NTT DOCOMO INC Form 6-K November 04, 2016 Table of Contents

## UNITED STATES

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 6-K

# REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR

### 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of November, 2016

Commission File Number: 001-31221

Total number of pages: 22

# NTT DOCOMO, INC.

(Translation of registrant s name into English)

Sanno Park Tower 11-1, Nagata-cho 2-chome

Chiyoda-ku, Tokyo 100-6150

Japan

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual repo	orts under cover Form 20-F or Form 40-F.
<b>Form 20-F</b> x	Form 40-F
Indicate by check mark if the registrant is submitting the Form 6-K in paper	per as permitted by Regulation S-T Rule 101(b)(1): "
Indicate by check mark if the registrant is submitting the Form 6-K in paper	per as permitted by Regulation S-T Rule 101(b)(7): "
SIGNAT	TURES
Pursuant to the requirements of the Securities Exchange Act of 1934, the undersigned, thereunto duly authorized.	registrant has duly caused this report to be signed on its behalf by the
	NTT DOCOMO, INC.
Date: November 4, 2016	By: /S/ KATSUYUKI TAKAGI Katsuyuki Takagi
Information furnished in this form:	Head of Investor Relations
1. Report filed on November 4, 2016 with the Director of the Kanto Lo Exchange Act of Japan	ocal Finance Bureau of Japan pursuant to the Financial Instruments and

## NTT DOCOMO, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS (UNAUDITED)

## **MARCH 31, 2016 and SEPTEMBER 30, 2016**

		Millions of yen		1 20 2015	
ASSETS	Marc	h 31, 2016	Septe	ember 30, 2016	
ASSETS Current assets:					
	¥	254 427	v	260 211	
Cash and cash equivalents Short-term investments	ŧ	354,437	¥	360,211	
Accounts receivable		5,872 237,040		100,976 193,243	
Receivables held for sale				960,631	
Credit card receivables		972,851		310,262	
Other receivables		276,492		390,779	
Allowance for doubtful accounts		381,096			
Inventories		(17,427)		(20,059	
		153,876		151,221	
Deferred tax assets		107,058		78,132	
Prepaid expenses and other current assets		108,898		124,460	
Total current assets		2,580,193		2,649,850	
December along and an investor					
Property, plant and equipment:		5 004 416		£ 110 255	
Wireless telecommunications equipment		5,084,416		5,112,357	
Buildings and structures Fools, furniture and fixtures		896,815		901,601	
Land		468,800 199,054		467,275 199,187	
		199,034		202,436	
Construction in progress Accumulated depreciation and amortization		(4,398,970)		(4,432,870	
Accumulated depreciation and amortization		(4,398,970)		(4,432,670	
Total property, plant and equipment, net		2,440,376		2,449,986	
Non-current investments and other assets:					
Investments in affiliates		411,395		374,023	
Marketable securities and other investments		182,905		174,101	
Intangible assets, net		615,013		601,866	
Goodwill		243,695		237,442	
Other assets		479,103		472,249	
Deferred tax assets		261,434		248,837	
Total non-current investments and other assets		2,193,545		2,108,518	
Total fion current investments and other assets		2,173,313		2,100,510	
Total assets	¥	7,214,114	¥	7,208,360	
LIABILITIES AND EQUITY					
Current liabilities:					
Current portion of long-term debt	¥	200	¥	200	
Short-term borrowings	•	1,764	-	2,170	
Accounts payable, trade		793,084		686,591	
Accrued payroll		53,837		57,315	
Accrued income taxes		165,332		124,167	

Other current liabilities		205,602	218,858
Total current liabilities		1,219,819	1,089,301
Long-term liabilities:			
Long-term debt (exclusive of current portion)		220,200	220,100
Accrued liabilities for point programs		75,182	68,672
Liability for employees retirement benefits		201,604	206,225
Other long-term liabilities		137,983	140,553
Total long-term liabilities		634,969	635,550
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Total liabilities		1,854,788	1,724,851
		1,00 1,700	1,721,001
Redeemable noncontrolling interests		16.221	22,624
Redecinable noncontrolling interests		10,221	22,024
Equity:			
NTT DOCOMO, INC. shareholders equity			
Common stock		949,680	949,680
Additional paid-in capital		330,482	327,512
Retained earnings		4,413,030	4,686,815
Accumulated other comprehensive income (loss)		14.888	(21,157)
Treasury stock		(405,832)	(515,014)
Total NTT DOCOMO, INC. shareholders equity		5,302,248	5,427,836
Noncontrolling interests		40,857	33,049
Ç		,	,
Total equity		5,343,105	5,460,885
Commitments and contingencies			
Total liabilities and equity	¥	7,214,114 ¥	7,208,360
rotal habilities and equity	Ŧ	7,217,117 1	1,200,500

See accompanying notes to consolidated financial statements (unaudited).

## NTT DOCOMO, INC. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF INCOME AND

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

## SIX MONTHS ENDED SEPTEMBER 30, 2015 and 2016

### **Consolidated Statements of Income**

Operating revenues:	Millio Six Months Ended September 30, 2015	ns of yen Six Months Ended September 30, 2016	
Telecommunications services	¥ 1,382,307	¥ 1,474,493	
Equipment sales	416,844		
Other operating revenues	415,836		
Total operating revenues	2,214,987	2,288,344	
Operating expenses:			
Cost of services (exclusive of items shown separately below)	587,647		
Cost of equipment sold (exclusive of items shown separately below)	386,337	, -	
Depreciation and amortization	297,107		
Selling, general and administrative	481,322	2 485,850	
Total operating expenses	1,752,413	1,702,747	
Operating income	462,574	585,597	
Other income (expense):			
Interest expense	(545	,	
Interest income	385	291	
Other, net	(9,852	(4,367)	
Total other income (expense)	(10,012	(4,433)	
Income before income taxes and equity in net income (losses) of affiliates	452,562		
Income taxes:			
Current	144,300		
Deferred	(8,320	49,025	
Total income taxes	135,980	178,695	
Income before equity in net income (losses) of affiliates	316,582	402,469	
Equity in net income (losses) of affiliates (including impairment charges of investments in affiliates)	1,582	3,340	
Net income	318,164	405,809	

Less: Net (income) loss attributable to noncontrolling interests		(1,029)		(402)
Net income attributable to NTT DOCOMO, INC.	¥	317,135	¥	405,407
Per share data				
Weighted average common shares outstanding Basic and Diluted		3,881,483,821		3,742,803,807
Basic and Diluted earnings per share attributable to NTT DOCOMO, INC.	¥	81.70	¥	108.32

## **Consolidated Statements of Comprehensive Income**

	Millions of yen			
		onths Ended aber 30, 2015		onths Ended nber 30, 2016
Net income	¥	318,164	¥	405,809
Other comprehensive income (loss):				
Unrealized holding gains (losses) on available-for-sale securities, net of applicable taxes		(7,037)		(5,316)
Unrealized gains (losses) on cash flow hedges, net of applicable taxes		(43)		(58)
Foreign currency translation adjustment, net of applicable taxes		(981)		(31,736)
Pension liability adjustment, net of applicable taxes		(233)		640
Total other comprehensive income (loss)		(8,294)		(36,470)
Comprehensive income		309,870		369,339
Less: Comprehensive (income) loss attributable to noncontrolling interests		(1,096)		23
Comprehensive income attributable to NTT DOCOMO, INC.	¥	308,774	¥	369,362

See accompanying notes to consolidated financial statements (unaudited).

## NTT DOCOMO, INC. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF INCOME AND

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

## THREE MONTHS ENDED SEPTEMBER 30, 2015 and 2016

### **Consolidated Statements of Income**

	Million Three Months Ended September 30, 2015	ns of yen Three Months Ended September 30, 2016	
Operating revenues:			
Telecommunications services	¥ 707,053	¥ 744,784	
Equipment sales	215,500	214,355	
Other operating revenues	215,570	220,535	
Total operating revenues	1,138,123	1,179,674	
Operating expenses:			
Cost of services (exclusive of items shown separately below)	298,744	327,757	
Cost of equipment sold (exclusive of items shown separately below)	210,806	209,146	
Depreciation and amortization	151,535	110,823	
Selling, general and administrative	249,860	245,642	
Sening, general and administrative	249,000	243,042	
	010 045	002.260	
Total operating expenses	910,945	893,368	
Operating income	227,178	286,306	
Other income (expense):			
Interest expense	(233)	(117)	
Interest income	206	136	
Other, net	(15,200)	(453)	
Total other income (expense)	(15,227)	(434)	
Income before income taxes and equity in net income (losses) of affiliates	211,951	285,872	
Income taxes:			
Current	74,007	60,413	
Deferred	(10,649)	28,634	
Total income taxes	63,358	89,047	
Income before equity in net income (losses) of affiliates	148,593	196,825	
Equity in net income (losses) of affiliates (including impairment charges of investments in affiliates)	(38)	2,349	
Net income	148,555	199,174	

Less: Net (income) loss attributable to noncontrolling interests		(204)		(621)
Net income attributable to NTT DOCOMO, INC.	¥	148,351	¥	198,553
Per share data				
Weighted average common shares outstanding Basic and Diluted		3,881,483,812		3,731,635,498
Basic and Diluted earnings per share attributable to NTT DOCOMO, INC.	¥	38.22	¥	53.21

## **Consolidated Statements of Comprehensive Income**

	Millions of yen		
	Three Months Ender September 30, 2015	_	Three Months Ended September 30, 2016
Net income	¥ 148,55	5 ¥	199,174
Other comprehensive income (loss):			
Unrealized holding gains (losses) on available-for-sale securities, net of applicable taxes	(8,76	7)	6,505
Unrealized gains (losses) on cash flow hedges, net of applicable taxes	(2	(0)	14
Foreign currency translation adjustment, net of applicable taxes	5,73	5	(23,631)
Pension liability adjustment, net of applicable taxes	(20	7)	499
Total other comprehensive income (loss)	(3,25	9)	(16,613)
Comprehensive income	145,29	6	182,561
Less: Comprehensive (income) loss attributable to noncontrolling interests	(23	9)	(401)
Comprehensive income attributable to NTT DOCOMO, INC.	¥ 145,05	7 ¥	182,160

See accompanying notes to consolidated financial statements (unaudited).

## NTT DOCOMO, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

## SIX MONTHS ENDED SEPTEMBER 30, 2015 and 2016

	Millions	s of yen
	Six Months Ended September 30, 2015	Six Months Ended September 30, 2016
Cash flows from operating activities:	September 30, 2013	September 50, 2010
Net income	¥ 318,164	¥ 405,809
Adjustments to reconcile net income to net cash provided by operating activities		,
Depreciation and amortization	297,107	220,538
Deferred taxes	(8,320)	49,025
Loss on sale or disposal of property, plant and equipment	11,685	14,785
Inventory write-downs	2,244	5,916
Impairment loss on marketable securities and other investments	448	2,043
Loss on sale of a subsidiary	13,117	,
Equity in net (income) losses of affiliates (including impairment charges of investments in	-, -	
affiliates)	(1,582)	(3,340)
Dividends from affiliates	9,434	8,354
Changes in assets and liabilities:	2,10	3,52.1
(Increase) / decrease in accounts receivable	53,872	42,588
(Increase) / decrease in receivables held for sale	(27,892)	12,220
(Increase) / decrease in credit card receivables	(10,515)	(18,317)
(Increase) / decrease in other receivables	(34,714)	(10,365)
Increase / (decrease) in allowance for doubtful accounts	1,852	2,670
(Increase) / decrease in inventories	(26,094)	(3,431)
(Increase) / decrease in prepaid expenses and other current assets	4,797	(19,632)
(Increase) / decrease in non-current receivables held for sale	3,793	23,675
Increase / (decrease) in accounts payable, trade	(85,060)	(40,657)
Increase / (decrease) in accounts payable, trade	73,261	(41,105)
Increase / (decrease) in other current liabilities	19,933	11,566
Increase / (decrease) in accrued liabilities for point programs	(7,715)	(6,510)
Increase / (decrease) in liability for employees retirement benefits	4,340	4,644
		·
Increase / (decrease) in other long-term liabilities	4,573	7,054 4,190
Other, net	1,137	4,190
Net cash provided by operating activities	617,865	671,720
Cash flows from investing activities:		
Purchases of property, plant and equipment	(216,622)	(210,559)
Purchases of intangible and other assets	(92,593)	(112,859)
Purchases of non-current investments	(1,734)	(1,306)
Proceeds from sale of non-current investments	1,466	3,216
Purchases of short-term investments	(3,611)	(65,911)
Redemption of short-term investments	3,707	10,706
Short-term bailment for consumption to a related party	,	(40,000)
Other, net	(10,027)	(8,573)
	( 1,1=1)	(-,,,,,)
Net cash used in investing activities	(319,414)	(425,286)
The cash asses in investing activities	(31),111)	(123,200)
Cook flows from financing activities		
Cash flows from financing activities: Proceeds from short-term borrowings	1 / / 0 / 1	10.540
Floceeds Holli Short-term Dorrowings	144,841	12,543

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Repayment of short-term borrowings		(143,619)	(12,098)
Principal payments under capital lease obligations		(732)	(609)
Payments to acquire treasury stock		(0)	(109,182)
Dividends paid		(135,836)	(131,558)
Cash distributions to noncontrolling interests		(2,387)	(3,500)
Other, net		(1,499)	6,073
Net cash provided by (used in) financing activities		(139,232)	(238,331)
Effect of evaluage rate changes on each and each equivalents		(172)	(2.220)
Effect of exchange rate changes on cash and cash equivalents		(173)	(2,329)
Net increase (decrease) in cash and cash equivalents		159,046	5,774
Cash and cash equivalents as of beginning of period		105,553	354,437
Cash and cash equivalents as of end of period	¥	264,599 ¥	360,211
Supplemental disclosures of cash flow information:			
Cash received during the period for:			
Income tax refunds	¥	7,774 ¥	662
Cash paid during the period for:			
Interest, net of amount capitalized		431	203
Income taxes		79,029	170,722

See accompanying notes to consolidated financial statements (unaudited).

#### NTT DOCOMO, INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

#### 1. Basis of presentation:

The accompanying quarterly consolidated financial statements of NTT DOCOMO, INC. and its subsidiaries ( DOCOMO ) were prepared in accordance with U.S. generally accepted accounting principles ( U.S. GAAP ). Certain disclosures required by U.S. GAAP have been omitted. Since DOCOMO s American Depositary Shares were listed on the New York Stock Exchange in March 2002, DOCOMO has prepared its consolidated financial statements pursuant to the terminology, forms and preparation methods required in order to issue American Depositary Shares, which are registered with the Securities and Exchange Commission of the United States of America.

#### 2. Summary of significant accounting and reporting policies:

#### (a) Reclassifications

Certain reclassifications have been made to the prior period s consolidated financial statements to conform to the presentation used for the six months ended September 30, 2016.

#### (b) Change in Accounting Procedures for Consolidated Quarterly Financial Results

#### Change in depreciation method

Previously, DOCOMO principally used the declining-balance method for calculating depreciation of property, plant, and equipment. Effective April 1, 2016, DOCOMO adopted the straight-line method of depreciation. Data traffic has recently grown due to increased use of smartphones. As a way of addressing the rising data traffic, DOCOMO provides LTE-Advanced services, using the carrier aggregation technology which enables higher speeds and capacities for the LTE services. With the introduction of the carrier aggregation technology, DOCOMO is able to use its frequencies more efficiently, bringing stability to DOCOMO s operation of its wireless telecommunications equipment. As a result, DOCOMO believes that the straight-line depreciation method better reflects the pattern of consumption of the future benefits to be derived from those assets being depreciated. The effect of the change in the depreciation method is recognized prospectively as a change in the accounting estimate pursuant to the Financial Accounting Standards Board (FASB) Accounting Standards Codification 250, Accounting Changes and Error Corrections.

The change in depreciation method caused a decrease in Depreciation and amortization by ¥69,430 million and ¥36,049 million for the six months ended September 30, 2016 and for the three months ended September 30, 2016, respectively. Net income attributable to NTT DOCOMO, INC. increased by ¥47,490 million and ¥24,657 million for the six months ended September 30, 2016 and for the three months ended September 30, 2016, respectively. Basic and Diluted earnings per share attributable to NTT DOCOMO, INC. increased by ¥12.69 and ¥6.61 for the six months ended September 30, 2016 and for the three months ended September 30, 2016, respectively.

#### NTT DOCOMO, INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - (Continued)

#### (c) Recently issued accounting standards

#### **Revenue from Contracts with Customers**

On May 28, 2014, the FASB issued Accounting Standards Update (ASU) 2014-09 Revenue from Contracts with Customers (Topic 606), which requires an entity to recognize the amount to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective.

The FASB also issued ASU 2016-08 Principal versus Agent Considerations (Reporting Revenue Gross versus Net), ASU2016-10 Identifying Performance Obligations and Licensing and ASU2016-12 Narrow-Scope Improvements and Practical Expedients in March, April and May 2016, respectively, to partially amend ASU 2014-09.

On August 12, 2015, the FASB issued ASU 2015-14 Revenue from Contracts with Customers: Deferral of the Effective Date, and deferred the effective date of ASU 2014-09 by one year. Consequently, the standard is expected to take effect for DOCOMO on April 1, 2018. Early adoption of the standard as of April 1, 2017 would also be permitted.

DOCOMO has not yet selected a transition method and is currently evaluating the effect that the ASU will have on DOCOMO s consolidated financial statements and related disclosures.

#### Recognition and Measurement of Financial Assets and Financial Liabilities

On January 5, 2016, the FASB issued ASU 2016-01 Recognition and Measurement of Financial Assets and Financial Liabilities, which significantly changes the income statement impact of equity investments held by an entity, and the recognition of changes in fair value of financial liabilities when the fair value option is elected. The new standard is effective for DOCOMO on April 1, 2018. DOCOMO is currently evaluating the effect of adopting the ASU.

#### Lease

On February 25, 2016, the FASB issued ASU 2016-02 Lease, which requires all lessees to recognize the right-of-use asset and lease liability, principally. The new standard is effective for DOCOMO on April 1, 2019. DOCOMO is currently evaluating the effect of adopting the ASU.

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#### NTT DOCOMO, INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - (Continued)

#### 3. Equity:

#### (a) Dividends

The Companies Act of Japan (the Companies Act ) provides that (i) dividends of earnings require approval at a general meeting of shareholders, (ii) interim cash dividends can be distributed upon the approval of the Board of Directors, if the articles of incorporation provide for such interim cash dividends and (iii) an amount equal to 10% of the decrease in retained earnings, as a result of a dividend payment, shall be contributed to a legal reserve that can be funded up to an amount equal to 25% of capital stock. The legal reserve is available for distribution upon approval of the shareholders. In accordance with (ii) above, a provision in NTT DOCOMO, INC. s articles of incorporation stipulates that NTT DOCOMO, INC. may, pursuant to a resolution of the Board of Directors, pay interim dividends with a record date as of September 30th of the relevant year.

In the general meeting of shareholders held on June 16, 2016, the shareholders approved cash dividends of ¥131,622 million or ¥35 per share, payable to shareholders of record as of March 31, 2016, which were declared by the Board of Directors on April 28, 2016. The source of such dividends was Retained earnings. NTT DOCOMO, INC. started paying the dividends on June 17, 2016.

On October 28 2016, the Board of Directors declared interim cash dividends of ¥148,810 million or ¥40 per share, payable to shareholders of record as of September 30, 2016. The source of such dividends will be Retained earnings. NTT DOCOMO, INC. plans to start paying the interim cash dividends on November 22, 2016.

#### (b) Issued shares and treasury stock

With regard to the acquisition of treasury stock, Companies Act provides that (i) it can be executed according to a resolution of the general meeting of shareholders, and (ii) the acquisition of treasury stock through open market transactions can be done according to a resolution of the Board of Directors, if the articles of incorporation contain such a provision. In accordance with (ii) above, a provision in NTT DOCOMO, INC. s articles of incorporation stipulates that NTT DOCOMO, INC. may repurchase treasury stock through open market transactions, by a resolution of the Board of Directors, for the purpose of improving capital efficiency and implementing flexible capital policies in accordance with the business environment.

On January 29, 2016, the Board of Directors resolved that NTT DOCOMO, INC. may repurchase up to 220,000,000 outstanding shares of its common stock for an amount in total not exceeding \(\frac{1}{2}\)500,000 million from February 1, 2016 through December 31, 2016.

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#### NTT DOCOMO, INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - (Continued)

The changes in the number of issued shares and treasury stock were as follows. NTT DOCOMO, INC. has not issued shares other than shares of its common stock.

	Number of issued shares	Number of treasury stock
As of March 31, 2015	4,085,772,000	204,288,145
Acquisition of treasury stock through purchase of less-than-one-unit shares		43
As of September 30, 2015	4,085,772,000	204,288,188
Acquisition of treasury stock based on the resolution of the Board of Directors		120,867,062
Retirement of treasury stock	(127,229,000)	(127,229,000)
As of March 31, 2016	3,958,543,000	197,926,250
	- , , ,	, ,
Acquisition of treasury stock based on the resolution of the Board of Directors		40,361,000
Acquisition of treasury stock through purchase of less-than-one-unit shares		100
. 1		
As of September 30, 2016	3,958,543,000	238,287,350

On February 5, 2016, the Board of Directors resolved that NTT DOCOMO, INC. may acquire up to 137,578,616 outstanding shares of its common stock by way of tender offer at an amount in total not exceeding \(\frac{x}{3}50,000\) million from February 8, 2016 through March 7, 2016. Based on this resolution, NTT DOCOMO, INC. repurchased 120,867,062 shares of its common stock for a total purchase price of \(\frac{x}{3}07,486\) million between February 2016 and March 2016.

On April 28, 2016, the Board of Directors resolved that NTT DOCOMO, INC. may acquire up to 99,132,938 outstanding shares of its common stock by way of the Tokyo Stock Exchange Trading Network Off-Auction Own Share Repurchase Trading System ( ToSTNeT-3 ) and market purchases in accordance with the discretionary dealing contract, at an amount in total not exceeding ¥192,514 million from May 2, 2016 through December 31, 2016.

Based on this resolution, NTT DOCOMO, INC. repurchased 9,021,000 shares of its common stock at ¥24,433 million using the ToSTNeT-3 on May 18, 2016, and has also repurchased 31,340,000 shares of its common stock for a total purchase price of ¥84,749 million by way of market purchases in accordance with the discretionary dealing contract as of September 30, 2016. NTT DOCOMO, INC. also repurchased 2,006,600 shares of its common stock for a total purchase price of ¥5,113 million by way of market purchases in accordance with the discretionary dealing contract during October 2016.

The aggregate number and price of shares repurchased from our parent company, NIPPON TELEGRAPH AND TELEPHONE CORPORATION, were 117,924,500 shares and \(\frac{x}{3}\)300,000 million for the fiscal year ended March 31, 2016. NTT DOCOMO, INC. did not repurchase any shares from NIPPON TELEGRAPH AND TELEPHONE CORPORATION for the six months ended September 30, 2016.

NTT DOCOMO, INC. also carried out compulsory acquisition of less-than-one-unit shares upon request.

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## NTT DOCOMO, INC. AND SUBSIDIARIES

 $NOTES\ TO\ CONSOLIDATED\ FINANCIAL\ STATEMENTS\ (UNAUDITED)\ -\ (Continued)$ 

On March 25