

BWAY CORP  
Form 10-Q  
May 16, 2006  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

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**QUARTERLY REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended:

April 2, 2006

001-12415

(Commission File Number)

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**BWAY CORPORATION**

(Exact name of registrant as specified in its charter)

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DELAWARE

(State of incorporation)

36-3624491

(IRS Employer Identification No.)

8607 Roberts Drive, Suite 250

Atlanta, Georgia

(Address of principal executive offices)

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30350-2237

(Zip Code)

(770) 645-4800

(Registrant's telephone number)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of May 12, 2006, there were 1,000 shares of BWAY Corporation's Common Stock outstanding.

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**BWAY CORPORATION**

**Quarterly Report on Form 10-Q**

**For the quarterly period ended April 2, 2006**

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**Table of Contents****PART I FINANCIAL INFORMATION****Item 1. Financial Statements****BWAY Corporation and Subsidiaries****Consolidated Balance Sheets (unaudited)**

	April 2,	October 2,
	2006	2005
<i>(Dollars in thousands, except share data)</i>		
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 18,130	\$ 51,889
Accounts receivable, net of allowance for doubtful accounts of \$1,656 and \$1,613	106,404	104,122
Inventories, net	75,311	71,965
Deferred tax assets	10,441	9,174
Other	4,074	3,750
Total current assets	214,360	240,900
Property, plant and equipment, net	143,022	142,476
Other assets		
Goodwill	219,885	219,218
Other intangible assets, net	150,249	156,751
Deferred financing costs, net of accumulated amortization of \$5,148 and \$4,085	9,526	10,589
Other	1,948	2,060
Total other assets	381,608	388,618
<b>Total Assets</b>	<b>\$ 738,990</b>	<b>\$ 771,994</b>
<b>Liabilities and Stockholder's Equity</b>		
Current liabilities		
Accounts payable	\$ 108,295	\$ 97,968
Accrued salaries and wages	11,337	13,786
Accrued interest	10,554	10,803
Accrued rebates	8,054	10,104
Income taxes payable	3,162	7,993
Current portion of long-term debt		30,000
Other	16,353	16,537
Total current liabilities	157,755	187,191
Long-term debt	365,300	365,300
Other long-term liabilities		
Deferred tax liabilities	71,801	76,119
Other	20,387	19,948
Total other long-term liabilities	92,188	96,067
Commitments and contingencies (Note 7)		
Stockholder's equity		

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Preferred stock, \$.01 par value, 5,000,000 shares authorized; no shares issued		
Common stock, \$.01 par value, 24,000,000 shares authorized; 1,000 shares issued and outstanding		
Additional paid-in capital	104,082	104,082
Retained earnings	20,012	19,701
Accumulated other comprehensive loss	(347)	(347)
<b>Total stockholder s equity</b>	<b>123,747</b>	<b>123,436</b>
<b>Total Liabilities and Stockholder s Equity</b>	<b>\$ 738,990</b>	<b>\$ 771,994</b>

*The accompanying notes are an integral part of the Consolidated Financial Statements.*

**Table of Contents****BWAY Corporation and Subsidiaries****Consolidated Statements of Operations (unaudited)**

	Three Months Ended		Six Months Ended	
	April 2,	April 3,	April 2,	April 3,
<i>(Dollars in thousands)</i>	2006	2005	2006	2005
<b>Net sales</b>	\$ 225,419	\$ 206,830	\$ 426,792	\$ 381,537
Costs, expenses and other:				
Cost of products sold (excluding depreciation and amortization)	193,668	176,868	379,002	332,806
Depreciation and amortization	10,385	13,093	20,337	23,193
Selling and administrative	5,027	5,962	9,558	10,034
Restructuring charge	61	527	195	878
Interest, net	8,290	8,068	16,511	15,773
Financial advisory fees	124	124	248	248
Other expense (income), net	395	(86)	473	(653)
Total costs, expenses and other	217,950	204,556	426,324	382,279
Income (loss) before income taxes	7,469	2,274	468	(742)
Provision for (benefit from) income taxes	2,552	854	157	(273)
<b>Net income (loss)</b>	\$ 4,917	\$ 1,420	\$ 311	\$ (469)

*The accompanying notes are an integral part of the Consolidated Financial Statements.*

**Table of Contents****BWAY Corporation and Subsidiaries****Consolidated Statements of Cash Flows (unaudited)**

	<b>Six Months Ended</b>	
	<b>April 2,</b>	<b>April 3,</b>
<i>(Dollars in thousands)</i>	<b>2006</b>	<b>2005</b>
<b>Cash flows from operating activities:</b>		
Net income (loss)	\$ 311	\$ (469)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation	13,835	17,262
Amortization of other intangible assets	6,502	5,931
Amortization of deferred financing costs	1,063	1,060
Provision for doubtful accounts	43	6
Loss (gain) on disposition of property, plant and equipment	332	(564)
Deferred income taxes	(5,585)	(2,404)
Stock-based compensation	510	713
Changes in assets and liabilities:		
Accounts receivable	(2,325)	(10,135)
Inventories	(3,346)	(9,028)
Other assets	(763)	(181)
Accounts payable	10,368	9,496
Accrued and other liabilities	(5,539)	263
Income taxes, net	(4,831)	2,066
<b>Net cash provided by operating activities</b>	<b>10,575</b>	<b>14,016</b>
<b>Cash flows from investing activities:</b>		
Capital expenditures	(14,882)	(8,527)
Business acquisitions		(428)
Proceeds from disposition of property, plant and equipment and assets held for sale	667	908
<b>Net cash used in investing activities</b>	<b>(14,215)</b>	<b>(8,047)</b>
<b>Cash flows from financing activities:</b>		
Repayments of term loan	(30,000)	(19,700)
Increase in unrepresented bank drafts in excess of cash available for offset		875
Principal payments under capital leases	(119)	(56)
<b>Net cash used in financing activities</b>	<b>(30,119)</b>	<b>(18,881)</b>
<b>Net decrease in cash and equivalents</b>	<b>(33,759)</b>	<b>(12,912)</b>
Cash and equivalents, beginning of period	51,889	27,325
<b>Cash and equivalents, end of period</b>	<b>\$ 18,130</b>	<b>\$ 14,413</b>
<b>Supplemental disclosures of cash flow information:</b>		
Cash paid during the period for:		
Interest	\$ 15,697	\$ 14,748
Income taxes	\$ 10,574	\$ 65

**Non-cash investing and financing activities:**

Amounts owed for capital expenditures	\$	856	\$	760
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*The accompanying notes are an integral part of the Consolidated Financial Statements.*



**Table of Contents****BWAY Corporation and Subsidiaries****Notes to Consolidated Financial Statements (unaudited)****1. GENERAL***Principles of Consolidation and Basis of Presentation*

The accompanying unaudited consolidated financial statements include the accounts of BWAY Corporation ( BWAY ) and our subsidiaries (collectively, the Company , we or our ) and have been prepared without audit. Certain information and footnote disclosures, including critical and significant accounting policies, normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These statements and the accompanying notes should be read in conjunction with our Annual Report on Form 10-K for the year ended October 2, 2005 (the Annual Report ). The consolidated financial statements include all normal recurring adjustments necessary for a fair presentation of the financial position and results of operations for the periods presented.

Results of operations for the three and six months ended April 2, 2006 are not necessarily indicative of the results that may be expected for the entire fiscal year, particularly in view of the seasonality of the packaging business.

*Business and Segment Information*

We manufacture and distribute metal and rigid plastic containers primarily in the United States. We operate the company as two divisions. Our BWAY Packaging Division primarily sells and markets our metal packaging products and our NAMPAC Division primarily sells and markets our rigid plastic packaging products.

We are a wholly-owned subsidiary of BCO Holding Company ( BCO Holding ), an affiliate of Kelso & Company, L.P., a private equity firm, as a result of a merger transaction whereby all outstanding shares of BWAY s common stock, with certain exceptions, were redeemed on February 7, 2003.

On July 7, 2004, we acquired all of the stock of North America Packaging Corporation ( NAMPAC ) from MVOC, LLC, a Delaware limited liability company and sole owner of the common shares of NAMPAC (the NAMPAC Acquisition ). As a result of the acquisition, NAMPAC became a wholly owned subsidiary of BWAY.

We operate on a 52/53-week fiscal year ending on the Sunday closest to September 30. Our NAMPAC subsidiary reports its operations on a calendar month basis. There were no material transactions between the different period ends that required adjustment in the consolidated financial statements.

*Stock-Based Compensation*

We account for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board ( APB ) Opinion 25, *Accounting for Stock Issued to Employees*, and related interpretations ( APB 25 ). Accordingly, we are not required to record compensation expense when the exercise price of stock options granted to employees or directors is equal to or greater than the fair market value of the stock when the option is granted.

If we determined stock-based compensation based on the fair-value method, our net income (loss) would be as follows:

	Three Months Ended		Six Months Ended	
	April 2,	April 3,	April 2,	April 3,
(Dollars in thousands)	2006	2005	2006	2005
Net income (loss), as reported	\$ 4,917	\$ 1,420	\$ 311	\$ (469)
	176	257	339	450

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Add: Stock-based compensation included in reported net loss, net of related tax effects

Less: Pro forma stock-based compensation under SFAS 123, net of related tax effects

Pro forma net income (loss)

## 2. INVENTORIES

Inventories consist of the following:

	April 2,	October 2,	
<i>(Dollars in thousands)</i>	2006	2005	
<b>Inventories at FIFO cost</b>			
Raw materials	\$ 26,395	\$ 28,999	
Work-in-process	37,121	29,737	
Finished goods	29,561	25,316	
		14,362	
Investment in Securities	1,038,736	1,104,158	12,392
Other Operating Assets	235,435	186,396	2,809
Investment in Affiliates	397,062	409,711	4,737
Other Receivables	197,202	210,521	2,353
Inventories	136,911	153,256	1,633
Prepaid Expenses	50,681	45,420	605
Office Facilities	101,291	96,831	1,208
Other Assets	538,068	539,954	6,419
<b>Total Assets</b>	<b>8,643,758</b>	<b>7,739,800</b>	<b>103,123</b>
<b>Liabilities and Equity</b>			
Short-Term Debt	543,432	573,565	6,483
Deposits	920,765	853,269	10,985
Trade Notes, Accounts Payable and Other Liabilities	318,241	311,113	3,797
Accrued Expenses	103,381	101,917	1,233
Policy Liabilities	397,140	409,957	4,738
Current and Deferred Income Taxes	173,136	183,674	2,066
Security Deposits	123,751	125,479	1,476
Long-Term Debt	4,740,372	3,836,270	56,555
<b>Total Liabilities</b>	<b>7,320,218</b>	<b>6,395,244</b>	<b>87,333</b>
<b>Redeemable Noncontrolling Interests</b>	<b>21,663</b>	<b>28,095</b>	<b>258</b>
<b>Commitments and Contingent Liabilities</b>			
Common Stock	143,946	143,939	1,717
Additional Paid-in Capital	179,040	178,661	2,136
Retained Earnings	1,108,073	1,104,779	13,220
Accumulated Other Comprehensive Income (Loss)	(102,040)	(79,459)	(1,217)
Treasury Stock, at Cost	(49,219)	(49,236)	(587)
<b>ORIX Corporation Shareholders Equity</b>	<b>1,279,800</b>	<b>1,298,684</b>	<b>15,269</b>

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<b>Noncontrolling Interests</b>	22,077	17,777	263
<b>Total Equity</b>	1,301,877	1,316,461	15,532
<b>Total Liabilities and Equity</b>	8,643,758	7,739,800	103,123

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**Table of Contents****Note 1:**

	September 30, 2010	March 31, 2010	U.S. dollars September 30, 2010
Accumulated Other Comprehensive Income (Loss)			
Net unrealized gains on investment in securities	4,306	7,495	51
Defined benefit pension plans	(8,942)	(9,092)	(107)
Foreign currency translation adjustments	(97,702)	(77,651)	(1,166)
Net unrealized gains (losses) on derivative instruments	298	(211)	5
	(102,040)	(79,459)	(1,217)

**Note 2:**

Accounting Standards Update 2009-17 (ASC810-10 ( Consolidation )) has been adopted since April 1, 2010. Pursuant to ASU 2009-17, the assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of those VIEs and the liabilities of consolidated VIEs for which do not have recourse to the general credit of the Company and its subsidiaries are below.

	September 30, 2010	U.S. dollars September 30, 2010
<b>Assets</b>		
Cash and Cash Equivalents	45,423	542
Investment in Direct Financing Leases	271,225	3,236
Installment Loans (Net of Allowance for Doubtful Receivables on Direct Financing Leases and Probable Loan Losses)	962,394	11,482
Investment in Operating Leases	301,673	3,599
Investment in Securities	66,018	788
Investment in Affiliates	33,664	402
Others	165,547	1,974
	1,845,944	22,023
<b>Liabilities</b>		
Short-Term Debt	1,580	19
Trade Notes, Accounts Payable and Other Liabilities	14,909	178
Policy Liabilities	9,384	112
Long-Term Debt	1,277,988	15,247
Others	6,273	74
	1,310,134	15,630

**Table of Contents****(2) Condensed Consolidated Statements of Income**

(For the Six Months Ended September 30, 2009 and 2010)

(Unaudited)

	(millions of yen, millions of US\$)				
	Six Months ended September 30, 2009	Period -over- period (%)	Six Months ended September 30, 2010	Period -over- period (%)	U.S. dollars Six Months ended September 30, 2010
<b>Total Revenues :</b>	461,741	85	481,874	104	5,749
Direct financing leases	25,508	74	24,815	97	296
Operating leases	137,348	95	141,321	103	1,686
Interest on loans and investment securities	73,825	71	87,693	119	1,046
Brokerage commissions and net gains on investment securities	10,510		11,261	107	134
Life insurance premiums and related investment income	57,189	91	59,648	104	712
Real estate sales	21,007	73	19,419	92	232
Gains on sales of real estate under operating leases	2,254	12	438	19	5
Other operating revenues	134,100	90	137,279	102	1,638
<b>Total Expenses :</b>	440,664	91	435,241	99	5,193
Interest expense	43,226	83	64,612	149	771
Costs of operating leases	96,444	99	94,821	98	1,131
Life insurance costs	46,440	85	44,772	96	534
Costs of real estate sales	20,693	56	18,628	90	222
Other operating expenses	77,163	86	83,396	108	995
Selling, general and administrative expenses	110,577	92	99,443	90	1,186
Provision for doubtful receivables and probable loan losses	39,474	144	13,726	35	164
Write-downs of long-lived assets	212		3,737		45
Write-downs of securities	6,085	109	11,968	197	143
Foreign currency transaction loss, net	350		138	39	2
<b>Operating Income</b>	21,077	37	46,633	221	556
Equity in Net Income (Loss) of Affiliates	(4,538)		5,988		71
Gains on Sales of Subsidiaries and Affiliates and Liquidation Losses, Net	6,293		339	5	4
<b>Income before Income Taxes and Discontinued Operations</b>	22,832	29	52,960	232	631
Provision for Income Taxes	9,473	29	20,380	215	243
<b>Income from Continuing Operations</b>	13,359	29	32,580	244	388

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<b>Discontinued Operations:</b>					
Income from discontinued operations, net	10,816		4,406		53
Provision for income taxes	(3,687)		(1,868)		(22)
Discontinued operations, net of applicable tax effect	7,129	63	2,538	36	31
<b>Net Income</b>	20,488	36	35,118	171	419
<b>Net Income (Loss) Attributable to the Noncontrolling Interests</b>	(741)		165		2
<b>Net Income Attributable to the Redeemable Noncontrolling Interests</b>	1,079	156	900	83	11
<b>Net Income Attributable to ORIX Corporation</b>	20,150	36	34,053	169	406

**Note 1:** Pursuant to FASB Accounting Standards Codification 205-20 ( Presentation of Financial Statements Discontinued Operations ), the results of operations which meet the criteria for discontinued operations are reported as a separate component of income, and those related amounts that had been previously reported are reclassified.

**Table of Contents****(3) Condensed Consolidated Statements of Cash Flows**

(For the Six Months Ended September 30, 2009 and 2010)

(Unaudited)

	(millions of yen, millions of US\$)		
	Six Months ended September 30, 2009	Six Months ended September 30, 2010	U.S. dollars Six Months ended September 30, 2010
<b>Cash Flows from Operating Activities:</b>			
Net income	20,488	35,118	419
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	85,256	79,287	946
Provision for doubtful receivables and probable loan losses	39,474	13,726	164
Decrease in policy liabilities	(25,028)	(12,817)	(153)
Equity in net (income) loss of affiliates (excluding interest on loans)	5,156	(4,732)	(56)
Gains on sales of subsidiaries and affiliates and liquidation losses, net	(6,293)	(339)	(4)
Gains on sales of available-for-sale securities	(3,086)	(4,332)	(52)
Gains on sales of real estate under operating leases	(2,254)	(438)	(5)
Gains on sales of operating lease assets other than real estate	(3,408)	(4,699)	(56)
Write-downs of long-lived assets	212	3,737	45
Write-downs of securities	6,085	11,968	143
Increase in restricted cash	(5,410)	(10,783)	(129)
Decrease (increase) in trading securities	(1,424)	23,164	276
Decrease in inventories	18,333	7,016	83
Decrease in other receivables	5,497	3,093	37
Increase (decrease) in trade notes, accounts payable and other liabilities	(25,770)	4,604	55
Other, net	(6,855)	(34,359)	(410)
Net cash provided by operating activities	100,973	109,214	1,303
<b>Cash Flows from Investing Activities:</b>			
Purchases of lease equipment	(190,401)	(292,473)	(3,489)
Principal payments received under direct financing leases	182,529	196,555	2,345
Net proceeds from securitization of lease receivables, loan receivables and securities	8,175		
Installment loans made to customers	(320,600)	(391,838)	(4,675)
Principal collected on installment loans	520,703	594,153	7,088
Proceeds from sales of operating lease assets	63,231	88,114	1,051
Investment in affiliates, net	(8,417)	11,449	137
Proceeds from sales of investment in affiliates	4,393	1,283	15
Purchases of available-for-sale securities	(176,518)	(439,477)	(5,243)
Proceeds from sales of available-for-sale securities	72,624	238,282	2,845
Proceeds from redemption of available-for-sale securities	78,145	176,311	2,103
Purchases of held-to-maturity securities	(9,733)		
Purchases of other securities	(6,346)	(22,930)	(274)
Proceeds from sales of other securities	11,293	8,161	97
Purchases of other operating assets	(2,723)	(3,011)	(36)
Acquisitions of subsidiaries, net of cash acquired	(4,944)	(14,610)	(174)

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Sales of subsidiaries, net of cash disposed	126,721	454	5
Other, net	4,219	(15,896)	(190)
Net cash provided by investing activities	352,351	134,527	1,605
<b>Cash Flows from Financing Activities:</b>			
Net decrease in debt with maturities of three months or less	(51,143)	(19,407)	(232)
Proceeds from debt with maturities longer than three months	430,468	874,550	10,434
Repayment of debt with maturities longer than three months	(839,776)	(1,033,191)	(12,326)
Net increase in deposits due to customers	76,972	67,639	807
Issuance of common stock	83,036	11	0
Dividends paid	(6,261)	(8,061)	(96)
Net decrease in call money	(13,400)	(8,000)	(95)
Other, net	974	17	
Net cash used in financing activities	(319,130)	(126,442)	(1,508)
Effect of Exchange Rate Changes on Cash and Cash Equivalents	(1,311)	(7,377)	(89)
Net increase in Cash and Cash Equivalents	132,883	109,922	1,311
Cash and Cash Equivalents at Beginning of Year	459,969	639,087	7,625
Cash and Cash Equivalents at End of Period	592,852	749,009	8,936

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**Table of Contents****(4) Assumptions for Going Concern**

Not applicable.

**(5) Segment Information (Unaudited)****1. Segment Information by Sector**

(millions of yen, millions of US\$)

	Six Months		Six Months		U.S. dollars		March 31, 2010	September 30, 2010	U.S. dollars September 30, 2010
	ended September 30, 2009	ended September 30, 2009	ended September 30, 2010	ended September 30, 2010	Segment	Segment			
	Segment	Segment	Segment	Segment	Segment	Segment	Segment	Segment	Segment
	Revenues	Profits (Losses)	Revenues	Profits	Revenues	Profits	Assets	Assets	Assets
Corporate Financial Services	50,111	(9,413)	50,435	4,933	602	59	1,178,458	1,088,198	12,983
Maintenance Leasing	114,221	11,616	112,511	14,041	1,342	168	515,716	531,905	6,346
Real Estate	95,940	10,728	82,770	3,799	987	45	1,079,273	1,071,433	12,783
Investment Banking	46,409	(14,394)	52,313	4,258	624	51	1,071,255	1,019,565	12,164
Retail	81,686	14,820	75,237	15,175	898	181	1,578,758	1,627,935	19,422
Overseas Business	88,039	21,489	83,897	22,478	1,001	268	860,815	788,856	9,410
<b>Segment Total</b>	<b>476,406</b>	<b>34,846</b>	<b>457,163</b>	<b>64,684</b>	<b>5,454</b>	<b>772</b>	<b>6,284,275</b>	<b>6,127,892</b>	<b>73,108</b>
Difference between Segment Total and Consolidated Amounts	(14,665)	(12,014)	24,711	(11,724)	295	(141)	1,455,525	2,515,866	30,015
<b>Consolidated Amounts</b>	<b>461,741</b>	<b>22,832</b>	<b>481,874</b>	<b>52,960</b>	<b>5,749</b>	<b>631</b>	<b>7,739,800</b>	<b>8,643,758</b>	<b>103,123</b>

**Note 1:** The Company evaluates the performance of segments based on income before income taxes and discontinued operations, adjusted for results of discontinued operations and net income attributable to the noncontrolling interests before applicable tax effect. Tax expenses are not included in segment profits.

**Note 2:** From this fiscal year, the Company changed the measure of its segment assets and segment revenues related to certain variable interest entities (VIEs) which are consolidated in accordance with ASC 810-10 ( Consolidations-Variable Interest Entities ) since the Company's management changed its internal performance assessment measures to manage its segments. Among consolidated VIEs, for certain VIEs, such as those used for securitization, in which VIE's assets can be used only to settle related obligations and the creditors do not have recourse to other assets of the Company or its subsidiaries, segment assets are measured based on an amount of the Company and its subsidiaries' net investments in VIEs, which are different from the amount of total assets of the consolidated VIEs, and segment revenues are measured at a net amount of the VIEs' revenues corresponding to its investments in VIEs.

In addition, in line with a review of management classification, Internet Research Institute, Inc. and ORIX's Information and Communication Technology Department, which were previously included in the Corporate Financial Services segment, have been included in the Investment Banking segment and Maintenance Leasing segment, respectively.

Due to these changes, the reclassified figures are shown for the second consolidated period and the fiscal year ended March 31, 2010.

## 2. Geographic Information

(millions of yen, millions of US\$)

**Six Months ended September 30, 2009**

	<b>Japan</b>	<b>America*2</b>	<b>Other*3</b>	<b>Difference between Geographic Total and Consolidated Amounts</b>	<b>Consolidated Amounts</b>
Total Revenues	398,499	44,110	40,508	(21,376)	461,741
Income before Income Taxes	13,051	8,356	12,241	(10,816)	22,832

**Six Months ended September 30, 2010**

	<b>Japan</b>	<b>America*2</b>	<b>Other*3</b>	<b>Difference between Geographic Total and Consolidated Amounts</b>	<b>Consolidated Amounts</b>
Total Revenues	379,843	68,263	39,595	(5,827)	481,874
Income before Income Taxes	35,268	9,491	12,607	(4,406)	52,960

**U.S. dollars**

**Six Months ended September 30, 2010**

	<b>Japan</b>	<b>America*2</b>	<b>Other*3</b>	<b>Difference between Geographic Total and Consolidated Amounts</b>	<b>Consolidated Amounts</b>
Total Revenues	4,532	814	472	(69)	5,749
Income before Income Taxes	421	113	150	(53)	631

**Note 1:** Results of discontinued operations are included in each amount attributed to each geographic area.

**Note 2:** Mainly United States

**Note 3:** Mainly Asia, Europe, Oceania and Middle East

**(6) Significant Changes in Shareholders Equity**

There is no corresponding item.