

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>FUJIFILM NORTH AMERICA CORPORATION 401(K) AND PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/15/2002</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/15/2002</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>07/15/2002</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>FUJIFILM NORTH AMERICA CORPORATION</u> <u>1101 W. CAMBRIDGE DRIVE</u> <u>KANSAS CITY, KS 66103</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>13-2550352</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>913-573-3554</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>323100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>13-2550352</u>	2c Sponsor's telephone number <u>913-573-3554</u>	2d Business code (see instructions) <u>323100</u>	
2b Employer Identification Number (EIN) <u>13-2550352</u>					
2c Sponsor's telephone number <u>913-573-3554</u>					
2d Business code (see instructions) <u>323100</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2011	STEPHANIE WALKER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2011	MERLE ARTHUR
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") FUJIFILM NORTH AMERICA CORPORATION 1101 W. CAMBRIDGE DRIVE KANSAS CITY, KS 66103	3b Administrator's EIN 13-2550352 3c Administrator's telephone number 913-573-3554
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name FUJIFILM SERICOL U.S.A., INC.	4b EIN 48-1054248 4c PN 001	
5 Total number of participants at the beginning of the plan year	5	216
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	153
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	52
d Subtotal. Add lines 6a , 6b , and 6c	6d	205
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	205
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	190
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	6
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 2J 2K 2S 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan FUJIFILM NORTH AMERICA CORPORATION 401(K) AND PENSION PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 FUJIFILM NORTH AMERICA CORPORATION	D Employer Identification Number (EIN) 13-2550352	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.
04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	3631	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ABF SM CAP VAL INV - BOSTON FINANCI	0.40%	
04-2526037		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AF GRTH FUND AMER R4 - AMERICAN FUN	0.35%	
95-2566717		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ALLNZ NFJ DIV VAL I - BOSTON FINANC	0.10%	
04-2526037		

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BARON GROWTH - DST SYSTEMS, INC. 43-1581814	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVS DEVELOP MKTS A - INVESCO TRIMA P.O. BOX 4739 HOUSTON, TX 77210	0.50%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OAKMARK SELECT I - BOSTON FINANCIAL 04-2526037	0.35%	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINAN 04-2526037	0.25%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III	Termination Information on Accountants and Enrolled Actuaries (see instructions) (complete as many entries as needed)
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a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan FUJIFILM NORTH AMERICA CORPORATION 401(K) AND PENSION PLAN	B Three-digit plan number (PN)	001
C Plan sponsor's name as shown on line 2a of Form 5500 FUJIFILM NORTH AMERICA CORPORATION	D Employer Identification Number (EIN) 13-2550352	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	199020	191236
(2) Participant contributions	1b(2)	4735	19609
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	635585	581631
(9) Value of interest in common/collective trusts.....	1c(9)	2797993	3013402
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	13578684	13343700
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	17216017	17149578

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	17216017	17149578
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	947364	
(B) Participants	2a(1)(B)	687165	
(C) Others (including rollovers)	2a(1)(C)	1156	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1635685
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	56289	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		56289
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	360947	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		360947
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		113017
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		1304183
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3470121

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2296996	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2296996
f Corrective distributions (see instructions)	2f		7636
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	3831	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3831
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2308463

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1161658
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		1228097

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PICKETT, CHANEY & MCMULLEN LLP

(2) EIN: 48-1246310

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
FUJIFILM LONG TERM SAVINGS PLAN	33-0477011	001

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>FUJIFILM NORTH AMERICA CORPORATION 401(K) AND PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FUJIFILM NORTH AMERICA CORPORATION</u>	D Employer Identification Number (EIN) <u>13-2550352</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

FUJIFILM NORTH AMERICA CORPORATION
401(k) AND PENSION PLAN
(FORMERLY FUJIFILM SERICOL U.S.A., INC. 401(k) AND PENSION PLAN)

FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT
DECEMBER 31, 2010 AND 2009

FUJIFILM NORTH AMERICA CORPORATION
401(k) AND PENSION PLAN
(FORMERLY FUJIFILM SERICOL U.S.A., INC. 401(k) AND PENSION PLAN)

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Note - Certain supplemental schedules required by the rules and regulations of the Department of Labor are omitted because of the absence of the conditions under which they are required.



INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of FUJIFILM North America Corporation
401(k) and Pension Plan (formerly FUJIFILM Sericol U.S.A, Inc. 401(k) and Pension Plan)
Kansas City, Kansas

We were engaged to audit the financial statements and supplemental schedule of the FUJIFILM North America Corporation 401(k) and Pension Plan (formerly FUJIFILM Sericol U.S.A, Inc. 401(k) and Pension Plan) (the "Plan") as of December 31, 2010 and 2009, and for the year ended December 31, 2010, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (the "DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2010 and 2009, and for the year ended December 31, 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and do not express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America, and in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Pickett, Chaney & McMullen LLP

October 10, 2011

FUJIFILM NORTH AMERICA CORPORATION
401(k) AND PENSION PLAN
(FORMERLY FUJIFILM SERICOL U.S.A., INC. 401(k) AND PENSION PLAN)

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS		
Investments, at fair value:		
Mutual funds	\$ 13,343,700	\$ 13,578,684
Common collective trust fund	<u>3,013,402</u>	<u>2,797,993</u>
Total investments	16,357,102	16,376,677
Receivables:		
Notes receivable from participants	581,631	635,585
Participants' contribution	19,609	4,735
Employer contribution	<u>191,236</u>	<u>199,020</u>
Total receivables	<u>792,476</u>	<u>839,340</u>
Total assets	17,149,578	17,216,017
LIABILITIES		
Excess refundable contributions	<u>15,591</u>	<u>2,985</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	17,133,987	17,213,032
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(24,501)</u>	<u>52,029</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 17,109,486</u>	<u>\$ 17,265,061</u>

See notes to financial statements.

FUJIFILM NORTH AMERICA CORPORATION
401(k) AND PENSION PLAN
(FORMERLY FUJIFILM SERICOL U.S.A., INC. 401(k) AND PENSION PLAN)

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2010

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Income:

Interest and dividends	\$ 360,947
Interest on notes receivable from participants	56,289
Net appreciation in fair value of investments	<u>1,340,670</u>
Total income	1,757,906

Contributions:

Participants'	687,165
Employer	947,364
Rollover	<u>1,156</u>
Total contributions	<u>1,635,685</u>
Total additions	3,393,591

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	2,317,238
Administrative expenses	<u>3,831</u>
Total deductions	<u>2,321,069</u>

NET INCREASE 1,072,522

TRANSFER TO FUJIFILM LONG TERM SAVINGS PLAN (1,228,097)

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>17,265,061</u>
End of year	<u>\$ 17,109,486</u>

See notes to financial statements.

FUJIFILM NORTH AMERICA CORPORATION
401(k) AND PENSION PLAN
(FORMERLY FUJIFILM SERICOL U.S.A., INC. 401(k) AND PENSION PLAN)

NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2010 AND 2009

1. DESCRIPTION OF THE PLAN

The following brief description of the FUJIFILM North America Corporation 401(k) and Pension Plan (formerly FUJIFILM Sericol U.S.A, Inc. 401(k) and Pension Plan) (the "Plan") provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General – The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") for all eligible employees of FUJIFILM Sericol U.S.A., Inc. (the "Company"). The Plan was restated December 1, 2009.

The Company is the Plan sponsor and administrator. Fidelity Management Trust Company is the Plan's trustee, custodian, and recordkeeper.

Plan Transfer – During 2010, certain employees of FUJIFILM Sericol U.S.A., Inc. transferred to its parent corporation, FUJIFILM Holdings America Corporation. As a result, the assets of these employees were transferred from the Plan to the FUJIFILM Long Term Savings Plan.

Eligibility – An individual is eligible to participate in the Plan on the first day of the month after completing one month of service. Leased employees, union employees and nonresident aliens are not eligible for the Plan. Effective June 1, 2010, the plan was amended to exclude individuals who are not considered to be employed by the Company's Sericol business unit.

Contributions – Participants may contribute up to 60% of their annual compensation, as defined in the Plan, subject to certain Internal Revenue Code ("IRC") limitations. In addition, participants over age 50 are permitted to make catch-up contributions, as defined in the Plan. Additionally, once a participant has met the eligibility requirements, automatic deferrals equal to 3% of compensation will be made to the Plan, unless the participant revokes such election, or elects a different percentage.

The Company makes a matching contribution equal to 50% of the participant's elective contributions not to exceed 6% of the participant's annual compensation, as defined by the Plan. To be eligible for the Company matching contribution, a participant must complete one year of service.

In addition, the Plan provides that the Company may, but shall not be obligated to, contribute a nonelective contribution each Plan quarter on behalf of each eligible employee a contribution amount determined under the DC Point-Graded Formula, as defined in the Plan document. To be eligible for the contribution, an employee must complete one year of service, have at least 250 hours of service in the Plan quarter and be employed on the last day of the Plan quarter. During 2010, the Company contributed \$705,696 in nonelective contributions, of which \$182,688 is a receivable at December 31, 2010.

Participant Accounts – Each participant's account is credited with the participant's voluntary contribution, the Company's contributions, Plan earnings and losses, and is charged with the participant's withdrawals and distributions, and an allocation of Plan expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Investment Options – The Plan offers a variety of mutual funds and a common collective trust fund (“CCT”) as investment options.

Vesting – Participants’ contributions and the Company matching contributions are fully vested at all times. Effective January 1, 2007, the Company nonelective contributions vest in 20% increments, with 20% vested after the first year, 40% vested after the second year, and increasing in 20% increments. After 5 years of service, the Company nonelective contributions will be fully vested.

Forfeitures – Forfeitures occur upon termination of employment by a participant who is not fully vested in the Plan. Forfeiture amounts are used to reduce future employer contributions. At December 31, 2010, there is approximately \$1,200 in forfeitures available to reduce future employer contributions.

Payment of Benefits – Upon termination of service, a participant may elect to receive either a lump-sum amount equal to his or her account, or monthly, quarterly, or annual installments over a fixed, reasonable period of time, as defined by the Plan document. If the account balance does not exceed \$5,000, a lump-sum payment is the only form of disbursement available. For mandatory distributions greater than \$1,000 but not exceeding \$5,000, the account balance will be rolled over into an individual retirement account, unless otherwise directed by the participant.

Notes Receivable from Participants – Participants are permitted to borrow against their individual account balances a minimum of \$1,000 up to a maximum of \$50,000 or 50% of the participant’s vested account balance reduced by the highest outstanding loan balance in the previous 12 months. Loan withdrawals are limited to the participant’s elective deferrals, rollover amounts and Company matching contributions. All loans (except for those made for purchase of a primary residence) must be repaid within five years. Interest rates are established by the Plan Sponsor at the prevailing rate of local financial institutions. A participant’s loan shall immediately become due and payable upon failure to make a principal and/or interest payment, as provided in the loan agreement. The loans are secured by the balance in the participant’s account. The participant will be charged a \$70 loan origination fee at the time the loan is taken and assessed an annual fee of \$25 for each outstanding loan.

In-Service Withdrawals – As described below, certain participants may make withdrawals prior to termination of employment. Hardship withdrawals are available to Plan participants, as defined by the Plan and permitted by the IRC. Hardship withdrawals are limited to the participant’s account balance that is 100% vested. Upon making such a withdrawal, the participant is suspended from making deferrals for six months.

Participants may withdraw all or a portion of their vested matching contributions that have been in the participants’ account for at least 24 months.

Participants who have obtained the age of 59 ½ are allowed to receive a distribution of all or any portion of their vested account balances in a single sum payment.

Administrative Expenses – The Company pays the administrative expenses of the Plan. Asset management fees for non-Fidelity funds are deducted directly from the participants’ accounts. Participants are charged fees for withdrawals from the Plan. During 2010, fees of approximately \$3,800 were paid by the Plan.

Termination of the Plan – Although the Company has not expressed any intent to do so, it has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in the Plan and under ERISA. In the event that the Plan is terminated, all remaining Plan assets shall be allocated to the participants as described in the full text of the Plan document.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Contributions – Employer and employee contributions are reported in the year services are rendered to the Company by the Plan participants.

Investment Valuation and Income Recognition – The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Purchases and sales are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

The Managed Income Portfolio is a stable value fund that is a CCT of the Fidelity Management Trust Company for employee benefit plans. The fund invests in a diversified portfolio of fixed-income securities or bond funds and enters into "wrapper" contracts issued by a third-party. Participants may ordinarily direct the withdrawals or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Notes Receivable from Participants – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. No allowance for doubtful accounts is considered necessary.

Payment of Benefits – Benefit payments are reported in the year paid.

Date of Management's Review – Subsequent events have been evaluated through October 10, 2011, which is the date the financial statements were available to be issued, and there were no material events requiring recognition or disclosure, except as disclosed in Note 9.

New Accounting Pronouncements – In January 2010, the Financial Accounting Standards Board (“FASB”) issued guidance which expanded the required disclosures about fair value measurements. This guidance requires purchases, sales, issuances and settlements to be presented separately in the reconciliation for Level 3 fair value measurements. This guidance is effective for annual reporting periods beginning after December 15, 2010. The Company is currently evaluating the impact that this guidance will have on the Plan’s financial statement disclosures.

In September 2010, the FASB issued guidance which clarified how loans to participants should be classified and measured by defined contribution pension benefit plans. Previously participant loans were classified as investments. The new guidance requires that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. The 2009 participant loan balances have been reclassified from investments to notes receivable from participants to conform to the new presentation. Notes receivable from participants will be reported as investments on the Form 5500, and as such, are included as an investment in the supplemental schedule-*Schedule of Assets (Held at End of Year)*.

3. FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 – Inputs consist of unadjusted quoted prices for identical assets in active markets that the plan has the ability to access.

Level 2 – Inputs consist of 1) quoted prices for similar assets in active markets, 2) quoted prices for identical or similar assets in inactive markets, 3) inputs other than quoted prices that are observable, and 4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset has a specified (contractual) term, the level 2 input must be observable for substantially the full term.

Level 3 – Inputs consist of unobservable inputs where there is little or no market activity, and the reporting entity makes estimates and assumptions related to the pricing of the asset including assumptions regarding risk.

The assets fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009:

Mutual Funds – Valued at the net asset value (NAV) of shares held by the plan at year end based on published quoted prices.

Common Collective Trust Fund – Valued at the trust NAV per unit based on fair value of the underlying investments, adjusted for trustee fees accrued daily, if applicable. The CCT is valued daily, and there are no restrictions on redemptions and no unfunded commitments.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The Plan's investments are reported at fair value as follows at December 31, 2010 and 2009:

		Fair Value Measurements Using:		
	Fair Value	Level 1	Level 2	Level 3
December 31, 2010:				
Mutual funds:				
Fixed income funds	\$ 1,880,230	\$ 1,880,230		
Target/allocation funds	4,177,582	4,177,582		
Value funds	703,865	703,865		
Blended funds	1,919,283	1,919,283		
Growth funds	2,775,624	2,775,624		
Global funds	1,887,116	1,887,116		
Common collective trust fund	3,013,402		\$ 3,013,402	
	<u>\$ 16,357,102</u>	<u>\$ 13,343,700</u>	<u>\$ 3,013,402</u>	
December 31, 2009:				
Mutual funds:				
Fixed income funds	\$ 2,334,120	\$ 2,334,120		
Target/allocation funds	3,777,951	3,777,951		
Value funds	719,754	719,754		
Blended funds	1,920,036	1,920,036		
Growth funds	2,740,345	2,740,345		
Global funds	2,086,478	2,086,478		
Common collective trust fund	2,797,993		\$ 2,797,993	
	<u>\$ 16,376,677</u>	<u>\$ 13,578,684</u>	<u>\$ 2,797,993</u>	

4. INVESTMENTS

The following table presents fair values of investments that represent more than 5% of net assets available for benefits as of December 31:

	2010	2009
Fidelity Managed Income Portfolio	\$ 3,013,402	\$ 2,797,993
Baron Growth Fund	1,141,534	1,146,489
Fidelity Diversified International Fund	1,061,787	1,202,952
Spartan U.S. Equity Index Fund	1,071,541	1,136,632
PIMCO Total Return Fund	1,725,555	2,212,503
Fidelity Freedom 2020 Fund	1,679,991	1,558,068
Fidelity Export & Multinational Fund	*	883,526
American Funds Growth Fund of America R4	*	911,475

* Investment did not exceed stated threshold on that particular date.

During 2010, the Plan's investments (including gains and losses on investments bought, sold, as well as held during the year) appreciated in value by \$1,340,670.

The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility due to the level of risk associated with certain investment securities. It is reasonably possible that changes in the values of investment securities will occur in the near term and, that such changes could materially affect the amounts reported in the financial statements.

5. INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate with respect to investments as of December 31, 2010 and 2009, and for the year ended December 31, 2010:

- Investments, at fair value
- Notes receivable from participants, including interest
- Net appreciation in fair value of investments
- Interest and dividends
- Schedule of Assets (Held at End of Year)

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are mutual funds and a common collective trust fund managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee, custodian and recordkeeper of the Plan, and therefore, these transactions qualify as party-in-interest.

7. TAX STATUS

The Company adopted a Prototype Non-standardized Profit-Sharing Plan which received a favorable opinion letter from the IRS on March 31, 2008, which stated that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since the date of the opinion letter. However, the Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and that, therefore, the Plan qualifies under Section 401(a) and the related trust is tax-exempt as of December 31, 2010. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Company has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no IRS audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2010 and 2009:

	2010	2009
Net assets available for benefits per the financial statements	\$ 17,109,486	\$ 17,265,061
Excess refundable contributions	15,591	2,985
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>24,501</u>	<u>(52,029)</u>
Net assets available for benefits per Form 5500	<u>\$ 17,149,578</u>	<u>\$ 17,216,017</u>

The following is a reconciliation of net appreciation in fair value of investments per the financial statements to the Form 5500 for the year ended December 31, 2010:

Net appreciation in fair value of investments per the financial statements	\$ 1,340,670
Net adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>76,530</u>
Net appreciation in fair value of investments per the Form 5500	<u>\$ 1,417,200</u>

The following is a reconciliation of total benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2010:

Total benefits paid to participants per the financial statements	\$ 2,317,238
Current year excess refundable contributions	(15,591)
Prior year excess refundable contributions	<u>2,985</u>
Total distributions per the Form 5500	<u>\$ 2,304,632</u>

9. SUBSEQUENT EVENTS

In April 2011, the Plan was merged into the FUJIFILM Long Term Savings Plan.

FUJIFILM NORTH AMERICA CORPORATION
401(k) AND PENSION PLAN
(FORMERLY FUJIFILM SERICOL U.S.A., INC. 401(k) AND PENSION PLAN)

FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2010 – SEE FORM 5500

EIN: 48-1054248, PLAN IDENTIFICATION NUMBER: 001

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
	PIMCO Total Return Fund	Mutual fund	\$ 1,725,555
	Baron Growth Fund	Mutual fund	1,141,534
	Oakmark Select	Mutual fund	48
	Allianz NFJ Dividend Value	Mutual fund	520,298
	Invesco Developing Markets	Mutual fund	120,499
	American Funds Growth Fund of America R4	Mutual fund	846,621
	ABF Small Cap Value Plan Ahead Fund	Mutual fund	183,567
*	Fidelity Low-Price Stock Fund	Mutual fund	847,694
*	Fidelity Diversified International Fund	Mutual fund	1,061,787
*	Fidelity Export & Multinational Fund	Mutual fund	704,830
*	Fidelity Mid-Cap Stock Fund	Mutual fund	787,469
*	Fidelity Freedom Income Fund	Mutual fund	154,675
*	Fidelity Freedom 2000 Fund	Mutual fund	73,734
*	Fidelity Freedom 2010 Fund	Mutual fund	587,071
*	Fidelity Freedom 2020 Fund	Mutual fund	1,679,991
*	Fidelity Freedom 2030 Fund	Mutual fund	393,083
*	Spartan U.S. Equity Index Fund	Mutual fund	1,071,541
*	Fidelity Freedom 2040 Fund	Mutual fund	370,381
*	Fidelity Freedom 2005 Fund	Mutual fund	294
*	Fidelity Freedom 2015 Fund	Mutual fund	201,370
*	Fidelity Freedom 2025 Fund	Mutual fund	624,616
*	Fidelity Freedom 2035 Fund	Mutual fund	110,789
*	Fidelity Freedom 2045 Fund	Mutual fund	17,082
*	Fidelity Freedom 2050 Fund	Mutual fund	<u>119,171</u>
	Total mutual funds		13,343,700
*	Fidelity Managed Income Portfolio	Common collective trust fund	3,013,402
*	Notes Receivable from Participants	Various participants, interest rates from 9.25% to 10%.	<u>581,631</u>
	Total investments		<u><u>\$ 16,938,733</u></u>

* Represents a party-in-interest to the Plan.

FUJIFILM NORTH AMERICA CORPORATION
401(k) AND PENSION PLAN
(FORMERLY FUJIFILM SERICOL U.S.A., INC. 401(k) AND PENSION PLAN)

FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2010 – SEE FORM 5500

EIN: 48-1054248, PLAN IDENTIFICATION NUMBER: 001

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
	PIMCO Total Return Fund	Mutual fund	\$ 1,725,555
	Baron Growth Fund	Mutual fund	1,141,534
	Oakmark Select	Mutual fund	48
	Allianz NFJ Dividend Value	Mutual fund	520,298
	Invesco Developing Markets	Mutual fund	120,499
	American Funds Growth Fund of America R4	Mutual fund	846,621
	ABF Small Cap Value Plan Ahead Fund	Mutual fund	183,567
*	Fidelity Low-Price Stock Fund	Mutual fund	847,694
*	Fidelity Diversified International Fund	Mutual fund	1,061,787
*	Fidelity Export & Multinational Fund	Mutual fund	704,830
*	Fidelity Mid-Cap Stock Fund	Mutual fund	787,469
*	Fidelity Freedom Income Fund	Mutual fund	154,675
*	Fidelity Freedom 2000 Fund	Mutual fund	73,734
*	Fidelity Freedom 2010 Fund	Mutual fund	587,071
*	Fidelity Freedom 2020 Fund	Mutual fund	1,679,991
*	Fidelity Freedom 2030 Fund	Mutual fund	393,083
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*	Fidelity Freedom 2035 Fund	Mutual fund	110,789
*	Fidelity Freedom 2045 Fund	Mutual fund	17,082
*	Fidelity Freedom 2050 Fund	Mutual fund	<u>119,171</u>
	Total mutual funds		13,343,700
*	Fidelity Managed Income Portfolio	Common collective trust fund	3,013,402
*	Notes Receivable from Participants	Various participants, interest rates from 9.25% to 10%.	<u>581,631</u>
	Total investments		<u><u>\$ 16,938,733</u></u>

* Represents a party-in-interest to the Plan.

FUJIFILM NORTH AMERICA CORPORATION
401(k) AND PENSION PLAN
(FORMERLY FUJIFILM SERICOL U.S.A., INC. 401(k) AND PENSION PLAN)

FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT
DECEMBER 31, 2010 AND 2009

FUJIFILM NORTH AMERICA CORPORATION
401(k) AND PENSION PLAN
(FORMERLY FUJIFILM SERICOL U.S.A., INC. 401(k) AND PENSION PLAN)

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Note - Certain supplemental schedules required by the rules and regulations of the Department of Labor are omitted because of the absence of the conditions under which they are required.



INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of FUJIFILM North America Corporation
401(k) and Pension Plan (formerly FUJIFILM Sericol U.S.A, Inc. 401(k) and Pension Plan)
Kansas City, Kansas

We were engaged to audit the financial statements and supplemental schedule of the FUJIFILM North America Corporation 401(k) and Pension Plan (formerly FUJIFILM Sericol U.S.A, Inc. 401(k) and Pension Plan) (the "Plan") as of December 31, 2010 and 2009, and for the year ended December 31, 2010, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (the "DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2010 and 2009, and for the year ended December 31, 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and do not express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America, and in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Pickett, Chaney & McMullen LLP

October 10, 2011

FUJIFILM NORTH AMERICA CORPORATION
401(k) AND PENSION PLAN
(FORMERLY FUJIFILM SERICOL U.S.A., INC. 401(k) AND PENSION PLAN)

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS		
Investments, at fair value:		
Mutual funds	\$ 13,343,700	\$ 13,578,684
Common collective trust fund	<u>3,013,402</u>	<u>2,797,993</u>
Total investments	16,357,102	16,376,677
Receivables:		
Notes receivable from participants	581,631	635,585
Participants' contribution	19,609	4,735
Employer contribution	<u>191,236</u>	<u>199,020</u>
Total receivables	<u>792,476</u>	<u>839,340</u>
Total assets	17,149,578	17,216,017
LIABILITIES		
Excess refundable contributions	<u>15,591</u>	<u>2,985</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	17,133,987	17,213,032
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(24,501)</u>	<u>52,029</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 17,109,486</u>	<u>\$ 17,265,061</u>

See notes to financial statements.

FUJIFILM NORTH AMERICA CORPORATION
401(k) AND PENSION PLAN
(FORMERLY FUJIFILM SERICOL U.S.A., INC. 401(k) AND PENSION PLAN)

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2010

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Income:

Interest and dividends	\$ 360,947
Interest on notes receivable from participants	56,289
Net appreciation in fair value of investments	<u>1,340,670</u>
Total income	1,757,906

Contributions:

Participants'	687,165
Employer	947,364
Rollover	<u>1,156</u>
Total contributions	<u>1,635,685</u>
Total additions	3,393,591

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	2,317,238
Administrative expenses	<u>3,831</u>
Total deductions	<u>2,321,069</u>

NET INCREASE 1,072,522

TRANSFER TO FUJIFILM LONG TERM SAVINGS PLAN (1,228,097)

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>17,265,061</u>
End of year	<u>\$ 17,109,486</u>

See notes to financial statements.

FUJIFILM NORTH AMERICA CORPORATION
401(k) AND PENSION PLAN
(FORMERLY FUJIFILM SERICOL U.S.A., INC. 401(k) AND PENSION PLAN)

NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2010 AND 2009

1. DESCRIPTION OF THE PLAN

The following brief description of the FUJIFILM North America Corporation 401(k) and Pension Plan (formerly FUJIFILM Sericol U.S.A, Inc. 401(k) and Pension Plan) (the "Plan") provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General – The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") for all eligible employees of FUJIFILM Sericol U.S.A., Inc. (the "Company"). The Plan was restated December 1, 2009.

The Company is the Plan sponsor and administrator. Fidelity Management Trust Company is the Plan's trustee, custodian, and recordkeeper.

Plan Transfer – During 2010, certain employees of FUJIFILM Sericol U.S.A., Inc. transferred to its parent corporation, FUJIFILM Holdings America Corporation. As a result, the assets of these employees were transferred from the Plan to the FUJIFILM Long Term Savings Plan.

Eligibility – An individual is eligible to participate in the Plan on the first day of the month after completing one month of service. Leased employees, union employees and nonresident aliens are not eligible for the Plan. Effective June 1, 2010, the plan was amended to exclude individuals who are not considered to be employed by the Company's Sericol business unit.

Contributions – Participants may contribute up to 60% of their annual compensation, as defined in the Plan, subject to certain Internal Revenue Code ("IRC") limitations. In addition, participants over age 50 are permitted to make catch-up contributions, as defined in the Plan. Additionally, once a participant has met the eligibility requirements, automatic deferrals equal to 3% of compensation will be made to the Plan, unless the participant revokes such election, or elects a different percentage.

The Company makes a matching contribution equal to 50% of the participant's elective contributions not to exceed 6% of the participant's annual compensation, as defined by the Plan. To be eligible for the Company matching contribution, a participant must complete one year of service.

In addition, the Plan provides that the Company may, but shall not be obligated to, contribute a nonelective contribution each Plan quarter on behalf of each eligible employee a contribution amount determined under the DC Point-Graded Formula, as defined in the Plan document. To be eligible for the contribution, an employee must complete one year of service, have at least 250 hours of service in the Plan quarter and be employed on the last day of the Plan quarter. During 2010, the Company contributed \$705,696 in nonelective contributions, of which \$182,688 is a receivable at December 31, 2010.

Participant Accounts – Each participant's account is credited with the participant's voluntary contribution, the Company's contributions, Plan earnings and losses, and is charged with the participant's withdrawals and distributions, and an allocation of Plan expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Investment Options – The Plan offers a variety of mutual funds and a common collective trust fund (“CCT”) as investment options.

Vesting – Participants’ contributions and the Company matching contributions are fully vested at all times. Effective January 1, 2007, the Company nonelective contributions vest in 20% increments, with 20% vested after the first year, 40% vested after the second year, and increasing in 20% increments. After 5 years of service, the Company nonelective contributions will be fully vested.

Forfeitures – Forfeitures occur upon termination of employment by a participant who is not fully vested in the Plan. Forfeiture amounts are used to reduce future employer contributions. At December 31, 2010, there is approximately \$1,200 in forfeitures available to reduce future employer contributions.

Payment of Benefits – Upon termination of service, a participant may elect to receive either a lump-sum amount equal to his or her account, or monthly, quarterly, or annual installments over a fixed, reasonable period of time, as defined by the Plan document. If the account balance does not exceed \$5,000, a lump-sum payment is the only form of disbursement available. For mandatory distributions greater than \$1,000 but not exceeding \$5,000, the account balance will be rolled over into an individual retirement account, unless otherwise directed by the participant.

Notes Receivable from Participants – Participants are permitted to borrow against their individual account balances a minimum of \$1,000 up to a maximum of \$50,000 or 50% of the participant’s vested account balance reduced by the highest outstanding loan balance in the previous 12 months. Loan withdrawals are limited to the participant’s elective deferrals, rollover amounts and Company matching contributions. All loans (except for those made for purchase of a primary residence) must be repaid within five years. Interest rates are established by the Plan Sponsor at the prevailing rate of local financial institutions. A participant’s loan shall immediately become due and payable upon failure to make a principal and/or interest payment, as provided in the loan agreement. The loans are secured by the balance in the participant’s account. The participant will be charged a \$70 loan origination fee at the time the loan is taken and assessed an annual fee of \$25 for each outstanding loan.

In-Service Withdrawals – As described below, certain participants may make withdrawals prior to termination of employment. Hardship withdrawals are available to Plan participants, as defined by the Plan and permitted by the IRC. Hardship withdrawals are limited to the participant’s account balance that is 100% vested. Upon making such a withdrawal, the participant is suspended from making deferrals for six months.

Participants may withdraw all or a portion of their vested matching contributions that have been in the participants’ account for at least 24 months.

Participants who have obtained the age of 59 ½ are allowed to receive a distribution of all or any portion of their vested account balances in a single sum payment.

Administrative Expenses – The Company pays the administrative expenses of the Plan. Asset management fees for non-Fidelity funds are deducted directly from the participants’ accounts. Participants are charged fees for withdrawals from the Plan. During 2010, fees of approximately \$3,800 were paid by the Plan.

Termination of the Plan – Although the Company has not expressed any intent to do so, it has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in the Plan and under ERISA. In the event that the Plan is terminated, all remaining Plan assets shall be allocated to the participants as described in the full text of the Plan document.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Contributions – Employer and employee contributions are reported in the year services are rendered to the Company by the Plan participants.

Investment Valuation and Income Recognition – The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Purchases and sales are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

The Managed Income Portfolio is a stable value fund that is a CCT of the Fidelity Management Trust Company for employee benefit plans. The fund invests in a diversified portfolio of fixed-income securities or bond funds and enters into "wrapper" contracts issued by a third-party. Participants may ordinarily direct the withdrawals or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Notes Receivable from Participants – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. No allowance for doubtful accounts is considered necessary.

Payment of Benefits – Benefit payments are reported in the year paid.

Date of Management's Review – Subsequent events have been evaluated through October 10, 2011, which is the date the financial statements were available to be issued, and there were no material events requiring recognition or disclosure, except as disclosed in Note 9.

New Accounting Pronouncements – In January 2010, the Financial Accounting Standards Board (“FASB”) issued guidance which expanded the required disclosures about fair value measurements. This guidance requires purchases, sales, issuances and settlements to be presented separately in the reconciliation for Level 3 fair value measurements. This guidance is effective for annual reporting periods beginning after December 15, 2010. The Company is currently evaluating the impact that this guidance will have on the Plan’s financial statement disclosures.

In September 2010, the FASB issued guidance which clarified how loans to participants should be classified and measured by defined contribution pension benefit plans. Previously participant loans were classified as investments. The new guidance requires that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. The 2009 participant loan balances have been reclassified from investments to notes receivable from participants to conform to the new presentation. Notes receivable from participants will be reported as investments on the Form 5500, and as such, are included as an investment in the supplemental schedule-*Schedule of Assets (Held at End of Year)*.

3. FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 – Inputs consist of unadjusted quoted prices for identical assets in active markets that the plan has the ability to access.

Level 2 – Inputs consist of 1) quoted prices for similar assets in active markets, 2) quoted prices for identical or similar assets in inactive markets, 3) inputs other than quoted prices that are observable, and 4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset has a specified (contractual) term, the level 2 input must be observable for substantially the full term.

Level 3 – Inputs consist of unobservable inputs where there is little or no market activity, and the reporting entity makes estimates and assumptions related to the pricing of the asset including assumptions regarding risk.

The assets fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009:

Mutual Funds – Valued at the net asset value (NAV) of shares held by the plan at year end based on published quoted prices.

Common Collective Trust Fund – Valued at the trust NAV per unit based on fair value of the underlying investments, adjusted for trustee fees accrued daily, if applicable. The CCT is valued daily, and there are no restrictions on redemptions and no unfunded commitments.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The Plan's investments are reported at fair value as follows at December 31, 2010 and 2009:

		Fair Value Measurements Using:		
	Fair Value	Level 1	Level 2	Level 3
December 31, 2010:				
Mutual funds:				
Fixed income funds	\$ 1,880,230	\$ 1,880,230		
Target/allocation funds	4,177,582	4,177,582		
Value funds	703,865	703,865		
Blended funds	1,919,283	1,919,283		
Growth funds	2,775,624	2,775,624		
Global funds	1,887,116	1,887,116		
Common collective trust fund	<u>3,013,402</u>		\$ 3,013,402	
	<u>\$ 16,357,102</u>	<u>\$ 13,343,700</u>	<u>\$ 3,013,402</u>	
December 31, 2009:				
Mutual funds:				
Fixed income funds	\$ 2,334,120	\$ 2,334,120		
Target/allocation funds	3,777,951	3,777,951		
Value funds	719,754	719,754		
Blended funds	1,920,036	1,920,036		
Growth funds	2,740,345	2,740,345		
Global funds	2,086,478	2,086,478		
Common collective trust fund	<u>2,797,993</u>		\$ 2,797,993	
	<u>\$ 16,376,677</u>	<u>\$ 13,578,684</u>	<u>\$ 2,797,993</u>	

4. INVESTMENTS

The following table presents fair values of investments that represent more than 5% of net assets available for benefits as of December 31:

	2010	2009
Fidelity Managed Income Portfolio	\$ 3,013,402	\$ 2,797,993
Baron Growth Fund	1,141,534	1,146,489
Fidelity Diversified International Fund	1,061,787	1,202,952
Spartan U.S. Equity Index Fund	1,071,541	1,136,632
PIMCO Total Return Fund	1,725,555	2,212,503
Fidelity Freedom 2020 Fund	1,679,991	1,558,068
Fidelity Export & Multinational Fund	*	883,526
American Funds Growth Fund of America R4	*	911,475

* Investment did not exceed stated threshold on that particular date.

During 2010, the Plan's investments (including gains and losses on investments bought, sold, as well as held during the year) appreciated in value by \$1,340,670.

The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility due to the level of risk associated with certain investment securities. It is reasonably possible that changes in the values of investment securities will occur in the near term and, that such changes could materially affect the amounts reported in the financial statements.

5. INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate with respect to investments as of December 31, 2010 and 2009, and for the year ended December 31, 2010:

- Investments, at fair value
- Notes receivable from participants, including interest
- Net appreciation in fair value of investments
- Interest and dividends
- Schedule of Assets (Held at End of Year)

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are mutual funds and a common collective trust fund managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee, custodian and recordkeeper of the Plan, and therefore, these transactions qualify as party-in-interest.

7. TAX STATUS

The Company adopted a Prototype Non-standardized Profit-Sharing Plan which received a favorable opinion letter from the IRS on March 31, 2008, which stated that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since the date of the opinion letter. However, the Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and that, therefore, the Plan qualifies under Section 401(a) and the related trust is tax-exempt as of December 31, 2010. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Company has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no IRS audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2010 and 2009:

	2010	2009
Net assets available for benefits per the financial statements	\$ 17,109,486	\$ 17,265,061
Excess refundable contributions	15,591	2,985
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>24,501</u>	<u>(52,029)</u>
Net assets available for benefits per Form 5500	<u>\$ 17,149,578</u>	<u>\$ 17,216,017</u>

The following is a reconciliation of net appreciation in fair value of investments per the financial statements to the Form 5500 for the year ended December 31, 2010:

Net appreciation in fair value of investments per the financial statements	\$ 1,340,670
Net adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>76,530</u>
Net appreciation in fair value of investments per the Form 5500	<u>\$ 1,417,200</u>

The following is a reconciliation of total benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2010:

Total benefits paid to participants per the financial statements	\$ 2,317,238
Current year excess refundable contributions	(15,591)
Prior year excess refundable contributions	<u>2,985</u>
Total distributions per the Form 5500	<u>\$ 2,304,632</u>

9. SUBSEQUENT EVENTS

In April 2011, the Plan was merged into the FUJIFILM Long Term Savings Plan.

FUJIFILM NORTH AMERICA CORPORATION
401(k) AND PENSION PLAN
(FORMERLY FUJIFILM SERICOL U.S.A., INC. 401(k) AND PENSION PLAN)

FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2010 – SEE FORM 5500

EIN: 48-1054248, PLAN IDENTIFICATION NUMBER: 001

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
	PIMCO Total Return Fund	Mutual fund	\$ 1,725,555
	Baron Growth Fund	Mutual fund	1,141,534
	Oakmark Select	Mutual fund	48
	Allianz NFJ Dividend Value	Mutual fund	520,298
	Invesco Developing Markets	Mutual fund	120,499
	American Funds Growth Fund of America R4	Mutual fund	846,621
	ABF Small Cap Value Plan Ahead Fund	Mutual fund	183,567
*	Fidelity Low-Price Stock Fund	Mutual fund	847,694
*	Fidelity Diversified International Fund	Mutual fund	1,061,787
*	Fidelity Export & Multinational Fund	Mutual fund	704,830
*	Fidelity Mid-Cap Stock Fund	Mutual fund	787,469
*	Fidelity Freedom Income Fund	Mutual fund	154,675
*	Fidelity Freedom 2000 Fund	Mutual fund	73,734
*	Fidelity Freedom 2010 Fund	Mutual fund	587,071
*	Fidelity Freedom 2020 Fund	Mutual fund	1,679,991
*	Fidelity Freedom 2030 Fund	Mutual fund	393,083
*	Spartan U.S. Equity Index Fund	Mutual fund	1,071,541
*	Fidelity Freedom 2040 Fund	Mutual fund	370,381
*	Fidelity Freedom 2005 Fund	Mutual fund	294
*	Fidelity Freedom 2015 Fund	Mutual fund	201,370
*	Fidelity Freedom 2025 Fund	Mutual fund	624,616
*	Fidelity Freedom 2035 Fund	Mutual fund	110,789
*	Fidelity Freedom 2045 Fund	Mutual fund	17,082
*	Fidelity Freedom 2050 Fund	Mutual fund	<u>119,171</u>
	Total mutual funds		13,343,700
*	Fidelity Managed Income Portfolio	Common collective trust fund	3,013,402
*	Notes Receivable from Participants	Various participants, interest rates from 9.25% to 10%.	<u>581,631</u>
	Total investments		<u><u>\$ 16,938,733</u></u>

* Represents a party-in-interest to the Plan.

