing trading market in accordance with Rule 415(a)(4) of the Securities Act of 1933, as amended.

We or the trusts may also offer and sell securities, if so indicated in the applicable prospectus supplement, in connection with a remarketing upon their purchase, in accordance with a redemption or repayment pursuant to their terms, or otherwise, by one or more firms referred to as remarketing firms, acting as principals for their own accounts or as our or the trusts' agents. Any remarketing firm will be identified and the terms of its agreement, if any, with us or the trusts, and its compensation will be described in the applicable prospectus supplement. Remarketing firms may be deemed to be

Table of Contents

underwriters under the Securities Act of 1933, as amended, in connection with the securities they remarket.

We or the trusts may indemnify agents, underwriters, dealers and remarketing firms against certain liabilities, including liabilities under the Securities Act of 1933, as amended. Agents, underwriters, dealers and remarketing firms, or their affiliates, may be customers of, engage in transactions with or perform services for us or the trusts, in the ordinary course of business.

We or the trusts may authorize agents and underwriters to solicit offers by certain institutions to purchase the securities at the public offering price under delayed delivery contracts.

If we or the trusts use delayed delivery contracts, we or the trusts will disclose that we or the trusts are using them in the prospectus supplement and will tell you when we or the trusts will demand payment and delivery of the securities under the delayed delivery contracts.

These delayed delivery contracts will be subject only to the conditions that we or the trusts describe in the prospectus supplement.

We or the trusts will describe in the applicable prospectus supplement the commission that underwriters and agents soliciting purchases of the securities under delayed contracts will be entitled to receive.

Until the distribution of the securities is completed, rules of the SEC may limit the ability of underwriters and other participants in the offering to bid for and purchase the securities. As an exception to these rules, the underwriters in certain circumstances are permitted to engage in certain transactions that stabilize the price of the securities. Such transactions consist of bids or purchases for the purpose of pegging, fixing or maintaining the price of the securities. If the underwriters create a short position in the securities in connection with the offering, i.e., if they sell more securities than are set forth on the cover page of the applicable prospectus supplement, the underwriters may reduce that short position by purchasing securities in the open market. The underwriters also may impose a penalty bid on certain underwriters. This means that if the underwriters purchase the securities in the open market to reduce the underwriters' short position or to stabilize the price of the securities, they may reclaim the amount of the selling concession from the underwriters who sold those securities as part of the offering. In general, purchases of a security for the purpose of stabilization or to reduce a short position could cause the price of the security to be higher than it might be in the absence of such purchases. The imposition of a penalty bid might also have an effect on the price of a security to the extent that it were to discourage resales of the security.

We or the trusts may enter into derivative or other hedging transactions involving the securities with third parties, or sell securities not covered by the prospectus to third parties in privately-negotiated transactions. If we or the trusts so indicate in the applicable prospectus supplement, in connection with those derivative transactions, the third parties may sell securities covered by this prospectus and the applicable prospectus supplement, including in short sale transactions, or may lend securities in order to facilitate short sale transactions by others. If so, the third party may use securities pledged by us or the trusts or borrowed from us or the trusts or others to settle those sales or to close out any related open borrowings of securities, and may use securities received from us or the trusts in settlement of those derivative or hedging transactions to close out any related open borrowings of securities. The third party in such sale transactions will be an underwriter and will be identified in the applicable prospectus supplement (or a post-effective amendment to the registration statement of which this prospectus is a part).

We or the trusts may effect sales of securities in connection with forward sale, option or other types of agreements with third parties. Any distribution of securities pursuant to any forward sale agreement may be effected from time to time in one or more transactions that may take place through a stock exchange, including block trades or ordinary broker's transactions, or through broker-dealers

Table of Contents

acting either as principal or agent, or through privately-negotiated transactions, or through an underwritten public offering, or through a combination of any such methods of sale, at market prices prevailing at the time of sale, at prices relating to such prevailing market prices or at negotiated or fixed prices.

We or the trusts may loan or pledge securities to third parties that in turn may sell the securities using this prospectus and the applicable prospectus supplement or, if we or the trusts default in the case of a pledge, may offer and sell the securities from time to time using this prospectus and the applicable prospectus supplement. Such third parties may transfer their short positions to investors in the securities or in connection with a concurrent offering of other securities offered by this prospectus and the applicable prospectus supplement or otherwise.

In compliance with the guidelines of the Financial Industry Regulatory Authority ("FINRA"), the aggregate maximum discount, commission, agency fees, or other items constituting underwriting compensation to be received by any FINRA member or independent broker-dealer will not exceed 8% of any offering pursuant to this prospectus and any applicable prospectus supplement; however, we anticipate that the maximum commission or discount to be received in any particular offering of securities will be significantly less than this amount.

If 5% or more of the net proceeds of any offering of securities made under this prospectus will be received by a FINRA member participating in the offering or affiliates or associated persons of such FINRA member, the offering will be conducted in accordance with FINRA Rule 5121 (or any successor rule).

Any underwriters, agents, dealers or remarketing firms will be identified and their compensation described in a prospectus supplement.

Table of Contents

VALIDITY OF SECURITIES

Unless we state otherwise in the applicable prospectus supplement the validity of any securities offered by this prospectus will be passed upon for us by Debevoise & Plimpton LLP, New York, New York, and the validity of any trust preferred securities offered by this prospectus will be passed upon for the trusts and us by Richards, Layton & Finger, P.A., special Delaware counsel to the trusts.

EXPERTS

The consolidated financial statements of Principal Financial Group, Inc. appearing in the Principal Financial Group, Inc.'s Annual Report (Form 10-K) for the year ended December 31, 2013 (including schedules appearing therein), and the effectiveness of Principal Financial Group, Inc.'s internal control over financial reporting as of December 31, 2013, have been audited by Ernst & Young LLP, an independent registered public accounting firm, as set forth in their reports thereon and incorporated herein by reference. Such consolidated financial statements and Principal Financial Group, Inc. management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2013, are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission under the Securities Exchange Act of 1934. This information may be read and copied at the Public Reference Room of the Securities and Exchange Commission at 100 F Street, N.E., Washington, D.C. 20549. Please call the Securities and Exchange Commission at 1-800-SEC-0330 for further information on the operation of these public reference facilities. The Securities and Exchange Commission maintains an Internet site, <http://www.sec.gov>, which contains reports, proxy and information statements and other information regarding issuers that are subject to the Securities and Exchange Commission's reporting requirements.

This prospectus is part of a registration statement that we and the trusts have filed with the Securities and Exchange Commission relating to the securities to be offered. This prospectus does not contain all of the information we and the trusts have included in the registration statement and the accompanying exhibits and schedules in accordance with the rules and regulations of the Securities and Exchange Commission, and we and the trusts refer you to the omitted information. The statements this prospectus makes pertaining to the content of any contract, agreement or other document that is an exhibit to the registration statement necessarily are summaries of their material provisions and does not describe all exceptions and qualifications contained in those contracts, agreements or documents. You should read those contracts, agreements or documents for information that may be important to you. The registration statement, exhibits and schedules are available at the Securities and Exchange Commission's Public Reference Room or through its Internet site.

Our common stock is listed on the New York Stock Exchange, Inc. You can also inspect reports and other information concerning us at the office of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005.

Table of Contents

INCORPORATION BY REFERENCE

The rules of the Securities and Exchange Commission allow us to incorporate by reference information into this prospectus. The information incorporated by reference is considered to be a part of this prospectus, and information that we file later with the Securities and Exchange Commission will automatically update and supersede this information. This prospectus incorporates by reference the documents listed below:

our Annual Report on Form 10-K for the year ended December 31, 2013,

our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014,

description of our common stock and the rights associated with our common stock contained in our registration statements on Form 8-A, dated October 10, 2001,

our Proxy Statement dated April 7, 2014, as amended, and

all documents filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this prospectus.

You can obtain any filing incorporated by reference into this prospectus through us or from the Securities and Exchange Commission through the Securities and Exchange Commission's Internet site or at the address listed above. We will provide without charge to each person, including any beneficial owner, to whom a copy of this prospectus is delivered, upon written or oral request of such person, a copy of any or all of the documents referred to above which have been or may be incorporated by reference in this prospectus. You should direct requests for those documents to Office of the Corporate Secretary, Principal Financial Group, Inc., 711 High Street, Des Moines, Iowa 50392 (Telephone: (515) 247-5111).

Table of Contents

\$

PRINCIPAL FINANCIAL GROUP, INC.

% Senior Notes due 2025

Fully and Unconditionally Guaranteed by

PRINCIPAL FINANCIAL SERVICES, INC.

PROSPECTUS SUPPLEMENT

, 2015

Joint Book-Running Managers

BofA Merrill Lynch

Citigroup

US Bancorp

Credit Suisse

RBC Capital Markets

UBS Investment Bank
