

Nippon Residential Investment Corporation Semiannual Report 12<sup>th</sup> Fiscal Period From June 1, 2009 to November 30, 2009

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# FINANCIAL REPORT

For the 12th Period from June 1, 2009 to November 30, 2009

## <Results of Operations>

## Selected Financial Data

	12th. Period	11th. Period	10th. Period	9th. Period	(Yen in millions) 8th. Period
Operating revenues	¥ 8,716	¥ 9,066	¥ 9,076	¥ 9,317	¥ 7,940
Operating expenses	4,725	5,500	4,541	4,591	3,743
Operating income	3,991	3,566	4,535	4,726	4,197
Income before income tax	2,315	2,037	772	3,604	3,158
Net income	2,308	2,034	770	3,603	3,151
Total assets	323,761	323,653	323,969	331,385	303,732
Total unitholders' equity	150,601	150,309	149,074	152,061	151,517
Unitholders' capital	148,418	148,418	148,418	148,418	148,418
Number of units issued (units)	247,153	247,153	247,153	247,153	247,153
Total unitholders' equity per unit (Yen)	609,342	608,160	603,165	615,249	613,047
Cash distribution	2,297	2,034	770	3,603	3,151
Distribution per unit (Yen)	9,293	8,231	3,116	14,577	12,748
Net operating income from property leasing activities	6,916	7,116	7,402	6,766	6,177
FFO(Funds From Operation) per unit (Yen)	16,625	16,502	10,962	19,655	17,814
Debt service coverage ratio (times)	4	4	3	6	6
Number of days	183	182	183	183	183

## Funds from Operations

	12th. Period	(Yen in millions) 11th. Period
Net income	2,308	2,034
Adjustments:		
Depreciation	1,594	1,600
Amortization	207	111
Net loss on sales of discontinued operations	_	(333)
FFO	4,109	4,078

FFO (funds from operations) is computed as net income (performed in accordance with generally accepted accounting principles in Japan), excluding gains and losses from sales of real estate property, plus real estate related depreciation and other amortization.

# Distribution for the Current Period

		(Yen in thousands)
	12th. Period	11th. Period
Retained earnings	2,307,650	2,034,448
Undistributed earnings	10,857	132
Cash distribution	2,296,793	2,034,316
(per unit) (Yen)	9,293	8,231

# Number of properties and related units for the periods presented

	At Nov. 30, 2008	Properties	Number of Units 9,382	Purchase Price (Yen in millions) <b>303,767</b>
11th. Period Acquisitions	· · · · · · · · · · · · · · · · · · ·		_	
11th. Period Dispositions	At May 21 2000	2	109	1,044
12th. Period Acquisitions	At May. 31, 2009		<u> </u>	302,723
12th. Period Dispositions				
	At Nov. 30, 2009	137	9,273	302,723

# Total debt summary and debt maturity schedule

<u>Debt Summary</u>		(Yen in millions) 12th. Period
Secured		97,401
Unsecured		71,500
	Total	168,901
Fixed Rate		107,344
Floating Rate		61,557
	Total	168,901
Debt Maturity Schedule		
Year		(Yen in millions)
within 1 year		47,790
1 to 2 years		49,993
2 to 3 years		52,493
3 to 4 years		12,625
4 to 5 years		6,000
		168,901

Above numbers include the amount of bonds issued.

# Capitalization

date	remarks	Units outs	standing	Paid–in o	capital
	-	Increase	Balance	Increase	Balance
		(number c	of units)	(Yen in m	illions)
Dec 06 2002	Incorporated private offering	200	200	100	100
Mar 02 2004	Initial Public Offering	49,200	49,400	23,616	23,716
Mar 30 2004	Allocation of new units to third party	1,482	50,882	711	24,427
Dec 01 2004	Public Offering	50,000	100,882	32,033	56,460
Dec 17 2004	Allocation of new units to third party	963	101,845	617	57,077
Jun 14 2005	Public Offering	41,000	142,845	24,958	82,035
Jul 08 2005	Allocation of new units to third party	1,482	144,327	902	82,937
Dec 12 2005	Public Offering	41,000	185,327	21,866	104,803
Jan 11 2006	Allocation of new units to third party	1,482	186,809	790	105,593
Jun 21 2007	Public Offering	60,000	246,809	42,581	148,174
Jul 20 2007	Allocation of new units to third party	344	247,153	244	148,418

# Investment Portfolio

<u>Living-type</u>		As of Nove	As of November 30, 2009	
		Amount	Percentage of total assets	
		Yen in millions	s %	
Trust Assets	Single Type	41,524	12.8	
	Compact Type	40,990	12.7	
	Family Type	41,432	12.8	
	Large Type	22,211	6.8	
	sub-t	otal 146,157	45.1	
Real Property	Single Type	43,680	13.5	
	Compact Type	84,461	26.1	
	Family Type	20,494	6.3	
	Large Type	12,538	3.9	
	Senior Type	2,068	0.6	
	sub-t	otal 163,241	50.4	
Cash and other	assets	14,363	4.5	
	total as	sets 323,761	100.0	

<u>Asset-type</u>		As of November 30, 2009		
		Amount	Percentage of total assets	
		Yen in millions	%	
Trust Assets	Core Type	133,594	41.2	
	Sub-Core Type	12,563	3.9	
	sub-tota	146,157	45.1	
Real Property	Core Type	153,700	47.5	
	Sub-Core Type	9,541	2.9	
	sub-tota	163,241	50.4	
Cash and other	assets	14,363	4.5	
	total assets	323,761	100.0	



## **Independent Auditors' Report**

To the Board of Directors of Nippon Residential Investment Corporation

We have audited the accompanying balance sheets of Nippon Residential Investment Corporation ("NRIC") as of November 30, 2009 and May 31, 2009, and the related statements of operations, changes in unitholders' equity and cash flows for each of the six months ended November 30, 2009 and May 31, 2009 expressed in Japanese yen. These financial statements are the responsibility of NRIC's management. Our responsibility is to independently express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of NRIC as of November 30, 2009 and May 31, 2009, and the results of its operations and its cash flows for each of the six months ended November 30, 2009 and May 31, 2009, in conformity with accounting principles generally accepted in Japan.

KPMGAZSA & Co

Tokyo, Japan February 23, 2010

> KPMG AZSA & Co., an audit corporation incorporated under the Japanese Certified Public Accountants Law, is the Japan member firm of KPMG International, a Swiss cooperative.

## **Balance Sheets**

as of November 30, 2009 and May 31, 2009

as of November 30, 2009 and May 31, 2009		
	A <u>s of November 30, 200</u> 9 <u>/</u> (Yen in millio	As of May 31, 2009
ASSETS	(Ten in mind	(15)
Investments in real estate (including trust accounts)		
Land	¥ 168,449	¥ 168,449
Depreciable property	152,238	152,115
Construction in progress in trust	20	-
Investments in real estate	320,707	320,564
Accumulated depreciation	(12,504)	(10,910)
Investments in real estate, net	308,203	309,654
Other investments		
Leasehold rights	1,215	1,215
Cash and deposits (including trust accounts)	11,089	10,656
Rent receivables	276	427
Allowance for doubtful receivables	(61)	(106)
Receivables, net	215	321
Consumption taxes receivable	9	_
Long-term prepaid expense	2,052	668
Other assets	978	1,139
TOTAL ASSETS	¥ 323,761	¥ 323,653
LIABILITIES and UNITHOLDERS' EQUITY LIABILITIES:		
Accounts payable and accrued expenses	¥ 959	¥ 978
Received in advance	119	99
Short-term loans	6,000	27,859
Income taxes payable	1	17
Accrued consumption taxes	_	1
Long-term loans due within 1 year	21,790	29,653
Bonds due within 1 year	20,000	18,000
Long-term loans	69,611	21,889
Bonds	51,500	71,500
Security deposit	2,951	3,100
Other liabilities	229	248
TOTAL LIABILITIES	¥ 173,160	¥ 173,344
	<u> </u>	
UNITHOLDERS' EQUITY:	V 140 410	V 140 410
Unitholders' capital	¥ 148,418	¥ 148,418
Units authorized ; 2,000,000 units		
Units issued and outstanding ; 247,153 units as of Nov 30, 2009		
247,153 units as of May 31, 2009	0.000	0.004
Retained earnings	2,308	2,034
Deferred gains or losses on hedges	(125) X 150 601	(143) X 150 200
	¥ 150,601 ¥ 323 761	¥ 150,309
TOTAL LIABILITIES and UNITHOLDERS' EQUITY	¥ 323,761	¥ 323,653

# Statements of Operations

For the six months ended November 30, 2009 and May 31, 2009

	November 30, 2009	May 31, 2009
	(Yen in mi	llions)
OPERATING REVENUES		
Rental income	¥ 8,716	¥ 9,066
Total operating revenues	8,716	9,066
OPERATING EXPENSES		
Property operating expenses		
Asset and property management fee	727	800
Property, repairs and maintenance	346	378
Trustee fee	52	51
Real estate taxes and insurance	337	400
Other operating expenses	338	321
Total property operating expenses	1,800	1,950
Property depreciation	1,594	1,600
Loss on sales of investments in real estate	_	333
General and administrative expenses	1,331	1,617
Total operating expenses	4,725	5,500
OPERATING INCOME	3,991	3,566
Gain on bond redemption		138
Interest and other income	13	38
Interest expense	(1,270)	(1,235)
Other financing costs	(388)	(429)
Other depreciation and amortization	(23)	(30)
Other expenses	(8)	(11)
INCOME BEFORE INCOME TAXES	2,315	2,037
INCOME TAXES		
Current	1	19
Deferred	6	(16)
NET INCOME	¥ 2,308	¥ 2,034
Earnings per unit:		
Net income (in Yen)	¥ 9,336	¥ 8,231
Weighted average number of units outstanding	247,153	247,153
meighted average number of units outstanding	277,100	247,135

Statements of Changes in Unitholders' Equity For the six months ended November 30, 2009 and May 31, 2009

-or the six months ended November 30, 2009 and May 31, 2009	Number of units	(Yen in millions)
Balance as of Nov 30, 2008	247,153	¥149,074
Cash distributions paid Net income Deferred gains or losses on hedges		(770) 2,034 (29)
Balance as of May 31, 2009	247,153	¥150,309
Cash distributions paid Net income Deferred gains or losses on hedges		(2,034) 2,308 18
Balance as of Nov 30, 2009	247,153	¥150,601
Balance as of Nov 30, 2009 Unitholders' capital Retained earnings Deferred gains or losses on hedges Total amounts of Unitholders' equity		¥148,418 ¥2,308 (¥125) ¥150,601

## Statements of Cash Flows

For the six months ended November 30, 2009 and May 31, 2009

	November 30, 2009	(Yen in millions) May 31, 2009
Cash Flows from Operating Activities	× • • • • =	
Income before income taxes	¥ 2,315	¥ 2,037
Depreciation	1,594	1,600
Amortization of long-term prepaid expenses	184	81
Amortization of bond issuance costs	23	30
Bad debt loss	1	
Gain on bond redemption	-	(138
Interest income	(2)	((
Interest expense	1,270	1,23
Gain on insurance claim	(1)	
Changes in assets and liabilities		
Allowance for doubtful receivables	(45)	5
Rent receivables	151	(2
Consumption taxes receivable	(9)	
Accrued consumption taxes	(1)	(5
Accounts payable	(52)	(4
Other payables	38	(1
Accrued expenses	13	3
Received in advance	20	5
Sales of real estate (including trust accounts)	-	1,01
Long-term prepaid expenses	(1,571)	(1
Others	125	(16
Sub-total	4,053	5,67
Interest received	2	-,
Interest paid	(1,272)	(1,23
Proceeds from insurance	21	··,
Income taxes paid	(18)	(
Net cash provided by operating activities	2,786	4,45
Cash Flows from Investing Activities		
Purchase of real estate (including trust assets )	(161)	(20
Payments for security deposit	(12)	
Proceeds from security deposit(including trust accounts)	(149)	(9
Repayment of long-term deposits payable	(6)	(1
Net cash used in investing activities	(328)	(30
Cash Flows from Financing Activities		
Proceeds from short-term loans	11,305	26,00
Repayment of short-term loans	(33,164)	(18,84
Proceeds from long-term loans	49,712	. ,
Repayment of long-term loans	(9,853)	(8,11
Payments for redemption of bonds	_	(36
Redemption of investment corporation bonds	(18,000)	
Distributions to unitholders	(2,025)	(76
Net cash used in financing activities	(2,025)	(2,07
let Increase in Cash and Cash Equivalents	433	2,06
Cash and Cash Equivalents at the beginning of Period	10,656	8,59
Cash and Cash Equivalents at the end of Period	¥ 11,089	¥ 10,65

## NOTES TO FINANCIAL STATEMENTS

Nippon Residential Investment Corporation

For the period from June 1, 2009 to November 30, 2009 and for the period from December 1, 2008 to May 31, 2009

#### Note-1 Organization and basis of presentation

#### Organization

Nippon Residential Investment Corporation (hereinafter "NRIC") was established on December 6, 2002, with ¥100 million of capital contribution by Pacific Residential Corporation (hereinafter "PRS") under the Investment Trust Law of Japan.

Registration with the Kanto Local Finance Bureau of the Ministry of Finance was completed on January 27, 2003. On March 2, 2004, NRIC was listed on the J-REIT section of the Tokyo Stock Exchange, specialized in residential properties in Japan, and started portfolio investment.

As of November 30, 2009, NRIC owned 137 properties (including trust beneficiary rights) containing 9,273 units.

#### Basis of presentation

The accompanying financial statements have been prepared in accordance with the provisions set forth in the Japanese Investment Trust Law and the Japanese Financial Instruments and Exchange Law, and in conformity with accounting principles generally accepted in Japan (hereinafter "Japanese GAAP"), which are different in certain respects as to application and disclosure requirements of International Financial Reporting Standards.

The accompanying financial statements have been restructured and translated into English (with some expanded descriptions and the inclusions) from the audited financial statements of NRIC prepared in accordance with Japanese GAAP and filed with the appropriate Local Finance Bureau of the Ministry of Finance as required by the Financial Instruments and Exchange Law. Some supplementary information included in the statutory Japanese language financial statements, but not required for fair presentation, is not presented in the accompanying financial statements. NRIC has not prepared consolidated financial statements, as it has no subsidiaries.

In preparing the accompanying financial statements, certain reclassifications and modifications have been made to the financial statements issued domestically in order to present them in a form that is more familiar to readers outside Japan.

#### Note-2 Summary of significant accounting policies

#### a) Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, deposit placed with bank and short-term investments, which are highly liquid, readily convertible to cash, and with an insignificant risk of price fluctuation, with original maturity of three months or less.

#### b) Investments in real estate

Investment properties are recorded at cost, which included the allocated purchase price and consumption tax and related costs and expenses for acquisition of the properties and the beneficiary interests of properties in trust.

Depreciation of investment properties, except for land, is calculated on a straight-line basis over the estimated

useful lives of the assets ranging as stated below: Buildings and improvements 3–60 years Structures 7–20 years Furniture and fixtures 3–15 years

#### c) Bonds issuance costs

Bonds issuance costs are amortized over the period of the bonds under the straight line method.

#### d) Allowance for doubtful receivables

To cover possible credit losses, an allowance for doubtful receivables is provided for any amount deemed uncollectible. The allowance is calculated on the basis of historical default rates for normal claims or on the basis of individual assessments on specific claims on debtors threatened with bankruptcy.

## e) Taxes on real estate

Property and equipment is subject to various taxes annually, such as property taxes and city planning taxes. An owner of a property is registered in the record maintained by the local government in each jurisdiction, and the taxes are imposed on the owner registered in the record as of January 1 based on the assessment made by the local government.

Taxes on real estate are imposed on properties on calendar year basis. NRIC pays the seller the corresponding amounts of taxes for the period from the properties transfer date to December 31 of that year as included in the purchase prices of each property, and capitalizes as the cost of the property.

#### f) Revenue recognition

Revenue from leasing of retail space is recognized on an accrual basis over the life of each lease.

#### g) Income taxes

Deferred tax assets and liabilities are computed based on the difference between the financial statement and income tax bases of assets and liabilities utilizing the applicable statutory tax rate.

#### h) Derivative financial instruments

NRIC utilizes interest rate swap and cap contracts as derivative financial instruments only for the purpose of hedging its exposure to changes in interest rates. NRIC deferred recognition of gains or losses resulting from changes in fair value of interest rate swap and cap contracts which meet the criteria for deferral hedging accounting.

# Note-3 Secured assets

At November 30, 2009 and May 31, 2009 the following assets were pledged as collateral for the following loans:

	As of	As of
	Nov 30, 2009	May 31, 2009
	(Yen in millions)	(Yen in millions)
Pledged assets:		
Bank deposits	¥ 6,268	¥ 6,359
Buildings and improvements	138,768	140,210
Structures	820	845
Furniture and fixtures	146	150
Land	168,449	168,449
Leasehold rights	1,215	1,215
Construction in progress in trust	19	
Total	¥ 315,685	¥ 317,228
Loans secured by the pledged assets:		
Short-term loans	¥ 6,000	¥ 27,859
Long-term loans due within 1 year	21,790	29,653
Long-term loans	69,611	21,889
Total	¥ 97,401	¥ 79,401

# Note-4 Short-term loans and long-term debt

Short-term loans consisted of the following:

	Yen in millions		
	As of	As of	
	Nov 30,2009	May 31,2009	
Secured loans from banks:			
with interest ranging from1.04% to1.84%•••••••	6,000	27,859	
Total	¥ 6,000	¥ 27,859	

Long-term debt consisted of the following:

	Yen in millions			
-	As of		As of	
	Nov 3	30,2009	May 3	1,2009
Secured loans, representing obligations to banks:				
Due 2009 to 2014 with interest ranging from 0.92% to				
3.10%		81,452		41,593
Secured loans, representing obligations to insurance companies:				
Due 2011 to 2013 with interest ranging from 1.79% to 2.20%		9,949		9,949
Unsecured 0.74% bonds, due 2010·····		10,000		10,000
Unsecured 0.84% bonds, due 2010·····		10,000		10,000
Unsecured 1.28% bonds, due 2012·····		9,700		9,700
Unsecured 1.50% bonds, due 2011·····		15,000		15,000
Unsecured 1.54% bonds, due 2009·····		-		12,000
Unsecured 1.84% bonds, due 2012·····		12,000		12,000
Unsecured 1.58% bonds, due 2009·····		-		6,000
Unsecured 1.83% bonds, due 2011·····		10,000		10,000
Unsecured 1.90% bonds, due 2012·····		4,800		4,800
Total long-term debt	¥	162,901	¥	141,042
Less current portion of long-term debt		(41,790)		(47,653)
Long-term debt, excluding current portion	¥	121,111	¥	93,389

The annual maturities of long-term debt as of November 30, 2009 were as follows:

	(Yen in millions)
Due within 1 year	41,790
Due after 1 to 2 years	49,993
Due after 2 to 3 years	52,493
Due after 3 to 4 years	12,625
Due after 4 to 5 years	6,000
Total	¥ 162,901

## Note-5 Per unit information

Net asset value per unit as of November 30, 2009 and May 31, 2009 was ¥609,342 and ¥608,160.

### Note-6 Cash and Cash equivalents

Cash and cash equivalents, as of November 30, 2009 and May 31, 2009 consisted of the follows:

	Yen in millions		
	As of	As of	
	Nov 30,2009	May 31,2009	
Cash and deposits (including trust accounts)	11,089	10,656	
Cash and cash equivalents (including trust accounts)	¥ 11,089	¥ 10,656	

## Note-7 Income taxes

The effective tax rates on NRIC's income as well as applicable statutory tax rates are reflected as follows:

	Rate		
	12th. Period	11th. Period	
Statutory effective tax rate	39.33%	39.33%	
Deductible cash distributions paid	(39.01)	(39.27)	
Others	0.03	0.08	
Effective tax rate	0.35%	0.14%	

NRIC has a policy of making distributions in excess of 90% of distributable income for a fiscal period to qualify for conditions set forth in the Special Taxation Measures Law of Japan to achieve a deduction of distributions for income tax purposes. Based on such policy, the Company treated the distribution as a tax allowable distribution as defined in the Special Taxation Measures Law of Japan.

In accordance with the distribution policy prescribed in NRIC's articles of incorporation, NRIC intends to distribute approximately 100% of its distributable income for the period ended November 30, 2009 (equivalent to  $\pm$ 9,293 per unit) to its unitholders ( $\pm$ 8,231 per unit was distributed for the period ended May 31, 2009). NRIC intends to make regular distributions to unitholders with respect to its semi-annual fiscal periods, ending at the end of May and November of each year.

#### Note-8 Derivatives and hedge accounting

NRIC has entered into interest rate swap and cap contracts with several Japanese financial institutions to hedge its variable rate long-term debt obligations. NRIC utilizes interest rate swap and cap contracts, which are derivative financial instruments, only for the purpose of mitigating future risks of fluctuations of interest rates, but does not enter into such transactions for speculative or trading purposes. NRIC entered into such derivative transactions to hedge risk in accordance with its Articles of Incorporation and the established risk management policies of PRS.

The following summarizes the notional amounts and the estimated fair value of the interest-related positions outstanding as of November 30, 2009:

		Yen in millions
	Notional amount	Fair value
Interest rate swaps:		
Receive/float and pay/fixed	11,990	(182)
Interest rate caps:	17,000	_

## Note-9 Significant subsequent events

#### **Cash Distribution**

As of January 21, 2010, the NRIC Board of Directors resolved to effect payment of a cash distribution of ¥9,293 per unit aggregating ¥ 2,297 million to unitholders of record on November 30, 2009.

#### Note-10 Additional Information

1. Merger with Advance Residence Investment Corporation

NRIC and Advance Residence Investment Corporation (hereinafter "ADR") signed into a merger agreement on September 25, 2009. The merger agreement was approved thereafter by NRIC's sixth general meeting of unitholders held on November 30, 2009. The merger agreement was also approved by ADR's general meeting of unitholders held on the same date. The merger contract is summarized as follows:

(1)Method of Merger

Consolidation-type merger

(2)Name of New Investment Corporation

Advance Residence Investment Corporation

(3)Investment Units to be Delivered

For the unitholders of NRIC entered on the final register of unitholders on the day before the date of establishment of the merger, the number of investment units arrived at when the sum total of the number of investment units held by those unitholders is multiplied by 2 shall be newly issued and then allotted and delivered to those unitholders. Similarly, for the unitholders of ADR, the number of investment units arrived at when the sum total of the number of investment units held by those unitholders is multiplied by 2 shall be newly issued and then allotted and delivered at when the sum total of the number of investment units held by those unitholders is multiplied by 3 shall be newly issued and then allotted and delivered to those unitholders.

(4) New Investment Corporation's Unitholders' Capital, etc.

Unitholders' capital:36,262,894,000 yen

Capital surplus:The amount arrived at when the changes in unitholders' equity, etc. as defined in Article 27, Paragraph 1 of the Regulations Concerning Accounting of Investment Corporations (Cabinet Office Ordinance No. 47 of 2006; including amendments thereto) is reduced by the unitholders' capital above

#### (5) Payment on Merger

In lieu of cash distributions for the fiscal period that is to end on the day before the date of establishment of the merger, the distributable earnings on the day before the date of establishment shall be paid out as a payment on merger.

(6) Merger Schedule

Date of establishment of new investment corporation: March 1, 2010

(7)New Investment Corporation's Asset Management Company

AD Investment Management Co., Ltd.

#### 2. Merger of Asset Management Companies

NRIC's asset management company Pacific Residential Corporation (hereinafter the "Asset Management Company") and ADR's asset management company AD Investment Management Co., Ltd. (hereinafter "ADIM") signed into a merger agreement on September 25, 2009 for the merging of the Asset Management Company and ADIM in the form of an absorption-type merger with ADIM as the surviving company. The merger is scheduled to take effect on March 1, 2010.

As the Asset Management Company is to be dissolved and the post-merger ADIM is scheduled to be the new

investment corporation's asset management company as a result of the merger, the decision was made to terminate the asset management agreement between NRIC and the Asset Management Company, and such termination of the asset management agreement was also approved by NRIC's sixth general meeting of unitholders.