

ORIX CORP
Form 6-K
August 11, 2011
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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

Pursuant to Rule 13a-16 or 15d-16 OF

THE SECURITIES EXCHANGE Act of 1934

For the month of August 2011.

ORIX Corporation

(Translation of Registrant's Name into English)

Mita NN Bldg., 4-1-23 Shiba, Minato-Ku,

Tokyo, JAPAN

(Address of Principal Executive Offices)

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

Form 20-F Form 40-F

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

Yes No

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Table of Documents Filed

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1. <u>On August 11, ORIX Corporation (the Company) filed its quarterly financial report (shihanki houkokusho) with the Kanto Financial Bureau in Japan. This document is an English translation of consolidated financial information prepared in accordance with generally accepted accounting principles in the United States (U.S. GAAP) for the three months ended June 30, 2010 and 2011, and the fiscal year ended March 31, 2011. This translation is unaudited.</u>	

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SIGNATURES

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

ORIX Corporation

Date: August 11, 2011

By /s/ Haruyuki Urata
Haruyuki Urata
Director
Deputy President & CFO
ORIX Corporation

Table of Contents**CONSOLIDATED FINANCIAL INFORMATION**

1. On August 11, 2011, ORIX Corporation (the Company) filed its quarterly financial report (*shihanki houkokusho*) with the Kanto Financial Bureau in Japan. This document is an English translation of unaudited consolidated financial information prepared in accordance with generally accepted accounting principles in the United States (U.S. GAAP) for the three months ended June 30, 2010 and 2011.

2. Significant differences between U.S. GAAP and generally accepted accounting principles in Japan (Japanese GAAP) are stated in the notes of Overview of Accounting Principles Utilized.

In preparing its consolidated financial information, the Company and its subsidiaries have complied with U.S. GAAP, except as modified to account for stock splits in accordance with the usual practice in Japan.

These documents may contain forward-looking statements about expected future events and financial results that involve risks and uncertainties. Such statements are based on our current expectations and are subject to uncertainties and risks that could cause actual results to differ materially from those described in the forward-looking statements. Factors that could cause such a difference include, but are not limited to, those described under Risk Factors in the Company's most recent annual report on Form 20-F filed with the U.S. Securities and Exchange Commission.

These documents contain non-GAAP financial measures, including adjusted long-term and interest-bearing debt, adjusted total assets and adjusted ORIX Corporation shareholders' equity, as well as other measures and ratios calculated on the basis thereof. These Non-GAAP financial measures should not be considered in isolation or as a substitute for the most directly comparable financial measures included in our consolidated financial statements presented in accordance with U.S. GAAP. Reconciliations of these Non-GAAP financial measures to the most directly comparable U.S. GAAP measures are included on page 11 in these documents.

The Company believes that it will be considered a passive foreign investment company for U.S. Federal income tax purposes in the year to which these consolidated financial results relate and for the foreseeable future by reason of the composition of its assets and the nature of its income. A U.S. holder of the shares or ADSs of the Company is therefore subject to special rules generally intended to eliminate any benefits from the deferral of U.S. Federal income tax that a holder could derive from investing in a foreign corporation that does not distribute all of its earnings on a current basis. Investors should consult their tax advisors with respect to such rules, which are summarized in the Company's annual report.

1. Information on the Company and its Subsidiaries**(1) Consolidated Financial Highlights**

	Millions of yen (except for per share amounts and ratios)		
	Three months ended June 30, 2010	Three months ended June 30, 2011	Fiscal year ended March 31, 2011
Total revenues	¥ 229,547	¥ 243,855	¥ 969,268
Income before income taxes and discontinued operations	24,494	39,185	93,488
Net income attributable to ORIX Corporation	16,450	23,653	67,275
Comprehensive Income Attributable to ORIX Corporation	2,052	17,230	53,956
ORIX Corporation shareholders' equity	1,266,795	1,327,983	1,319,341
Total assets	8,704,169	8,420,141	8,581,582
Earnings per Share for net income attributable to ORIX Corporation			
Basic (yen)	153.05	220.03	625.88
Diluted (yen)	129.27	183.67	527.75
ORIX Corporation shareholders' equity ratio (%)	14.55	15.77	15.37

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Cash flows from operating activities	(14,241)	45,017	212,380
Cash flows from investing activities	73,143	59,454	251,598
Cash flows from financing activities	(83,530)	(140,076)	(363,590)
Cash and cash equivalents at end of period	609,110	694,774	732,127

- Notes: 1. Pursuant to FASB Accounting Standards Codification (ASC) 205-20 (Presentation of Financial Statements Discontinued Operations), certain amounts in fiscal year ended March 31, 2011 related to the operations of subsidiaries, business units, and certain properties, which have been sold or are to be disposed of by sale without significant continuing involvement as of June 30, 2011 have been reclassified retroactively.
2. Consumption tax is excluded from the stated amount of total revenues.

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(2) Overview of Activities

For the three months ended June 30, 2011, no significant changes were made in the Company and its subsidiaries' operations. Additionally, there are no changes of principal related companies.

2. Risk Factors

There were no additional Risk Factors for the three months ended June 30, 2011.

In addition, there were not significant changes to the description under Risk Factors in the Form 20-F for the fiscal year ended March 31, 2011.

3. Material Contract

There is no corresponding item.

4. Analysis of Financial Results and Condition

The following discussion provides management's explanation of factors and events that have significantly affected our financial condition and results of operations. Also included is management's assessment of factors and trends which are anticipated to have a material effect on our financial condition and results of operations in the future. However, please be advised that financial conditions and results of operations in the future may also be affected by factors other than those discussed here. These factors and trends regarding the future were assessed as of the issue date of the quarterly financial report (*shihanki houkokusho*).

(1) Qualitative Information Regarding Consolidated Financial Results

Economic Environment

The global economy continues to show moderate recovery. However, the pace has slowed due in part to delayed economic recovery and fiscal concerns in advanced economies and tightened monetary policies in Asian nations.

In the United States, housing investment and employment statistics remain weak, giving rise to a sense of slowdown among a weakening business sentiment in the corporate sector and an end to quantitative easing.

In Europe, central countries such as Germany are recovering. However, a strong feeling of uncertainty remains as concerns about the fiscal stability of surrounding countries linger. Despite Greece managing to temporarily overcome a fiscal crisis with the approval of fiscal austerity measures, the issue has yet to be resolved.

Emerging economies in Asia continue to experience stable growth, yet the specter of inflation remains simmering beneath the surface. The central banks of each country are tightening monetary policy to match the pace of growth, and a slight slowdown in growth is anticipated as a result.

The Japanese economy continues to tread water despite recovery from effects of the Great East Japan Earthquake. There continues to be political confusion and concern about a backlog of legislation. However, the supply chain and corporate activities are recovering.

Table of Contents**Financial Highlights****Financial Results for the Three Months Ended June 30, 2011**

Total revenues	¥243,855 million (Up 6% year on year)
Income before income taxes and discontinued operations	¥39,185 million (Up 60% year on year)
Net income attributable to ORIX Corporation	¥23,653 million (Up 44% year on year)
Earnings per share for net income attributable to ORIX Corporation (Basic)	¥220.03 (Up 44% year on year)
(Diluted)	¥183.67 (Up 42% year on year)
ROE (Annualized) *1	7.1% (5.1% during the same period of the previous fiscal year)
ROA (Annualized) *2	1.11% (0.80% during the same period of the previous fiscal year)

*1 ROE is the ratio of net income attributable to ORIX Corporation for the period to average ORIX Corporation Shareholders' Equity.

*2 ROA is the ratio of net income attributable to ORIX Corporation for the period to average Total Assets.

Revenues for the three-month period ended June 30, 2011 (hereinafter the first consolidated period) increased 6% to ¥243,855 million compared to ¥229,547 million during the same period of the previous fiscal year. Interest on loans and investment securities decreased compared to the same period of the previous fiscal year in line with a decrease in the average balance of installment loans. However, compared to the previous fiscal year, operating lease revenues increased mainly due to an increase in gains on sales of automobiles in the Maintenance Leasing segment and an increase in aircraft operating lease revenues in the Overseas Business segment, and real estate sales increased due to an increase in the number of condominiums delivered.

Total expenses increased 2% to ¥210,749 million compared to ¥207,267 million during the same period of the previous fiscal year. As mentioned above, costs of real estate sales increased due to an increase in the number of units delivered. However, both interest expense and provision for doubtful receivables and probable loan losses decreased compared to the same period of the previous fiscal year due to a decrease in the balance of liabilities and a decrease in the amount of non-performing loans, respectively. In addition, write-downs of securities decreased mainly due to the absence of write-downs recorded for non-marketable securities during the same period of the previous fiscal year.

Equity in net income of affiliates increased compared to the same period of the previous fiscal year primarily due to increased profits from a domestic equity-method affiliate.

As a result of the foregoing, income before income taxes and discontinued operations increased 60% to ¥39,185 million compared to ¥24,494 million during the same period of the previous year, and net income attributable to ORIX Corporation rose 44% to ¥23,653 million from ¥16,450 million during the same period of the previous fiscal year.

Segment Information

Total revenues and profits by segment for the three months ended June 30, 2010 and 2011 are as follows:

	Millions of yen							
	Three months ended June 30, 2010		Three months ended June 30, 2011		Change (revenues)		Change (profits)	
	Segment Revenues	Segment Profits	Segment Revenues	Segment Profits	Amount	Percent (%)	Amount	Percent (%)
Corporate Financial Services	¥ 23,946	¥ 1,713	¥ 24,964	¥ 3,136	¥ 1,018	4	¥ 1,423	83
Maintenance Leasing	56,777	6,753	57,779	8,036	1,002	2	1,283	19
Real Estate	47,941	1,138	50,084	1,121	2,143	4	(17)	(1)
Investment Banking	18,368	3,442	9,032	5,085	(9,336)	(51)	1,643	48
Retail	35,582	8,105	39,797	9,867	4,215	12	1,762	22
Overseas Business	43,123	11,435	50,060	14,851	6,937	16	3,416	30
Total	225,737	32,586	231,716	42,096	5,979	3	9,510	29

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Difference between Segment Total and Consolidated Amounts	3,810	(8,092)	12,139	(2,911)	8,329	219	5,181	
Total Consolidated Amounts	¥ 229,547	¥ 24,494	¥ 243,855	¥ 39,185	¥ 14,308	6	¥ 14,691	60

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Total assets by segment as of June 30, 2011 and March 31, 2011 are as follows:

	March 31, 2011		Millions of yen June 30, 2011		Change	
	Segment Assets	Composition ratio (%)	Segment Assets	Composition ratio (%)	Amount	Percent (%)
Corporate Financial Services	¥ 1,006,107	11.7	¥ 937,197	11.1	¥ (68,910)	(7)
Maintenance Leasing	502,738	5.9	509,514	6.1	6,776	1
Real Estate	1,539,814	17.9	1,512,306	18.0	(27,508)	(2)
Investment Banking	468,231	5.5	467,938	5.6	(293)	(0)
Retail	1,653,704	19.3	1,652,210	19.5	(1,494)	(0)
Overseas Business	972,224	11.3	961,493	11.4	(10,731)	(1)
Total	6,142,818	71.6	6,040,658	71.7	(102,160)	(2)
Difference between Segment Total and Consolidated Amounts	2,438,764	28.4	2,379,483	28.3	(59,281)	(2)
Total Consolidated Amounts	¥ 8,581,582	100.0	¥ 8,420,141	100.0	¥ (161,441)	(2)

All segments were profitable during the first consolidated period, and segment profit increased compared to the same period of the previous fiscal year for all segments except the Real Estate segment, for which profits were flat year on year.

Segment information for the first consolidated period is as follows:

Corporate Financial Services Segment

This segment is involved in lending, leasing, commission business for the sale of financial products, and environment-related businesses.

Segment revenues increased 4% to ¥24,964 million compared to ¥23,946 million during the same period of the previous fiscal year due to robust direct financing lease revenues and increased revenues from environment-related businesses, despite being partially offset by a decrease in installment loan revenues in line with a decrease in the average balance of installment loans as a result of selective new loan executions continuing from the previous fiscal year.

Segment expenses were flat compared to the same period of the previous fiscal year, resulting from decreases in expenses such as interest expense and provision for doubtful receivables and probable loan losses offsetting increases in expenses in the environment-related business. Provision for doubtful receivables and probable loan losses have decreased due to economic recovery of corporate production activities and gradual improvement in the real estate market in addition to the limited impact of the Great East Japan Earthquake.

As a result, segment profits increased 83% to ¥3,136 million compared to ¥1,713 million during the same period of the previous fiscal year.

Segment assets decreased 7% compared to March 31, 2011 to ¥937,197 million due to a decline in the balance of direct financing leases and installment loans.

Maintenance Leasing Segment

This segment consists of automobile and rental operations. The automobile operations are comprised of automobile leasing, rentals and car sharing and the rental operations are comprised of leasing and rental of precision measuring and IT-related equipment.

Despite limited recovery of domestic capital expenditure and an otherwise bleak business environment outlook, Maintenance Leasing segment revenues have remained stable due to the ability to provide customers with high value-added services while meeting corporate customers' cost reduction needs.

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Segment revenues remained robust, increasing 2% to ¥57,779 million compared to ¥56,777 million during the same period of the previous fiscal year due to solid revenues from operating leases including the sales of used automobiles despite a decrease in the average balance of investment in direct financing leases compared to the same period of the previous fiscal year.

Segment expenses decreased compared to the same period of the previous fiscal year, resulting from decreases in interest expense and provision for doubtful receivables and probable loan losses.

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As a result, segment profits increased 19% to ¥8,036 million compared to ¥6,753 million during the same period of the previous fiscal year.

Segment assets remained flat compared to March 31, 2011 at ¥509,514 million as a result of stable trends in operating lease assets and direct financing lease investment.

Real Estate Segment

This segment consists of development and rental of commercial real estate and office buildings; condominium development and sales; hotel, golf course and training facility operation; senior housing development and management; REIT asset management; real estate investment and advisory services and real estate finance.

A post-earthquake drop in sales was feared in the residential condominium market, but a calm is returning to the market as evidenced by contract completion rates surpassing the key benchmark level of 70% in the Tokyo and Osaka metropolitan areas. Under these conditions, the number of condominiums delivered increased to 343 units compared to 118 units during the same period of the previous fiscal year.

The office building market was negatively affected by the Great East Japan Earthquake, and is still in an adjustment phase. However, investors such as J-REITs and overseas investors are starting to consider the acquisition of new properties. Under this environment, the real estate investment business is pursuing a policy of turning over assets while carefully monitoring the market and making appropriate asset sales.

The real estate operating business, which consists of various businesses such as hotels, Japanese inns, golf courses and training facilities, has stable revenues despite a small portion of facilities having halted operation due to the Great East Japan Earthquake.

Segment revenues increased 4% to ¥50,084 million compared to ¥47,941 million during the same period of the previous fiscal year due to increased operating lease revenue from an increase in buildings under operation and an increase in the number of condominiums delivered, offset by a decrease in gains on sales of real estate under operating leases compared to the same period of the previous fiscal year.

Segment expenses increased compared to the same period of the previous fiscal year due to an increase in the costs of real estate sales resulting from an increase in the number of condominiums delivered offsetting decreases in write-downs of securities and interest expense.

As a result, segment profits were flat compared to the same period of the previous fiscal year at ¥1,121 million.

Segment assets decreased 2% compared to March 31, 2011 to ¥1,512,306 million due to decreases in installment loans and investment in securities.

Investment Banking Segment

This segment consists of loan servicing (asset recovery), principal investment, M&A advisory, venture capital and securities brokerage.

The domestic IPO market has been stagnant since the Lehman Shock, but there continues to be steady corporate realignment activities such as mergers, acquisitions and de-listings.

Segment revenues decreased 51% to ¥9,032 million compared to ¥18,368 million during the same period of the previous fiscal year in line with decreased revenues as a result of the sale of consolidated subsidiaries and large collections in the servicing business recorded in the first consolidated period of the previous fiscal year although collections and fee revenues remained robust excluding such one-off events.

Similarly, segment expenses decreased compared to the same period of the previous fiscal year due to the effects of the sale of a consolidated subsidiary during the previous fiscal year in addition to decreases in write-downs of securities and provision for doubtful receivables and probable loan losses.

Segment profits increased 48% to ¥5,085 million compared to ¥3,442 million during the same period of the previous fiscal year due to the foregoing in addition to increased profits from equity-method affiliates.

Segment assets remained flat compared to March 31, 2011 at ¥467,938 million.

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Retail Segment

This segment consists of the life insurance operations, the banking business and the card loan business.

In the life insurance business, insurance-related investment income improved compared to the same period of the previous fiscal year and insurance-related gains and increases in the number of policies in force for new products grew steadily.

Both corporate lending and individual home loans steadily increased in the banking business, and both revenues and profits increased.

As a result of the foregoing, segment revenues increased 12% to ¥39,797 million compared to ¥35,582 million during the same period of the previous fiscal year. Likewise, segment profits increased 22% to ¥9,867 million compared to ¥8,105 million during the same period of the previous fiscal year despite an increase in segment expenses.

Segment assets remained flat compared to March 31, 2011 at ¥1,652,210 million due to an increase in installment loans being offset by decreases in investment in securities and investment in affiliates.

Overseas Business Segment

This segment consists of leasing, lending, investment in bonds, investment banking, real estate-related operations, and ship- and aircraft-related operations in the United States, Asia, Oceania and Europe.

The moderate recovery experienced in the United States may be slowing down as housing investment and employment data continue to raise concern and quantitative easing measures are concluded. Meanwhile, there is the possibility of a short-term adjustment phase as steps are taken to tighten monetary policy in Asia, which is continuing to see strong economic performance, in response to concerns of inflation.

Segment revenues increased 16% to ¥50,060 million compared to ¥43,123 million during the same period of the previous fiscal year due to aircraft operating leases and revenue contributions from Red Capital (a loan servicing company) and Mariner Investment (a fund management company) in the United States as well as gains on investment securities in the United States.

Regarding segment expenses, costs of operating leases, interest expense and selling, general and administrative expenses increased.

As a result, segment profits increased 30% to ¥14,851 million compared to ¥11,435 million during the same period of the previous fiscal year.

Segment assets have remained flat compared to March 31, 2011 at ¥961,493 million due to the effects of the appreciated yen and sales of municipal bonds and loans in the United States, offsetting increases from new investments in a water business company in China and a life insurance company in South Korea.

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	As of March 31, 2011	As of June 30, 2011	Change Amount	Percent (%)
Total assets (millions of yen)	8,581,582	8,420,141	(161,441)	(2%)
(Segment assets)	6,142,818	6,040,658	(102,160)	(2%)
Total liabilities (millions of yen)	7,206,652	7,016,711	(189,941)	(3%)
(Long- and short-term debt)	5,009,901	4,888,732	(121,169)	(2%)
(Deposits)	1,065,175	1,024,457	(40,718)	(4%)
ORIX Corporation shareholders' equity (millions of yen)	1,319,341	1,327,983	8,642	1%
ORIX Corporation shareholders' equity ratio	15.4%	15.8%	0.4%	
Adjusted ORIX Corporation shareholders' equity ratio*	17.7%	18.1%	0.4%	
D/E ratio	3.8x	3.7x	(0.1)	
Adjusted D/E ratio*	3.0x	2.9x	(0.1)	

* Adjusted ORIX Corporation shareholders' equity ratio and adjusted D/E ratio are non-GAAP financial measures presented on an adjusted basis which excludes the consolidation of certain assets or liabilities attributable to consolidated VIEs and reserves the cumulative effect on our retained earnings of applying the new accounting standards for the consolidation of VIEs under ASU 2009-16 and ASU 2009-17, effective April 1, 2010. For a discussion of this and other non-GAAP financial measures, including a quantitative reconciliation to the most directly compared GAAP financial measures, see 5. NON-GAAP FINANCIAL MEASURES.

Total assets decreased 2% to ¥8,420,141 million from ¥8,581,582 million on March 31, 2011. Investment in operating leases increased due to the completion of large properties under operating leases. However, installment loans decreased as a result of selective new loan executions continuing from the previous fiscal year. Also, investment in securities decreased due to a decrease in specified bonds in Japan which offset increases resulting from new transactions overseas. Segment assets decreased 2% compared to March 31, 2011 to ¥6,040,658 million.

The balance of interest bearing liabilities is controlled at an appropriate level depending on the situation of assets, cash flow and liquidity on-hand in addition to the domestic and overseas financial environment. As a result, long- and short-term debt and deposits decreased compared to March 31, 2011.

ORIX Corporation Shareholders' equity increased 1% compared to March 31, 2011 to ¥1,327,983 million primarily due to an increase in retained earnings.

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(3) Liquidity and Capital Resources

We require capital resources for working capital and investment and lending in our businesses. In setting funding strategies we prioritize funding stability and maintaining adequate liquidity to minimize the effects of volatility in financial markets. In preparing our management plan, we adapt asset structure and size in light of expected cash flows, asset liquidity and our own liquidity situation. In actual implementation, we adjust our funding plans at times in accordance to changes in external environments and funding necessities based on our business activities, and maintain flexible funding activities.

To help ensure adequate stability and reduce liquidity risk in actual funding activities, we have sought to diversify our funding resources, promote longer liability maturities, stagger interest and principal repayment dates, and maintain committed credit facilities from a stable base of financial institutions.

Funding was comprised of borrowings from financial institutions, direct fund procurement from capital markets, and deposit. ORIX Group's total funding including those from short-and long-term debt and deposits on a consolidated basis was ¥5,913,189 million as of June 30, 2011.

Borrowings were procured from a diverse range of financial institutions including major banks, regional banks, foreign banks, life and casualty insurance companies. The number of financial institutions from which we procured borrowings exceeded 200 as of June 30, 2011. Procurement from the capital markets was composed of bonds including unsecured convertible bonds, commercial paper, medium-term notes issued by the Company and overseas subsidiaries, payables under securitized leases, and loan receivables and investment in securities. Three SEC-registered domestic and overseas subsidiaries accept deposits for funding purposes, with the majority of deposits are attributable to ORIX Trust and Banking Corporation.

In the efforts to maintain diversified capital resource and stable funding position, the Company issued \$400 million of U.S. dollar dominated senior notes, and ¥60,000 million aggregate principal amount of domestic straight bonds during the three months ended June 30, 2011. We will continue to strengthen our financial condition, while maintaining an appropriate balance of funding structure.

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Debt

(a) Short-term debt

	March 31, 2011		March 31, 2011	
	Millions of yen			
	March 31, 2011		June 30, 2011	
Borrowings from financial institutions	¥	297,835	¥	262,289
Commercial paper		180,798		171,324
Total	¥	478,633	¥	433,613

Short-term debt as of June 30, 2011 was ¥433,613 million, accounting for 9% of the total amount of short and long-term debt (excluding deposits) as compared to 10% as of March 31, 2011.

While the amount of short term debt as of June 30, 2011 was ¥433,613 million, liquidity is maintained at adequate level: the sum of cash and cash equivalent and available amount of the committed credit facilities as of June 30, 2011 was ¥1,104,584 million.

(b) Long-term debt

	March 31, 2011		March 31, 2011	
	Millions of yen			
	March 31, 2011		June 30, 2011	
Borrowings from financial institutions	¥	2,063,099	¥	2,002,372
Bonds		1,361,789		1,392,554
Medium-term notes		88,190		86,344
Payable under securitized lease and loan receivables and other		1,018,190		973,849
Total	¥	4,531,268	¥	4,455,119

The balance of long-term debt as of June 30, 2011 was ¥4,455,119 million, which accounts for 91% of to the total amount of short and long-term debts (excluding deposits) while the ratio was 90% as of March 31, 2011. On an adjusted basis, our ratio of long-term debt to total debt (excluding deposits) was 88% as of March 31, 2011 and 89% as of June 30, 2011. This ratio is a non-GAAP financial measure presented on an adjusted basis which excludes payables under securitized leases, loan receivables and investment in securities. For a discussion of this and other non-GAAP financial measures, see 5. NON-GAAP FINANCIAL MEASURES.

(c) Deposits

	March 31, 2011		March 31, 2011	
	Millions of yen			
	March 31, 2011		June 30, 2011	
Deposits	¥	1,065,175	¥	1,024,457

In addition to the short-term and long-term debt noted above, ORIX Trust and Banking Corporation, ORIX Savings Bank, and ORIX Asia Limited accept deposits. The aggregate balance of deposits as of June 30, 2011 was ¥1,024,457 million, a decrease of 4% or ¥40,718 million from March 31, 2011.

(4) Summary of Cash Flows

Cash and cash equivalents decreased by ¥ 37,353 million to ¥694,774 million in the first quarter compared to March 31, 2011.

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Cash flows from operating activities provided ¥ 45,017 million in the first quarter, having used ¥ 14,241 million during the same period of the previous fiscal year, resulting from an increase in quarterly net income and decrease in trading securities, in addition to the adjustment of net income such as depreciation and amortization, provision for doubtful receivables and probable loan losses and equity in net income (loss) of affiliates (excluding interest on loans) compared to the same period of the previous fiscal year.

Cash flows from investing activities provided ¥59,454 million in the first quarter, having provided ¥73,143 million during the same period of the previous fiscal year, due to decreases in proceeds from redemption of available-for-sale securities and principal collected on installment loans, and an increase in purchases of lease equipment.

Cash flows from financing activities used ¥ 140,076 million in the first quarter, having used ¥ 83,530 million during the same period of the previous fiscal year, due to a decrease in deposits.

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(5) Challenges to be addressed

There were no significant changes for the three months ended June 30, 2011.

(6) Research and Development Activity

There were no significant changes for the three months ended June 30, 2011.

(7) Major facilities

Significant changes in major facilities for the three months ended June 30, 2011 is as follows:

New construction

We have finished the construction of a new regional head quarters in Nishi-ku, Osaka-shi, Osaka. The new head quarters allows us to manage our Osaka operations from a single location. The total investment for the facility was ¥13.6 billion.

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The sections in (2) Financial Condition and (3) Liquidity and Capital Resources contain certain financial measures presented on a basis not in accordance with U.S. GAAP (commonly referred to as non-GAAP financial measures), including long-term debt, ORIX Corporation Shareholders' equity and total assets, as well as other measures or ratios calculated based on those measures, presented on an adjusted basis. The adjustment excludes payables under securitized leases, loan receivables and investment in securities and reverses the cumulative effect on retained earnings of applying the new accounting standards for the consolidation of VIEs, effective April 1, 2010.

Our management believes these non-GAAP financial measures provide investors with additional meaningful comparisons between our financial condition as of June 30, 2011, as compared to prior periods. Effective April 1, 2010, we adopted ASU 2009-16 and ASU 2009-17, which changed the circumstances under which we are required to consolidate certain VIEs. Our adoption of these new accounting standards caused a significant increase in our consolidated assets and liabilities and a decrease in our retained earnings without affecting the net cash flow and economic effects of our investments in such consolidated VIEs. Accordingly, our management believes that providing certain financial measures that exclude assets and liabilities attributable to consolidated VIEs as a supplement to financial information calculated in accordance with U.S. GAAP enhances the overall picture of our current financial position and enables investors to evaluate our historical financial and business trends without the large balance sheet fluctuation caused by our adoption of these new accounting standards.

We provide these non-GAAP financial measures as supplemental information to our consolidated financial statements prepared in accordance with U.S. GAAP, and they should not be considered in isolation or as substitutes for the most directly comparable U.S. GAAP measures.

The tables set forth below provide reconciliations of these non-GAAP financial measures to the most directly comparable financial measures presented in accordance with U.S. GAAP as reflected in our consolidated financial statements for the periods provided.

		2011	
		As of March 31,	As of June 30,
		(In millions of yen, except percentage data)	
Total assets	(a)	8,581,582	8,420,141
Deduct: Payables under securitized leases, loan receivables and investment in securities in long-term debt of consolidated VIEs*		1,018,190	973,849
Adjusted total assets	(b)	7,563,392	7,446,292
Short-term debt	(c)	478,633	433,613
Long-term debt	(d)	4,531,268	4,455,119
Deduct: Payables under securitized leases, loan receivables and investment in securities in long-term debt of consolidated VIEs*		1,018,190	973,849
Adjusted long-term debt	(e)	3,513,078	3,481,270
Short- and long-term debt (excluding deposits)	(f)=(c)+(d)	5,009,901	4,888,732
Adjusted short- and long-term debt (excluding deposits)	(g)=(c)+(e)	3,991,711	3,914,883
ORIX Corporation Shareholders' equity	(h)	1,319,341	1,327,983
Deduct: The cumulative effect on retained earnings of applying the new accounting standards for the consolidation of VIEs under ASU 2009-16 and ASU 2009-17, effective April 1, 2010		(21,947)	(21,397)
Adjusted ORIX Corporation Shareholders' equity	(i)	1,341,288	1,349,380
ORIX Corporation Shareholders' Equity Ratio	(h)/(a)	15.4%	15.8%
Adjusted ORIX Corporation Shareholders' Equity Ratio	(i)/(b)	17.7%	18.1%
D/E ratio	(f)/(h)	3.8x	3.7x
Adjusted D/E ratio	(g)/(i)	3.0x	2.9x
Long-term debt ratio	(d)/(f)	90%	91%
Adjusted long-term debt ratio	(e)/(g)	88%	89%

* These deductions represent amounts recorded as liabilities and included in long-term debt on the consolidated balance sheet.

Table of Contents**6. Company Stock Information**

(Following disclosure is based on Japanese GAAP and represents stand-alone basis of ORIX Corporation.)

(1) Information of Outstanding Shares, Common Stock and Additional Paid-in Capital

The information of the number of outstanding shares, the amount of common stock and additional paid-in capital for the three months ended June 30, 2011 is as follows:

In thousands		Millions of yen			
Number of outstanding shares		Common stock		Additional paid-in capital	
Increase, net	June 30, 2011	Increase, net	June 30, 2011	Increase, net	June 30, 2011
2	110,248	10	¥144,005	10	¥171,184

Note: *1 Common stock and additional paid-in capital have been increased by the exercise of stock acquisition rights.

(2) Condition of Major Shareholders

Not applicable (This item is exempted from disclosure in quarterly reports for the first and third quarters).

7. Information of the Directors and the Executive Officers

(Following disclosure is based on Japanese GAAP and represents stand-alone basis of ORIX Corporation.)

Between the filing date of Form 20-F for the fiscal year ended March 31, 2011 and June 30, 2011, there have been no changes of directors and executive officers.

Table of Contents**8. Financial Information****(1) Condensed Consolidated Balance Sheets (Unaudited)**

Assets	Millions of yen	
	March 31, 2011	June 30, 2011
Cash and Cash Equivalents	¥ 732,127	¥ 694,774
Restricted Cash	118,065	121,265
Time Deposits	5,148	1,605
Investment in Direct Financing Leases	830,853	822,235
Installment Loans	2,983,164	2,864,767
Allowance for Doubtful Receivables on Direct Financing Leases and Probable Loan Losses	(154,150)	(146,903)
Investment in Operating Leases	1,270,295	1,326,117
Investment in Securities	1,175,381	1,163,810
Other Operating Assets	235,430	237,004
Investment in Affiliates	373,376	367,346
Other Receivables	182,013	174,631
Inventories	108,410	102,150
Prepaid Expenses	44,551	50,900
Office Facilities	102,403	115,558
Other Assets	574,516	524,882
Total Assets	¥ 8,581,582	¥ 8,420,141

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 are below:

Assets	Millions of yen	
	March 31, 2011	June 30, 2011
Cash and Cash Equivalents	¥ 14,267	¥ 15,317
Investment in Direct Financing Leases (Net of Allowance for Doubtful Receivables on Direct Financing Leases and Probable Loan Losses)	242,309	240,465
Installment Loans (Net of Allowance for Doubtful Receivables on Direct Financing Leases and Probable Loan Losses)	830,689	784,698
Investment in Operating Leases	195,221	265,205
Investment in Securities	51,883	52,301
Investment in Affiliates	17,441	17,014
Others	121,811	97,470
	¥ 1,473,621	¥ 1,472,470

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	Millions of yen	
	March 31, 2011	June 30, 2011
Liabilities and Equity		
Liabilities:		
Short-Term Debt	¥ 478,633	¥ 433,613
Deposits	1,065,175	1,024,457
Trade Notes, Accounts Payable and Other Liabilities	304,354	305,170
Accrued Expenses	118,359	97,086
Policy Liabilities	398,265	395,383
Current and Deferred Income Taxes	182,501	173,814
Security Deposits	128,097	132,069
Long-Term Debt	4,531,268	4,455,119
Total Liabilities	7,206,652	7,016,711
Redeemable Noncontrolling Interests	33,902	34,126
Commitments and Contingent Liabilities		
Equity:		
Common Stock	143,995	144,005
Additional Paid-in Capital	179,137	179,193
Retained Earnings	1,141,559	1,156,559
Accumulated Other Comprehensive Income (Loss)	(96,180)	(102,603)
Treasury Stock, at Cost	(49,170)	(49,171)
ORIX Corporation Shareholders Equity	1,319,341	1,327,983
Noncontrolling Interests	21,687	41,321
Total Equity	1,341,028	1,369,304
Total Liabilities and Equity	¥ 8,581,582	¥ 8,420,141

Accounting Standards Update 2009-17 (ASC810-10 (Consolidation)) has been adopted since April 1, 2010. Pursuant to ASU 2009-17, the liabilities of consolidated VIEs for which creditors (or beneficial interest holders) do not have recourse to the general credit of the Company and subsidiaries are below:

	Millions of yen	
	March 31, 2011	June 30, 2011
Liabilities		
Short-Term Debt	¥ 1,847	¥ 1,567
Trade Notes, Accounts Payable and Other Liabilities	9,803	13,209
Security Deposits	6,884	8,489
Long-Term Debt	1,160,042	1,131,558
Others	6,674	7,380
	¥ 1,185,250	¥ 1,162,203

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

	Millions of yen	
	Three months ended June 30, 2010	Three months ended June 30, 2011
Revenues:		
Direct financing leases	¥ 12,302	¥ 12,697
Operating leases	67,191	73,526
Interest on loans and investment securities	44,562	37,302
Brokerage commissions and net gains on investment securities	5,074	7,249
Life insurance premiums and related investment income	27,722	31,197
Real estate sales	5,672	11,003
Gains on sales of real estate under operating leases	110	165
Other operating revenues	66,914	70,716
Total revenues	229,547	243,855
Expenses:		
Interest expense	33,249	29,485
Costs of operating leases	45,620	47,175
Life insurance costs	20,639	22,226
Costs of real estate sales	6,175	11,076
Other operating expenses	39,770	42,258
Selling, general and administrative expenses	48,536	49,840
Provision for doubtful receivables and probable loan losses	5,973	3,518
Write-downs of long-lived assets	1,396	1,520
Write-downs of securities	6,271	3,689
Foreign currency transaction loss (gain), net	(362)	(38)
Total expenses	207,267	210,749
Operating Income	22,280	33,106
Equity in Net Income of Affiliates	1,866	6,263
Gains (losses) on Sales of Subsidiaries and Affiliates and Liquidation Losses, Net	348	(184)
Income before Income Taxes and Discontinued Operations	24,494	39,185
Provision for Income Taxes	9,900	15,461
Income from Continuing Operations	14,594	23,724
Discontinued Operations:		
Income from discontinued operations, net	4,225	1,464
Provision for income taxes	(1,952)	(596)
Discontinued operations, net of applicable tax effect	2,273	868
Net Income	16,867	24,592
Net Income (Loss) Attributable to the Noncontrolling Interests	(13)	139
Net Income Attributable to the Redeemable Noncontrolling Interests	430	800

Net Income Attributable to ORIX Corporation	¥ 16,450	¥ 23,653
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	Millions of yen	
	Three months ended June 30, 2010	Three months ended June 30, 2011
Income attributable to ORIX Corporation:		
Income from continuing operations	¥ 14,165	¥ 22,784
Discontinued operations	2,285	869
Net income attributable to ORIX Corporation	16,450	23,653

	Yen	
	Three months ended June 30, 2010	Three months ended June 30, 2011
Amounts per Share of Common Stock for Income attributable to ORIX Corporation:		
Basic:		
Income from continuing operations	¥ 131.78	¥ 211.95
Discontinued operations	21.27	8.08
Net income attributable to ORIX Corporation	153.05	220.03
Diluted:		
Income from continuing operations	¥ 111.92	¥ 177.08
Discontinued operations	17.35	6.59
Net income attributable to ORIX Corporation	129.27	183.67

(3) Condensed Consolidated Statements of Comprehensive Income (Unaudited)

	Millions of yen	
	Three months ended June 30, 2010	Three months ended June 30, 2011
Net Income	¥ 16,867	¥ 24,592
Other comprehensive income (loss), net of tax:		
Net change of unrealized gains (losses) on investment in securities	(2,238)	34
Net change of defined benefit pension plans	125	166
Net change of foreign currency translation adjustments	(14,947)	(7,012)
Net change of unrealized gains (losses) on derivative instruments	1,137	(735)
Total other comprehensive income (loss)	(15,923)	(7,547)
Comprehensive Income	944	17,045
Comprehensive Income (Loss) Attributable to the Noncontrolling Interests	(43)	14
Comprehensive Income (Loss) Attributable to the Redeemable Noncontrolling Interests	(1,065)	(199)
Comprehensive Income Attributable to ORIX Corporation	¥ 2,052	¥ 17,230

Table of Contents**(4) Condensed Consolidated Statements of Changes in Equity (Unaudited)**

Three months ended June 30, 2010

	Millions of yen								
	ORIX Corporation Shareholders' Equity					Total ORIX Corporation		Noncontrolling	Total
	Common	Additional	Retained	Accumulated	Treasury	Shareholders	Interests	Equity	
	Stock	Paid-in	Earnings	Other	Stock	Equity			
		Capital		Comprehensive					
				Income					
				(Loss)					
Beginning Balance Before Adjustment	¥ 143,939	¥ 178,661	¥ 1,104,779	¥ (79,459)	¥ (49,236)	¥ 1,298,684	¥ 17,777	¥ 1,316,461	
Cumulative effect of applying new accounting standards for the consolidation of variable interest entities			(22,495)	(3,406)		(25,901)	4,233	(21,668)	
Beginning Balance After Adjustment	143,939	178,661	1,082,284	(82,865)	(49,236)	1,272,783	22,010	1,294,793	
Contribution to Subsidiaries							2,281	2,281	
Transaction with noncontrolling interests		116				116	(558)	(442)	
Comprehensive income (loss), net of tax:									
Net income			16,450			16,450	(13)	16,437	
Other comprehensive income (loss):									
Net change of unrealized gains (losses) on investment in securities				(2,324)		(2,324)	86	(2,238)	
Net change of defined benefit pension plans				125		125		125	
Net change of foreign currency translation adjustments				(13,340)		(13,340)	(112)	(13,452)	
Net change of unrealized gains (losses) on derivative instruments				1,141		1,141	(4)	1,137	
Total other comprehensive income (loss)						(14,398)	(30)	(14,428)	
Total comprehensive income (loss)						2,052	(43)	2,009	
Cash dividends			(8,061)			(8,061)	(718)	(8,779)	
Conversion of convertible bond	1	1				2		2	
Exercise of stock options	6	5				11		11	
Compensation cost of stock options		100				100		100	
Acquisition of treasury stock					(1)	(1)		(1)	
Other, net		53	(260)			(207)		(207)	
Ending balance	¥ 143,946	¥ 178,936	¥ 1,090,413	¥ (97,263)	¥ (49,237)	¥ 1,266,795	¥ 22,972	¥ 1,289,767	

* Changes in the redeemable noncontrolling interests are not included in the table. For further information, see Note 9 Redeemable Noncontrolling Interests .

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Three months ended June 30, 2011

	Millions of yen							
	ORIX Corporation Shareholders				Equity			
	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total ORIX Corporation Shareholders Equity	Noncontrolling Interests	Total Equity
Beginning Balance	¥ 143,995	¥ 179,137	¥ 1,141,559	¥ (96,180)	¥ (49,170)	¥ 1,319,341	¥ 21,687	¥ 1,341,028
Contribution to Subsidiaries							20,874	20,874
Transaction with noncontrolling interests		5				5	29	34
Comprehensive income (loss), net of tax:								
Net income			23,653			23,653	139	23,792
Other comprehensive income (loss)								
Net change of unrealized gains (losses) on investment in securities				(46)		(46)	80	34
Net change of defined benefit pension plans				166		166		166
Net change of foreign currency translation adjustments				(5,812)		(5,812)	(201)	(6,013)
Net change of unrealized gains (losses) on derivative instruments				(731)		(731)	(4)	(735)
Total other comprehensive income (loss)						(6,423)	(125)	(6,548)
Total comprehensive income (loss)						17,230	14	17,244
Cash dividends			(8,599)			(8,599)	(1,283)	(9,882)
Exercise of stock options	10	10				20		20
Acquisition of treasury stock					(1)	(1)		(1)
Other, net		41	(54)			(13)		(13)
Ending balance	¥ 144,005	¥ 179,193	¥ 1,156,559	¥ (102,603)	¥ (49,171)	¥ 1,327,983	¥ 41,321	¥ 1,369,304

* Changes in the redeemable noncontrolling interests are not included in the table. For further information, see Note 9 Redeemable Noncontrolling Interests .

Table of Contents**(5) Condensed Consolidated Statements of Cash Flows (Unaudited)**

	Millions of yen	
	Three months ended June 30, 2010	Three months ended June 30, 2011
Cash Flows from Operating Activities:		
Net income	¥ 16,867	¥ 24,592
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	39,112	42,001
Provision for doubtful receivables and probable loan losses	5,973	3,518
Decrease in policy liabilities	(10,992)	(2,882)
Equity in net income of affiliates (excluding interest on loans)	(1,172)	(5,863)
Gains (Losses) on sales of subsidiaries and affiliates and liquidation losses, net	(348)	184
Gains on sales of available-for-sale securities	(1,698)	(1,662)
Gains on sales of real estate under operating leases	(110)	(165)
Gains on sales of operating lease assets other than real estate	(2,116)	(3,863)
Write-downs of long-lived assets	1,396	1,520
Write-downs of securities	6,271	3,689
Increase in restricted cash	(2,570)	(3,302)
Decrease (Increase) in trading securities	(10,646)	19,785
Decrease (Increase) in inventories	(6,234)	5,586
Decrease in other receivables	6,841	7,452
Decrease in trade notes, accounts payable and other liabilities	(9,437)	(5,313)
Other, net	(45,378)	(40,260)
Net cash provided by (used in) operating activities	(14,241)	45,017

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	Millions of yen	
	Three months ended June 30, 2010	Three months ended June 30, 2011
Cash Flows from Investing Activities:		
Purchases of lease equipment	(126,643)	(140,133)
Principal payments received under direct financing leases	98,709	89,905
Installment loans made to customers	(143,024)	(147,284)
Principal collected on installment loans	253,320	228,216
Proceeds from sales of operating lease assets	56,886	51,315
Investment in affiliates, net	1,102	9,005
Proceeds from sales of investment in affiliates	1,283	1
Purchases of available-for-sale securities	(224,816)	(151,793)
Proceeds from sales of available-for-sale securities	94,894	96,329
Proceeds from redemption of available-for-sale securities	104,356	52,680
Purchases of other securities	(19,794)	(27,742)
Proceeds from sales of other securities	2,856	3,905
Purchases of other operating assets	(724)	(4,817)
Acquisitions of subsidiaries, net of cash acquired	(10,676)	(101)
Sales of subsidiaries, net of cash disposed		988
Other, net	(14,586)	(1,020)
Net cash provided by investing activities	73,143	59,454
Cash Flows from Financing Activities:		
Net increase (decrease) in debt with maturities of three months or less	20,460	(75,147)
Proceeds from debt with maturities longer than three months	364,555	348,538
Repayment of debt with maturities longer than three months	(497,038)	(393,181)
Net increase (decrease) in deposits due to customers	44,544	(40,637)
Cash dividends paid to ORIX Corporation shareholders	(8,061)	(8,599)
Cash dividends paid to redeemable noncontrolling interests		(43)
Contribution from noncontrolling interests		20,258
Net increase (decrease) in call money	(8,000)	10,000
Other, net	10	(1,265)
Net cash used in financing activities	(83,530)	(140,076)
Effect of Exchange Rate Changes on Cash and Cash Equivalents	(5,349)	(1,748)
Net Decrease in Cash and Cash Equivalents	(29,977)	(37,353)
Cash and Cash Equivalents at Beginning of Year	639,087	732,127
Cash and Cash Equivalents at End of Period	¥ 609,110	¥ 694,774

The accompanying notes to consolidated financial statements are an integral part of these statements.

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Notes to Consolidated Financial Statements

1. Overview of Accounting Principles Utilized

In preparing the accompanying consolidated financial statements, ORIX Corporation (the Company) and its subsidiaries have complied with accounting principles generally accepted in the United States of America (U.S. GAAP), modified for the accounting for stock splits (see Note 2 (n)).

These statements include all adjustments (consisting of normal recurring accruals) that we considered necessary to present a fair statement of our results of operations, financial position and cash flows. The results reported in these condensed consolidated financial statements should not be regarded as necessarily indicative of results that may be expected for the entire year. It is suggested that these condensed consolidated financial statements be read in conjunction with the financial statements and notes thereto included in our March 31, 2011 consolidated financial statements.

Since the Company listed on the New York Stock Exchange in September 1998, the Company has filed the annual report (Form 20-F) including the consolidated financial statements with the Securities and Exchange Commission.

Significant differences between U.S. GAAP and generally accepted accounting principles in Japan (Japanese GAAP) are as follows:

(a) Initial direct costs

Under U.S. GAAP, certain initial direct costs to originate leases or loans are being deferred and amortized as yield adjustments over the life of related direct financing leases or loans by using interest method.

On the other hand, under Japanese GAAP, those initial direct costs are recognized as expenses when they are incurred.

(b) Operating leases

Under U.S. GAAP, revenues from operating leases are recognized on a straight-line basis over the contract terms. Also operating lease assets are depreciated over their estimated useful lives mainly on a straight-line basis.

On the other hand, Japanese GAAP allows for operating lease assets to be depreciated using either the declining-balance basis or straight-line basis.

(c) Accounting for life insurance operations

Based on ASC 944 (Financial Services Insurance), certain costs associated with writing insurances, or deferred policy acquisition costs, are being deferred and amortized over the respective policy periods in proportion to anticipated premium revenue.

Under Japanese GAAP, such costs are recorded as expenses currently in earnings in each accounting period.

In addition, under U.S. GAAP, although policy liabilities for future policy benefits are established using the net level premium method, based on actuarial estimates of the amount of future policyholder benefits, under Japanese GAAP, these are calculated by the methodology which relevant authorities accept.

(d) Accounting for goodwill and other intangible assets in business combination

Under U.S. GAAP, the Company and its subsidiaries test for impairment of goodwill and any intangible assets that are not subject to amortization at least annually. Additionally, if events or changes in circumstances indicate that the asset might be impaired, the Company and its subsidiaries test for impairment when such events or changes occur.

Under Japanese GAAP, goodwill is amortized over an appropriate period up to 20 years.

(e) Accounting for pension plans

Under U.S. GAAP, the Company and its subsidiaries apply ASC 715 (Compensation- Retirement Benefits) and record pension costs based on the amounts determined using actuarial methods. The net actuarial loss is amortized using a corridor test. The Company and its subsidiaries also recognize the funded status of pension plans, measured as the difference between the fair value of plan assets and the benefit obligation, on the consolidated balance sheets.

Under Japanese GAAP, the net actuarial loss is fully amortized over a certain term within the average remaining service period of employees. The pension liabilities are recorded for the difference between the plan assets and the benefit obligation, net of unrecognized prior service cost and net actuarial loss, on the consolidated balance sheets.

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(f) Reporting on discontinued operations

Under U.S. GAAP, in accordance with ASC 205-20 (Presentation of Financial Statements Discontinued Operations), the financial results of discontinued operations and disposal gain or loss, net of applicable income tax effects, are presented as a separate line from continuing operations in the consolidated statements of income. The prior periods' results of these discontinued operations have also been reclassified as income from discontinued operations in each prior period presented in the accompanying consolidated statements of income and consolidated statements of cash flows.

Under Japanese GAAP, there are no rules on reporting discontinued operations and the amounts are not presented separately from continuing operations.

(g) Presentation of net income in the consolidated statements of income

Under U.S. GAAP, net income consists of net income attributable to the parent and net income attributable to the noncontrolling interests. Each of them is separately stated in the consolidated statements of income.

Under Japanese GAAP, net income attributable to the minority interests is not included in net income.

(h) Partial sale and additional acquisition of the parent's ownership interest in subsidiaries

Under U.S. GAAP, a partial sale and an additional acquisition of the parent's ownership interest in subsidiaries where the parent continues to retain control of that subsidiary are accounted for as equity transactions. On the other hand, in a transaction that results in the loss of control, the gain or loss recognized in income includes the realized gain or loss related to the portion of ownership interest sold and the gain or loss on the remeasurement to fair value of the interest retained.

Under Japanese GAAP, a partial sale of the parent's ownership interest where the parent continues to retain control is accounted for as a profit-loss transaction and an additional acquisition of the parent's ownership interest is accounted for as a business combination. In addition, in a transaction that results in the loss of control, only the realized gain or loss related to the portion of ownership interest sold is recognized in income and the gain or loss on the remeasurement to fair value of the interest retained is not recognized.

(i) Classification in consolidated statements of cash flows

Classification in the statements of cash flows under U.S. GAAP is based on ASC 230 (Statement of Cash Flows), which differs from Japanese GAAP. As significant differences, purchase of lease equipment and principal payments received under direct financing leases, proceeds from sales of operating lease assets, installment loans made to customers and principal collected on installment loans (excluding issues and collections of loans held for sale) are included in Cash Flows from Investing Activities under U.S. GAAP while they are classified as Cash Flows from Operating Activities under Japanese GAAP.

(j) Securitization of financial assets

Under U.S. GAAP, from April 1, 2010, because the exception to variable interest entities that are qualifying special-purpose entities has been removed, an enterprise is required to perform analysis to determine whether or not to consolidate these special-purpose entities (SPEs) for securitization under the VIE's consolidation rules. As a result of the analysis, if it is determined that the enterprise transferred financial assets in a securitization transaction to SPE that needs to be consolidated, the transaction is not accounted for as a sale but accounted for as a secured borrowing.

Under Japanese GAAP, an SPE that meets certain conditions may be considered not to be a subsidiary of the investor or transferor. Therefore, if an enterprise transfers financial assets to this type of SPE in a securitization transaction, the transferee SPE is not required to be consolidated, and the enterprise accounts for the transaction as a sale and recognizes a gain or loss on the sale into earnings when control over the transferred assets is surrendered.

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2. Significant Accounting and Reporting Policies

(a) Principles of consolidation

The consolidated financial statements include the accounts of the Company and all of its subsidiaries. Investments in affiliates, where the Company has the ability to exercise significant influence by way of 20%-50% ownership or other means, are accounted for by using the equity method. Where the Company holds majority voting interests but noncontrolling shareholders have substantive participating rights to decisions that occur as part of the ordinary course of their business, the equity method is applied pursuant to FASB Accounting Standards Codification (ASC) 810-10-25-2 to 14 (Consolidation - The effect of Noncontrolling Rights on Consolidation). In addition, the consolidated financial statements also include variable interest entities to which the Company and its subsidiaries are primary beneficiaries pursuant to ASC 810-10 (Consolidation - Variable Interest Entities).

A lag period of up to three months is used on a consistent basis when considered necessary and appropriate for recognizing the results of subsidiaries and affiliates.

All significant intercompany accounts and transactions have been eliminated in consolidation.

(b) Use of estimates

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The Company has identified ten areas where it believes assumptions and estimates are particularly critical to the financial statements. These are the selection of valuation techniques and determination of assumptions used in fair value measurements (see Note 3), the determination and periodic reassessment of the unguaranteed residual value for direct financing leases and operating leases (see (d)), the determination and reassessment of insurance policy liabilities and deferred policy acquisition costs (see (e)), the determination of the allowance for doubtful receivables on direct financing leases and probable loan losses (see (f)), the determination of impairment of long-lived assets (see (g)), the determination of impairment of investment in securities (see (h)), the determination of valuation allowance for deferred tax assets and the evaluation of tax positions (see (i)), assessment and measurement of effectiveness in hedging relationship using derivative financial instruments (see (k)), the determination of benefit obligation and net periodic pension cost (see (l)) and the determination of impairment of goodwill and intangible assets not subject to amortization (see (w)).

(c) Foreign currencies translation

The Company and its subsidiaries maintain their accounting records in their functional currency. Transactions in foreign currencies are recorded in the entity's functional currency based on the prevailing exchange rates on the transaction date.

The financial statements of overseas subsidiaries and affiliates are translated into Japanese yen by applying the exchange rates in effect at the end of each fiscal period to all assets and liabilities. Income and expenses are translated at the average rates of exchange prevailing during the fiscal period. The currencies in which the operations of the overseas subsidiaries and affiliates are conducted are regarded as the functional currencies of these companies. Foreign currency translation adjustments reflected in accumulated other comprehensive income (loss) arise from the translation of foreign currency financial statements into Japanese yen.

(d) Recognition of revenues

Revenues are recognized when persuasive evidence of an arrangement exists, the service has been rendered or the goods have been delivered to the customer, the transaction price is fixed or determinable and collectibility is reasonably assured.

In addition to the aforementioned general policy, the policies as specifically described hereinafter are applied for each of the major revenue items.

Leases The Company and its subsidiaries lease various assets to customers under direct financing or operating lease arrangements. Classification of a lease arrangement into either a direct financing lease or an operating lease is dependent upon the specific conditions of the arrangement. Revenue recognition policies applied for direct financing leases and operating leases are specifically described in sections following this paragraph. In providing leasing services, the Company and its subsidiaries execute supplemental services, such as paying insurance and handling taxes on leased assets on behalf of lessees. In some cases, automobile maintenance services are also provided to lessees. Where under terms of the lease or related maintenance agreements the Company and its subsidiaries bear the favorable or unfavorable variability of cost, revenues and

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expenses are recorded on a gross basis. For those arrangements in which the Company and its subsidiaries do not have substantial risks and rewards of ownership, but instead serve as an agent in collecting from lessees and remitting payments to third parties, the Company and its subsidiaries record revenues net of third-party services costs. Revenues from automobile maintenance services are taken into income over the contract period in proportion to the estimated service costs to be incurred and are recorded in other operating revenues in the accompanying consolidated statements of income.

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(1) Recognition of revenues for direct financing leases

Direct financing leases consist of full-payout leases for various equipment types, including office equipment, industrial machinery and transportation equipment. The excess of aggregate lease rentals plus the estimated unguaranteed residual value over the cost of the leased equipment constitutes the unearned lease income to be taken into income over the lease term by using the interest method. The estimated residual values represent estimated proceeds from the disposition of equipment at the time the lease is terminated. Estimates of unguaranteed residual values are based on current market values of used equipment, estimates of when and how much equipment will become obsolete, and actual recovery being experienced for similar used equipment. Initial direct costs are being deferred and amortized as a yield adjustment over the life of the related lease by using interest method. The unamortized balance of initial direct costs is reflected as a component of investment in direct financing leases.

(2) Recognition of revenues for operating leases

Revenues from operating leases are recognized on a straight-line basis over the contract terms. Investment in operating leases is stated at cost less accumulated depreciation, which was ¥402,697 million and ¥402,933 million as of March 31, 2011 and June 30, 2011, respectively. Operating lease assets are depreciated over their estimated useful lives mainly on a straight-line basis. Depreciation expenses are included in costs of operating leases. Gains or losses arising from dispositions of operating lease assets, except real estate under operating leases, are included in operating lease revenues. With respect to some sales of real estate under operating leases such as commercial buildings, the Company or its subsidiaries may retain an interest in some cash flows of the real estate in the form of management or operation of the real estate. Where the Company or its subsidiaries have significant continuing involvement in the operations from the real estate under operating leases which have been disposed of, the gains or losses arising from such disposition are separately disclosed as gains on sales of real estate under operating leases, whereas if the Company or its subsidiaries have no significant continuing involvement in the operations from such disposed real estate, the gains or losses are reported as income from discontinued operations, net.

Estimates of residual values are based on current market values of used equipment, estimates of when and how much equipment will become obsolete and actual recovery being experienced for similar used equipment.

Installment loans Interest income on installment loans is recognized on an accrual basis. Certain direct loan origination costs, offset by loan origination fees, are being deferred and amortized over the contractual term of the loan as an adjustment of the related loan's yield using the interest method.

Interest payments received on impaired loans other than purchased loans are recorded as interest income unless the collection of the remaining investment is doubtful at which time payments received are recorded as reductions of principal. For purchased loans, although the acquired assets may remain loans in legal form, collections on these loans often do not reflect the normal historical experience of collecting delinquent accounts, and the need to tailor individual collateral-realization strategies often makes it difficult to reliably estimate the amount, timing, or nature of collections. Accordingly, the Company and its subsidiaries use the cost recovery method of income recognition for such purchased loans regardless of whether impairment is recognized or not.

Non-accrual policy Past-due financing receivables are receivables for which principal or interest is past-due 30 days or more. Loans whose terms have been modified are not classified as past-due financing receivables if the principals and interests are not past-due 30 days or more in accordance with the modified terms. The Company and its subsidiaries suspend accruing revenues on past-due installment loans and direct financing leases when principal or interest is past-due 90 days or more, or earlier, if management determines that their collections are doubtful based on factors such as individual debtors' creditworthiness, historical loss experience, current delinquencies and delinquency trends. Accrued but uncollected interest is reclassified to investment in direct financing leases or installment loans in the accompanying consolidated balance sheets and becomes subject to the allowance for doubtful receivables and probable loan loss process. Cash repayments received on non-accrual loans are applied first against past due interest and then any surpluses are applied to principal in view of the conditions of the contract and obligors. The Company and its subsidiaries return to accrual status non-accrual loans and lease receivables when it becomes certain that the Company and its subsidiaries will be able to collect all amounts due according to the contractual terms of these loans and receivables, as evidenced by continual payments from the debtors.

Brokerage commissions and net gains on investment securities Brokerage commissions and net gains on investment securities are recorded on a trade date basis.

Real estate sales Revenues from the sales of real estate are recognized when a contract is in place, a closing has taken place, the buyer's initial and continuing investment is adequate to demonstrate a commitment to pay for the property and the Company and its subsidiaries do not have a substantial continuing involvement in the property.

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(e) Insurance premiums and expenses

Premium income from life insurance policies is recognized as earned premiums when due.

Life insurance benefits are recorded as expenses when they are incurred. Policy liabilities for future policy benefits are established using the net level premium method, based on actuarial estimates of the amount of future policyholder benefits.

ASC 944 (Financial Services Insurance) requires insurance companies to defer certain costs associated with writing insurances, or deferred policy acquisition costs, and amortize them over the respective policy periods in proportion to anticipated premium revenue. These deferred policy acquisition costs are the costs related to the acquisition of new and renewal insurance policies and consist primarily of first-year commissions in excess of recurring policy maintenance costs and certain variable costs and expenses for underwriting policies.

Amortization charged to income for the three months ended June 30, 2010 and 2011 amounted to ¥2,333 million and ¥2,305 million, respectively.

(f) Allowance for doubtful receivables on direct financing leases and probable loan losses

The allowance for doubtful receivables on direct financing leases and probable loan losses is maintained at a level which, in the judgment of management, is adequate to provide for probable losses inherent in lease and loan portfolios. The allowance is increased by provision charged to income and is decreased by charge-offs, net of recoveries.

Developing the allowance for doubtful receivables on direct financing leases and probable loan losses is subject to numerous estimates and judgments. In evaluating the adequacy of the allowance, management considers various factors, including the business characteristics and financial conditions of the obligors, current economic conditions and trends, prior charge-off experience, current delinquencies and delinquency trends, future cash flows expected to be received from the direct financing leases and loans and value of underlying collateral and guarantees. Impaired loans are individually evaluated for a valuation allowance based on the present value of expected future cash flows, the loan's observable market price or the fair value of the collateral securing the loans if the loans are collateral-dependent. For non-impaired loans, including loans that are not individually evaluated for impairment, and direct financing leases, the Company and its subsidiaries evaluate prior charge-off experience segmented by the debtors' industries and the purpose of the loans, and then develop the allowance for doubtful receivables on direct financing leases and probable loan losses considering the prior charge-off experience and current economic conditions.

The Company and its subsidiaries charge off doubtful receivables when the likelihood of any future collection is believed to be minimal considering debtors' creditworthiness and the liquidation status of collateral.

(g) Impairment of long-lived assets

The Company and its subsidiaries have followed ASC 360-10 (Property, Plant, and Equipment Impairment or Disposal of Long-Lived Assets). Under ASC 360-10, long-lived assets to be held and used in operations, including tangible assets and intangible assets being amortized, consisting primarily of office building, condominiums, golf courses and other operating assets, shall be tested for recoverability whenever events or changes in circumstances indicate that the assets might be impaired. When the undiscounted future cash flows estimated to be generated by those assets are less than the carrying amount of those assets, the net carrying amount of assets not recoverable is reduced to fair value if lower than the carrying amount. In determining fair value, appraisals prepared by independent third party appraisers or the Company's own staff of qualified appraisers, based on recent transactions involving sales of similar assets or other valuation techniques to estimate fair value are utilized.

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(h) Investment in securities

Trading securities are reported at fair value with unrealized gains and losses included in income.

Available-for-sale securities are reported at fair value, and unrealized gains or losses are recorded in accumulated other comprehensive income (loss), net of applicable income taxes.

Held-to-maturity securities are recorded at amortized cost.

Other securities are recorded at cost or carrying value that reflects equity income and loss based on the investor's share.

For available-for-sale securities, the Company and its subsidiaries generally recognize losses related to equity securities for which the fair value has been significantly below the acquisition cost (or current carrying value if an adjustment has been made in the past) for more than six months. Also, the Company and its subsidiaries charge against income losses related to equity securities in situations where, even though the fair value has not remained significantly below the carrying value for six months, the decline in the fair value of an equity security is based on issuer-specific economic conditions and not just general declines in the related market and where it is considered unlikely that the fair value of the equity security will recover within the six months.

For debt securities, in the case of the fair value being below the amortized cost, the Company and its subsidiaries consider whether those securities are other-than-temporarily impaired using all available information about the collectibility. The Company and its subsidiaries do not consider that an other-than-temporary impairment for a debt security has occurred if (1) the Company and its subsidiaries do not intend to sell the debt security, (2) it is not more likely than not that the Company and its subsidiaries will be required to sell the debt security before recovery of its amortized cost basis, and (3) the present value of estimated cash flows will fully cover the amortized cost of the security. On the other hand, the Company and its subsidiaries consider that an other-than-temporary impairment has occurred if (1) the Company and its subsidiaries intend to sell the debt security, (2) it is more likely than not that the Company and its subsidiaries will be required to sell the debt security before recovery of its amortized cost basis, or (3) the present value of estimated cash flows will not fully cover the amortized cost of the security. For the debt security for which an other-than-temporary impairment is considered to have occurred, the Company and its subsidiaries recognize the entire difference between the amortized cost and the fair value in earnings if the Company and its subsidiaries intend to sell the debt security or it is more likely than not that the Company and its subsidiary will be required to sell the debt security before recovery of its amortized cost basis less any current-period credit loss. On the other hand, if the Company and its subsidiaries do not intend to sell the debt security and it is not more likely than not that the Company and its subsidiaries will be required to sell the debt security before recovery of its amortized cost basis less any current-period credit loss, the Company and its subsidiaries separate the difference between the amortized cost and the fair value of the debt securities into the credit loss component and the non-credit loss component. The credit loss component is recognized in earnings, and the non-credit loss component is recognized in other comprehensive income (loss), net of applicable income taxes.

For other securities, the Company and its subsidiaries reduce the carrying value of other securities to the fair value and charge against income losses related to other securities in situations where it is considered that the decline in the value of other securities is other than temporary.

(i) Income taxes

The Company, in general, determines its provision for income taxes for quarterly periods by applying the current estimate of the effective tax rate for the full fiscal year to the actual year-to-date income before income taxes and discontinued operations. The estimated effective tax rate is determined by dividing the estimated provision for income taxes for the full fiscal year by the estimated income before income taxes and discontinued operations for the full fiscal year.

At the fiscal year end, income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rate is recognized in income in the period that includes the enactment date. A valuation allowance is recognized if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax asset will not be realized.

The effective income tax rates including discontinued operations are 41.3% and 39.5% for the three months ended June 30, 2010 and 2011, respectively. The Company and its subsidiaries in Japan are subject to a National Corporate tax of 30%, an Inhabitant tax of approximately 6% and a deductible Enterprise tax of approximately 8%, which in the aggregate resulted in a statutory income tax rate of approximately 40.9%. The

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effective income tax rate is different from the statutory tax rate primarily because of certain non-deductible expenses for tax purposes, non-taxable income for tax purposes, a change in valuation allowance and the effect of lower income tax rates on foreign subsidiaries and a life insurance subsidiary in Japan.

The Company and its subsidiaries have followed ASC 740 (Income Taxes). According to ASC 740, the Company and its subsidiaries recognize the financial statement effects of a tax position taken or expected to be taken in a tax return when it is more likely than not, based on the technical merits, that the position will be sustained upon tax examination, including resolution of any related appeals or litigation processes, and measure the tax position that meets the recognition threshold at the largest amount of tax benefit that is greater than 50% likely of being realized upon settlement with the taxing authority. The Company and its subsidiaries classify penalties and interest expense related to income taxes as part of provision for income taxes in the consolidated statements of income.

Effective the fiscal year ended March 31, 2012, the Company and certain consolidated subsidiaries have adopted the consolidated taxation system.

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The Company and its subsidiaries have securitized and sold to investors certain lease receivables, loan receivables and investment in securities. In the securitization process, the assets to be securitized (the assets) are sold to trusts and special-purpose entities that issue asset-backed beneficial interests and securities to the investors.

From April 1, 2010, the Company and its subsidiaries have adopted Accounting Standards Update 2009-16 (ASC 860 (Transfers and Servicing)), which removed the exemption from consolidation previously given to QSPEs and any SPEs for securitizing financial assets have become subject to the consolidation rule for VIEs. As a result, trusts or SPEs used in securitization transactions including those that were previously considered to be QSPEs of which the Company and its subsidiaries are the primary beneficiary have been consolidated, and the transfers of the financial assets to those consolidated trusts and SPEs are not accounted for as sales. Assets held by consolidated trusts or consolidated SPEs continue to be accounted for as direct financing lease receivables, loan receivable and investment securities, as they were before the transfer, and asset-backed beneficial interests and securities issued to the investors are accounted for as debt. In case the Company and its subsidiaries have transferred financial assets to a transferee which is not subject to consolidation, the Company and its subsidiaries account for the transfer as a sale when control over the transferred assets is surrendered.

(k) Derivative financial instruments

The Company and its subsidiaries apply ASC 815 (Derivatives and Hedging), and all derivatives held by the Company and its subsidiaries are recognized on the consolidated balance sheets at fair value. The accounting treatment of subsequent changes in their fair value depends on their use, and whether they qualify as effective hedges for accounting purposes. Derivatives that are not hedges must be adjusted to fair value through the consolidated statements of income. If a derivative is a hedge, then depending on its nature, changes in its fair value will be either offset against change in the fair value of hedged assets or liabilities through the consolidated statements of income, or recorded in other comprehensive income (loss).

If a derivative is held as a hedge of the variability of fair value related to a recognized asset or liability or an unrecognized firm commitment (fair value hedge), changes in the fair value of the derivative are recorded in earnings along with the changes in the fair value of the hedged item.

If a derivative is held as a hedge of the variability of cash flows related to a forecasted transaction or a recognized asset or liability (cash flow hedge), changes in the fair value of the derivative are recorded in other comprehensive income (loss) to the extent that the derivative is effective as a hedge, until earnings are affected by the variability in cash flows of the designated hedged item.

If a derivative is held as a hedge of a foreign-currency fair-value or cash-flow hedge (foreign currency hedge), changes in the fair value of the derivative are recorded in either earnings or other comprehensive income (loss), depending on whether the hedged transaction is a fair-value hedge or a cash-flow hedge. However, if a derivative is used as a hedge of a net investment in a foreign operation, changes in its fair value, to the extent effective as a hedge, are recorded in the foreign currency translation adjustments account within other comprehensive income (loss).

Changes in the fair value of a derivative, which is not held as a hedge, such as those held for trading use, or the ineffective portion of the change in fair value of a derivative that qualifies as a hedge, are recorded in earnings.

For all hedging relationships, at inception the Company and its subsidiaries formally document the details of the hedging relationship and hedged activity. The Company and its subsidiaries also formally assess, both at the hedge s inception and on an ongoing basis, the effectiveness of the hedge relationship. The Company and its subsidiaries cease hedge accounting prospectively when the derivative no longer qualifies for hedge accounting.

(l) Pension plans

The Company and certain subsidiaries have contributory and non-contributory pension plans covering substantially all of their employees. The Company and its subsidiaries apply ASC 715 (Compensation Retirement Benefits), and the costs of pension plans are accrued based on amounts determined using actuarial methods under the assumptions of discount rate, rate of increase in compensation level, expected long-term rate of return on plan assets and others.

The Company and its subsidiaries also recognize the funded status of pension plans, measured as the difference between the fair value of plan assets and the benefit obligation, on the consolidated balance sheet. Changes in that funded status are recognized in the year in which the changes occur through other comprehensive income (loss), net of applicable income taxes.

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(m) Stock-based compensation

The Company and its subsidiaries apply ASC 718 (Compensation Stock Compensation). ASC 718 requires, with limited exception, that the cost of employee services received in exchange for an award of equity instruments be measured based on the grant-date fair value. The costs are recognized over the requisite employee service period.

(n) Stock splits

Stock splits implemented prior to October 1, 2001 had been accounted for by transferring an amount equivalent to the par value of the shares from additional paid-in capital to common stock as required by the Japanese Commercial Code (the Code) before amendment. However, no such reclassification was made for stock splits when common stock already included a portion of the proceeds from shares issued at a price in excess of par value. This method of accounting was in conformity with accounting principles generally accepted in Japan.

As a result of a revision to the Code before amendment effective on October 1, 2001 and the Companies Act implemented on May 1, 2006, the above-mentioned method of accounting required by the Code has become unnecessary.

In the United States, stock splits in comparable circumstances are considered to be stock dividends and are accounted for by transferring from retained earnings to common stock and additional paid-in capital amounts equal to the fair market value of the shares issued. Common stock is increased by the par value of the shares and additional paid-in capital is increased by the excess of the market value over par value of the shares issued. Had such stock splits made prior to October 1, 2001 been accounted for in this manner, additional paid-in capital as of June 30, 2011 would have increased by approximately ¥24,674 million, with a corresponding decrease in retained earnings. Total ORIX Corporation shareholders' equity would remain unchanged. A stock split on May 19, 2000 was excluded from the above amounts because the stock split was not considered to be a stock dividend under US GAAP.

(o) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits placed with banks and short-term highly liquid investments with original maturities of three months or less.

(p) Restricted cash

Restricted cash consists of deposits related to servicing agreements, deposits collected on behalf of the customers and applied to non-recourse loans, trust accounts under securitization programs and others.

(q) Installment loans

Certain loans, which the Company and its subsidiaries have the intent and ability to sell to outside parties in the foreseeable future, are considered held-for-sale and are carried at the lower of cost or market value determined on an individual basis. These loans held for sale are included in installment loans and the outstanding balances of these loans as of March 31, 2011 and June 30, 2011 were ¥13,718 million and ¥9,633, respectively.

(r) Other operating assets

Other operating assets consist primarily of operating facilities (including golf courses, hotels, training facilities and senior housing), which are stated at cost less accumulated depreciation, and depreciation is calculated mainly on a straight-line basis over the estimated useful lives of the assets. Accumulated depreciation was ¥34,739 million and ¥35,338 million as of March 31, 2011 and June 30, 2011, respectively.

(s) Other receivables

Other receivables include primarily payments made on behalf of lessees for property tax, maintenance fees and insurance premiums in relation to direct financing lease contracts, accounts receivables in relation to sales of assets to be leased, residential condominiums and other assets, and derivative assets.

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(t) Inventories

Inventories consist primarily of advance and/or progress payments for development of residential condominiums for sale and completed residential condominiums (including completed residential condominiums waiting to be delivered to buyers under the contracts for sale). Advance and/or progress payments for development of residential condominiums for sale are carried at cost less any impairment losses and finished goods (including completed residential condominiums) are stated at the lower of cost or market. As of March 31, 2011, and June 30, 2011, advance and/or progress payments were ¥96,197 million and ¥94,876 million, respectively, and finished goods were ¥12,213 million and ¥7,274 million, respectively.

For the three months ended June 30, 2010 and 2011, a certain subsidiary recorded ¥450 million and ¥265 million of write-downs principally for advance and/or progress payments for development of residential condominiums for sale, resulting from an increase in development costs and/or a decrease in expected sales price. These write-downs were recorded in costs of real estate sales and included in the Real Estate segment.

(u) Office facilities

Office facilities are stated at cost less accumulated depreciation. Depreciation is calculated on a declining-balance basis or straight-line basis over the estimated useful lives of the assets. Accumulated depreciation was ¥39,057 million and ¥39,278 million as of March 31, 2011 and June 30, 2011, respectively.

(v) Other assets

Other assets consist primarily of the excess of purchase prices over the net assets acquired in acquisitions (goodwill) and other intangible assets (see (w)), deferred insurance policy acquisition costs which are amortized over the contract periods, leasehold deposits, advance payments made in relation to purchases of assets to be leased and to construction of real estate for operating lease, and deferred tax assets.

(w) Goodwill and other intangible assets

The Company and its subsidiaries have followed ASC 805 (Business Combinations) and ASC 350 (Intangibles Goodwill and Other). ASC 805 requires that all business combinations be accounted for using the acquisition method. ASC 805 also requires that intangible assets acquired in a business combination be recognized apart from goodwill if the intangible assets meet one of two criteria either the contractual-legal criterion or the separability criterion.

ASC 350 establishes how intangible assets (other than those acquired in a business combination) should be accounted for upon acquisition. It also addresses how goodwill and other intangible assets should be accounted for subsequent to their acquisition. Both goodwill and intangible assets that have indefinite useful lives are not amortized but tested at least annually for impairment. The Company and its subsidiaries test the goodwill either at the operating segment level or one level below the operating segments. Intangible assets with finite lives are amortized over their useful lives and tested for impairment in accordance with ASC 360-10 (Property, Plant, and Equipment Impairment or Disposal of Long-Lived Assets).

The amount of goodwill is ¥94,790 million and ¥92,604 million as of March 31, 2011 and June 30, 2011, respectively.

(x) Trade notes, accounts payable and other liabilities

Trade notes, accounts payable and other liabilities include accounts payables, guarantee liabilities, and derivative liabilities.

(y) Capitalization of interest costs

The Company and its subsidiaries capitalized interest costs related to specific long-term development projects.

(z) Advertising

The costs of advertising are expensed as incurred.

(aa) Discontinued operations

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The Company and its subsidiaries have followed ASC 205-20 (Presentation of Financial Statements Discontinued Operations). Under ASC 205-20, the scope of discontinued operations includes the operating results of any component of an entity with its own identifiable operations and cash flow and in which operations the Company and its subsidiaries will not have significant continuing involvement. Included in reported discontinued operations are the operating results of operations for the subsidiaries, the business units and certain properties sold or to be disposed of by sale without significant continuing involvements, which results of operations for prior periods presented have also been reclassified as discontinued operations in the accompanying consolidated statements of income.

Table of Contents**(ab) Earnings per share**

Basic earnings per share is computed by dividing income attributable to ORIX Corporation from continuing operations and net income attributable to ORIX Corporation by the weighted average number of shares of common stock outstanding in each period and diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. Earnings per share is adjusted for any stock splits and stock dividends retroactively.

Furthermore, the Company and its subsidiaries apply ASC 260-10-45-43 to 44 (Earnings Per Share Contingently Convertible Instruments) to Liquid Yield Option Notes™.

(ac) Partial sale and additional acquisition of the parent's ownership interest in subsidiaries

A partial sale and an additional acquisition of the parent's ownership interest in subsidiaries where the parent continues to retain control of that subsidiary are accounted for as equity transactions. On the other hand, in a transaction that results in the loss of control, the gain or loss recognized in income includes the realized gain or loss related to the portion of ownership interest sold and the gain or loss on the remeasurement to fair value of the interest retained.

(ad) Redeemable noncontrolling interests

Noncontrolling interest in certain subsidiaries are subject to call and put rights upon certain shareholder events. As redemption of the noncontrolling interest is not solely in the control of the subsidiary, it is recorded between Liabilities and Equity on the consolidated balance sheets at its estimated redemption value in accordance with provisions including EITF Topic No. D-98 (ASC 480-10-s99-3A) (Classification and Measurement of Redeemable Securities).

(ae) Issuance of stock by an affiliate

When an affiliate issues stocks to unrelated third parties, the Company and its subsidiaries' ownership interest in the affiliate decreases. In the event that the price per share is more or less than the Company and its subsidiaries' average carrying amount per share, the Company and its subsidiaries adjust the carrying amount of its investment in the affiliate and recognize gain or loss in the consolidated statements of income in the year in which the change in ownership interest occurs.

(af) New accounting pronouncements

In January 2010, Accounting Standards Update 2010-06 (Improving Disclosures about Fair Value Measurements ASC 820 (Fair Value Measurements and Disclosures)) was issued. This Update improves existing disclosures and adds new disclosures. The Company and its subsidiaries adopted certain disclosure requirements in the roll forward of activity in Level 3 fair value measurements on April 1, 2011. The Company and its subsidiaries already adopted the other disclosure requirements in the period ended March 31, 2010. The adoption did not have a material effect on the Company and its subsidiaries' results of operation or financial position.

In July 2010, Accounting Standards Update 2010-20 (Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses ASC 310 (Receivables)) was issued. This Update enhances disclosures about the credit quality of financing receivables and the allowance for credit losses, by requiring an entity to provide disaggregated information by portfolio segment or class of financing receivables, credit quality indicators, past due information, and information about modifications of its financing receivables, and other information. This Update requires the disclosures as of the end of a reporting period, and the disclosures about activity that occurs during a reporting period. The Company and its subsidiaries adopted the period-end disclosure requirements for the period ended December 31, 2010, and the activity disclosure requirements for the period beginning on April 1, 2011, respectively. The adoption of this Update had no effect on the Company and its subsidiaries' results of operations or financial position. In April 2011, Accounting Standards Update 2011-02 (A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring ASC 310 (Receivables)) was issued. This Update clarifies the guidance on a creditor's evaluation of whether a restructuring constitutes a troubled debt restructuring. Additionally, this Update requires entities to disclose certain information about troubled debt restructuring, which was deferred by the adoption of Accounting Standards Update 2011-01 (Deferral of the Effective Date of Disclosures about Troubled Debt Restructurings in Update No.2010-20 ASC 310 (Receivables)). This Update is effective for the interim or annual period beginning on or after June 15, 2011 and should be applied retrospectively to restructurings occurring on or after the beginning of the annual period of adoption. Early adoption is permitted. The Company and its subsidiaries are currently evaluating the effect that the adoption of this Update will have on the Company and its subsidiaries' results of operations and financial position.

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In October 2010, Accounting Standards Update 2010-26 (Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts ASC 944 (Financial Services Insurance)) was issued. This Update modifies the current definition of the types of costs relating to the acquisition of new and renewal insurance contracts that can be deferred as deferred acquisition costs, and specifies that only certain costs related directly to the successful acquisition of new or renewal insurance contracts should be deferred. In accordance with the amendment in this Update, the advertising cost which does not meet certain capitalization criteria, and the cost relating to unsuccessful contract acquisition should be charged to expense as incurred. The Update is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2011 and should be applied prospectively. Retrospective application to all prior periods presented upon the date of adoption, and early adoption are permitted. The Company and its subsidiaries are currently evaluating the effect that the adoption of this Update will have on the Company and its subsidiaries' results of operations and financial position.

In December 2010, Accounting Standards Update 2010-28 (When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts ASC 350 (Goodwill and Other)) was issued. This Update modifies Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For these reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. Any resulting goodwill impairment should be recorded as a cumulative effect adjustment to beginning retained earnings in the period of adoption. Any goodwill impairments occurring after the initial adoption of the Update should be included in earnings. The Company and its subsidiaries adopted this Update on April 1, 2011. The adoption did not have a material effect on the Company and its subsidiaries' consolidated results of operations or financial position.

In December 2010, Accounting Standards Update 2010-29 (Disclosure of Supplementary Pro Forma Information for Business Combinations ASC 805 (Business Combinations)) was issued. This Update specifies that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The Company and its subsidiaries adopted this Update on April 1, 2011. This Update only relates to certain disclosure requirements and its adoption had no effect on the Company and its subsidiaries' results of operations or financial position.

In May 2011, Accounting Standards Update 2011-04 (Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs ASC 820 (Fair Value Measurement)) was issued. This Update is intended to result in a consistent definition of fair value and common requirements for measuring fair value and for disclosures about fair value between U.S. GAAP and IFRSs. Consequently, this Update changes some fair value measurement principles and enhances the disclosure requirements. The Update is effective during interim and annual periods beginning after December 15, 2011. Early application is not permitted. The adoption will not have a significant effect on the Company and its subsidiaries' consolidated results of operations or financial position.

In June 2011, Accounting Standards Update 2011-05 (Presentation of Comprehensive Income ASC 220 (Comprehensive Income)) was issued. Under this Update, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. Regardless of an entity's choice, the Update requires an entity to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement(s) where the components of net income and the components of other comprehensive income are presented. The Update does not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The Update does not change the option for an entity to present components of other comprehensive income either net of related tax effects or before related tax effects. The Update does not affect how earnings per share is calculated or presented. The Update is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011 and should be applied retrospectively. Early adoption is permitted. The adoption of this Update on disclosure requirements will have no effect on the Company and its subsidiaries' results of operations or financial position.

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3. Fair Value Measurements

The Company and its subsidiaries adopted ASC 820-10 (Fair Value Measurements and Disclosures). This Codification Section defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements.

This Codification Section classifies and prioritizes inputs used in valuation techniques to measure fair value into the following three levels:

- Level 1 Inputs of quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly or indirectly.
- Level 3 Unobservable inputs for the assets or liabilities.

This Codification Section differentiates between those assets and liabilities required to be carried at fair value at every reporting period (recurring) and those assets and liabilities that are only required to be adjusted to fair value under certain circumstances (nonrecurring). The Company and its subsidiaries measure mainly trading securities, available-for-sale securities, certain investment funds and derivatives at fair value on a recurring basis.

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The following table presents recorded amounts of major financial assets and liabilities measured at fair value on a recurring basis as of March 31, 2011 and June 30, 2011:

March 31, 2011

	Millions of yen			
	Total Carrying Value in Consolidated Balance Sheets	Quoted Prices in Active Markets for Identical assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets:				
Trading securities	¥ 71,991	¥ 763	¥ 71,228	¥
Available-for-sale securities	883,410	74,914	492,820	315,676
Japanese and foreign government bond securities	169,345	19,995	149,350	
Japanese prefectural and foreign municipal bond securities	34,968		34,968	
Corporate debt securities	292,032		289,459	2,573
Specified bonds issued by SPEs in Japan	222,314			222,314
CMBS and RMBS in the U.S., and other asset-backed securities	87,874		2,591	85,283
Other debt securities	5,506			5,506
Equity securities	71,371	54,919	16,452	
Other securities	10,023		10,023	
Investment funds	10,023		10,023	
Derivative assets	22,985	1,306	18,497	3,182
Interest rate swap agreements	2,070		2,070	
Options held/written, caps held, and other	3,467		333	3,134
Futures, foreign exchange contracts	2,633	1,306	1,327	
Foreign currency swap agreements	14,766		14,766	
Credit derivatives held/written	49		1	48
	¥ 988,409	¥ 76,983	¥ 592,568	¥ 318,858
Financial Liabilities:				
Derivative liabilities	¥ 42,076	¥ 977	¥ 40,863	¥ 236
Interest rate swap agreements	1,320		1,320	
Options held/written, caps held, and other	2,071		2,071	
Futures, foreign exchange contracts	4,968	977	3,991	
Foreign currency swap agreements	33,481		33,481	
Credit derivatives held/written	236			236
	¥ 42,076	¥ 977	¥ 40,863	¥ 236

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June 30, 2011

	Millions of yen			
	Total Carrying Value in Consolidated Balance Sheets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets:				
Trading securities	¥ 50,356	¥ 273	¥ 50,083	¥
Available-for-sale securities	866,260	142,538	433,855	289,867
Japanese and foreign government bond securities	208,356	74,985	133,371	
Japanese prefectural and foreign municipal bond securities	32,813		32,813	
Corporate debt securities	249,987		248,838	1,149
Specified bonds issued by SPEs in Japan	196,271			196,271
CMBS and RMBS in the U.S., and other asset-backed securities	83,645		2,384	81,261
Other debt securities	11,186			11,186
Equity securities	84,002	67,553	16,449	
Other securities	9,061		9,061	
Investment funds	9,061		9,061	
Derivative assets	24,296	925	20,738	2,633
Interest rate swap agreements	3,556		3,556	
Options held/written, caps held and other	2,922	2	287	2,633
Futures, foreign exchange contracts	2,228	923	1,305	
Foreign currency swap agreements	15,544		15,544	
Credit derivatives held/written	46		46	
	¥ 949,973	¥ 143,736	¥ 513,737	¥ 292,500
Financial Liabilities:				
Derivative liabilities	¥ 41,376	¥ 843	¥ 40,306	¥ 227
Interest rate swap agreements	1,349		1,349	
Options held/written, caps held and other	1,439		1,439	
Futures, foreign exchange contracts	2,206	843	1,363	
Foreign currency swap agreements	36,147		36,147	
Credit derivatives held/written	235		8	227
	¥ 41,376	¥ 843	¥ 40,306	¥ 227

Changes in economic conditions or valuation methodologies may require the transfer of assets and liabilities from one fair value level to another. In such instances, the Company and its subsidiaries recognize the transfer at the beginning of the reporting period. The Company and its subsidiaries evaluate the significance of transfers between levels based upon size of the transfer relative to total assets, total liabilities or total earnings. For the three months ended June 30, 2010 and 2011, there were no significant transfers between Level 1 and Level 2.

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The following table presents the reconciliation for financial assets and liabilities (net) measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three months ended June 30, 2010 and 2011:

Three months ended June 30, 2010

	Millions of yen								Change in unrealized gains or losses included in earnings for assets and liabilities still held at June 30, 2010 *1
	Balance at April 1, 2010		Gains or losses (realized/unrealized)		Purchases, sales, and settlements (net)		Transfers in and/or out of Level 3 (net) *2		
	¥	¥	¥	¥	¥	¥	¥	¥	¥
Trading securities	53		(3)	(3)					50
Available-for-sale securities	401,804	(4,198)	(2,814)	(7,012)	(30,772)	(43,536)			320,484
Corporate debt securities	6,841	2	(2)		(1,728)	(2,057)			3,056
Specified bonds issued by SPEs in Japan	246,305	(2,425)	(493)	(2,918)	(30,344)	7,929			220,972
CMBS and RMBS in the U.S., and other asset-backed securities	143,176	(1,775)	(2,325)	(4,100)	1,300	(49,408)			90,968
Other debt securities	5,482		6	6					5,488
Derivative assets and liabilities (net)	493	96		96		2,659			3,248
Options held/written, caps held and other		(24)		(24)		2,659			2,635
Credit derivatives held/written	493	120		120					613

Three months ended June 30, 2011

	Millions of yen								Change in unrealized gains or losses included in earnings for assets and liabilities still held at June 30, 2011 *1
	Balance at March 31, 2011		Gains or losses (realized/unrealized)		Purchases, Sales, Settlements (net)		Transfers in and/or out of Level 3 (net) *2		
	¥	¥	¥	¥	¥	¥	¥	¥	¥
Available-for-sale securities	315,676	596	(339)	257	9,727	(164)	(35,629)		289,867
Corporate debt securities	2,573	(18)	51	33	551		(2,008)		1,149
Specified bonds issued by SPEs in Japan	222,314	90	1,809	1,899			(27,942)		196,271
CMBS and RMBS in the U.S., and other asset-backed securities	85,283	524	(2,188)	(1,664)	3,485	(164)	(5,679)		81,261
Other debt securities	5,506		(11)	(11)	5,691				11,186
Derivative assets and liabilities (net)	2,946	(540)		(540)					2,406
Options held/written, caps held and other	3,134	(501)		(501)					2,633
Credit derivatives held/written	(188)	(39)		(39)					(227)

*1

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Principally, gains and losses from trading securities are included in brokerage commissions and net gains (losses) on investment securities ; available-for-sale securities are included in write-downs of securities or life insurance premiums and related investment income and derivative assets and liabilities (net) are included in other operating revenues/expenses, respectively.

*2 The amount reported in Transfers in and/or out of Level 3 (net) is the fair value at the beginning of quarter during which the transfers occur.

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From April 1, 2010, the Company and its subsidiaries adopted Accounting Standards Update 2009-16 (ASC 860 (Transfers and Servicing)), and Accounting Standards Update 2009-17 (ASC 810 (Consolidation)). As a result, there was an increase of ¥9,225 million in the Level 3 specified bonds issued by SPEs in Japan because these bonds are held by variable interest entities that have become subject to consolidation. On the other hand, there was a decrease of ¥49,408 million in the Level 3 CMBS and RMBS in the United States and other asset-backed securities, and a decrease of ¥1,296 million in the Level 3 specified bonds issued by SPEs in Japan, respectively, that are held by the Company and its subsidiaries, because these securities were issued by newly consolidated variable interest entities and accordingly have been eliminated in consolidation.

The following table presents recorded amounts of assets and liabilities measured at fair value on a nonrecurring basis as of March 31, 2011 and June 30, 2011. These assets are measured at fair value on a nonrecurring basis mainly to recognize impairment.

March 31, 2011

	Millions of yen			
	Total Carrying Value in Consolidated Balance Sheets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Unlisted securities	¥ 3,776	¥	¥	¥ 3,776
Loans held for sale	11,439		11,439	
Real estate collateral-dependent loans (net of allowance for probable loan losses)	110,329			110,329
Investment in operating leases and other operating assets	26,813			26,813
Land and buildings undeveloped or under construction	30,595			30,595
Certain investment in affiliates	2,090	236		1,854
	¥ 185,042	¥ 236	¥ 11,439	¥ 173,367

June 30, 2011

	Millions of yen			
	Total Carrying Value in Consolidated Balance Sheets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Unlisted securities	¥ 581	¥	¥	¥ 581
Loans held for sale	7,732		7,732	
Real estate collateral-dependent loans (net of allowance for probable loan losses)	97,340			97,340
Investment in operating leases	11,888			11,888
Land and buildings undeveloped or under construction	479			479
	¥ 118,020	¥	¥ 7,732	¥ 110,288

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The following is a description of the main valuation methodologies used for assets and liabilities measured at fair value.

Loans held for sale

Certain loans, which the Company and its subsidiaries have the intent and ability to sell to outside parties in the foreseeable future, are considered held-for-sale. The loans held for sale in the United States are classified as Level 2, because the Company and its subsidiaries measure their fair value based on a market approach using inputs other than quoted prices that are observable for the assets such as treasury rate, swap rate and market spread.

Real estate collateral-dependent loans

The valuation allowance for large balance non-homogeneous loans is individually evaluated based on the present value of expected future cash flows, the loan's observable market price or the fair value of the collateral securing the loans if the loans are collateral-dependent. According to ASC 820-10 (Fair Value Measurements and Disclosures), measurement for impaired loans determined using a present value technique is not considered a fair value measurement. However, measurement for impaired loans determined using the loan's observable market price or the fair value of the collateral securing the collateral-dependent loans are fair value measurements and are subject to the disclosure requirements for nonrecurring fair value measurements.

The Company and its subsidiaries determine the fair value of the real estate collateral of real estate collateral-dependent loans using appraisals prepared by independent third party appraisers or our own staff of qualified appraisers based on recent transactions involving sales of similar assets or other valuation techniques such as discounted cash flows methodologies. Real estate collateral-dependent loans whose fair values are estimated using an appraisal of the underlying collateral based on techniques other than recent transactions involving sales of similar assets are classified as Level 3 because such techniques involve unobservable inputs.

Investment in operating leases and other operating assets and Land and buildings undeveloped or under construction

Investment in operating leases measured at fair value is mostly real estate. The Company and its subsidiaries determine the fair value of Investment in operating leases and other operating assets and Land and buildings undeveloped or under construction using appraisals prepared by independent third party appraisers or the Company's own staff of qualified appraisers based on recent transactions involving sales of similar assets or other valuation techniques such as discounted cash flow methodology. The Company and its subsidiaries classified the assets as Level 3 because such techniques involve unobservable inputs.

Trading securities, Available-for-sale securities and Investment in affiliates

If active market prices are available, fair value measurement is based on quoted active market prices and, accordingly, these securities are classified as Level 1. If active market prices are not available, a fair value measurement is based on observable inputs other than quoted prices included within Level 1, such as prices for similar assets and accordingly these securities are classified as Level 2. If market prices are not available, then fair value is estimated by using valuation models including discounted cash flow methodology and commonly used option-pricing models. Such securities are classified as Level 3, as the valuation models are based on inputs that are unobservable in the market.

The Company and its subsidiaries classified CMBS and RMBS in the United States, as level 3 due to a certain market being inactive. In determining whether a market is active or inactive, the Company and its subsidiaries evaluate various factors such as the lack of recent transactions, price quotations that are not based on current information or vary substantially over time or among market makers, a significant increase in implied risk premium, a wide bid-ask spread, significant decline in new issuances, little or no public information (e.g. a principal-to-principal market) and other factors. With respect to the CMBS and RMBS in the United States, the Company and its subsidiaries judged that the market was inactive because there were few recent transactions and brokers quotes or pricing evaluation from independent pricing service vendors for these securities were not available. As a result, the Company and its subsidiaries established internally developed pricing models (Level 3 inputs) using valuation techniques such as present value techniques in order to estimate fair value of these securities and classified them as Level 3. Under the models, the Company and its subsidiaries use anticipated cash flows of the security discounted at a risk-adjusted discount rate that incorporates our estimate of credit risk and liquidity risk that a market participant would consider. The cash flows are estimated based on a number of assumptions such as default rate and prepayment speed, as well as seniority of the security.

The Company and its subsidiaries classified the Specified bonds as Level 3 because the Company and its subsidiaries measure their fair value using unobservable inputs. Since the Specified bonds do not trade in an open market, no relevant observable market data is available. Accordingly the Company and its subsidiaries use a discounted cash flow model that incorporates significant unobservable inputs to measure their fair value. When evaluating the specified bonds issued by SPEs, the Company and its subsidiaries estimate the fair value by discounting

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future cash flows using a discount rate based on market interest rates and a risk premium. The future cash flows for the specified bonds issued by the SPEs are estimated based on contractual principal and interest repayment schedules on each of the specified bond issued by the SPEs. Since the discount rate is not observable for the specified bonds, the Company and its subsidiaries use an internally developed model to estimate a risk premium considering the value of the real estate collateral (which also involves unobservable inputs in many cases when using valuation techniques such as discounted cash flow methodology) and the seniority of the bonds. Under the model, the Company and its subsidiaries consider the loan-to-value ratio and other relevant available information to reflect both the credit risk and the liquidity risk in our own estimate of the risk premium. Generally, the higher the loan-to-value ratio, the larger the risk premium the Company and its subsidiaries estimate under the model. The fair value of the specified bonds issued by SPEs rises when the fair value of the collateral real estate rises and the discount rate declines. The fair value of the specified bonds issued by SPEs declines when the fair value of the collateral real estate declines and the discount rate rises.

Table of Contents**Investment funds**

The fair value is based on the net asset value if the investments meet certain requirements that the investees have all of the attributes specified in ASC 946-10 (Financial Services Investment Companies) and the investees calculate the net asset value. These investments are classified as Level 2, because they are not redeemable at the net asset value per share at the measurement date but they are redeemable at the net asset value per share in the near term after the measurement date.

Derivatives

For exchange-traded derivatives, fair value is based on quoted market prices, and accordingly, classified as Level 1. For non-exchange traded derivatives, fair value is based on commonly used models and discounted cash flow methodology. If the inputs used for these measurements including yield curves and volatilities, are observable, the Company and its subsidiaries classify it as Level 2. If the inputs are not observable, the Company and its subsidiaries classify it as Level 3.

4. Credit Quality of Financing Receivables and the Allowance for Credit Losses

The Company and its subsidiaries adopted Accounting Standards Update 2010-20 (Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses ASC 310 (Receivables)). This Update enhances disclosures about the credit quality of financing receivables and the allowance for credit losses, and requires an entity to provide the following information disaggregated by portfolio segment and class of financing receivable.

Allowance for credit losses by portfolio segment

Credit quality of financing receivables by class

Impaired loans

Credit quality indicators

Non-accrual and past-due financing receivables

A portfolio segment is defined as the level at which an entity develops and documents a systematic methodology to determine its allowance for credit losses. The Company and its subsidiaries classify our portfolio segments by instruments of loans and direct financing leases. Classes of financing receivables are determined based on the initial measurement attribute, risk characteristics of the financing receivables and the method for monitoring and assessing obligors' credit risk, and are defined as the level of detail necessary for a financial statement user to understand the risks inherent in the financing receivables. Classes of financing receivables generally are a disaggregation of a portfolio segment, and the Company and its subsidiaries disaggregate our portfolio segments into classes by regions, instruments or industries of our debtors.

The following table provides information about the allowance for credit losses as of March 31, 2011 and for the three months ended June 30, 2011:

	March 31, 2011					Total
	Millions of yen					
	Consumer	Loans Non-recourse loans	Corporate Other	Purchased loans *1	Direct financing leases	
Allowance for Credit Losses:						
Ending Balance	¥ 17,096	¥ 27,426	¥ 70,972	¥ 17,455	¥ 21,201	¥ 154,150

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Individually Evaluated for Impairment	3,016	23,123	55,170	16,014		97,323
Not Individually Evaluated for Impairment	14,080	4,303	15,802	1,441	21,201	56,827
Financing receivables:						
Ending Balance	¥ 840,419	¥ 952,573	¥ 1,065,119	¥ 111,335	¥ 830,853	¥ 3,800,299
Individually Evaluated for Impairment	8,312	73,029	194,005	36,685		312,031
Not Individually Evaluated for Impairment	832,107	879,544	871,114	74,650	830,853	3,488,268

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	Three months ended June 30, 2011					
	Millions of yen					
	Loans					Direct financing leases
Consumer	Non-recourse loans	Corporate Other		Purchased loans *1		
Allowance for Credit Losses:						
Beginning Balance	¥ 17,096	¥ 27,426	¥ 70,972	¥ 17,455	¥ 21,201	¥ 154,150
Provision charged to income	569	(188)	2,246	277	614	3,518
Charge-offs	(92)	(724)	(8,034)	(15)	(1,368)	(10,233)
Recoveries	1		376		9	386
Other *2	(1)	(615)	(172)	(24)	(106)	(918)
Ending Balance	¥ 17,573	¥ 25,899	¥ 65,388	¥ 17,693	¥ 20,350	¥ 146,903
Individually Evaluated for Impairment	3,255	21,900	50,705	15,989		91,849
Not Individually Evaluated for Impairment	14,318	3,999	14,683	1,704	20,350	55,054
Financing receivables:						
Ending Balance	¥ 846,579	¥ 902,941	¥ 998,192	¥ 107,422	¥ 822,235	¥ 3,677,369
Individually Evaluated for Impairment	8,797	64,921	186,556	35,239		295,513
Not Individually Evaluated for Impairment	837,782	838,020	811,636	72,183	822,235	3,381,856

*1 Purchased loans represent loans with evidence of deterioration of credit quality since origination and for which it is probable at acquisition that collection of all contractually required payments from the debtors is unlikely in accordance with ASC 310-30 (Receivables Loans and Debt Securities Acquired with Deteriorated Credit Quality).

*2 Other includes mainly foreign currency translation adjustments.

In developing the allowance for credit losses, the Company and its subsidiaries consider, among other things, the following factors:

business characteristics and financial conditions of obligors;

current economic conditions and trends;

prior charge-off experience;

current delinquencies and delinquency trends; and

value of underlying collateral and guarantees.

The Company and its subsidiaries individually develop the allowance for credit losses for impaired loans. For non-impaired loans, including loans that are not individually evaluated for impairment, and direct financing leases, the Company and its subsidiaries evaluate prior charge-off experience as segmented by debtor's industry and the purpose of the loans and develop the allowance for credit losses based on such prior charge-off experience as well as current economic conditions.

In common with all portfolio segments, a deterioration of debtors' condition may increase the risk of delay in payments of principal and interest. For loans to consumer borrowers, the amount of the allowance for credit losses is changed by the variation of individual debtors' creditworthiness and value of underlying collateral and guarantees. For loans to corporate other borrowers and direct financing leases, the amount of the allowance for credit losses is changed by current economic conditions and trends, the value of underlying collateral and guarantees, and the prior charge-off experience in addition to the debtors' creditworthiness.

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The decline of the value of underlying collateral and guarantees may increase the risk of inability to collect from the loans. Particularly for non-recourse loans for which cash flow from real estate is the source of repayment, their collection depends on the real estate collateral value, which may decline as a result of decrease in liquidity of the real estate market, rise in vacancy rate of rental properties, fall in rents and other factors. These risks may change the amount of the allowance for credit losses. For purchased loans, their collection may decrease due to a decline in the real estate collateral value and debtors' creditworthiness. Thus, these risks may change the amount of the allowance for credit losses.

In common with all portfolio segments, the Company and its subsidiaries charge off doubtful receivables when the likelihood of any future collection is believed to be minimal based upon an evaluation of the relevant debtors' creditworthiness and the liquidation status of collateral.

The following table provides information about the impaired loans as of March 31, 2011 and June 30, 2011:

Class	March 31, 2011 Millions of Yen		
	Loans Individually Evaluated for Impairment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded *1:	¥ 68,282	¥ 68,183	¥
Consumer borrowers			
Housing loans	2,259	2,259	
Other			
Corporate borrowers	66,023	65,924	
Non-recourse loans			
Japan	9,465	9,443	
U.S	4,579	4,579	
Other			
Real estate companies	14,532	14,516	
Entertainment companies	17,080	17,031	
Other	20,367	20,355	
Purchased loans			
With an allowance recorded *2:	243,749	242,843	97,323
Consumer borrowers			
Housing loans	6,053	6,052	3,016
Other			
Corporate borrowers	201,011	200,106	78,293
Non-recourse loans			
Japan	11,953	11,895	4,421
U.S	47,032	46,786	18,702
Other			
Real estate companies	79,075	78,808	30,552
Entertainment companies	12,517	12,486	4,114
Other	50,434	50,131	20,504
Purchased loans	36,685	36,685	16,014
Total:	¥ 312,031	¥ 311,026	¥ 97,323
Consumer borrowers			
Housing loans	8,312	8,311	3,016
Other			
Corporate borrowers	267,034	266,030	78,293
Non-recourse loans			
Japan	21,418	21,338	4,421
U.S	51,611	51,365	18,702
Other			
Real estate companies	93,607	93,324	30,552

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	Entertainment companies	29,597	29,517	4,114
	Other	70,801	70,486	20,504
Purchased loans		36,685	36,685	16,014

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		June 30, 2011		
		Millions of Yen		
		Loans		
Class		Individually	Unpaid	Related
		Evaluated for	Principal	Allowance
		Impairment	Balance	¥
With no related allowance recorded *1:		¥ 65,245	¥ 64,795	¥
Consumer borrowers	Housing loans	1,787	1,629	
	Other			
Corporate borrowers		63,458	63,166	
Non-recourse loans	Japan	9,707	9,702	
	U.S	5,057	5,057	
Other	Real estate companies	13,493	13,477	
	Entertainment companies	16,170	16,078	
	Other	19,031	18,852	
Purchased loans				
With an allowance recorded *2:		230,268	229,265	91,849
Consumer borrowers	Housing loans	7,010	6,832	3,255
	Other			
Corporate borrowers		188,019	187,194	72,605
Non-recourse loans	Japan	10,820	10,748	4,237
	U.S	39,337	39,222	17,663
Other	Real estate companies	76,123	75,713	27,347
	Entertainment companies	12,270	12,245	3,988
	Other	49,469	49,266	19,370
Purchased loans		35,239	35,239	15,989
Total:		¥ 295,513	¥ 294,060	¥ 91,849
Consumer borrowers	Housing loans	8,797	8,461	3,255
	Other			
Corporate borrowers		251,477	250,360	72,605
Non-recourse loans	Japan	20,527	20,450	4,237
	U.S	44,394	44,279	17,663
Other	Real estate companies	89,616	89,190	27,347
	Entertainment companies	28,440	28,323	3,988
	Other	68,500	68,118	19,370
Purchased loans		35,239	35,239	15,989

*1 With no related allowance recorded represents impaired loans with no allowance for credit losses as all amounts due are considered to be collectible.

*2 With an allowance recorded represents impaired loans with the allowance for credit losses as all amounts due or a part of the amounts due are not considered to be collectible.

The Company and its subsidiaries recognize installment loans other than purchased loans and loans to consumer borrowers as impaired loans when principal or interest is past-due 90 days or more, or it is probable that the Company and its subsidiaries will be unable to collect all amounts due according to the contractual terms of the loan agreements due to various debtor conditions, including insolvency filings, suspension

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of bank transactions, dishonored bills and deterioration of businesses. For non-recourse loans, in addition to these conditions, the Company and its subsidiaries perform an impairment review using financial covenants, acceleration clauses, loan-to-value ratios, and other relevant available information.

For purchased loans, the Company and its subsidiaries recognize them as impaired loans when it is probable that the Company and its subsidiaries will be unable to collect book values of the remaining investment due to factors such as a decline in the real estate collateral value and debtors' creditworthiness since the acquisition of these loans.

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The Company and its subsidiaries consider that loans to consumer borrowers, including housing loans and other, are impaired when terms of these loans are modified in troubled debt restructurings.

Interest payments received on impaired loans other than purchased loans are recorded as interest income unless the collection of the remaining investment is doubtful at which time payments received are recorded as reductions of principal. For purchased loans, although the acquired assets may remain loans in legal form, collections on these loans often do not reflect the normal historical experience of collecting delinquent accounts, and the need to tailor individual collateral-realization strategies often makes it difficult to reliably estimate the amount, timing, or nature of collections. Accordingly, the Company and its subsidiaries use the cost recovery method of income recognition for such purchased loans regardless of whether impairment is recognized or not.

In common with all classes, impaired loans are individually evaluated for a valuation allowance based on the present value of expected future cash flows, the loan's observable market price or the fair value of the collateral securing the loans if the loans are collateral-dependent. For non-recourse loans, in principle, the estimated collectible amount is determined based on the fair value of the collateral securing the loans as they are collateral-dependent. Further for certain non-recourse loans, the estimated collectible amount is determined based on the present value of expected future cash flows. The fair value of the real estate collateral securing the loans is determined using appraisals prepared by independent third-party appraisers or our own staff of qualified appraisers based on recent transactions involving sales of similar assets or other valuation techniques such as discount cash flow methodology. Non-recourse loans in the U.S. consist mainly of commercial mortgage loans held by the newly consolidated VIEs resulting from the application of new accounting standards in this fiscal year relating to the consolidation of VIEs (see Note 7 Variable Interest Entities). For impaired purchased loans, the Company and its subsidiaries develop the allowance for credit losses based on the difference between the book value and the estimated collectible amount of such loans.

The average recorded investments in impaired loans for fiscal 2011 were ¥368,539 million. The Company and its subsidiaries recognized interest income on impaired loans of ¥4,225 million, and collected in cash interest on impaired loans of ¥3,592 million in fiscal 2011.

The following table provides information about the average recorded investments in impaired loans and interest income on impaired loans for the three months ended June 30, 2011:

		Three months ended June 30, 2011		
		Millions of yen		
Class		Average Recorded Investments in Impaired Loans *1	Interest Income on Impaired Loans	Interest on Impaired Loans Collected in Cash
Consumer borrowers	Housing loans	¥ 8,555	¥ 31	¥ 27
	Other			
Corporate borrowers		259,258	1,334	1,037
Non-recourse loans	Japan	20,973	99	86
	U.S	48,003	213	213
Other	Real estate companies	91,612	320	263
	Entertainment companies	29,019	254	210
	Other	69,651	448	265
Purchased loans		35,962		
Total		¥ 303,775	¥ 1,365	¥ 1,064

*1 Average balances are calculated on the basis of fiscal quarter-end balances.

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The following table provides information about the credit quality indicators as of March 31, 2011 and June 30, 2011:

		March 31, 2011 Millions of yen				
Class		Performing	Loans individually evaluated for impairment	Non-performing 90+ days past-due loans not individually evaluated for impairment	Subtotal	Total
Consumer borrowers	Housing loans	¥ 807,194	¥ 8,312	¥ 9,972	¥ 18,284	¥ 825,478
	Other	14,876		65	65	14,941
Corporate borrowers		1,750,658	267,034		267,034	2,017,692
Non-recourse loans	Japan	282,222	21,418		21,418	303,640
	U.S	597,322	51,611		51,611	648,933
Other	Real estate companies	292,607	93,607		93,607	386,214
	Entertainment companies	115,876	29,597		29,597	145,473
	Other	462,631	70,801		70,801	533,432
Purchased loans		74,650	36,685		36,685	111,335
Direct financing leases	Japan	624,919		17,908	17,908	642,827
	Overseas	183,147		4,879	4,879	188,026
Total		¥ 3,455,444	¥ 312,031	¥ 32,824	¥ 344,855	¥ 3,800,299

		June 30, 2011 Millions of yen				
Class		Performing	Loans individually evaluated for impairment	Non-performing 90+ days past-due loans not individually evaluated for impairment	Subtotal	Total
Consumer borrowers	Housing loans	¥ 812,361	¥ 8,797	¥ 10,234	¥ 19,031	¥ 831,392
	Other	15,111		76	76	15,187
Corporate borrowers		1,649,656	251,477		251,477	1,901,133
Non-recourse loans	Japan	277,316	20,527		20,527	297,843
	U.S	560,704	44,394		44,394	605,098
Other	Real estate companies	260,368	89,616		89,616	349,984
	Entertainment companies	111,793	28,440		28,440	140,233
	Other	439,475	68,500		68,500	507,975
Purchased loans		72,183	35,239		35,239	107,422
Direct financing leases	Japan	607,957		18,844	18,844	626,801
	Overseas	191,141		4,293	4,293	195,434
Total		¥ 3,348,409	¥ 295,513	¥ 33,447	¥ 328,960	¥ 3,677,369

In common with all classes, the Company and its subsidiaries monitor the credit quality indicators as performing and non-performing assets. The category of non-performing assets includes financing receivables for debtors who have filed for insolvency proceedings, whose bank transactions are suspended, whose bills are dishonored, whose businesses have deteriorated, or whose repayment is past-due 90 days or more, and performing assets include all other financing receivables.

Out of non-performing assets presented above, the Company and its subsidiaries consider smaller balance homogeneous loans, including housing loans which are not restructured and direct financing leases, as 90 days or more past-due financing receivables not individually evaluated for impairment, and consider the others as loans individually evaluated for impairment. After the Company and its subsidiaries have

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set aside provision for those non-performing assets, the Company and its subsidiaries continue to monitor at least on a quarterly basis the quality of any underlying collateral, the status of management of the debtors and other important factors in order to report to management and develop additional provision as necessary.

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The following table provides information about the non-accrual and past-due financing receivables as of March 31, 2011 and June 30, 2011:

		March 31, 2011 Millions of yen				
		Past-Due Financing Receivables				
Class		30-89 Days Past-Due	90 Days or More Past-Due	Total Past-Due	Total Financing Receivables	Non-Accrual
Consumer borrowers	Housing loans	¥ 4,119	¥ 15,031	¥ 19,150	¥ 825,478	¥ 15,031
	Other		65	65	14,941	65
Corporate borrowers		120,127	125,826	245,953	2,017,692	125,826
Non-recourse loans	Japan	5,697	9,925	15,622	303,640	9,925
	U.S	97,114	19,747	116,861	648,933	19,747
Other	Real estate companies	4,556	54,566	59,122	386,214	54,566
	Entertainment companies	3,093	5,487	8,580	145,473	5,487
	Other	9,667	36,101	45,768	533,432	36,101
Direct financing leases	Japan	3,307	17,908	21,215	642,827	17,908
	Overseas	2,500	4,879	7,379	188,026	4,879
Total		¥ 130,053	¥ 163,709	¥ 293,762	¥ 3,688,964	¥ 163,709

		June 30, 2011 Millions of yen				
		Past-Due Financing Receivables				
Class		30-89 Days Past-Due	90 Days or More Past-Due	Total Past-Due	Total Financing Receivables	Non-Accrual
Consumer borrowers	Housing loans	¥ 3,547	¥ 15,283	¥ 18,830	¥ 831,392	¥ 15,283
	Other	53	76	129	15,187	76
Corporate borrowers		89,857	122,467	212,324	1,901,133	122,467
Non-recourse loans	Japan	8,659	9,445	18,104	297,843	9,445
	U.S	62,126	18,805	80,931	605,098	18,805
Other	Real estate companies	1,599	51,071	52,670	349,984	51,071
	Entertainment companies	1,393	5,285	6,678	140,233	5,285
	Other	16,080	37,861	53,941	507,975	37,861
Direct financing leases	Japan	3,682	18,844	22,526	626,801	18,844
	Overseas	2,046	4,293	6,339	195,434	4,293
Total		¥ 99,185	¥ 160,963	¥ 260,148	¥ 3,569,947	¥ 160,963

In common with all classes, the Company and its subsidiaries consider financing receivables as past-due financing receivables when principal or interest is past-due 30 days or more. Loans whose terms have been modified are not classified as past-due financing receivables if the principals and interests are not past-due 30 days or more in accordance with the modified terms.

The Company and its subsidiaries suspend accruing revenues on past-due installment loans and direct financing leases when principal or interest is past-due 90 days or more, or earlier, if management determines that their collections are doubtful based on factors such as individual debtors creditworthiness, historical loss experience, current delinquencies and delinquency trends.

Cash repayments received on non-accrual loans are applied first against past due interest and then any surpluses are applied to principal in view of the conditions of the contract and obligors. The Company and its subsidiaries return to accrual status non-accrual loans and lease receivables when it becomes certain that the Company and its subsidiaries will be able to collect all amounts due according to the contractual terms of these loans and receivables, as evidenced by continual payments from the debtors.

Table of Contents**5. Investment in Securities**

Investment in securities at March 31, 2011 and June 30, 2011 consists of the following:

	Millions of yen	
	March 31, 2011	June 30, 2011
Trading securities	¥ 71,991	¥ 50,356
Available-for-sale securities	883,410	866,260
Held-to-maturity securities	43,695	43,686
Other securities	176,285	203,508
	¥ 1,175,381	¥ 1,163,810

Other securities consist mainly of non-marketable equity securities, preferred capital shares carried at cost and investment funds carried at an amount that reflects equity income and loss based on the investor's share.

The amortized cost basis amounts, gross unrealized holding gains, gross unrealized holding losses and fair values of available-for-sale securities and held-to-maturity securities in each major security type at March 31, 2011 and June 30, 2011 are as follows:

March 31, 2011

	Amortized cost	Millions of yen		Fair value
		Gross unrealized gains	Gross unrealized losses	
Available-for-sale:				
Japanese and foreign government bond securities	¥ 168,818	¥ 696	¥ (169)	¥ 169,345
Japanese prefectural and foreign municipal bond securities	34,907	153	(92)	34,968
Corporate debt securities	292,836	1,287	(2,091)	292,032
Specified bonds issued by SPEs in Japan	225,393	46	(3,125)	222,314
CMBS and RMBS in the U.S., and other asset-backed securities	87,898	3,819	(3,843)	87,874
Other debt securities	5,518		(12)	5,506
Equity securities	48,415	25,229	(2,273)	71,371
	863,785	31,230	(11,605)	883,410
Held-to-maturity:				
Japanese government bond securities	43,695	412		44,107
	¥ 907,480	¥ 31,642	¥ (11,605)	¥ 927,517

June 30, 2011

	Amortized cost	Millions of yen		Fair value
		Gross unrealized gains	Gross unrealized losses	
Available-for-sale:				
Japanese and foreign government bond securities	¥ 207,644	¥ 722	¥ (10)	¥ 208,356
Japanese prefectural and foreign municipal bond securities	32,523	309	(19)	32,813
Corporate debt securities	250,911	1,655	(2,579)	249,987

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Specified bonds issued by SPEs in Japan	197,542	263	(1,534)	196,271
CMBS and RMBS in the U.S., and other asset-backed securities	84,773	3,199	(4,327)	83,645
Other debt securities	11,194		(8)	11,186
Equity securities	62,738	24,538	(3,274)	84,002
	847,325	30,686	(11,751)	866,260
Held-to-maturity:				
Japanese government bond securities	43,686	1,640		45,326
	¥ 891,011	¥ 32,326	¥ (11,751)	¥ 911,586

The unrealized losses of ¥392 million and ¥1,525 million of debt securities for which a portion of an other-than-temporary impairment had been recognized in earnings according to ASC 320-10-35-34 (Investments Debt and Equity Securities Recognition of Other-Than-Temporary Impairments) were included in the unrealized losses of CMBS and RMBS in the U.S., and other asset-backed securities at March 31, 2011 and June 30, 2011, respectively.

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The following table provides information about available-for-sale securities and held-to-maturity securities with gross unrealized losses and the length of time that individual securities have been in a continuous unrealized loss portion as of March 31, 2011 and June 30, 2011, respectively.

March 31, 2011

	Less than 12 months		Millions of yen 12 months or more		Total	
	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses
Available-for-sale:						
Japanese and foreign government bond securities	¥ 63,438	¥ (169)	¥	¥	¥ 63,438	¥ (169)
Japanese prefectural and foreign municipal bond securities	22,444	(92)			22,444	(92)
Corporate debt securities	184,185	(2,071)	1,980	(20)	186,165	(2,091)
Specified bonds issued by SPEs in Japan	49,180	(2,025)	49,398	(1,100)	98,578	(3,125)
CMBS and RMBS in the U.S., and other asset-backed securities	6,660	(853)	24,288	(2,990)	30,948	(3,843)
Other debt securities			2,988	(12)	2,988	(12)
Equity securities	11,196	(1,470)	4,891	(803)	16,087	(2,273)
	¥ 337,103	¥ (6,680)	¥ 83,545	¥ (4,925)	¥ 420,648	¥ (11,605)

June 30, 2011

	Less than 12 months		Millions of yen 12 months or more		Total	
	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses
Available-for-sale:						
Japanese and foreign government bond securities	¥ 87,038	¥ (10)	¥	¥	¥ 87,038	¥ (10)
Japanese prefectural and foreign municipal bond securities	6,619	(19)			6,619	(19)
Corporate debt securities	110,158	(2,578)	517	(1)	110,675	(2,579)
Specified bonds issued by SPEs in Japan	13,603	(271)	50,892	(1,263)	64,495	(1,534)
CMBS and RMBS in the U.S., and other asset-backed securities	220	(20)	25,567	(4,307)	25,787	(4,327)
Other debt securities			2,992	(8)	2,992	(8)
Equity securities	22,440	(2,397)	4,971	(877)	27,411	(3,274)
	¥ 240,078	¥ (5,295)	¥ 84,939	¥ (6,456)	¥ 325,017	¥ (11,751)

449 and 354 investment securities were in an unrealized loss position as of March 31, 2011 and June 30, 2011, respectively. The gross unrealized losses on these securities are attributable to a number of factors including changes in interest rates, credit spreads and market trends.

For debt securities, in the case of the fair value being below the amortized cost, the Company and its subsidiaries consider that an other-than-temporary impairment has occurred if (1) the Company and its subsidiaries intend to sell the debt security; (2) it is more likely than not that the Company and its subsidiaries will be required to sell the debt security before recovery of its amortized cost basis, or (3) the Company and its subsidiaries do not expect to recover the entire amortized cost of the security (that is, a credit loss exists). In assessing whether a credit loss exists, the Company and its subsidiaries compare the present value of the expected cash flows to the security's amortized cost basis at the balance sheet date.

Debt securities with unrealized loss position mainly include specified bonds issued by special purpose entities in Japan and CMBS and RMBS.

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The unrealized loss associated with specified bonds is primarily due to changes in the market interest rate and risk premium because of deterioration in the domestic real estate market and the credit crunch in the capital and financial markets. Considering all available information to assess the collectibility of those investments (such as performance and value of the underlying real estate, and seniority of the bonds), the Company and its subsidiaries believe that the Company and its subsidiaries are able to recover the entire amortized cost basis of those investments. Because the Company and its subsidiaries do not intend to sell the investments and it is not more likely than not that the Company and its subsidiaries will be required to sell the investments before recovery of their amortized cost basis, the Company and its subsidiaries do not consider these investments to be other-than-temporarily impaired at June 30, 2011.

The unrealized loss associated with CMBS and RMBS is primarily caused by changes in credit spreads and interest rates. In order to determine whether a credit loss exists, the Company and its subsidiaries estimate the present value of anticipated cash flows, discounted at the current yield to accrete the security. The cash flows are estimated based on a number of assumptions such as default rate and prepayment speed, as well as seniority of the security. Then, a credit loss is assessed by comparing the present value of the expected cash flows to the security's amortized cost basis. Based on that assessment, the Company and its subsidiaries expect to recover the entire amortized cost basis. Because the Company and its subsidiaries do not intend to sell the investments and it is not more likely than not that the Company and its subsidiaries will be required to sell the investments before recovery of their amortized cost basis, the Company and its subsidiaries do not consider these investments to be other-than-temporarily impaired at June 30, 2011.

For equity securities with unrealized losses, the Company and its subsidiaries consider various factors to determine whether the decline is other-than-temporary, including the length of time and the extent to which the fair value has been less than the carrying value and the issuer's specific economic conditions as well as the ability and intent to hold these securities for a period of time sufficient to recover the securities carrying amounts. Based on our ongoing monitoring process, the Company and its subsidiaries do not consider these investments to be other-than-temporarily impaired at June 30, 2011.

The total other-than-temporary impairment with an offset for the amount of the total other-than-temporary impairment recognized in other comprehensive income (loss) for three months ended June 30, 2010 and 2011 are as follows:

	Millions of yen	
	Three months ended June 30, 2010	Three months ended June 30, 2011
Total other-than-temporary impairment losses	¥ 6,296	¥ 3,720
Portion of loss recognized in other comprehensive income (before taxes)	(25)	(31)
Net impairment losses recognized in earnings	¥ 6,271	¥ 3,689

In the table above, other-than-temporary impairment losses related to debt securities are recognized mainly on certain specified bond, which have experienced credit losses due to significant decline in the value of the underlying assets, as well as on certain mortgage-backed and other asset-backed securities, which have experienced credit losses due to a decrease in cash flows attributable to significant default and bankruptcies on the underlying loans. Because the Company and its subsidiaries do not intend to sell these securities and it is not more likely than not that the Company and its subsidiaries will be required to sell these securities before recovery of their amortized cost basis, the Company and its subsidiaries charged only the credit loss component of the total impairment to earnings with the remaining non-credit component recognized in other comprehensive income (loss). The credit loss assessment was made by comparing the securities' amortized cost basis with the portion of the estimated fair value of the underlying assets available to repay the specified bonds, or with the present value of the expected cash flows from the mortgage-backed and other asset-backed securities, that were estimated based on a number of assumptions such as default rate and prepayment speed, as well as seniority of the security.

Roll-forwards of the amount related to credit losses on other-than-temporarily impaired debt securities recognized in earnings for three months ended June 30, 2010 and 2011 are as follows:

	Millions of yen	
	Three months ended June 30, 2010	Three months ended June 30, 2011

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Beginning before reduction	¥ 5,016	¥	9,022
Reduction to the beginning balance*	(1,810)		
Beginning after reduction	3,206		9,022
Addition during the period:			
Credit loss for which an other-than-temporary impairment was not previously recognized	2,987		77
Credit loss for which an other-than-temporary impairment was previously recognized	52		5
Reduction during the period:			
For securities sold	(89)		(1,147)
Due to change in intent to sell or requirement to sell			(5)
Reductions for increases in cash flows expected to be collected over the remaining life of the security			(235)
Ending	¥ 6,156	¥	7,717

* Cumulative effects of adopting Accounting Standards Update 2009-16 (ASC860 (Transfers and Servicing) (FASB Statement No. 166 (Accounting for Transfers of Financial Assets an amendment of FASB Statement No.140))), and Accounting Standards Update 2009-17 (ASC810 (Consolidation) (FASB Statement No. 167 (Amendment of FASB Interpretation No.46(R) , ASC810-10 (Consolidation Variable Interest Entities)))) have been deducted from the beginning balance.

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The aggregate carrying amount of other securities accounted for under the cost method totaled ¥67,366 million and ¥89,170 million at March 31, 2011 and June 30, 2011, respectively. Investments with an aggregated cost of ¥63,590 million and ¥88,590 million were not evaluated for impairment because the Company and its subsidiaries did not identify any events or changes in circumstances that might have had significant adverse effect on the fair value of these investments and it was not practicable to estimate the fair value of the investments.

The Company and its subsidiaries have adopted Accounting Standards Update 2009-12 (Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent) ASC 820 (Fair Value Measurements and Disclosures)). Under ASC 820, the information about fund investments that the Company and its subsidiaries hold at March 31, 2011 and June 30, 2011 are as follows:

March 31, 2011

Type of fund investment	Fair value (Millions of yen)	Redemption frequency (If currently eligible)		Redemption notice period	
		Monthly	Quarterly	10 days	45 days
Hedge fund*	¥ 10,023	Monthly	Quarterly	10 days	45 days
Total	¥ 10,023				

June 30, 2011

Type of fund investment	Fair value (Millions of yen)	Redemption frequency (If currently eligible)		Redemption notice period	
		Monthly	Quarterly	10 days	45 days
Hedge fund*	¥ 9,061	Monthly	Quarterly	10 days	45 days
Total	¥ 9,061				

* This category includes several hedge funds that seek for profits using investment strategies such as managed futures, global macro and relative value. The fair value of the investments in this category is calculated based on the net asset value of the investees.

Included in interest on loans and investment securities in the consolidated statements of income is interest income on investment securities of ¥4,443 million and ¥3,640 million, for the three months ended June 30, 2010 and 2011, respectively.

6. Securitization Transactions

The Company and its subsidiaries have securitized various financial assets such as direct financing lease receivables, installment loans (commercial mortgage loans, housing loans and other) and investment in securities.

In the securitization process, these financial assets are transferred to various vehicles (the SPEs), such as trusts and special-purpose companies that issue beneficial interests of the securitization trusts and securities backed by the financial assets to investors. The cash flows collected from these assets transferred to the SPEs are then used to repay these asset-backed beneficial interests and securities. As the transferred assets are isolated from the Company and its subsidiaries, the investors and the SPEs have no recourse to other assets of the Company and its subsidiaries in cases where the debtors or the issuers of the transferred financial assets fail to perform under the original terms of those financial assets. The Company and its subsidiaries often retain interests in the SPEs in the form of the beneficial interest of the securitization trusts. Those interests that continue to be held include interests in the transferred assets and are often subordinate to other tranche(s) of the securitization. Those beneficial interests that continue to be held by the Company and its subsidiaries are subject to credit risk, interest rate risk and prepayment risk on the securitized financial assets. With regards to these subordinated interests that the Company and its subsidiaries retain, they are subordinated to the senior investments and are exposed to different credit and prepayment risks, since they first absorb the risk of the decline in the cash flows from the financial assets transferred to the SPEs for defaults and prepayment of the transferred assets. If there is any excess cash remaining in the SPEs after payment to investors in the securitization of the contractual rate of returns, most of such excess cash is distributed to

the Company and its subsidiaries for payments of the subordinated interests.

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Until March 31, 2010, the Company and its subsidiaries did not consolidate qualified special-purpose entities (QSPEs) meeting certain requirements and the Company and its subsidiaries accounted for the transfer of financial assets to QSPEs as a sale when control over the financial assets was surrendered.

From April 1, 2010, the Company and its subsidiaries apply Accounting Standards Update 2009-16 (ASC860 (Transfers and Servicing)). This Update removes the concept of a QSPE and removes the exception from applying ASC 810-10 (Consolidation Variable Interest Entities) to variable interest entities that are QSPEs. This Update also modifies the financial-components approach used in former ASC 860 (Transfers and Servicing) and limits the circumstances in which a transferor derecognizes a portion or component of a financial asset. As a result, many SPEs for securitization which had not been consolidated because they met QSPE criteria have been consolidated in accordance with Accounting Standards Update 2009-17 ((ASC810 (Consolidation)). For further information, see Note 7 Variable Interest Entities .

During the three months ended June 30, 2010 and three months ended June 30, 2011, there was no securitization transaction accounted for as a sale.

As of March 31, 2011 and June 30, 2011, there were no significant servicing assets and liabilities related to the Company and its subsidiaries securitization transactions.

Quantitative information about delinquencies, net credit losses, and components of financial assets sold on securitization and other assets managed together as of March 31, 2011 and June 30, 2011 are as follows:

March 31, 2011

	Total principal amount of receivables	Millions of yen Principal amount of receivables more than 90 days past-due and impaired loans	Net credit losses
Types of assets:			
Direct financing leases	¥ 843,504	¥ 22,787	¥ 7,505
Installment loans	2,983,164	322,068	54,149
Total assets managed or sold on securitization	3,826,668	¥ 344,855	¥ 61,654
Less: assets sold on securitization	(12,651)		
Assets held in portfolio	¥ 3,814,017		

June 30, 2011

	Total principal amount of receivables	Millions of yen Principal amount of receivables more than 90 days past-due and impaired loans	Net credit losses
Types of assets:			
Direct financing leases	¥ 832,194	¥ 23,137	¥ 1,359
Installment loans	2,864,767	305,823	8,488
Total assets managed or sold on securitization	3,696,961	¥ 328,960	¥ 9,847

Less: assets sold on securitization	(9,959)
Assets held in portfolio	¥ 3,687,002

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7. Variable Interest Entities

The Company and its subsidiaries use special purpose companies, partnerships and trusts (hereinafter referred to as SPEs) in the ordinary course of business.

These SPEs are not always controlled by voting rights, and there are cases where voting rights do not exist for those SPEs. ASC 810-10 (Consolidation Variable Interest Entities) addresses consolidation by business enterprises of SPEs within the scope of the ASC Section. Generally these SPEs are entities where (a) the total equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support provided by any parties including the equity holders or (b) as a group the holders of the equity investment at risk do not have (1) the ability to make decisions about an entity's activities that most significantly impact the entity's economic performance through voting rights or similar rights, or (2) the obligation to absorb the expected losses of the entity or (3) the right to receive the expected residual returns of the entity. Entities within the scope of the ASC Section are called variable interest entities (VIEs).

Until March 31, 2010, in accordance with ASC 810-10 before amendment, the Company and its subsidiaries were required to consolidate a VIE as the primary beneficiary if the Company and its subsidiaries had a variable interest to absorb a majority of the VIE's expected loss or receive a majority of the VIE's expected residual returns or meet both of these conditions by using quantitative analysis.

Also, until March 31, 2010, if SPEs met the criteria for qualifying special-purpose entity (QSPE) status in accordance with ASC 860 (Transfer and Servicing) and ASC 810-10 before amendment, the Company and its subsidiaries excluded the QSPE from the scope of consolidation.

In June 2009, FASB Statement No. 166 (Accounting for Transfers of Financial Assets an amendment of FASB Statement No.140), which was codified by Accounting Standards Update 2009-16 (ASC860 (Transfers and Servicing)) and FASB Statement No. 167 (Amendment of FASB Interpretation No.46(R)), which was codified by Accounting Standards Update 2009-17 (ASC 810 (Consolidation)), were issued. These Updates remove the concept of a QSPE and remove the exception from applying ASC 810-10 to variable interest entities that are QSPEs and require the Company and its subsidiaries to perform a qualitative analysis to identify the primary beneficiary of all variable interest entities, including QSPEs. The Company and its subsidiaries adopted these Updates on April 1, 2010. The effect of adopting these Updates on our financial conditions at the initial adoption date was an increase of ¥1,147 billion on total assets, an increase of ¥1,169 billion on total liabilities, respectively, in the consolidated balance sheets. These are mainly included in (f) VIEs for securitizing financial assets such as direct financing lease receivable and loan receivable, and (g) VIEs for securitization of commercial mortgage loans originated by third parties.

According to these Updates, effective from April 1, 2010, the Company and its subsidiaries are required to perform a qualitative analysis to identify the primary beneficiary of variable interest entities. An enterprise that has both of the following characteristics is considered to be the primary beneficiary who shall consolidate a variable interest entity:

The power to direct the activities of a variable interest entity that most significantly impact the entity's economic performance

The obligation to absorb losses of the entity that could potentially be significant to the variable interest entity or the right to receive benefits from the entity that could potentially be significant to the variable interest entity.

All facts and circumstances are taken into consideration when determining whether the Company and its subsidiaries have variable interests that would deem it the primary beneficiary and therefore require consolidation of the VIE. The Company and its subsidiaries make ongoing reassessment of whether they are the primary beneficiaries of a variable interest entity.

The following are the items that the Company and its subsidiaries are considering in a qualitative assessment.

Which activities most significantly impact the economic performance of the VIE and who has the power to direct such activities.

Characteristics of the Company and its subsidiaries' variable interest or interests and other involvements (including involvement of related parties and de facto agents)

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Involvement of other variable interest holders

The entity's purpose and design, including the risks that the entity was designed to create and pass through to its variable interest holders

The Company and its subsidiaries generally consider the following types of involvement to be significant, when determining the primary beneficiary.

designing the structuring of a transaction

providing an equity investment and debt financing

being the investment manager, asset manager or servicer and receiving variable fees

providing liquidity and other financial support

The Company does not have the power to direct activities of the VIEs that most significantly impact the VIEs' economic performance, if that power is shared. In that case, the Company and its subsidiaries do not consolidate such VIEs.

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Information about VIEs for the Company and its subsidiaries are as follows:

1. Consolidated VIEs
March 31, 2011

Types of VIEs	Millions of yen			
	Total assets (1)	Total liabilities (1)	Assets which are pledged as collateral (2)	Commitments (3)
(a) VIEs for liquidating customer assets	¥ 5,222	¥ 3,846	¥ 5,222	¥
(b) VIEs for acquisition of real estate and real estate development projects for customers	16,051	4,493	5,660	
(c) VIEs for acquisition of real estate for the Company and its subsidiaries real estate-related business	343,394	120,908	226,319	1,076
(d) VIEs for corporate rehabilitation support business	15,988	142		
(e) VIEs for investment in securities	83,694	13,675	33,169	1,491
(f) VIEs for securitizing financial assets such as direct financing lease receivable and loan receivable	505,421	352,034	505,421	
(g) VIEs for securitization of commercial mortgage loans originated by third parties	669,375	671,349	660,237	
(h) Other VIEs	154,176	66,529	139,260	4,140
Total	¥ 1,793,321	¥ 1,232,976	¥ 1,575,288	¥ 6,707

June 30, 2011

Types of VIEs	Millions of yen			
	Total assets (1)	Total liabilities (1)	Assets which are pledged as collateral (2)	Commitments (3)
(a) VIEs for liquidating customer assets	¥ 5,192	¥ 3,812	¥ 5,192	¥
(b) VIEs for acquisition of real estate and real estate development projects for customers	8,905	960		
(c) VIEs for acquisition of real estate for the Company and its subsidiaries real estate-related business	374,866	142,180	268,543	1,045
(d) VIEs for corporate rehabilitation support business	15,015	35		
(e) VIEs for investment in securities	77,767	13,176	31,992	1,468
(f) VIEs for securitizing financial assets such as direct financing lease receivable and loan receivable	496,652	344,030	496,652	
(g) VIEs for securitization of commercial mortgage loans originated by third parties	631,919	631,759	623,389	
(h) Other VIEs	153,334	68,384	138,404	3,705
Total	¥ 1,763,650	¥ 1,204,336	¥ 1,564,172	¥ 6,218

Note:

- (1) The assets of many VIEs are used only to repay the liabilities of the VIEs, and the creditors of the liabilities of the VIEs have no recourse to other assets of the Company and its subsidiaries.

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- (2) The assets are pledged as collateral by VIE for financing of the VIE.
- (3) This item represents remaining balance of commitments that could require the Company and its subsidiaries to provide investments or loans to the VIE.

Table of Contents2. Non-consolidated VIEs
March 31, 2011

Types of VIEs	Total assets	Millions of yen Carrying amount of the variable interests in the VIEs held by the Company and its subsidiaries			Maximum exposure to loss (4)
		Specified bonds and non-recourse loans	Investments		
(a) VIEs for liquidating customer assets	¥ 66,710	¥ 1,073	¥ 6,979	¥ 8,052	
(b) VIEs for acquisition of real estate and real estate development projects for customers	1,090,147	174,380	52,850	260,935	
(c) VIEs for acquisition of real estate for the Company and its subsidiaries – real estate-related business					
(d) VIEs for corporate rehabilitation support business					
(e) VIEs for investment in securities	1,143,069		22,349	37,287	
(f) VIEs for securitizing financial assets such as direct financing lease receivable and loan receivable					
(g) VIEs for securitization of commercial mortgage loans originated by third parties	2,535,037	4,000	25,493	31,478	
(h) Other VIEs	83,811	697	3,132	3,829	
Total	¥ 4,918,774	¥ 180,150	¥ 110,803	¥ 341,581	

June 30, 2011

Types of VIEs	Total assets	Millions of yen Carrying amount of the variable interests in the VIEs held by the Company and its subsidiaries			Maximum exposure to loss (4)
		Specified bonds and non-recourse loans	Investments		
(a) VIEs for liquidating customer assets	¥ 65,198	¥ 1,073	¥ 6,688	¥ 7,761	
(b) VIEs for acquisition of real estate and real estate development projects for customers	1,058,116	148,356	68,687	250,343	
(c) VIEs for acquisition of real estate for the Company and its subsidiaries – real estate-related business					
(d) VIEs for corporate rehabilitation support business					
(e) VIEs for investment in securities	1,160,812		23,175	37,636	
(f) VIEs for securitizing financial assets such as direct financing lease receivable and loan receivable					
(g) VIEs for securitization of commercial mortgage loans originated by third parties	2,299,220	4,000	26,255	32,139	
(h) Other VIEs	94,461	697	4,749	5,446	
Total	¥ 4,677,807	¥ 154,126	¥ 129,554	¥ 333,325	

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- Note:
- (4) Maximum exposure to loss includes remaining balance of commitments that could require the Company and its subsidiaries to provide investments or loans to the VIE.

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(a) VIEs for liquidating customer assets

The Company and its subsidiaries may use VIEs in structuring financing for customers to liquidate specific customer assets. The VIEs are typically used to provide a structure that is bankruptcy remote with respect to the customer and the use of VIE structure is requested by such customer. Such VIEs typically acquire assets to be liquidated from the customer, borrow non-recourse loans from financial institutions and have an equity investment made by the customer. By using cash flows from the liquidated assets, these VIEs repay the loan and pay dividends to equity investors if sufficient funds exist.

The Company and its subsidiaries provide non-recourse loans to such VIEs and occasionally make investments in them. The Company and its subsidiaries have consolidated some of those VIEs because the Company or its subsidiary effectively controls the VIEs by acting as the asset manager of the VIEs. In the consolidated balance sheets, assets of the consolidated VIEs are mainly included in investment in operating leases and liabilities of the consolidated VIEs are mainly included in long-term debt, respectively.

With respect to the variable interests of non-consolidated VIEs, which the Company and its subsidiaries have, non-recourse loans are included in installment loans, and investments are mainly included in other operating assets in the consolidated balance sheets.

(b) VIEs for acquisition of real estate and real estate development projects for customers

Customers and the Company and its subsidiaries are involved with VIEs formed to acquire real estate and/or develop real estate projects. In each case, a customer establishes and makes an equity investment in a VIE that is designed to be bankruptcy remote from the customer. The VIEs acquire real estate and/or develop real estate projects.

The Company and its subsidiaries provide non-recourse loans to such VIEs and hold specified bonds issued by them and/or make investments in them. The Company and its subsidiaries have consolidated some of those VIEs because the Company or its subsidiary effectively controls the VIEs by acting as the asset manager of the VIEs. In the consolidated balance sheets Assets of the consolidated VIEs are mainly included in cash and cash equivalents, investment in operating leases and other operating assets and liabilities of those consolidated VIEs are mainly included in short-term debt, respectively.

With respect to the variable interests of non-consolidated VIEs, which the Company and its subsidiaries have, specified bonds are included in investment in securities, non-recourse loans are included in installment loans, and investments are mainly included in other operating assets and investment in securities in the consolidated balance sheets. The Company and its subsidiaries have commitment agreements by which the Company and its subsidiaries might be required to provide additional investment in certain non-consolidated VIEs, as long as the agreed-upon terms are met. Under these agreements, the Company and its subsidiaries are committed to invest in these VIEs with the other investors based on their respective ownership percentages.

In some cases, the Company and its subsidiaries concluded that the VIEs are not consolidated because the power to direct these VIEs is shared among multiple unrelated parties.

(c) VIEs for acquisition of real estate for the Company and its subsidiaries real estate-related business

The Company and its subsidiaries establish VIEs and acquire real estate to borrow non-recourse loans from financial institutions and simplify the administration activities necessary for the real estate. The Company and its subsidiaries have consolidated such VIEs even though the Company and its subsidiaries may not have voting rights if substantially all of such VIEs' subordinated interests are issued to the Company and its subsidiaries, and therefore the VIEs are controlled by and for the benefit of the Company and its subsidiaries.

For the fiscal year ended March 31, 2011 and three months ended June 30, 2011, the Company and its subsidiaries contributed additional funding to certain non-consolidated VIEs to support their repayment, since those VIEs had difficulty repaying debt and accounts payable. The amounts of those additional fundings for the fiscal year ended March 31, 2011 and three months ended June 30, 2011 were ¥14,613 million and ¥135 million, respectively. As a result, the Company and its subsidiaries performed a reassessment and consolidated those VIEs.

In the consolidated balance sheets, assets of the consolidated VIEs are mainly included in investment in operating leases, cash and cash equivalents and other assets and liabilities of those consolidated VIEs are mainly included in long-term debt, respectively. The Company has commitment agreements by which the Company might be required to make an additional investment in certain such consolidated VIEs.

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(d) VIEs for corporate rehabilitation support business

Financial institutions, the Company and its subsidiary are involved with VIEs established for the corporate rehabilitation support business. VIEs receive the funds from investors including the financial institutions, the Company and the subsidiary, and purchase loan receivables due from borrowers which have financial problems, but that are deemed to have the potential to recover in the future. The servicing operations for the VIEs are conducted by the subsidiary.

The Company and its subsidiary consolidated such VIEs since the Company and the subsidiary have the majority of the investment share of such VIEs, and have the power to direct the activities of the VIEs that most significantly impact the entities' economic performance through the servicing operations.

In the consolidated balance sheets, assets of the consolidated VIEs are mainly included in installment loans and liabilities of those consolidated VIEs are mainly included in accrued expenses, respectively.

(e) VIEs for investment in securities

The Company and its subsidiaries have interests in VIEs that are investment funds and mainly invest in equity and debt securities. Such VIEs are managed mainly by fund management companies that are independent of the Company and its subsidiaries.

The Company consolidated certain such VIEs since the Company has the majority of the investment share of them, and has the power to direct the activities of those VIEs that most significantly impact the entities' economic performance through involvement with the design of the VIEs and/or other means.

In the consolidated balance sheets, assets of the consolidated VIEs are mainly included in investment in securities, other receivables and investment in affiliates and liabilities of those consolidated VIEs are mainly included in short-term debt and long-term debt, respectively. The Company has commitment agreements by which the Company might be required to make additional investment in certain such consolidated VIEs.

Variable interests of non-consolidated VIEs, which the Company and its subsidiaries have, are included in investment in securities. The Company has commitment agreement by which the Company might be required to make additional investment in certain such non-consolidated VIEs.

(f) VIEs for securitizing financial assets such as direct financing lease receivable and loan receivable

The Company and its subsidiaries use VIEs to securitize financial assets such as direct financing leases receivable and loans receivable. In the securitization process, these financial assets are transferred to SPEs, and the SPEs issue beneficial interests or securities backed by the transferred financial assets to investors. After the securitization, the Company and its subsidiaries continue to hold a subordinated part of the securities, and take a role as a servicer.

The Company and its subsidiaries consolidated such VIEs since the Company and its subsidiaries have the power to direct the activities that most significantly impact the entity's economic performance by designing the securitization scheme and conducting servicing activities, and have a responsibility to absorb losses of the VIEs that could potentially be significant to the entities by retaining the subordinated part of the securities.

In the consolidated balance sheets, assets of the consolidated VIEs are mainly included in investment in direct financing leases and installment loans and liabilities of those consolidated VIEs are mainly included in long-term debt, respectively.

(g) VIEs for securitization of commercial mortgage loans originated by third parties

The Company and its subsidiaries invest in CMBS originated by third parties. In some cases of such securitization, the Company's subsidiaries hold the subordinated portion of CMBS and the subsidiaries take a role as a special-servicer of the securitization transaction. As the special servicer, the subsidiaries have rights to dispose of real estate collateral related to the securitized commercial mortgage loans.

The subsidiaries consolidate certain of these VIEs when the subsidiaries have the power to direct the activities of the VIEs that most significantly impact the entities' economic performance through the role as special-servicer including the right to dispose of the collateral, and

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have a responsibility to absorb losses of the VIEs that could potentially be significant to the entities by holding the subordinated part of the securities.

In the consolidated balance sheets, assets of the consolidated VIEs are mainly included in installment loans and investment in securities and liabilities of those consolidated VIEs are mainly included in long-term debt, respectively.

Variable interests of non-consolidated VIEs are included in investment in securities.

Table of Contents**(h) Other VIEs**

The Company and its subsidiaries are involved with other types of VIEs for various purposes. Consolidated and non-consolidated VIEs of this category are mainly kumiai structures. In addition, a subsidiary has consolidated a VIE which is not included in the categories (a) through (g) above, because the subsidiary holds the subordinated portion of the VIE and the VIE is effectively controlled by the subsidiary.

In Japan, certain subsidiaries provide investment products to their customers that employ a contractual mechanism known as a kumiai, which in part result in the subsidiaries forming a type of SPE. As a means to finance the purchase of aircraft or other large-ticket items to be leased to third parties, the Company and its subsidiaries arrange and market kumiai products to investors, who invest a portion of the funds necessary into the kumiai structure. The remainder of the purchase funds is borrowed by the kumiai structure in the form of a non-recourse loan from one or more financial institutions. The kumiai investors (and any lenders to the kumiai structure) retain all of the economic risks and rewards in connection with purchasing and leasing activities of the kumiai structure, and all related gains or losses are recorded on the financial statements of investors in the kumiai. The Company and its subsidiaries are responsible for the arrangement and marketing of these products, and may act as servicer or administrator in kumiai transactions. The fee income for the arrangement and administration of these transactions is recognized in the consolidated statements of income.

In some cases, the Company and its subsidiaries make investments to the kumiai or its related SPE and these VIEs are consolidated because the Company and its subsidiaries have a responsibility to absorb any significant potential loss through the investments. In other cases, the Company and its subsidiaries are not considered to be the primary beneficiary of the VIEs or kumiais because the Company and its subsidiaries did not make significant investments or guarantee or otherwise have any significant financial commitments or exposure with respect to the kumiai or its related SPE.

The Company and its subsidiaries may use VIEs to finance. The Company and its subsidiaries transfer their own held assets to SPEs, which borrow non-recourse loan from financial institutions and effectively pledge such assets as collateral. The Company guarantees the performance of obligation of the SPEs. The Company and its subsidiaries continually hold subordinated interests in the SPEs and perform administrative work of such assets. The Company and its subsidiaries consolidate such SPEs because the Company and its subsidiaries have a right to direct the activities of them that most significantly impact their economic performance by setting up the scheme and performing administrative work of the assets and have the obligation to absorb losses expected of them by holding the subordinated interests. Assets of the consolidated SPEs are mainly included in investment in operating leases and other assets and liabilities are mainly included in long-term debt in the consolidated balance sheets, respectively.

8. Investment in Affiliates

Investment in affiliates at March 31 and June 30, 2011 consists of the following:

	Millions of yen	
	March 31, 2011	June 30, 2011
Shares	¥ 311,556	¥ 314,051
Loans	61,820	53,295
	¥ 373,376	¥ 367,346

Combined and condensed information relating to the affiliates for the three months ended June 30, 2010 and 2011 are as follows (results of operation of the affiliates reflect only the period since the Company and its subsidiaries made the investment and on a lag basis):

	Millions of yen	
	Three months ended June 30, 2010	Three months ended June 30, 2011
Operations:		
Total revenues	¥ 198,772	¥ 315,891

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Income before income taxes	9,991	19,680
Net income	6,720	18,274
Financial position:		
Total assets	¥ 3,871,826	¥ 4,399,944
Total liabilities	2,829,738	3,332,680
Shareholders' equity	1,042,088	1,067,264

Table of Contents**9. Redeemable Noncontrolling Interests**

Changes in redeemable noncontrolling interests for the three months ended June 30, 2010 and 2011 are as follows:

	Millions of yen	
	Three months ended June 30, 2010	Three months ended June 30, 2011
Beginning balance	¥ 28,095	¥ 33,902
Adjustment of redeemable noncontrolling interests to redemption value	261	54
Transaction with noncontrolling interests	625	412
Comprehensive income (loss)		
Net income	430	800
Other comprehensive income (loss)		
Net change of foreign currency translation adjustments	(1,495)	(999)
Total other comprehensive income (loss)	(1,495)	(999)
Comprehensive income (loss)	(1,065)	(199)
Cash dividends		(43)
Ending balance	¥ 27,916	¥ 34,126

10. ORIX Corporation Shareholders Equity

ORIX Corporation Shareholders Equity for the three months ended June 30, 2010 and 2011, are as follows:

(1) Dividend payments

	Three months ended June 30, 2010	Three months ended June 30, 2011
Resolution	The board of directors on May 20, 2010	The board of directors on May 23, 2011
Type of shares	Common stock	Common stock
Total dividends paid	¥8,061 million	¥8,599 million
Dividend per share	¥75.00	¥80.00
Date of record for dividend	March 31, 2010	March 31, 2011
Effective date for dividend	June 2, 2010	June 2, 2011
Dividend resource	Retained earnings	Retained earnings

(2) Dividends for which the date of record is in the three months ended June 30, 2010, and for which the effective date is after June 30, 2010

There is no applicable item.

Dividends for which the date of record is in the three months ended June 30, 2011, and for which the effective date is after June 30, 2011

There is no applicable item.

11. Selling, General and Administrative Expenses

Selling, general and administrative expenses for the three months ended June 30, 2010 and 2011, are as follows:

Millions of yen

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	Three months ended June 30, 2010	Three months ended June 30, 2011
Personnel expenses	¥ 31,502	¥ 32,549
Selling expenses	4,211	4,017
Administrative expenses	12,130	12,518
Depreciation of office facilities	693	756
Total	¥ 48,536	¥ 49,840

The amounts for the three months ended June 30, 2010 related to discontinued operations are reclassified.

Table of Contents**12. Pension Plans**

The Company and certain subsidiaries have contributory and non-contributory pension plans covering substantially all of their employees. Those contributory funded pension plans include defined benefit pension plans and defined contribution pension plans. Under the plans, employees are entitled to lump-sum payments at the time of termination of their employment or pension payments. Defined benefit pension plans consist of a plan of which the amounts of such payments are determined on the basis of length of service and remuneration at the time of termination and a cash balance plan.

The Company and its subsidiaries' funding policy is to contribute annually the amounts actuarially determined. Assets of the plans are invested primarily in interest-bearing securities and marketable equity securities.

Net pension cost of the plans for the three months ended June 30, 2010 and 2011 consists of the following:

	Millions of yen	
	Three months ended June 30, 2010	Three months ended June 30, 2011
Service cost	¥ 777	¥ 761
Interest cost	345	339
Expected return on plan assets	(511)	(506)
Amortization of transition obligation	(1)	14
Amortization of net actuarial loss	261	305
Amortization of prior service credit	(298)	(298)
Net periodic pension cost	¥ 573	¥ 615

13. Write-Downs of Long-Lived Assets

In accordance with ASC 360-10 (*Property, Plant, and Equipment Impairment or Disposal of Long-Lived Assets*), the Company and its subsidiaries perform tests for recoverability on assets for which events or changes in circumstances indicated that the assets might be impaired. The Company and its subsidiaries consider an asset's carrying amount as not recoverable when such carrying amount exceeds the undiscounted future cash flows estimated to result from the use and eventual disposition of the asset. The net carrying amount of assets not recoverable is reduced to fair value if lower than the carrying amount. We determine fair value based on appraisals prepared by independent third party appraisers or our own staff of qualified appraisers, based on recent transactions involving sales of similar assets or other valuation techniques.

For the three months ended June 30, 2010 and 2011, the Company and certain subsidiaries recognized impairment losses for the difference between carrying amounts and fair values in the amount of ¥2,071 million and ¥1,949 million, respectively, which are reflected as write-downs of long-lived assets and income from discontinued operations. Of these amounts, ¥1,396 million and ¥1,520 million are reflected as write-downs of long-lived assets in the accompanying consolidated statements of income for the three months ended June 30, 2010 and 2011, respectively.

The losses of ¥1,602 million were recorded in the Real Estate segment for the three months ended June 30, 2010. The losses of ¥1,694 million were recorded in the Real Estate segment for the three months ended June 30, 2011.

The details of significant write-downs are as follows.

Office Buildings For the three months ended June 30, 2010, there was no impairment for office building. For the three months ended June 30, 2011, write-downs of ¥263 million were recorded for four office buildings held for sale.

Commercial Facilities other than Office For the three months ended June 30, 2010, write-downs of ¥333 million were recorded in relation to two units due to a decline in cash flow. For the three months ended June 30, 2011, write-downs of ¥34 million were recorded for two commercial facilities other than office held for sale.

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Condominiums For the three months ended June 30, 2010, write-downs of ¥1,205 million were recorded for 19 units held for sale, and ¥533 million were recorded in relation to five condominiums due to a decline in cash flows of each unit. For the three months ended June 30, 2011, write-downs of ¥108 million were recorded for three condominiums held for sale.

Others For the three months ended June 30, 2010, there was no impairment for long-lived assets other than the above, including land and buildings undeveloped or under construction. For the three months ended June 30, 2011, ¥1,544 million of write-downs were recorded for long-lived assets other than the above, including land and buildings undeveloped or under construction.

Table of Contents**14. Discontinued Operations**

ASC 205-20 (Presentation of Financial Statements Discontinued Operations) requires that the Company and its subsidiaries reclassify the operations sold or to be disposed of by sale without significant continuing involvement in the operations to discontinued operations. Under this Codification Section, the Company and its subsidiaries report the gains on sales and the results of these operations of subsidiaries, business units, and certain properties, which have been sold or are to be disposed of by sale, as income from discontinued operations in the accompanying consolidated statements of income. Revenues and expenses generated by the operations of such subsidiaries, business units and these properties recognized for the three months ended June 30, 2010 have also been reclassified as income from discontinued operations in the accompanying consolidated statement of income.

The Company has determined to wind up a subsidiary that operated asbestos removing business in the fiscal year ended March 31, 2011. The assets and liabilities of the subsidiary mainly include trade notes, accounts payable and other liabilities of ¥85 million, and cash and cash equivalents of ¥3 million in the accompanying consolidated balance sheets at June 30, 2011.

During the three months ended June 30, 2011, the Company has sold a subsidiary which operated real-estate rental business. As a result, a gain of ¥162 million was recognized for the three months ended June 30, 2011.

The Company and its subsidiaries own various real estate properties, including commercial and office buildings, for rental operations. For the three months ended June 30, 2010 and 2011 the Company and its subsidiaries recognized ¥4,743 million and ¥1,421 million of aggregated gains on sales of such real estate properties, respectively. In addition, the Company and its subsidiaries determined to dispose by sale of rental properties of ¥27,486 million and ¥21,511 million which are included in investment in operating leases at March 31, 2011 and June 30, 2011, respectively.

Discontinued operations for the three months ended June 30, 2010 and 2011 consist of the following:

	Millions of yen	
	Three months ended June 30, 2010	Three months ended June 30, 2011
Revenues	¥ 10,054	¥ 2,082
Income from discontinued operations, net*	2,273	868

* Income from discontinued operations, net includes aggregate gains on sales of subsidiaries, business units, and rental properties. The amounts of such gains for the three months ended June 30, 2010 and 2011 are ¥4,743 million and ¥1,583 million, respectively.

Table of Contents**15. Per Share Data**

Reconciliation of the differences between basic and diluted earnings per share (EPS) in the three months ended June 30, 2010 and 2011 is as follows:

During the three months ended June 30, 2010, the diluted EPS calculation excludes convertible bond for 2,493 thousand shares and stock options for 1,190 thousand shares, as they were antidilutive. During the three months ended June 30, 2011, the diluted EPS calculation excludes stock options for 1,054 thousand shares, as they were antidilutive.

	Millions of yen	
	Three months ended June 30, 2010	Three months ended June 30, 2011
Income attributable to ORIX Corporation from continuing operations	¥ 14,165	¥ 22,784
Effect of dilutive securities		
Expense related to convertible bond	326	591
Income from continuing operations for diluted EPS computation	¥ 14,491	¥ 23,375

	Thousands of Shares	
	Three months ended June 30, 2010	Three months ended June 30, 2011
Weighted-average shares	107,485	107,499
Effect of dilutive securities		
Conversion of convertible bond	21,919	24,411
Exercise of stock option	70	95
Weighted-average shares for diluted EPS computation	129,474	132,005

	Yen	
	Three months ended June 30, 2010	Three months ended June 30, 2011
Earnings per share for income attributable to ORIX Corporation from continuing operations:		
Basic	¥ 131.78	¥ 211.95
Diluted	111.92	177.08

Table of Contents**16. Derivative Financial Instruments and Hedging****Risk management policy**

The Company and its subsidiaries manage interest rate risk through asset and liability management systems. The Company and its subsidiaries use derivative financial instruments to hedge interest rate risk and avoid changes in interest rates having a significant adverse effect on the Company's results of operations. As a result of interest rate changes, the fair value and/or cash flow of interest sensitive assets and liabilities will fluctuate. However, such fluctuation will generally be offset by using derivative financial instruments as hedging instruments. Derivative financial instruments that the Company and its subsidiaries use as part of the interest risk management include interest rate swaps.

The Company and its subsidiaries employ foreign currency borrowings, foreign exchange contracts, and foreign currency swap agreements to hedge risks that are associated with certain transactions and investments denominated in foreign currencies due to the potential for changes in exchange rates. Similarly, in general, overseas subsidiaries structure their liabilities to match the currency-denomination of assets in each region.

By using derivative instruments, the Company and its subsidiaries are exposed to credit risk in the event of nonperformance by counterparties. The Company and its subsidiaries attempt to manage the credit risk by carefully evaluating the content of transactions and the quality of counterparties in advance and regularly monitoring the amount of notional principal, fair value, type of transaction and other factors pertaining to each counterparty.

(a) Cash flow hedges

The Company and its subsidiaries designate interest rate swap agreements, foreign currency swap agreements and foreign exchange contracts as cash flow hedges for variability of cash flows originating from floating rate borrowings and forecasted transactions and for exchange fluctuations.

(b) Fair value hedges

The Company and its subsidiaries use financial instruments designated as fair value hedges to hedge their exposure to interest rate risk and foreign currency exchange risk. The Company and its subsidiaries designate foreign currency swap agreements and foreign exchange contracts to minimize foreign currency exposures on lease receivables, loan receivables and borrowings, denominated in foreign currency. The Company and its subsidiaries designate interest rate swap to hedge interest rate exposure of the fair values of loan receivables. The Company and certain overseas subsidiaries, which issued medium-term notes or bonds with fixed interest rates, use interest rate swap contracts to hedge interest rate exposure of the fair values of these medium-term notes or bonds. In cases where the medium-term notes were denominated in other than the subsidiaries' local currencies, foreign currency swap agreements are used to hedge foreign exchange rate exposure. A certain overseas subsidiary uses foreign currency long-term-debt to hedge foreign exchange rate exposure from unrecognized firm commitments.

(c) Hedges of net investment in foreign operations

The Company uses foreign exchange contracts and borrowings and bonds denominated in the subsidiaries' local currencies to hedge the foreign currency exposure of the net investment in overseas subsidiaries.

(d) Trading derivatives or derivatives not designated as hedging instruments

The Company and the subsidiaries engage in trading activities with various future contracts. Therefore, the Company and the subsidiaries are at various risks such as share price fluctuation risk, interest rate risk and foreign currency exchange risk. The Company and the subsidiaries check that these risks are below a certain level by using internal indicators and determine whether such contracts should be continued or not. The Company and the subsidiaries entered into interest rate swap agreements, foreign currency swap agreements and foreign exchange contracts for risk management purposes which are not qualified for hedge accounting under ASC 815 (Derivatives and Hedging).

ASC 815-10-50 (Derivatives and Hedging - Disclosures) requires companies to disclose the fair value of derivative instruments and their gains (losses) in tabular format, as well as information about credit-risk-related contingent features in derivative agreements.

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The effect of derivative instruments on the consolidated statement of income, pre-tax, for the three months ended June 30, 2010 is as follows.

(1) Cash flow hedges

	Gains (losses) recognized in other comprehensive income on derivative (effective portion)	Gains (losses) reclassified from accumulated other comprehensive income (loss) into income (effective portion) Consolidated statements	Gains (losses) recognized in income on derivative (ineffective portion and amount excluded from effectiveness testing) Consolidated statements
	Millions of yen	of income location	Millions of yen
Interest rate swap agreements	¥ 32	Interest on loans and investment securities/Interest expense	¥ (246)
Foreign exchange contracts	379	Foreign currency transaction loss	3
Foreign currency swap agreements	1,177	Interest on loans and investment securities/Interest expense/Foreign currency transaction loss	321

(2) Fair value hedges

	Gains (losses) recognized in income on derivative Consolidated statements of income location	Gains (losses) recognized in income on hedged item Consolidated statements of income location
	Millions of yen	Millions of yen
Interest rate swap agreements	¥ 2,505	¥ (2,593)
Foreign exchange contracts	5,475	(5,475)
Foreign currency swap agreements	3,904	(3,904)

(3) Hedges of net investment in foreign operations

Gains (losses) recognized in other comprehensive income on derivative and others (effective portion)	Gains (losses) reclassified from accumulated other comprehensive income (loss) into income (effective portion) Consolidated statements	Gains (losses) recognized in income on derivative and others (ineffective portion and amount excluded from effectiveness testing) Consolidated statements
Millions of yen	of income location	of income location
	Millions of yen	Millions of yen

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Foreign exchange contracts	¥	2,995	Gains (losses) on sales of subsidiaries and affiliates and liquidation losses, net	¥	39	¥
Borrowings and bonds in local currency		1,837				

Table of Contents**(4) Trading derivatives or derivatives not designated as hedging instruments**

	Millions of yen	Gains (losses) recognized in income on derivative	
		Consolidated statements of income location	
Interest rate swap agreements	¥ 4	Other operating revenues / expenses	
Foreign currency swap agreements	(38)	Other operating revenues / expenses	
Futures	(175)	Brokerage commissions and net gains on investment securities	
Foreign exchange contracts	50	Brokerage commissions and net gains on investment securities	
Credit derivatives held/written	118	Other operating revenues / expenses	
Options held/written, Caps held and other	96	Other operating revenues / expenses	

The effect of derivative instruments on the consolidated statement of income, pre-tax, for the three months ended June 30, 2011 is as follows.

(1) Cash flow hedges

	Gains (losses) recognized in other comprehensive income on derivative (effective portion)	Gains (losses) reclassified from accumulated other comprehensive income (loss) into income (effective portion)		Gains (losses) recognized in income on derivative (ineffective portion and amount excluded from effectiveness testing)	
		Millions of yen	Consolidated statements of income location	Millions of yen	Consolidated statements of income location
Interest rate swap agreements	¥ (227)	Interest on loans and investment securities / Interest expense	¥ (18)		¥
Foreign exchange contracts	(170)	Foreign currency transaction loss	213		
Foreign currency swap agreements	(687)	Interest on loans and investment securities / Interest expense / Foreign currency transaction loss	(144)		

(2) Fair value hedges

	Gains (losses) recognized in income on derivative and other Consolidated statements		Gains (losses) recognized in income on hedged item Consolidated statements	
	Millions of yen	of income location	Millions of yen	of income location
Interest rate swap agreements	¥ 1,782	Interest on loans and investment securities / Interest expense	¥ (1,894)	Interest on loans and investment securities / Interest expense
Foreign exchange contracts	1,573	Foreign currency transaction loss	(1,573)	Foreign currency transaction loss
Foreign currency swap agreements	619	Foreign currency transaction loss	(619)	Foreign currency transaction loss
Foreign currency long-term-debt	632	Foreign currency transaction loss	(632)	Foreign currency transaction loss

Table of Contents**(3) Hedges of net investment in foreign operations**

	Gains (losses) recognized in other comprehensive income on derivative and others (effective portion)		Gains (losses) reclassified from accumulated other comprehensive income (loss) into income (effective portion)		Gains (losses) recognized in income on derivative and others (ineffective portion and amount excluded from effectiveness testing)	
	Millions of yen		Consolidated statements of income location	Millions of yen	Consolidated statements of income location	Millions of yen
Foreign exchange contracts	¥	592		¥		¥
Borrowings and bonds in local currency		1,786				

(4) Trading derivatives or derivatives not designated as hedging instruments

	Gains (losses) recognized in income on derivative	
	Millions of yen	Consolidated statements of income location
Interest rate swap agreements	¥ 7	Other operating revenues/expenses
Foreign currency swap agreements	(31)	Other operating revenues/expenses
Futures	(1,144)	Brokerage commissions and net gains on investment securities
Foreign exchange contracts	55	Brokerage commissions and net gains on investment securities
Credit derivatives held/written	(1)	Other operating revenues/expenses
Options held/written, caps held and other	125	Other operating revenues/expenses

Notional amounts of derivative instruments and other, fair values of derivative instruments in consolidated balance sheets at March 31, 2011 and June 30, 2011 are as follows.

March 31, 2011

	Notional amount Millions of yen	Fair value Millions of yen	Asset derivatives Consolidated balance sheets		Liability derivatives Consolidated balance sheets	
			location	Fair value Millions of yen	location	Fair value Millions of yen
Derivatives and other designated as hedging instruments						
Interest rate swap agreements	¥ 276,132	¥ 2,070	Other receivables	¥ 1,273	Trade notes, accounts payable and other liabilities	
Futures, foreign exchange contracts	163,342	1,075	Other receivables	3,509	Trade notes, accounts payable and other liabilities	
Foreign currency swap agreements	179,429	13,072	Other receivables	31,830	Trade notes, accounts payable and other liabilities	

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Foreign currency long-term-debt 116,695

Trading derivatives or derivatives not designated as hedging instruments

Interest rate swap agreements	¥ 3,129	¥		¥ 47	Trade notes, accounts payable and other liabilities
Options held/written, Caps held and other	124,034	3,467	Other receivables	2,071	Trade notes, accounts payable and other liabilities
Futures, foreign exchange contracts	227,640	1,558	Other receivables	1,459	Trade notes, accounts payable and other liabilities
Foreign currency swap agreements	10,073	1,694	Other receivables	1,651	Trade notes, accounts payable and other liabilities
Credit derivatives held/written	36,027				