



NOMURA  
MASTER  
FUND



TOP REIT

Merger Presentation May 26, 2016

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# Overview of Merger

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# Executive Summary

## Innovating as a top class diversified type REIT in Japan

Nomura Real Estate Master Fund, Inc. (before Merger) Note 1



Number of properties : **252** properties  
Asset size : **784.6** billion yen  
(Total acquisition price)



Nomura Real Estate Master Fund, Inc.  
(after Merger)

Number of properties Note 2 : **272**  
properties

Asset size Note 3 : **933.1**  
billion yen



Top REIT, Inc. (before Merger) Note 1



Number of properties : **20** properties  
Asset size : **190.4** billion yen  
(Total acquisition price)

Note 1: Figures are indicated based on the assets being held as of May 26, 2016.

Note 2: Figure is indicated taking into consideration the assets whose acquisitions or dispositions have been announced as of May 26, 2016.

Note 3: Figure is the total of (i) the aggregate amount of acquisition prices of the assets held by NMF (before Merger), taking into consideration the acquisitions or dispositions of the assets which have been announced as of May 26, 2016 (795.4 billion yen) and (ii) the estimated acquisition amount of the assets that will be succeeded by NMF from TOP (137.7 billion yen).



# 1. Realize substantial external growth

- Growth in asset size through **merger between diversified type REITs with high mutual compatibility**

Asset size : **933.1** billion yen  
(Second largest among J-REITs)

# 2. Further improvement of income stability

- Enhancement of risk tolerance through **promoting diversification of properties and tenants**
- Development of a selective portfolio **with high concentration in Tokyo area**

Top 10 properties : **25.4%**  
Top 10 tenants : **20.2%**  
Tokyo area : **82.8%**

# 3. Pursue sustainable and stable growth

- Utilization of **brand pipeline provided by Nomura Real Estate Group** suitable for a diversified type REIT and advanced management capability



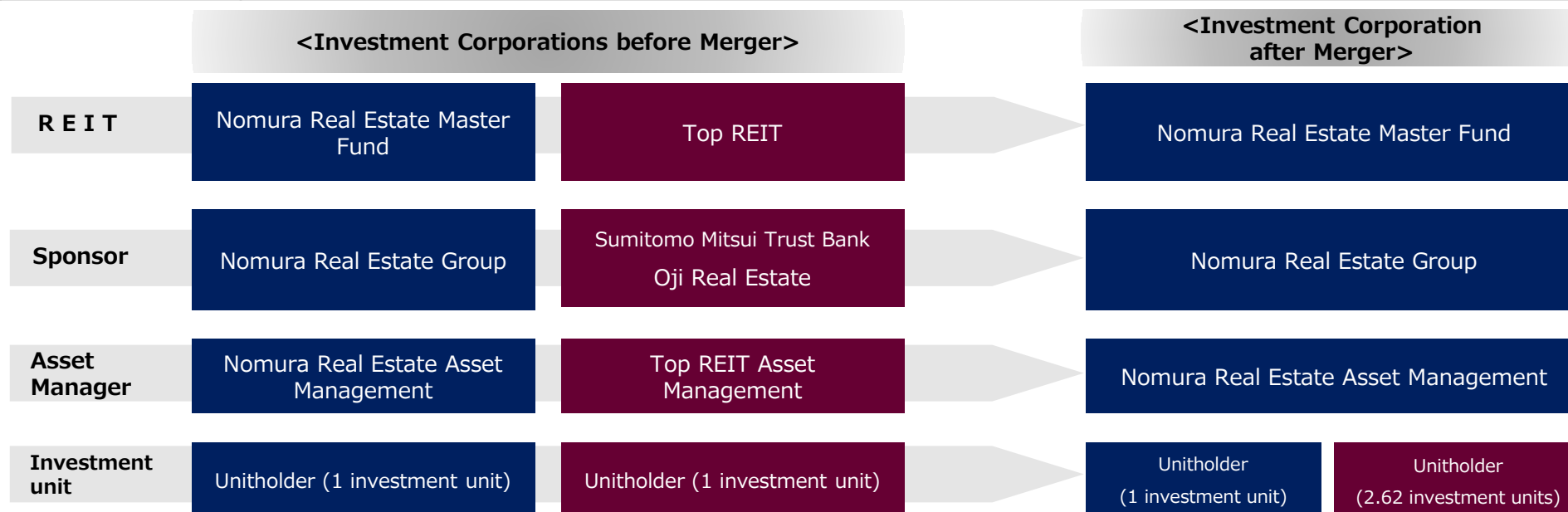
**Securing stable medium- to long-term income  
And Delivering steady portfolio growth**

Note: For the details on the above-mentioned asset size, ratio of top 10 properties, ratio of top 10 tenants and concentration in Tokyo area, please refer to pages 2, 14 and 17.

# Scheme of Merger

## I Scheme

Method of merger	<ul style="list-style-type: none"> <li>Absorption-type merger</li> </ul> <p>Surviving corporation: Nomura Real Estate Master Fund, Inc. (NMF)  Absorbed corporation: Top REIT, Inc. (TOP)</p>
Merger ratio	<ul style="list-style-type: none"> <li>NMF : TOP = 1 : 2.62 (The allotment of 2.62 investment units of NMF per investment unit of TOP)</li> </ul>
Resolution of general meeting of unitholders	<ul style="list-style-type: none"> <li>The proposal of Merger must be approved by a special resolution at a general meeting of unitholders of TOP <sup>Note 1</sup>.  (As the Merger falls under a simplified merger for NMF <sup>Note 2</sup>, NMF will not hold its general meeting of unitholders.)</li> </ul>
Asset Manager	<ul style="list-style-type: none"> <li>Nomura Real Estate Asset Management will continuously be engaged in the asset management of Investment Corporation after Merger.</li> </ul>



Note 1: The proposal requires the attendance of unitholders having a majority of the issued investment units and votes in favor of 2/3 or more of the voting rights of the unitholders in attendance. If there is no contradicting proposal, those who do not attend or vote will be deemed to have approved the proposal.

Note 2: The simplified merger procedure will be applied if the total number of the investment units delivered to the unitholders of the absorbed corporation by the surviving corporation does not exceed one-fifth (20%) of the total number of the issued investment units of the surviving corporation.

# Schedule of Merger

N M F

T O P

May 26, 2016

Execution of Merger Agreement

June 13, 2016

Record date for general meeting of unitholders

July 28, 2016

Date of holding of general meeting of unitholders

August 29, 2016

Date of delisting

August 31, 2016

Fiscal Period End  
(March 1~ August 31)

Final Fiscal Period End  
(May 1~ August 31)

September 1, 2016

Effective date of Merger

Mid-November, 2016

Payment of Dividend  
(Second fiscal period: Ending of August, 2016)

Distribution of cash payments on Merger

End of February, 2017

First fiscal period end after Merger  
(Third fiscal period : Ending February 2017)



## Concepts of Merger (NMF)

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# NMF's Historical Performance

- Established as a top class diversified type REIT in Japan through the merger of 3 REITs (as of October 1, 2015) (the "Previous Merger")

Diversified Type Strategy  
(Transformation of investment strategy)

Large Scale REIT Strategy  
(No. 1 asset size among diversified type REIT)

Sponsor Support  
(Leasing Business Value Chain)

**This made it possible to merge with a large scale diversified REIT**

- Mid- to long-term management strategy (3 to 5 years after the Previous Merger: Quality phase)

Asset size 1 trillion yen

S P R <sup>Note 1</sup>

Internal growth

First public offering

## Performance

S P R

- Implementation of SPRs (Steps 1 to 3), utilizing the pipelines of the sponsor as well as the asset management company <sup>Note 2</sup>

Sale of 17 properties (approx. 34 billion yen)  
Acquisition of 5 properties (approx. 21 billion yen)

Internal growth

- Active internal growth achieved in the "upside" sectors (dividends for the first fiscal period: 2,100 yen (forecast at the beginning of the period) ⇒ 2,219 yen (actual))

## Role of Merger

Asset size

- Obtain **a scarce opportunity for external growth** in the hot real estate acquisition market

Internal growth

- Increase the expectation for internal growth by obtaining **an office sector portfolio with high concentration in the Tokyo central area**

Issuance of new investment unit

- Further enhancement of the liquidity** by increasing market capitalization

Note 1: SPR is an acronym for Strategic Property Replacement.

Note 2: For details, please refer to the "Notice Concerning Property Acquisition and Disposition" released by NMF on March 29, 2016 and May 9, 2016 and the supplemental materials thereof.

# Concepts of Merger (NMF) (i)

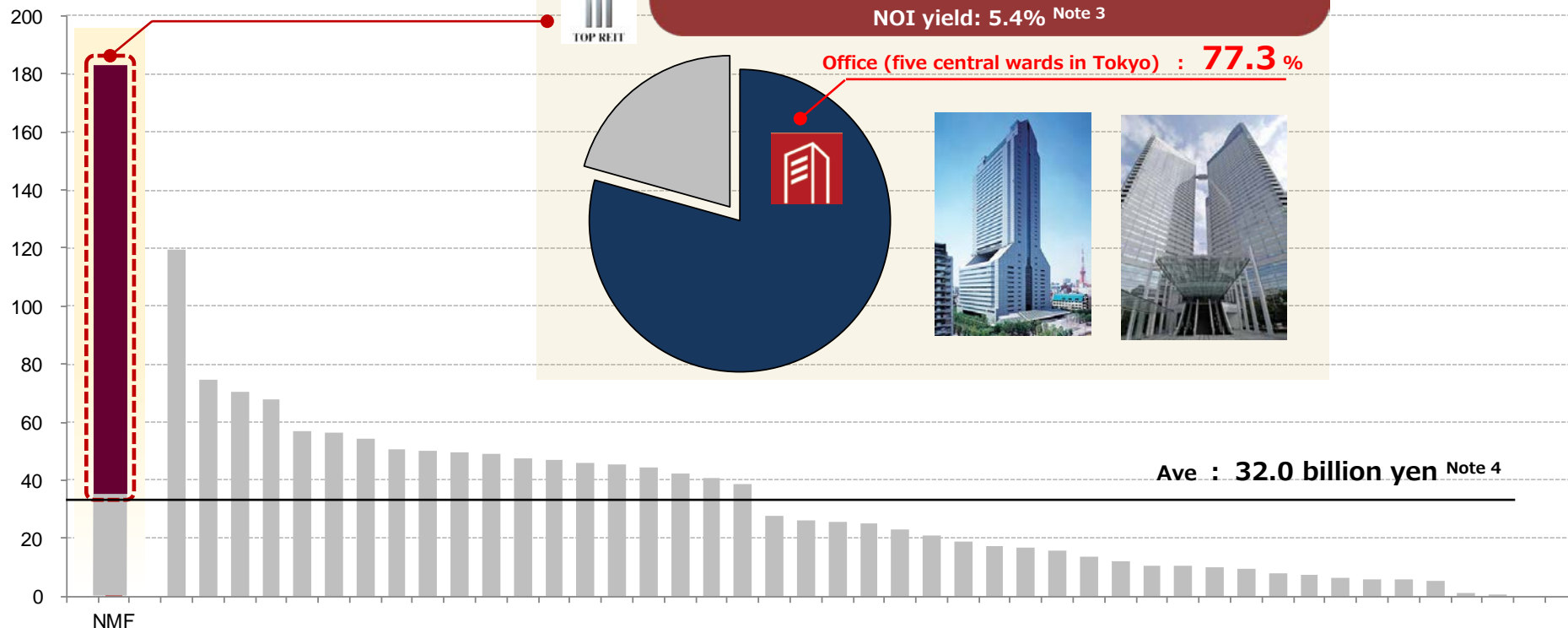
Obtain a rare opportunity for external growth

Large sized portfolio including  
**symbolic and selective assets**

Office sector with high concentration  
in the Tokyo central area

## Comparison of acquisition amounts by J-REITs (FY: 2015) <sup>Note 1</sup>

(billion yen)



Note 1: J-REITs that were newly listed during the relevant period are excluded. Concerning the assets held by TOP, acquisition by NMF is to be implemented in FY 2016, but included in FY 2015.

Note 2: Estimated acquisition amount of the assets to be succeeded by NMF is indicated.

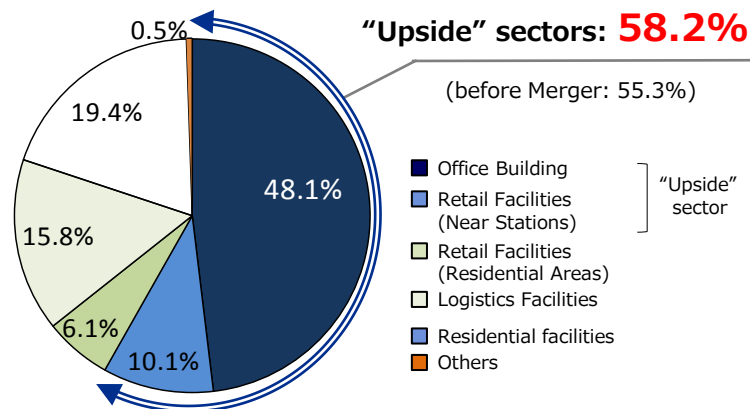
Note 3: Figure that is obtained by dividing the actual NOI for the 19th fiscal period of TOP by the estimated acquisition amount

is indicated. Note 4: Figure is the average total amount of the acquisition prices for J-REITs which actually acquired assets during the relevant period.

# Concepts of Merger (NMF) (ii)

## Increase the expectation for internal growth

### ■ Increase assets in upside sectors Note 1



NOMURA REAL ESTATE MASTER FUND, INC.

NOMURA REAL ESTATE  
ASSET MANAGEMENT



NOMURA REAL ESTATE  
GROUP

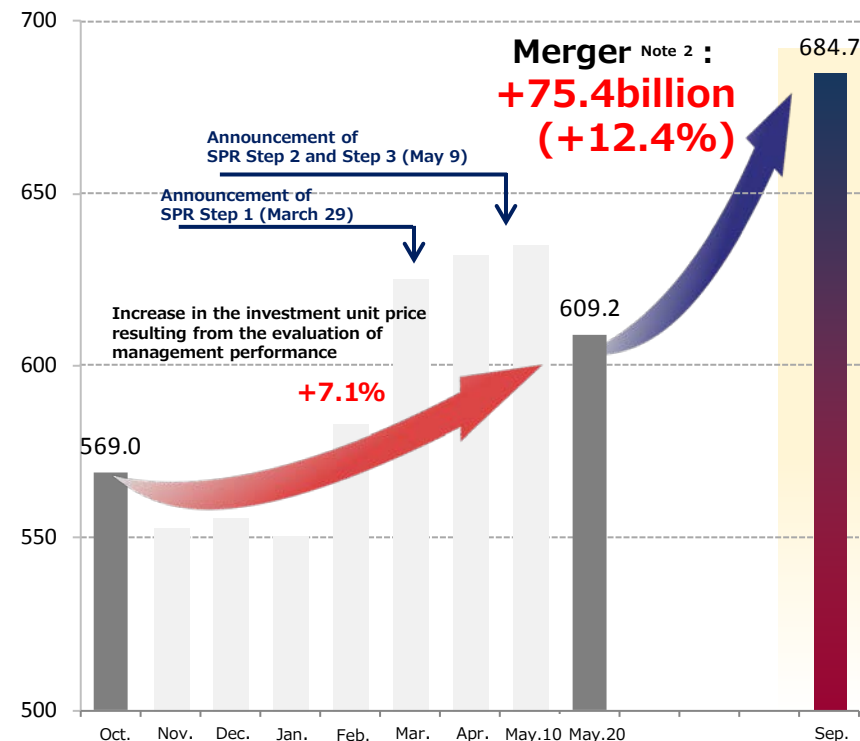
**Leasing business value chain**

**Accelerate internal growth by utilizing the management know-how of the Nomura Real Estate Group**

## Further improve the liquidity

### ■ Increase market capitalization through Merger

(billion yen)



**Realize large-scale equity issuance of investment units through Merger**

Note 1: NMF categorizes offices and retail facilities (near stations) as "upside" sectors due to their capability to enhance profitability through internal growth.

Note 2: Figure is obtained by multiplying the merger ratio (1:2.62) by the number of issued investment units of TOP (176,000 units) and multiplying the product thereof by the price of NMF's investment unit as of May 20, 2016 (163,700 yen).

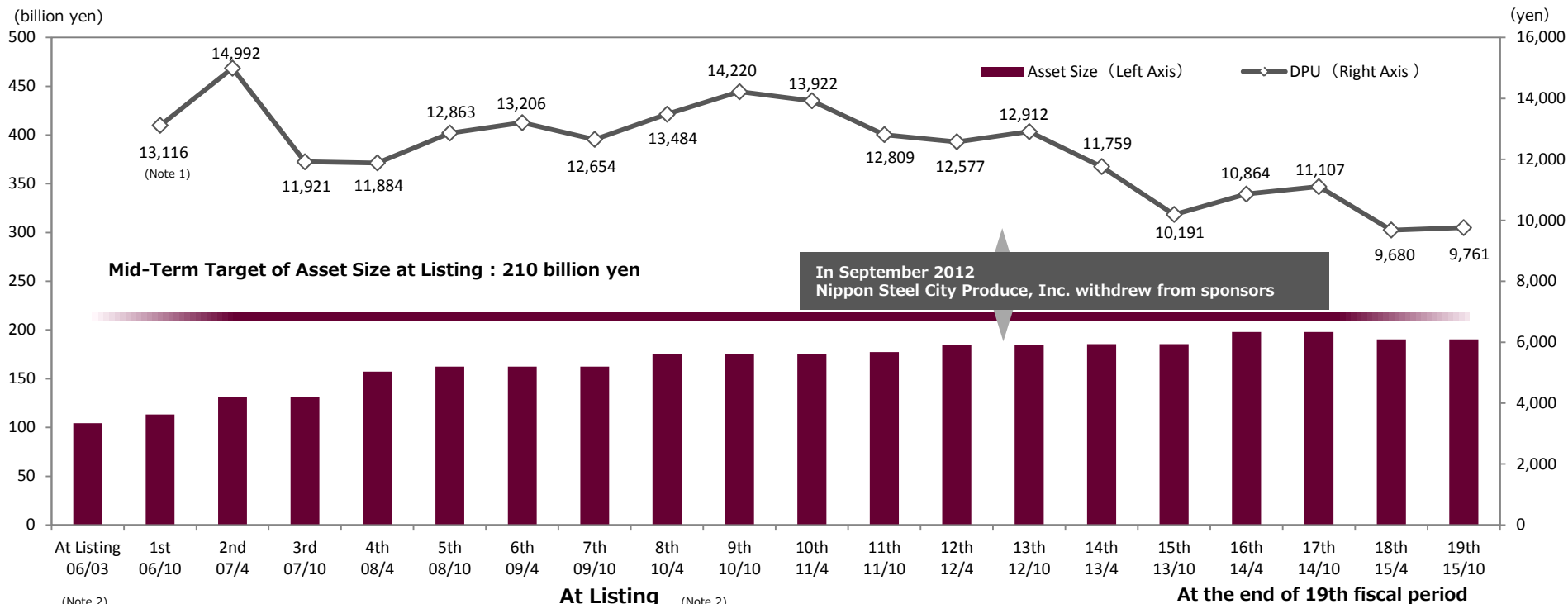


## Concepts of Merger (TOP)

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# TOP's Historical Performance and Challenges

## Transition of Asset Size and Distribution of TOP



Asset size (Acquisition price)

104.3 billion yen

190.4 billion yen

Leasing NOI yield

6.3% (1st fiscal period)

4.1 %

Unrealized gain/loss of portfolio

11.2 billion yen  
(at the end of 1st fiscal period)

▲5.7 billion yen

Average building age of portfolio

13.5 years  
(at the end of 1st fiscal period)

20.3 years

Approx.  
10 years

After 10 years from listing, the mid-term target of the asset size has not been accomplished.

There is a challenge in the growth speed.

Note 1: With respect to the 1st fiscal period, the actual number of days of management is 245 days, and the relevant DPU amount is calculated by dividing the distribution amount for the 1st fiscal period by 245 days, and multiplying it by 182 days (i.e. 365/2 days).

Note 2: "At listing" includes the NEC Building which was acquired on March 3, 2006.

# Concepts of Merger (TOP)

## Background of Merger

Restructuring of Sponsorship  
(=Necessity of a General Real Estate Developer)

Growth as a Diversified Type REIT

TOP REIT, Inc.

NOMURA REAL ESTATE MASTER FUND, INC.

Brands Developed by Nomura Real Estate

NOMURA REAL ESTATE GROUP



## Effects of Merger

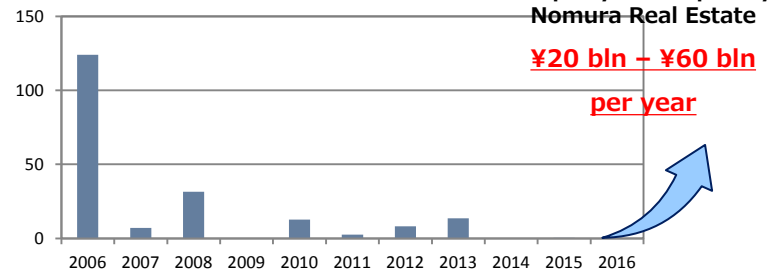
### Reinforcement of Pipeline

Acceleration of External Growth Speed

Improvement of Portfolio Quality

Track records and Prospect for External Growth  
(Acquisition Price basis)

billion yen



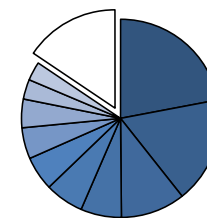
### Merger with a Top Class Diversified Type REIT in Japan

Drastic Increase in Asset Size

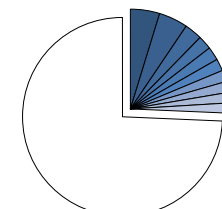
### Portfolio Diversification

Top 10 properties : 84.4%

Top 10 properties : 25.4%



Before Merger (at the end of 19th fiscal period)



After Merger

Aiming at stable growth of unitholders' value through  
reinforcement of pipeline and increase in asset size



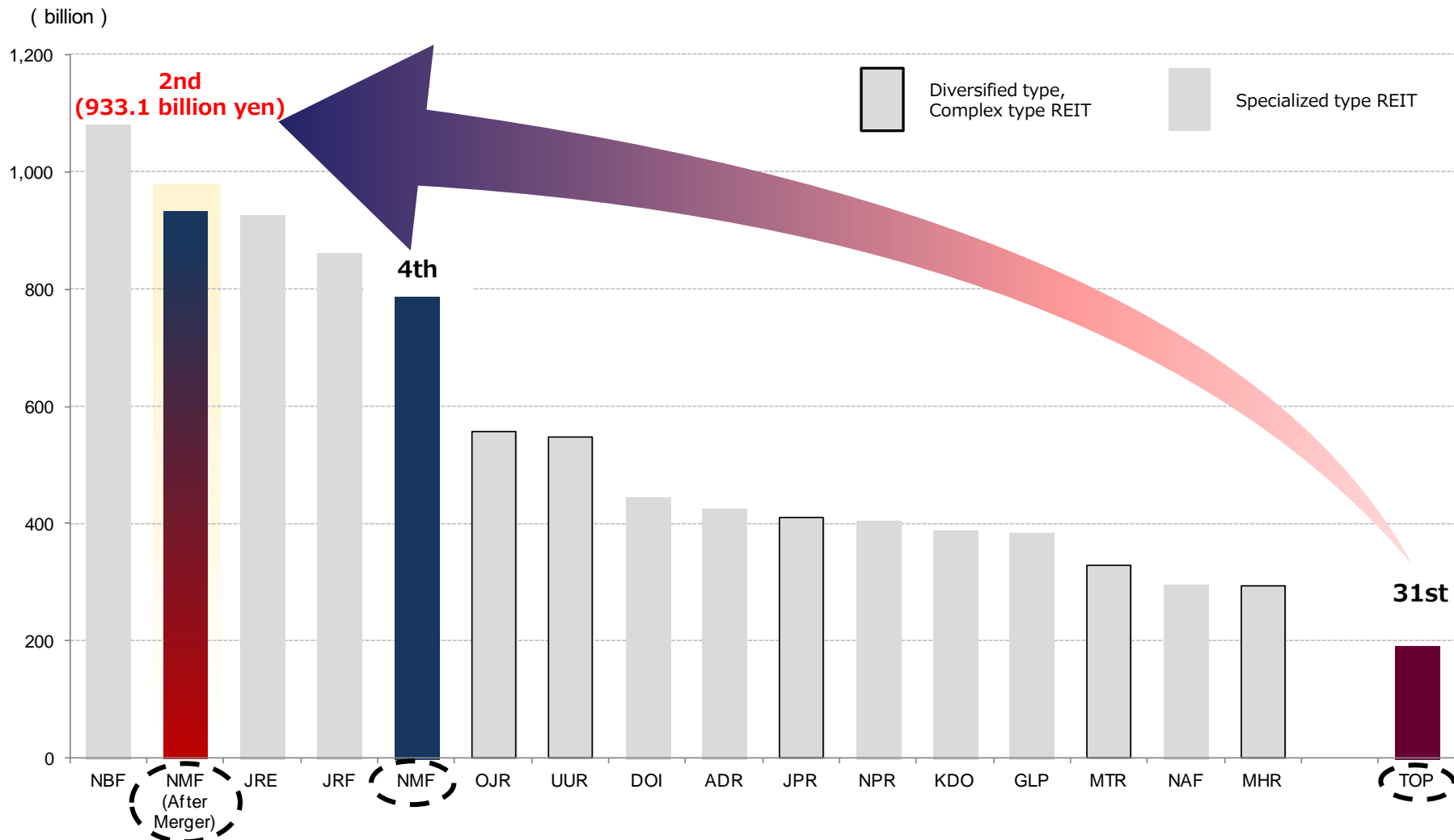


## Effects of Merger

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# Positioning in the J-REIT market (asset size basis) Note




Become a top class REIT in Japan with a leading role in the J-REIT market.



Note: Based on the acquisition price described in the most recent financial reports announced by each investment corporation as of April 30, 2016.

Figure of NMF (after Merger) is calculated by adding (a) the total amount of acquisition price of NMF (before Merger) (795.4 billion yen), taking into consideration the acquisitions or dispositions of the assets which have been announced as of May 26, 2016, to (b) the estimated acquisition amount of the assets that will be succeeded by NMF from TOP (137.7 billion yen).

# Overview of NMF After Merger

 <b>NOMURA MASTER FUND</b> (At the end of 1st fiscal period _ at the end of February 2016)		 <b>TOP REIT</b> (At the end of 19th fiscal period _ at the end of October 2015)		 <b>NOMURA MASTER FUND</b> (After Merger _ as of September 1, 2016)	
Number of properties <sup>Note 1</sup>	252		20		<b>272</b>
Asset size (acquisition price basis) <sup>Note 1</sup>	784.6 billion yen		190.4 billion		<b>933.1 billion yen</b>
Total assets <sup>Note 2</sup>	928.2 billion yen		189.5 billion yen		<b>1,108.2 billion yen</b>
Unrealized gains/losses <sup>Note 3</sup>	40.4 billion yen		▲5.7 billion yen		<b>40.4 billion yen</b>
Portfolio NOI yield <sup>Note 4</sup>	4.9%		4.1%		<b>5.0%</b>
Average building age	18.2 years	+	20.3 years		<b>19.1 years</b>
Occupancy rate <sup>Note 5</sup>	98.9%		99.4%		<b>99.0 %</b>
LTV <sup>Note 6</sup>	43.4%		47.6%		<b>45.0%</b>
LTV <sup>Note 6</sup> (Total assets excluding goodwill)	47.3%		—		<b>49.4%</b>
	Ending August 2016 Forecast		Ending October 2016 Forecast		Ending February 2017 Forecast
<b>Forecast DPU</b>	2,760 yen		9,900 yen		<b>2,904 yen</b>
			Forecast DPU after adjustment based on merger ratio (TOP)		<b>7,608 yen</b>

Note: With respect to the calculation method for each figure, please see the following page.

# Notes to the Page of Overview of NMF After Merger

## (Note 1) Number of Properties and Asset Size (acquisition price basis)

Figure for each Investment Corporation before Merger indicates the total number of properties and the total amount of acquisition price of the assets held as of May 26, 2016.

Figure after Merger indicates the total amount of (anticipated) acquisition price of the assets, which are scheduled to be held as of the effective date of Merger (September 1, 2016) (including Landport Kashiwa Shonan II, which is scheduled to be acquired at the same date as the effective date of Merger). With respect to the assets held by TOP, the amount is calculated based on the estimated acquisition amount by NMF.

## (Note 2) Total Assets

Figure for each Investment Corporation before Merger indicates the amount of total assets as of the end of the most recently published fiscal period (NMF: Feb 2016, TOP: Oct 2015). While the amount after Merger contains 23.4 billion yen of goodwill expected to occur as a result of Merger, such amount is the expected amount as of today and may change in the future.

## (Note 3) Unrealized Gain/Loss

Based on the appraisal value and the book value as of the end of the most recently published fiscal period, figure for NMF is obtained by adding or subtracting the amount of impact of the acquisitions and dispositions of the assets which have already been announced as of May 26, 2016. With respect to those assets acquired as of or after the end of the most recently published fiscal period, the balance between the appraisal value upon acquisition and the acquisition price is calculated as unrealized gain/loss.

With respect to figure after Merger, as to the assets held by TOP, the amount of unrealized gain/loss is calculated as "0," because, pursuant to the purchase method accounting, the appraisal value NMF will obtain shall be the acquisition price, and such price shall be recognized as the book value.

## (Note 4) Portfolio NOI Yield

Figure for each Investment Corporation before Merger indicates the amount calculated by dividing (a) the aggregation of the actual NOI during the most recently published fiscal period (NMF: 1st fiscal period, TOP: 19th fiscal period) of the assets held as of May 26, 2016 and the NOI described in the appraisal reports upon acquisition for those assets acquired as of or after the end of the most recent published fiscal period by (b) the total amount of acquisition prices. Figure after Merger indicates the amount calculated by dividing (a) the aggregation of the actual NOI during the most recently published fiscal period for the assets scheduled to be held as of the effective date of Merger and the NOI described in the appraisal reports upon acquisition for those assets acquired or scheduled to be acquired as of or after the end of the most recently published fiscal period by (b) the total amount of (anticipated) acquisition prices (with respect to those assets held by TOP, total amount of estimated acquisition amount by NMF).

## (Note 5) Occupancy Rate

Figure after Merger is calculated by adding up respectively the leased floor spaces and the leasable floor spaces of each Investment Corporation at the end of the most recently published fiscal period.

## (Note 6) LTV

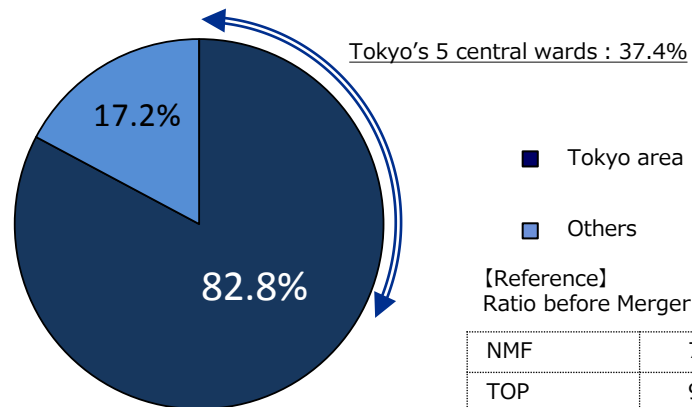
LTV of NMF (Total assets excluding goodwill basis) before Merger is calculated by dividing the total amount of interest-bearing liabilities as of the end of 1st fiscal period by the amount of total assets deducting the amount of 76.2 billion yen of goodwill.

LTV after Merger is calculated by dividing the total amount of interest-bearing liabilities as of the effective date of Merger by the amount of total assets. LTV (Total assets excluding goodwill basis) is calculated by dividing (i) the total amount of interest-bearing liabilities as of the effective date of Merger by (ii) the amount of total assets deducting the amount of 23.4 billion yen of goodwill expected to occur as a result of Merger and 74.3 billion yen of goodwill that NMF is expected to record as of the effective date of Merger.

# Portfolio of NMF After Merger <sup>Note 1</sup>

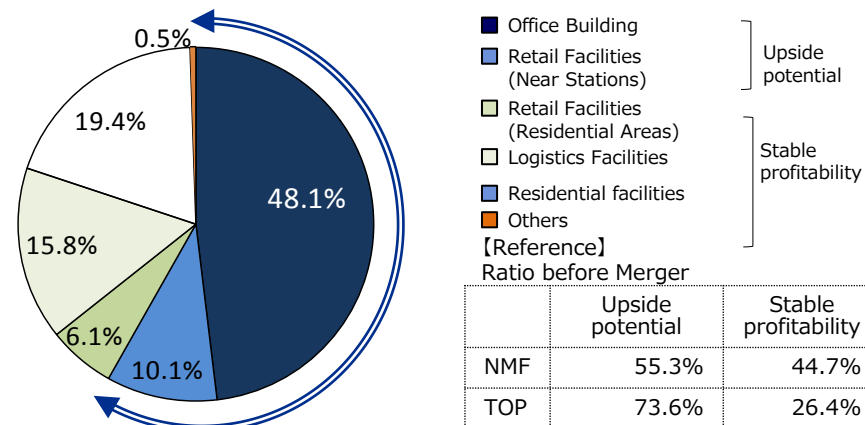
## Area Diversification

Tokyo area <sup>Note2</sup> : **82.8%**



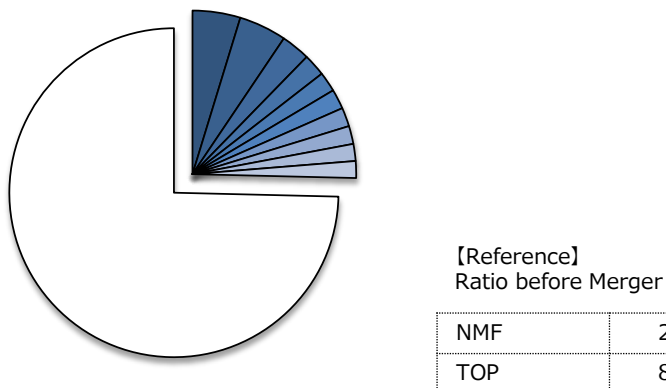
## Asset Type Diversification

Upside potential : **58.2%** Stable profitability : **41.8%**



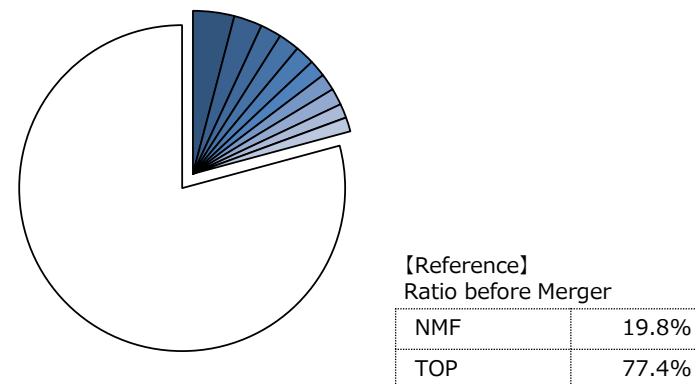
## Property Diversification

Top 10 properties : **25.4%**



## Tenant Diversification

Top 10 tenants : **20.2%**



Note 1 : In the tables for "Area Diversification", "Asset Type Diversification" and "Property Diversification", the ratios are calculated on the basis of (anticipated) acquisition price (with respect to those assets held by TOP, estimated acquisition amount by NMF), and in the table for "Tenant Diversification", the ratio is calculated on the basis of rents (including common service expenses as of the end of February 2016), taking into consideration impact of purchases and sales implemented or scheduled to be implemented by the effective date of Merger.

Note 2 : Tokyo area includes Tokyo, Kanagawa, Chiba and Saitama.

Note 3 : 【Reference】 Ratios before Merger are calculated by the methods stated in Note 1 based on the assets held as of May 26, 2016.



# Future Management Strategy

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# Mid- to Long-term Management Strategy

## Continue Mid- to Long-term Management Strategy and Become a Leading J-REIT

3~5 years after the merger

### Quality

#### ■ SPR (Strategic Property Replacement)

- Enhancement of portfolio quality

#### ■ Internal growth

- Rent increase mainly from "Upside" sectors

#### ■ Implement first public offering

- Improvement of the evaluation from unitholders

Establishment of a strong fund brand

### Growth

#### ■ External growth

- Focused investment in sponsor developed properties

#### ■ Internal growth

- Strengthen property brands through full utilization of management pipeline

#### ■ Finance

- Public offering in line with the equity market's expectation

Growth that maintains high Quality

10 years after

### Master

#### Sustainability

#### ■ Asset size

- A high and stable level of various management indices including asset size

#### ■ NMF brand

- High evaluation based on its Quality and Growth

Become a leading J-REIT

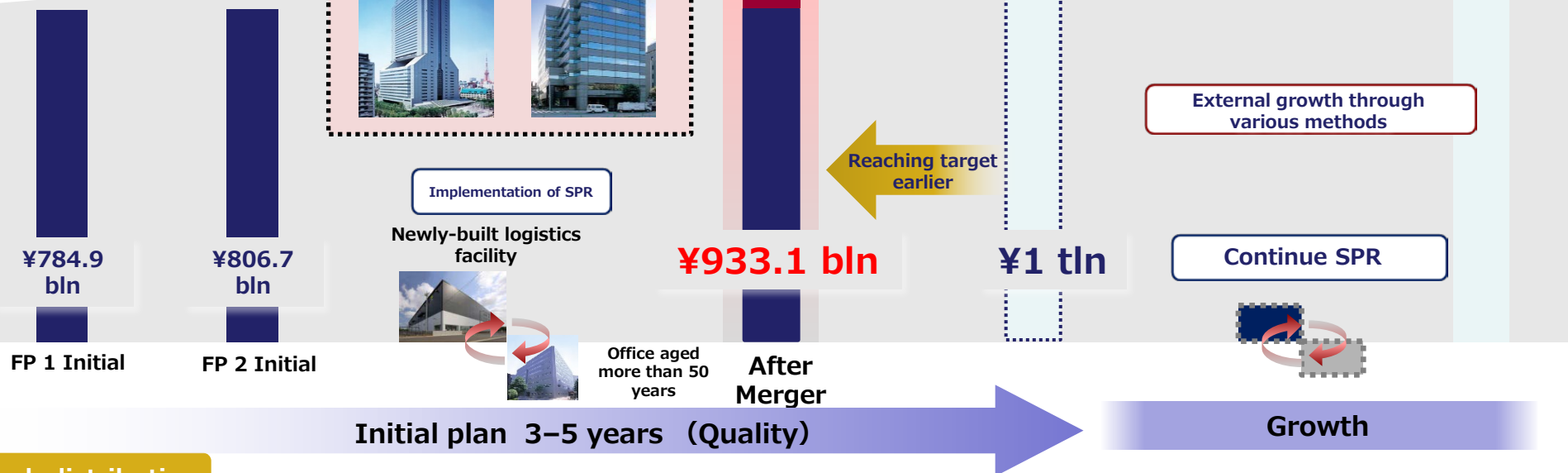
# Progress of Mid-to Long-term Management Strategy (External Growth/Internal Growth)

Enhancement of portfolio quality through SPR



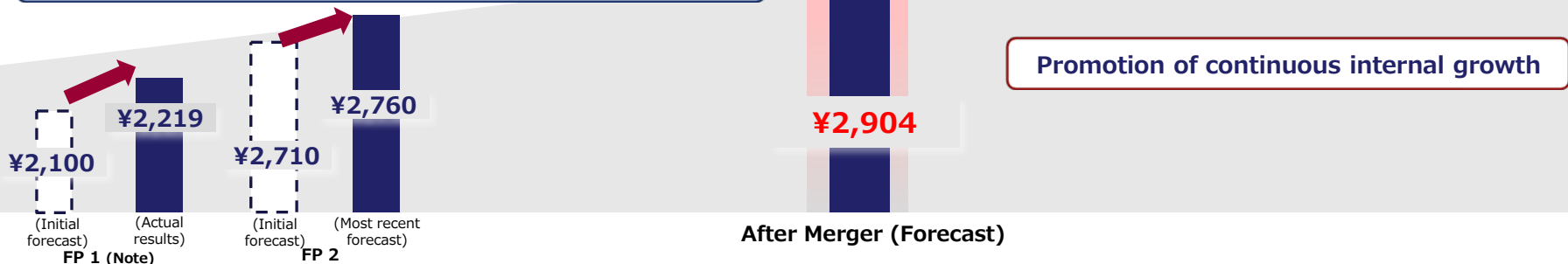
Growth of asset size through various methods

## Asset size



## Cash distribution

Raising the level of cash distribution through steady internal growth



# Brands Developed by Sponsor

## I PMO

Office

- New category of office buildings that accommodate businesses styles that are diversifying with time, as well as featuring the same functions and design standards as large-scale buildings despite being medium-scaled.

**pmo**  
PREMIUM MIDSIZE OFFICE



## I PROUD FLAT

Residential

- Rental apartments that stand on location selected utilizing the information network/know-how of the development and sales business of Nomura Real Estate Group to suit urban rental apartments
- Controlled excellently and operated/managed appropriately through Nomura Real Estate's unique "design standard for housing complex (rental apartments)", "outline for quality control inspection", etc.

**PROUD  
FLAT**



## I Landport

Logistics

- Logistic facilities with advanced high functions realized through designs for optimization and efficiency, responding to recent changes in the logistics environment and various tenant needs.

**Landport**



## I GEMS

Retail

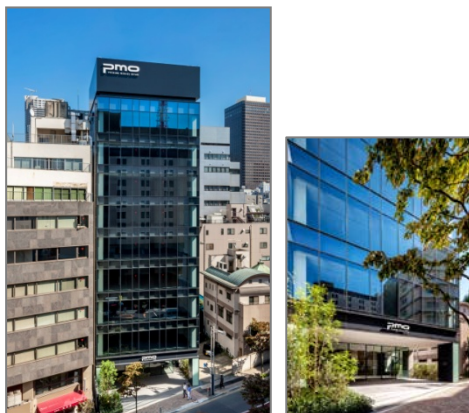
- Commercial facilities developed focused on urban areas and tenants mainly comprised of various restaurants with original tastes, and brighten and enrich the lives of office workers and residents in the area as well as presenting them with ideas for new lifestyle.

 **GEMS**



# Sponsor's Pipeline (i)

## Office



PMO Shibadaimon



PMO Hirakawacho

## Residential



Proud Flat Sangenjaya II



Proud Flat Omori III

Name	Location	Completion (plan) period
PMO Shibadaimon	Minato-ku, Tokyo	Completed 2014
PMO Hirakawacho	Chiyoda-ku, Tokyo	Completed 2016
PMO Nihonbashi Mitsukoshimae PJ.	Chuo-ku, Tokyo	May. 2016
PMO Nihonbashi Edo-dori PJ. <sup>(*)</sup>	Chuo-ku, Tokyo	Jun. 2016
PMO Shin-Nihonbashi PJ.	Chuo-ku, Tokyo	Nov. 2016
PMO Iwamotocho II PJ.	Chiyoda-ku, Tokyo	Jan. 2017
PMO Nishi-Shinbashi PJ.	Minato-ku, Tokyo	Mar. 2017
PMO Shibuya Itchome PJ.	Shibuya-ku, Tokyo	Jun. 2017
PMO Uchi-kanda PJ.	Chiyoda-ku, Tokyo	Jun. 2017
PMO Tamachi IIPJ.	Minato-ku, Tokyo	Jan. 2018
PMO Hatchobori IIPJ.	Chuo-ku, Tokyo	Apr. 2018
PMO Higashi-Shinbashi Nichome PJ.	Minato-ku, Tokyo	Jun. 2018
PMO Kita-Otemachi PJ.	Chiyoda-ku, Tokyo	Jul. 2018
PMO Hamamatsucho PJ.	Minato-ku, Tokyo	Feb. 2019
PMO Ochanomizu PJ.	Chiyoda-ku, Tokyo	Jun. 2019
PMO Kanda-Sudamachi PJ.	Chiyoda-ku, Tokyo	Apr. 2020

Name	Location	Completion (plan) period
Proud Flat Sangenjaya II	Setagaya-ku, Tokyo	Completed 2014
Proud Flat Omori III	Shinagawa-ku, Tokyo	Completed 2014
Proud Flat Kinshicho	Sumida-ku, Tokyo	Completed 2015
Proud Flat Higashi-Nakano	Nakano-ku, Tokyo	Completed 2015
Proud Flat Kagurazaka III	Shinjuku-ku, Tokyo	Completed 2015
Proud Flat Higashi-Kanda	Chiyoda-ku, Tokyo	Completed 2015
Proud Flat Gakugei Daigaku II	Meguro-ku, Tokyo	Completed 2015
Proud Flat Mitsukoshi-mae	Chuo-ku, Tokyo	Completed 2015
Proud Flat Sugamo III	Toshima-ku, Tokyo	Completed 2015
Proud Flat Yoyogi Hachiman	Shibuya-ku, Tokyo	Completed 2016
Proud Flat Ochanomizu	Chiyoda-ku, Tokyo	May 2016
Proud Flat Noborito	Kawasaki-shi, Kanagawa	May 2016
Proud Flat Nakaochiai	Shinjuku-ku, Tokyo	Dec. 2016
Proud Flat Asakusabashi	Taito-ku, Tokyo	Feb. 2017
Proud Flat Monzen Nakacho V	Koto-ku, Tokyo	Oct. 2017
Proud Flat Miyazakidai	Kawasaki-shi, Kanagawa	Nov. 2017

Note 1 Joint Venture PJ.

Note 2 NMF and TOP are not scheduled to acquire the properties stated above as of May 26, 2016.



# Sponsor's Pipeline (ii)

## Logistics



Landport Iwatsuki PJ.



Landport Hachioji II PJ.

Name	Location	Completion (plan) period
Landport Kashiwa Shonan I	Kashiwa-shi, Chiba	Completed 2016
Landport Iwatsuki PJ.	Saitama-shi, Saitama	May 2016
Landport Hachioji II PJ.	Hachioji-shi, Tokyo	Sep.2016
Landport Komaki PJ.(*)	Komaki-shi, Aichi	Jan.2017
Landport Takatsuki PJ.	Takatsuki-shi, Osaka	Jun.2017
Landport Shinonome PJ.	Koto-ku, Tokyo	Aug.2018
Landport Narashino PJ.	Narashino-shi, Chiba	Nov.2019

Note 1 Joint Venture PJ.

Note 2 NMF and TOP are not scheduled to acquire the properties stated above as of May 26, 2016.

## Retail



GEMS Daimon PJ.



GEMS Kanda PJ.

Name	Location	Completion (plan) period
NRE Kichijoji Building	Musashino-shi, Tokyo	Completed 2014
GEMS Daimon	Minato-ku, Tokyo	Completed 2016
GEMS Kanda PJ.	Chiyoda-ku, Tokyo	Jun.2016
GEMS Ebisu PJ.	Shibuya-ku, Tokyo	Sep.2017
GEMS Jingu-mae PJ.	Shibuya-ku, Tokyo	Feb.2018
GEMS Shinbashi PJ.	Minato-ku, Tokyo	Mar.2018
GEMS Kayabacho PJ.	Chuo-ku, Tokyo	Apr.2018
GEMS Sangenjaya PJ.	Setagaya-ku, Tokyo	May.2018
GEMS Shinyokohama PJ.	Kohoku-ku, Kanagawa	Jun.2018
GEMS Tamachi PJ.	Minato-ku, Tokyo	Nov.2018
GEMS Namba PJ.	Chuo-ku, Osaka	Nov.2018
GEMS Nishi-Shinjuku PJ.	Shinjuku-ku, Tokyo	Jan.2019

# Financing Strategy <sup>Note 1</sup>

## I Bank Formation

( billion )

Name of Financial Institution			
Sumitomo Mitsui Banking Corporation	73.2	The Chugoku Bank	4.5
The Bank of Tokyo-Mitsubishi UFJ	72.9	Aozora Bank	4.0
Sumitomo Mitsui Trust Bank	58.5	Mitsui Sumitomo Insurance Company	3.7
Mizuho Bank	48.6	The Nishi-Nippon City Bank	3.1
Mitsubishi UFJ Trust and Banking Corporation	41.8	Daido Life Insurance Company	3.1
Development Bank Of Japan	36.2	The Chiba Bank	2.5
Mizuho Trust & Banking	13.8	The Hachijuni Bank	2.5
The Norinchukin Bank	13.4	The Hyakujushi Bank	2.0
The Bank of Fukuoka	11.7	The 77 Bank	2.0
Resona Bank	10.8	The Keiyo Bank	1.7
The Nomura Trust and Banking Corporation	8.2	The Hiroshima Bank	1.4
The Dai-ichi Life Insurance Company	7.3	Mitsui Life Insurance Company	1.0
Taiyo Life Insurance Company	6.5	Sompo Japan Nipponkoa Insurance	1.0
Sumitomo Life Insurance Company	5.5	The Tokyo Tomin Bank	1.0
Shinkin Central Bank	5.2	The Bank of Yokohama	0.5
Nippon Life Insurance Company	5.0	The Yamaguchi Bank	0.4
The Iyo Bank	5.0		
(33 corporations) Total Amount Of Debt			458.7
(Reference) Investment Corporation Bonds			32.5

## I Status of Interest-bearing Liabilities

<b>Total amount of interest-bearing liabilities</b> 491.2 billion yen	<b>Total assets LTV</b> 45.0% (49.4% <sup>Note 2</sup> )	<b>Long-term debt ratio</b> 85.5%
<b>Average remaining duration</b> 3.8 years	<b>Weighted average interest rate</b> 1.00%	<b>Fixed interest rate ratio</b> 89.0%

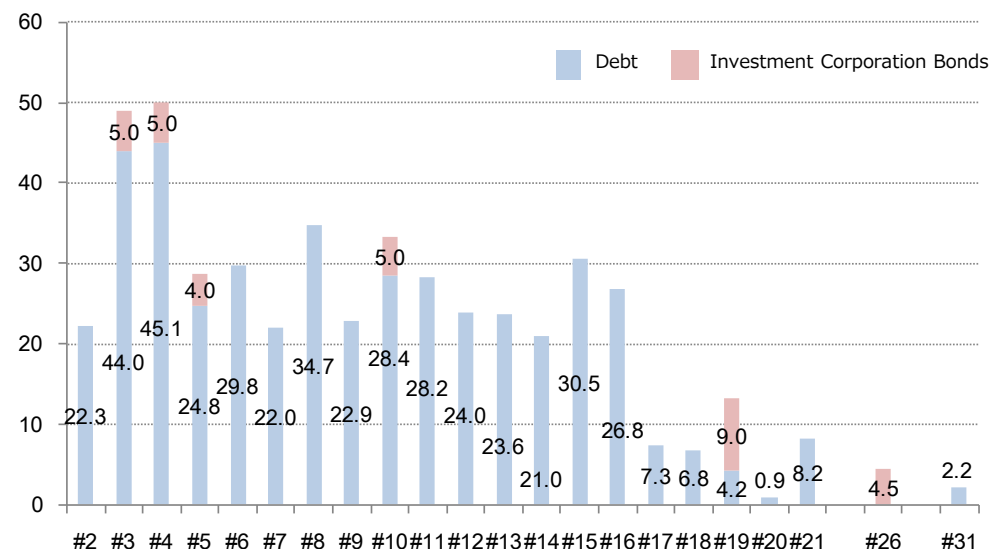
**Pursue merger effects such as decline in average interest rate and longer borrowing period**

Note 1: The description is based on borrowing terms of each REIT as of May 26 2016. As for total assets LTV, figure is as of the effective date of Merger.

Note 2: Based on the total amount of assets excluding the goodwill.

## I Debt Maturity Diversification

(billion)



## I Commitment Line

	Commitment line 1	Commitment line 2	Commitment line 3
Loan limit	30 billion yen (one year)	10 billion yen (one year)	10 billion yen (three years)
Banks	Tokyo-Mitsubishi UFJ, Sumitomo Mitsui, Mizuho, Mitsubishi UFJ Trust, Sumitomo Mitsui Trust	Tokyo-Mitsubishi UFJ, Sumitomo Mitsui, Mizuho	Tokyo-Mitsubishi UFJ, Sumitomo Mitsui

\* Apart from the above commitment line, a line of credit loan of 20 billion yen (one year) is established to ensure flexible and stable funding facility.



# Distribution Policies

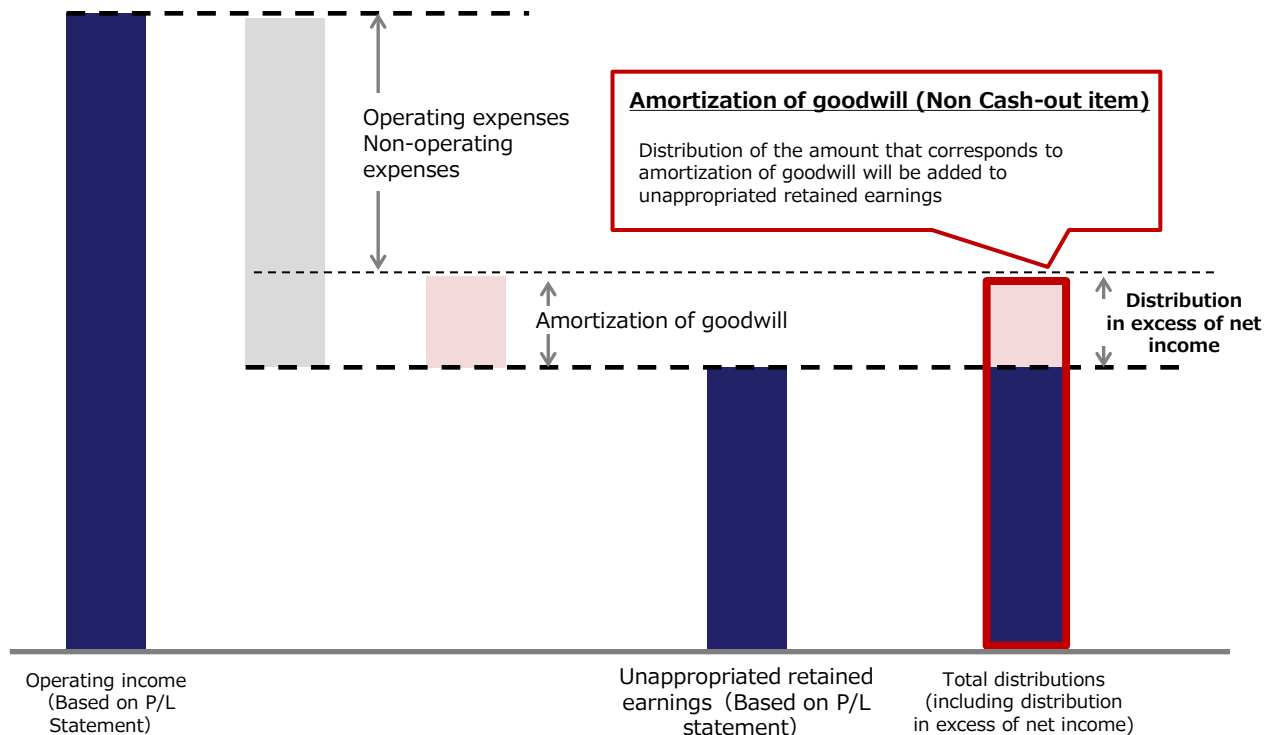
## Calculation and accounting method of the positive goodwill

- ✓ The total amount of goodwill to be arisen upon Merger is expected to be JPY 23.4 billion (together with goodwill that arose due to the merger of the three REITs, JPY 97.7 billion Note )
- ✓ The positive goodwill will be booked as intangible fixed assets on B/S. (Amortized over 20 years)
- ✓ The positive goodwill will be booked as operating expenses (amortization of goodwill) on P/L.

Note : The estimated amount as of the effective date of Merger.

By distributing in excess of net income that corresponds to amortization of goodwill,  
the level of dividends for unitholders is not affected by goodwill.

## Basic Distribution Policy



## <Revenue recognition by unitholder of distribution in excess of net income>

	Taxation	Accounting
Distribution as allowance for adjustment of temporary differences	Recognition as dividend	Depending on the accounting policies of the investors, dividend or return of capital
Other distribution in excess of net income	Distribution that will decrease the amount of capital under the Tax Act; "deemed dividends" and "income from deemed transfer"	Return of capital (Reduction of book value)

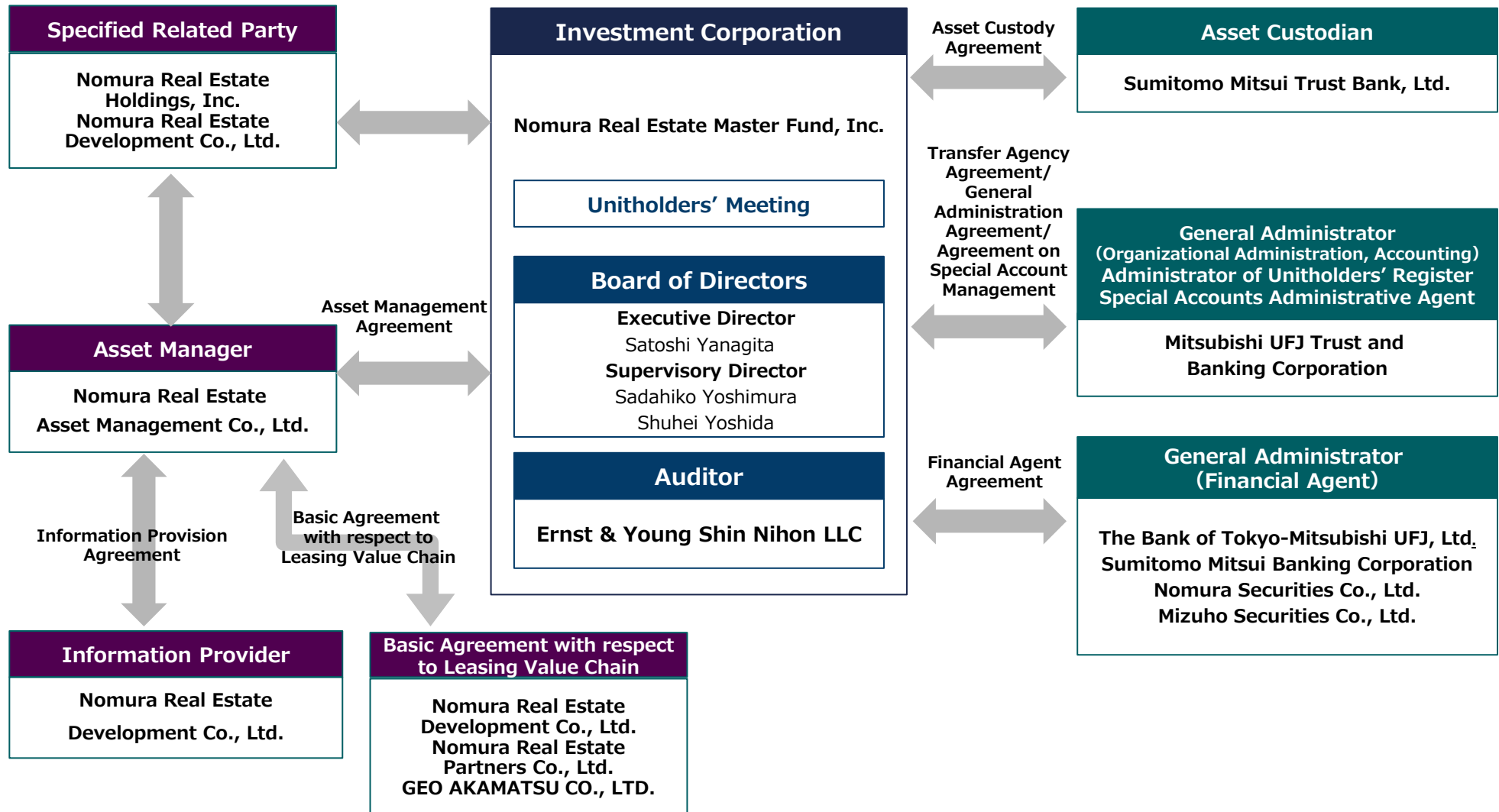


# APPENDIX

# Company Profile

	NMF	TOP
Name	Nomura Real Estate Master Fund, Inc.	Top REIT, Inc.
Representative	Satoshi Yanagita	Junichi Sahara
Supervisory Director	Sadahiko Yoshimura Shuhei Yoshida	Yasuyuki Kuribayashi Kunio Tsuneyama
TSE REIT	3462	8982
Listing date	October 1, 2015	March 1, 2006
Fiscal Period	February and August	April and October
Total number of issued investment units	3,722,010 units	176,000 units
Total unitholders equity	161,120 million yen	91,143 million yen
General Inquiries	Nomura Real Estate Asset Management Co. Ltd.	Top REIT Asset Management Co.,Ltd.
Asset Custodian	Sumitomo Mitsui Trust Bank, Limited	Sumitomo Mitsui Trust Bank, Limited
Administrator of Unitholder's Register	Mitsubishi UFJ Trust and Banking Corporation	Sumitomo Mitsui Trust Bank, Limited
General Administrator (Organizational Administration, Accounting)	Mitsubishi UFJ Trust and Banking Corporation	Sumitomo Mitsui Trust Bank, Limited
General Administrator (Financial Agent)	The Bank of Tokyo-Mitsubishi UFJ, Ltd. Sumitomo Mitsui Banking Corporation Nomura Securities Co., Ltd. Mizuho Securities Co., Ltd.	—

# Structure of NMF After Merger



# Portfolio (NMF) (i)

sector	Area	Name	Location	Acquisition Price (Millions Of Yen)	Ratio (%)	Appraisal Value (Millions Of Yen)
Office	Tokyo Area	Shinjuku Nomura Building	Shinjuku-ku, Tokyo	43,900	5.6	44,900
Office	Tokyo Area	NRE Tennozu Building	Shinagawa-ku, Tokyo	20,500	2.6	20,500
Office	Tokyo Area	Kojimachi Millennium Garden	Chiyoda-ku, Tokyo	26,700	3.4	26,700
Office	Tokyo Area	NOF Nihonbashi Honcho Building	Chuo-ku, Tokyo	10,914	1.4	10,863
Office	Tokyo Area	Tennozu Park Side Building	Shinagawa-ku, Tokyo	12,700	1.6	12,000
Office	Tokyo Area	NOF Shinjuku Minamiguchi Building	Shibuya-ku, Tokyo	10,000	1.3	10,300
Office	Tokyo Area	NOF Shibuya Koen-dori Building	Shibuya-ku, Tokyo	10,400	1.3	10,400
Office	Tokyo Area	Secom Medical Building	Chiyoda-ku, Tokyo	11,100	1.4	11,100
Office	Tokyo Area	NOF Shiba Building	Minato-ku, Tokyo	7,040	0.9	7,090
Office	Tokyo Area	Nishi-Shinjuku Showa Building	Shinjuku-ku, Tokyo	8,140	1.0	7,930
Office	Tokyo Area	NRE Shibuya Dogenzaka Building	Shibuya-ku, Tokyo	5,310	0.7	5,320
Office	Tokyo Area	Iwamoto-cho Toyo Building	Chiyoda-ku, Tokyo	4,050	0.5	4,060
Office	Tokyo Area	NOF Surugadai Plaza Building	Chiyoda-ku, Tokyo	4,690	0.6	4,700
Office	Tokyo Area	PMO Nihonbashi Honcho	Chuo-ku, Tokyo	4,320	0.6	4,520
Office	Tokyo Area	PMO Nihonbashi Kayabacho	Chuo-ku, Tokyo	5,010	0.6	5,140
Office	Tokyo Area	Otemachi Tatemono Gotanda Building	Shinagawa-ku, Tokyo	4,430	0.6	4,670
Office	Tokyo Area	NRE Higashi-nihonbashi Building	Chuo-ku, Tokyo	3,570	0.5	3,350
Office	Tokyo Area	PMO Akihabara	Chiyoda-ku, Tokyo	4,240	0.5	4,580
Office	Tokyo Area	Hatchobori NF Building	Chuo-ku, Tokyo	2,480	0.3	2,480
Office	Tokyo Area	NOF Kanda Iwamoto-cho Building	Chiyoda-ku, Tokyo	4,160	0.5	4,160
Office	Tokyo Area	NOF Takanawa Building	Shinagawa-ku, Tokyo	2,830	0.4	2,820
Office	Tokyo Area	PMO Hatchobori	Chuo-ku, Tokyo	2,880	0.4	3,050
Office	Tokyo Area	PMO Nihonbashi Odenmachi	Chuo-ku, Tokyo	2,210	0.3	2,310
Office	Tokyo Area	PMO Higashi-nihonbashi	Chuo-ku, Tokyo	1,690	0.2	1,810
Office	Tokyo Area	NRE Ueno Building	Taito-Ku, Tokyo	6,470	0.8	6,470
Office	Tokyo Area	NOF Technoport Kamata Center Building	Ota-ku, Tokyo	4,780	0.6	4,570
Office	Tokyo Area	NF Hongo Building	Bunkyo-ku, Tokyo	4,890	0.6	5,000
Office	Tokyo Area	Crystal Park Building	Musashino City, Tokyo	3,390	0.4	3,400
Office	Tokyo Area	NOF Kichijoji Honcho Building	Musashino City, Tokyo	1,780	0.2	1,820
Office	Tokyo Area	Faret Tachikawa Center Square	Tachikawa City, Tokyo	3,850	0.5	3,950
Office	Tokyo Area	NOF Kawasaki Higashiguchi Building	Kawasaki-shi, Kanagawa	7,830	1.0	7,930
Office	Tokyo Area	NOF Yokohama Nishiguchi Building	Yokohama-shi, Kanagawa	5,460	0.7	5,720
Office	Tokyo Area	NOF Shin-Yokohama Building	Yokohama-shi, Kanagawa	2,620	0.3	2,840
Office	Tokyo Area	PMO Tamachi	Minato-ku, Tokyo	6,210	0.8	6,560
Office	Tokyo Area	PMO Ginza Hatchome	Chuo-ku, Tokyo	3,970	0.5	4,210
Office	Tokyo Area	PMO Shibakoen	Minato-ku, Tokyo	3,900	0.5	4,150
Office	Other Area	Sapporo North Plaza	Sapporo-shi, Hokkaido	6,250	0.8	6,480
Office	Other Area	NRE Sapporo Building	Sapporo-shi, Hokkaido	4,140	0.5	4,250
Office	Other Area	NOF Sendai Aoba-dori Building	Sendai City, Sendai	2,030	0.3	2,080
Office	Other Area	NOF Utsunomiya Building	Utsunomiya City, Tochigi	2,320	0.3	2,250
Office	Other Area	NOF Nagoya Fushimi Building	Nagoya-shi, Aichi	2,240	0.3	2,160
Office	Other Area	NOF Nagoya Yanagibashi Building	Nagoya-shi, Aichi	2,280	0.3	2,280
Office	Other Area	Omron Kyoto Center Building	Kyoto City, Kyoto	18,300	2.3	18,300
Office	Other Area	SORA Shin-Osaka 21	Osaka City, Osaka	12,100	1.5	12,100
Office	Other Area	NRE Osaka Building	Osaka City, Osaka	6,100	0.8	6,030
Office	Other Area	NRE Nishi-Umeda Building	Osaka City, Osaka	3,450	0.4	3,450
Office	Other Area	NRE Yotsubashi Building	Osaka City, Osaka	4,000	0.5	3,920
Office	Other Area	NRE Hiroshima Building	Hiroshima City, Hiroshima	2,280	0.3	2,320
Office	Other Area	NOF Hakata Ekimae Building	Fukuoka City, Fukuoka	4,210	0.5	4,280
Office	Other Area	NOF Tenjin-Minami Building	Fukuoka City, Fukuoka	2,230	0.3	2,170

sector	Area	Name	Location	Acquisition Price (Millions Of Yen)	Ratio (%)	Appraisal Value (Millions Of Yen)
Retail	Tokyo Area	Morisia Tsudanuma	Narashino City, Chiba	16,600	2.1	17,500
Retail	Tokyo Area	Yokosuka More's City	Yokosuka City, Kanagawa	13,640	1.7	15,400
Retail	Tokyo Area	Recipe SHIMOKITA	Setagaya Ward, Tokyo	10,407	1.3	10,700
Retail	Tokyo Area	Kawasaki More's	Kawasaki City, Kanagawa	6,080	0.8	7,370
Retail	Tokyo Area	EQUINA Shinjuku	Shinjuku Ward, Tokyo	4,260	0.5	4,570
Retail	Tokyo Area	EQUINA Ikebukuro	Toshima Ward, Tokyo	3,990	0.5	4,330
Retail	Tokyo Area	covirna machida	Machida City, Tokyo	3,440	0.4	4,260
Retail	Tokyo Area	Nitori Makuhari	Chiba City, Chiba	3,080	0.4	3,560
Retail	Tokyo Area	Konami Sports Club Fuchu	Fuchu City, Tokyo	2,730	0.3	3,240
Retail	Tokyo Area	FESTA SQUARE	Saitama City, Saitama	2,600	0.3	3,010
Retail	Tokyo Area	GEMS Shibuya	Shibuya Ward, Tokyo	2,490	0.3	2,640
Retail	Tokyo Area	Sundai Azamino	Yokohama City, Kanagawa	1,700	0.2	1,960
Retail	Tokyo Area	EQUINA Aobadai	Yokohama City, Kanagawa	1,560	0.2	1,820
Retail	Tokyo Area	Megalos Kanagawa	Yokohama City, Kanagawa	1,000	0.1	1,340
Retail	Tokyo Area	Mitsubishi Motors Meguro	Meguro Ward, Tokyo	2,740	0.3	2,940
Retail	Tokyo Area	Mitsubishi Motors Chofu	Chofu City, Tokyo	1,760	0.2	1,850
Retail	Tokyo Area	Mitsubishi Motors Shibuya	Shibuya Ward, Tokyo	1,570	0.2	1,760
Retail	Tokyo Area	Mitsubishi Motors Nerima	Nerima Ward, Tokyo	1,240	0.2	1,320
Retail	Tokyo Area	Mitsubishi Motors Kawasaki	Kawasaki City, Kanagawa	950	0.1	1,050
Retail	Tokyo Area	Mitsubishi Motors Takaide	Suginami Ward, Tokyo	850	0.1	906
Retail	Tokyo Area	Mitsubishi Motors Katsushika	Katsushika Ward, Tokyo	800	0.1	844
Retail	Tokyo Area	Mitsubishi Motors Higashikurume	Higashikurume City, Tokyo	800	0.1	831
Retail	Tokyo Area	Mitsubishi Motors Setagaya	Setagaya Ward, Tokyo	770	0.1	831
Retail	Tokyo Area	Mitsubishi Motors Suginami	Suginami Ward, Tokyo	740	0.1	847
Retail	Tokyo Area	Mitsubishi Motors Sekimachi	Nerima Ward, Tokyo	600	0.1	635
Retail	Tokyo Area	Mitsubishi Motors Higashiyamato	Higashiyamato City, Tokyo	450	0.1	499
Retail	Tokyo Area	Mitsubishi Motors Motosumiyoshi	Kawasaki City, Kanagawa	370	0.0	378
Retail	Tokyo Area	Mitsubishi Motors Kawagoe	Kawagoe City, Saitama	350	0.0	371
Retail	Tokyo Area	Mitsubishi Motors Edogawa	Edogawa Ward, Tokyo	200	0.0	212
Retail	Tokyo Area	Mitsubishi Motors Sayama	Sayama City, Saitama	160	0.0	171
Retail	Tokyo Area	NRE Kichijoji Building	Musashino City, Tokyo	5,310	0.7	5,460
Retail	Tokyo Area	GEMS Ichigaya	Chiyoda-ku, Tokyo	2,080	0.3	2,130
Retail	Other Area	Universal CityWalk Osaka	Osaka City, Osaka	15,500	2.0	16,300
Retail	Other Area	Izumiya Senrioka	Suita City, Osaka	8,930	1.1	10,700
Retail	Other Area	Merad Owada	Osaka City, Osaka	6,640	0.8	7,270
Retail	Other Area	Izumiya Yao	Yao City, Osaka	4,406	0.6	5,110
Retail	Other Area	Izumiya Obayashi	Takarazuka City, Hyogo	3,020	0.4	3,650
Retail	Other Area	Ichibancho star	Sendai City, Miyagi	4,700	0.6	5,510
Retail	Other Area	EQUINA Aobadori	Sendai City, Miyagi	1,640	0.2	1,890

# Portfolio (NMF) (ii)

sector	Area	Name	Location	Acquisition Price (Millions Of Yen)	Ratio (%)	Appraisal Value (Millions Of Yen)
Logistics	Tokyo Area	Landport Urayasu	Urayasu City, Chiba	17,400	2.2	20,100
Logistics	Tokyo Area	Landport Itabashi	Itabashi Ward, Tokyo	15,710	2.0	18,000
Logistics	Tokyo Area	Landport Kawagoe	Kawagoe City, Saitama	13,700	1.7	15,700
Logistics	Tokyo Area	Landport Atsugi	Atsugi City, Kanagawa	11,410	1.5	11,700
Logistics	Tokyo Area	Sagamihara Tana Logistics Center	Sagamihara City, Kanagawa	10,600	1.4	11,900
Logistics	Tokyo Area	Sagamihara Onodai Logistics Center	Sagamihara City, Kanagawa	8,700	1.1	10,200
Logistics	Tokyo Area	Landport Hachioji	Hachioji City, Tokyo	8,250	1.1	9,350
Logistics	Tokyo Area	Landport Kasukabe	Kasukabe City, Saitama	7,340	0.9	8,550
Logistics	Tokyo Area	Funabashi Logistics Center	Funabashi City, Chiba	4,660	0.6	5,440
Logistics	Tokyo Area	Atsugi Minami Logistics Center B Tower	Atsugi City, Kanagawa	4,590	0.6	5,260
Logistics	Tokyo Area	Hanyu Logistics Center	Hanyu City, Saitama	3,810	0.5	4,210
Logistics	Tokyo Area	Kawaguchi Logistics Center B Tower	Kawaguchi City, Saitama	3,750	0.5	4,410
Logistics	Tokyo Area	Kawaguchi Logistics Center A Tower	Kawaguchi City, Saitama	2,830	0.4	3,330
Logistics	Tokyo Area	Atsugi Minami Logistics Center A Tower	Atsugi City, Kanagawa	2,690	0.3	3,220
Logistics	Tokyo Area	Kawaguchi Ryoike Logistics Center	Kawaguchi City, Saitama	10,790	1.4	11,900
Logistics	Other Area	Ota Nitta Logistics Center	Ota City, Gunma	3,430	0.4	3,760
Logistics	Other Area	Ota Higashishinmachi Logistics Center	Ota City, Gunma	2,170	0.3	2,460
Logistics	Other Area	Ota Kiyohara Logistics Center	Ota City, Gunma	650	0.1	728
Logistics	Other Area	Chiyodamachi Logistics Center	Oura-Gun, Gunma	330	0.0	368
Logistics	Other Area	Hirakata Kuzuha Logistics Center	Hirakata City, Osaka	3,460	0.4	3,690

sector	Area	Name	Location	Acquisition Price (Millions Of Yen)	Ratio (%)	Appraisal Value (Millions Of Yen)
Residential	Tokyo Area	PROUD FLAT Shirokane Takanawa	Minato-ku, Tokyo	3,400	0.4	3,480
Residential	Tokyo Area	PROUD FLAT Yoyogi Uehara	Shibuya-ku, Tokyo	989	0.1	1,010
Residential	Tokyo Area	PROUD FLAT Hatusudai	Shibuya-ku, Tokyo	713	0.1	729
Residential	Tokyo Area	PROUD FLAT Shibuya Sakuragaoka	Shibuya-ku, Tokyo	750	0.1	750
Residential	Tokyo Area	PROUD FLAT Gakugei Daigaku	Meguro-ku, Tokyo	746	0.1	762
Residential	Tokyo Area	PROUD FLAT Meguro Gyoninzaka	Meguro-ku, Tokyo	939	0.1	964
Residential	Tokyo Area	PROUD FLAT Sumida Riverside	Chuo-ku, Tokyo	2,280	0.3	2,360
Residential	Tokyo Area	PROUD FLAT Kagurazaka	Shinjuku-ku, Tokyo	1,590	0.2	1,650
Residential	Tokyo Area	PROUD FLAT Waseda	Shinjuku-ku, Tokyo	1,110	0.1	1,140
Residential	Tokyo Area	PROUD FLAT Shinjuku Kawadacho	Shinjuku-ku, Tokyo	947	0.1	888
Residential	Tokyo Area	PROUD FLAT Sangen Jaya	Setagaya-ku, Tokyo	1,190	0.2	1,200
Residential	Tokyo Area	PROUD FLAT Kamata	Ota-ku, Tokyo	1,160	0.1	1,180
Residential	Tokyo Area	PROUD FLAT Kamata II	Ota-ku, Tokyo	3,320	0.4	3,390
Residential	Tokyo Area	PROUD FLAT Shinotsuka	Toshima-ku, Tokyo	623	0.1	621
Residential	Tokyo Area	PROUD FLAT Kiyosumi Shirakawa	Koto-ku, Tokyo	928	0.1	947
Residential	Tokyo Area	PROUD FLAT Monzen Nakacho II	Koto-ku, Tokyo	652	0.1	652
Residential	Tokyo Area	PROUD FLAT Monzen Nakacho I	Koto-ku, Tokyo	1,030	0.1	1,040
Residential	Tokyo Area	PROUD FLAT Fujimidai	Nerima-ku, Tokyo	1,470	0.2	1,530
Residential	Tokyo Area	PROUD FLAT Asakusa	Taito-ku, Tokyo	1,920	0.2	1,970
Residential	Tokyo Area	PROUD FLAT Yokohama	Yokohama-shi, Kanagawa	2,090	0.3	2,090
Residential	Tokyo Area	PROUD FLAT Kamioooka	Yokohama-shi, Kanagawa	2,710	0.3	2,710
Residential	Tokyo Area	PROUD FLAT Tsurumi II	Yokohama-shi, Kanagawa	1,650	0.2	1,690
Residential	Tokyo Area	PRIME URBAN Azabu Juban	Minato-ku, Tokyo	1,100	0.1	1,110
Residential	Tokyo Area	PRIME URBAN Akasaka	Minato-ku, Tokyo	938	0.1	939
Residential	Tokyo Area	PRIME URBAN Tamachi	Minato-ku, Tokyo	972	0.1	994
Residential	Tokyo Area	PRIME URBAN Shibaura	Minato-ku, Tokyo	1,830	0.2	1,890
Residential	Tokyo Area	PRIME URBAN Yoyogi	Shibuya-ku, Tokyo	359	0.0	362
Residential	Tokyo Area	PRIME URBAN Ebisu II	Shibuya-ku, Tokyo	1,140	0.1	1,200
Residential	Tokyo Area	PRIME URBAN Bancho	Chiyoda-ku, Tokyo	1,090	0.1	1,100
Residential	Tokyo Area	PRIME URBAN Chiyoda Fujimi	Chiyoda-ku, Tokyo	679	0.1	685
Residential	Tokyo Area	PRIME URBAN Iidabashi	Chiyoda-ku, Tokyo	2,040	0.3	2,090
Residential	Tokyo Area	PRIME URBAN Ebisu	Meguro-ku, Tokyo	1,260	0.2	1,270
Residential	Tokyo Area	PRIME URBAN Naka Meguro	Meguro-ku, Tokyo	1,410	0.2	1,420
Residential	Tokyo Area	PRIME URBAN Gakugei Daigaku	Meguro-ku, Tokyo	775	0.1	789
Residential	Tokyo Area	PRIME URBAN Senzoku	Meguro-ku, Tokyo	474	0.1	475
Residential	Tokyo Area	PRIME URBAN Meguro Riverside	Meguro-ku, Tokyo	414	0.1	423
Residential	Tokyo Area	PRIME URBAN Meguro Ohashi Hills	Meguro-ku, Tokyo	2,970	0.4	2,870
Residential	Tokyo Area	PRIME URBAN Meguro Aobadai	Meguro-ku, Tokyo	1,310	0.2	1,360
Residential	Tokyo Area	PRIME URBAN Gakugei Daigaku II	Meguro-ku, Tokyo	1,080	0.1	1,110
Residential	Tokyo Area	PRIME URBAN Naka Meguro II	Meguro-ku, Tokyo	2,850	0.4	2,880
Residential	Tokyo Area	PRIME URBAN Kachidoki	Chuo-ku, Tokyo	2,570	0.3	2,580
Residential	Tokyo Area	PRIME URBAN Shinkawa	Chuo-ku, Tokyo	2,100	0.3	2,150
Residential	Tokyo Area	PRIME URBAN Nihonbashi Yokoyamacho	Chuo-ku, Tokyo	4,220	0.5	4,280
Residential	Tokyo Area	PRIME URBAN Nihonbashi Hamacho	Chuo-ku, Tokyo	1,550	0.2	1,600
Residential	Tokyo Area	PRIME URBAN Hongo Ikizaka	Bunkyo-ku, Tokyo	557	0.1	563
Residential	Tokyo Area	PRIME URBAN Hakusan	Bunkyo-ku, Tokyo	866	0.1	889
Residential	Tokyo Area	PRIME URBAN Yotsuya Gaen Higashi	Shinjuku-ku, Tokyo	1,490	0.2	1,520
Residential	Tokyo Area	PRIME URBAN Nishi Shinjuku I	Shinjuku-ku, Tokyo	1,090	0.1	1,110
Residential	Tokyo Area	PRIME URBAN Nishi Shinjuku II	Shinjuku-ku, Tokyo	885	0.1	905
Residential	Tokyo Area	PRIME URBAN Shinjuku Naitomachi	Shinjuku-ku, Tokyo	430	0.1	438



# Portfolio (NMF) (iii)

sector	Area	Name	Location	Acquisition Price (Millions Of Yen)	Ratio (%)	Appraisal Value (Millions Of Yen)
Residential	Tokyo Area	PRIME URBAN Nishi Waseda	Shinjuku-ku, Tokyo	421	0.1	431
Residential	Tokyo Area	PRIME URBAN Shinjuku Ochiai	Shinjuku-ku, Tokyo	594	0.1	604
Residential	Tokyo Area	PRIME URBAN Meijro	Shinjuku-ku, Tokyo	1,430	0.2	1,460
Residential	Tokyo Area	PRIME URBANKagurazaka	Shinjuku-ku, Tokyo	2,900	0.4	2,920
Residential	Tokyo Area	PRIME URBAN Sangen Jayalll	Setagaya-ku, Tokyo	718	0.1	733
Residential	Tokyo Area	PRIME URBAN Chitose Karasuyama	Setagaya-ku, Tokyo	717	0.1	731
Residential	Tokyo Area	PRIME URBAN Sangen Jaya	Setagaya-ku, Tokyo	724	0.1	740
Residential	Tokyo Area	PRIME URBAN Minami Karasuyama	Setagaya-ku, Tokyo	667	0.1	678
Residential	Tokyo Area	PRIME URBAN Karasuyama Galleria	Setagaya-ku, Tokyo	549	0.1	551
Residential	Tokyo Area	PRIME URBAN Karasuyama Court	Setagaya-ku, Tokyo	338	0.0	343
Residential	Tokyo Area	PRIME URBAN Chitose Funabashi	Setagaya-ku, Tokyo	746	0.1	756
Residential	Tokyo Area	PRIME URBAN Yoga	Setagaya-ku, Tokyo	1,390	0.2	1,450
Residential	Tokyo Area	PRIME URBAN Shinagawa Nishi	Shinagawa-ku, Tokyo	494	0.1	504
Residential	Tokyo Area	PRIME URBAN Osaki	Shinagawa-ku, Tokyo	1,860	0.2	1,900
Residential	Tokyo Area	PRIME URBAN Oimachi II	Shinagawa-ku, Tokyo	1,040	0.1	1,060
Residential	Tokyo Area	PRIME URBAN Yukiaya	Ota-ku, Tokyo	951	0.1	959
Residential	Tokyo Area	PRIME URBAN Omori	Ota-ku, Tokyo	905	0.1	922
Residential	Tokyo Area	PRIME URBAN Denenchofu Minami	Ota-ku, Tokyo	774	0.1	781
Residential	Tokyo Area	PRIME URBANNagahara Kamiikedai	Ota-ku, Tokyo	1,720	0.2	1,730
Residential	Tokyo Area	PRIME URBAN Nakano Kamitakada	Nakano-ku, Tokyo	498	0.1	508
Residential	Tokyo Area	PRIME URBAN Takaido	Suginami-ku, Tokyo	1,060	0.1	1,080
Residential	Tokyo Area	PRIME URBAN Nishi Ogikubo	Suginami-ku, Tokyo	414	0.1	423
Residential	Tokyo Area	PRIME URBAN Nishi Ogikuboll	Suginami-ku, Tokyo	1,790	0.2	1,810
Residential	Tokyo Area	PRIME URBAN Otsuka	Toshima-ku, Tokyo	730	0.1	745
Residential	Tokyo Area	PRIME URBAN Komagome	Toshima-ku, Tokyo	437	0.1	442
Residential	Tokyo Area	PRIME URBAN Ikebukuro	Toshima-ku, Tokyo	3,800	0.5	3,850
Residential	Tokyo Area	PRIME URBAN Monzen Nakacho	Koto-ku, Tokyo	2,420	0.3	2,470
Residential	Tokyo Area	PRIME URBAN Sumido	Koto-ku, Tokyo	779	0.1	794
Residential	Tokyo Area	PRIME URBAN Sumeiyoshi	Koto-ku, Tokyo	632	0.1	639
Residential	Tokyo Area	PRIME URBAN Mukojima	Sumida-ku, Tokyo	528	0.1	530
Residential	Tokyo Area	PRIME URBAN Kinshi Koen	Sumida-ku, Tokyo	1,290	0.2	1,310
Residential	Tokyo Area	PRIME URBAN Kinshicho	Sumida-ku, Tokyo	758	0.1	773
Residential	Tokyo Area	PRIME URBAN Hirai	Edogawa-ku, Tokyo	722	0.1	737
Residential	Tokyo Area	PRIME URBAN Kasai	Edogawa-ku, Tokyo	640	0.1	641
Residential	Tokyo Area	PRIME URBAN Kasai II	Edogawa-ku, Tokyo	981	0.1	989
Residential	Tokyo Area	PRIME URBAN Kasai East	Edogawa-ku, Tokyo	1,140	0.1	1,160
Residential	Tokyo Area	PRIME URBAN Itabashi Kyukushomae	Itabashi-ku, Tokyo	1,080	0.1	1,100
Residential	Tokyo Area	PRIME URBAN Asakusa	Taito-ku, Tokyo	384	0.0	393
Residential	Tokyo Area	PRIME URBAN Machiya South Court	Arakawa-ku, Tokyo	1,910	0.2	1,980
Residential	Tokyo Area	PRIME URBAN Musashi Koganei	Koganei-shi, Tokyo	1,910	0.2	1,910
Residential	Tokyo Area	PRIME URBAN Musashino Hills	Koganei-shi, Tokyo	1,280	0.2	1,280
Residential	Tokyo Area	PRIME URBANKoganei Honcho	Koganei-shi, Tokyo	791	0.1	807
Residential	Tokyo Area	PRIME URBAN Kumeгава	Higashimurayama-shi, Tokyo	1,520	0.2	1,530
Residential	Tokyo Area	PRIME URBAN Musashi Kosugi comodo	Kawasaki-shi, Kanagawa	1,940	0.2	2,000
Residential	Tokyo Area	PRIME URBAN Kawasaki	Kawasaki-shi, Kanagawa	962	0.1	986
Residential	Tokyo Area	PRIME URBAN Shinyugaoka	Kawasaki-shi, Kanagawa	1,020	0.1	1,040
Residential	Tokyo Area	PRIME URBAN Tsurumi Teraya	Yokohama-shi, Kanagawa	493	0.1	495
Residential	Tokyo Area	PRIME URBAN Urayasu	Urayasu-shi, Chiba	804	0.1	826
Residential	Tokyo Area	PRIME URBAN Gyotoku I	Ichikawa-shi, Chiba	633	0.1	643
Residential	Tokyo Area	PRIME URBAN Gyotoku II	Ichikawa-shi, Chiba	730	0.1	750

sector	Area	Name	Location	Acquisition Price (Millions Of Yen)	Ratio (%)	Appraisal Value (Millions Of Yen)
Residential	Tokyo Area	PRIME URBAN Gyotoku Ekimae	Ichikawa-shi, Chiba	488	0.1	490
Residential	Tokyo Area	PRIME URBAN Gyotoku Ekimaell	Ichikawa-shi, Chiba	469	0.1	470
Residential	Tokyo Area	PRIME URBAN Gyotokulll	Ichikawa-shi, Chiba	747	0.1	749
Residential	Tokyo Area	PRIME URBAN Nishi Funabashi	Funabashi-shi, Chiba	761	0.1	772
Residential	Tokyo Area	PRIME URBAN Kawaguchi	Kawaguchi-shi, Saitama	1,580	0.2	1,610
Residential	Tokyo Area	PROUD FLAT Hatchobori	Chuo-ku, Tokyo	920	0.1	952
Residential	Tokyo Area	PROUD FLAT Itabashi Honcho	Itabashi-ku, Tokyo	720	0.1	756
Residential	Tokyo Area	PRIME URBAN Meguro Mita	Meguro-ku, Tokyo	1,058	0.1	1,080
Residential	Other Area	PROUD FLAT Itsutsubashi	Sendai-shi, Miyagi	652	0.1	664
Residential	Other Area	PROUD FLAT Kawaramachi	Sendai-shi, Miyagi	735	0.1	650
Residential	Other Area	PROUD FLAT Shin Osaka	Osaka-shi, Osaka	1,620	0.2	1,630
Residential	Other Area	PRIME URBAN Kita Juyo Jo	Sapporo-shi, Hokkaido	274	0.0	277
Residential	Other Area	PRIME URBAN Odori Koen I	Sapporo-shi, Hokkaido	502	0.1	511
Residential	Other Area	PRIME URBAN Odori Koen II	Sapporo-shi, Hokkaido	334	0.0	340
Residential	Other Area	PRIME URBAN Kita Juichi Jo	Sapporo-shi, Hokkaido	547	0.1	557
Residential	Other Area	PRIME URBAN Miyanosawa	Sapporo-shi, Hokkaido	475	0.1	487
Residential	Other Area	PRIME URBAN Odori Higashi	Sapporo-shi, Hokkaido	394	0.1	398
Residential	Other Area	PRIME URBAN Chiji Koken	Sapporo-shi, Hokkaido	249	0.0	254
Residential	Other Area	PRIME URBAN Maruyama	Sapporo-shi, Hokkaido	229	0.0	232
Residential	Other Area	PRIME URBAN Kita Nijuyo Jo	Sapporo-shi, Hokkaido	437	0.1	445
Residential	Other Area	PRIME URBAN Sapporo Idaimae	Sapporo-shi, Hokkaido	616	0.1	625
Residential	Other Area	PRIME URBAN Sapporo Riverfront	Sapporo-shi, Hokkaido	4,480	0.6	4,560
Residential	Other Area	PRIME URBAN Kita Sanjo Dori	Sapporo-shi, Hokkaido	1,730	0.2	1,780
Residential	Other Area	PRIME URBAN Nagamachi Ichhome	Sendai-shi, Miyagi	1,140	0.1	1,010
Residential	Other Area	PRIME URBAN Yaotome Chuo	Sendai-shi, Miyagi	466	0.1	417
Residential	Other Area	PRIME URBAN Tsutsumidori Amamiya	Sendai-shi, Miyagi	949	0.1	843
Residential	Other Area	PRIME URBAN Aoi	Nagoya-shi, Aichi	712	0.1	724
Residential	Other Area	PRIME URBAN Kanayama	Nagoya-shi, Aichi	553	0.1	571
Residential	Other Area	PRIME URBAN Tsurumai	Nagoya-shi, Aichi	1,020	0.1	1,050
Residential	Other Area	PRIME URBANKamimaezu	Nagoya-shi, Aichi	1,590	0.2	1,610
Residential	Other Area	PRIME URBAN Izumi	Nagoya-shi, Aichi	3,770	0.5	3,870
Residential	Other Area	PRIME URBAN Esaka I	Suita-shi, Osaka	652	0.1	657
Residential	Other Area	PRIME URBAN Esaka II	Suita-shi, Osaka	794	0.1	809
Residential	Other Area	PRIME URBAN Esaka III	Suita-shi, Osaka	1,190	0.2	1,200
Residential	Other Area	PRIME URBANTamatsukuri	Osaka-shi, Osaka	1,020	0.1	1,040
Residential	Other Area	PRIME URBANSakaisuji Honmachi	Osaka-shi, Osaka	1,810	0.2	1,820
Residential	Other Area	PRIME URBAN Hakata	Fukuoka-shi, Fukuoka	588	0.1	589
Residential	Other Area	PRIME URBAN Yakuin Minami	Fukuoka-shi, Fukuoka	265	0.0	269
Residential	Other Area	PRIME URBAN Kashii	Fukuoka-shi, Fukuoka	398	0.1	326
Residential	Other Area	PRIME URBAN Hakata Higashi	Fukuoka-shi, Fukuoka	622	0.1	515
Residential	Other Area	PRIME URBAN Chihaya	Fukuoka-shi, Fukuoka	604	0.1	543
Residential	Other Area	PRIME URBAN Chikusa	Nagoya-shi, Aichi	1,110	0.1	1,130
Other	Tokyo Area	Ryotokuji University Shin-Urayasu Campus	Urayasu-shi, Chiba	4,900	0.6	5,090
Total				784,607	100.0	816,685
Office				340,344	43.4	343,443
Retail				140,153	17.9	155,165
Logistics				136,270	17.4	154,276
Residential				162,940	20.8	164,931
Other				4,900	0.6	5,090

# Portfolio (TOP)

sector	Area	Name	Location	Acquisition Price (Millions Of Yen)	Ratio (%)	Appraisal Value (Millions Of Yen)
Office	Tokyo Area	NEC Head Office Building	Minato-ku, Tokyo	41,950	22.0	54,500
Office	Tokyo Area	Harumi Island Triton Square Office Tower Y	Chuo-ku, Tokyo	33,000	17.3	27,200
Office	Tokyo Area	Harumi Island Triton Square Office Tower Z	Chuo-ku, Tokyo	20,000	10.5	12,300
Office	Tokyo Area	Kanda Nishiki-cho 3-chome Building	Chiyoda-ku, Tokyo	12,700	6.7	8,430
Office	Tokyo Area	Akasaka Oji Building	Minato-ku, Tokyo	9,660	5.1	9,610
Office	Tokyo Area	Shiba-Koen Building	Minato-ku, Tokyo	6,145	3.2	4,260
Office	Tokyo Area	Shinjuku EAST Building	Shinjuku-ku, Tokyo	5,800	3.0	6,690
Office	Tokyo Area	Shinkawa Chuo Building	Chuo-ku, Tokyo	5,610	2.9	6,310
Office	Tokyo Area	Ginza Oji Building	Chuo-ku, Tokyo	2,000	1.0	2,160
Office	Tokyo Area	Faret East Building	Tachikawa-shi, Tokyo	2,091	1.1	2,720
Retail	Tokyo Area	Sagamihara Shopping Center	Sagamihara-shi, Kanagawa	12,000	6.3	9,070
Retail	Tokyo Area	Ito-Yokado Higashi-Narashino Store	Narashino-shi, Chiba	8,900	4.7	3,990
Retail	Tokyo Area	Kojima×Bic Camera Kashiwa Store	Kashiwa-shi, Chiba	4,500	2.4	4,930
Retail	Tokyo Area	Musashirawa Shopping Square	Saitama-shi, Saitama	4,335	2.3	4,140
Retail	Other Area	MEL Building	Sendai-shi, Miyagi	1,210	0.6	1,340
Residential	Tokyo Area	TOP Residence Nihonbashi Kayabacho	Chuo-ku, Tokyo	2,400	1.3	2,860
Residential	Tokyo Area	Fukasawa House Towers H&I	Setagaya-ku, Tokyo	10,635	5.6	7,810
Residential	Tokyo Area	Ecology Toyosu Procentury	Koto-ku, Tokyo	5,160	2.7	5,500
Residential	Tokyo Area	Impress Musashi-Koganei	Koganei-shi, Tokyo	1,223	0.6	1,370
Residential	Tokyo Area	TOP Residence Yoga	Setagaya-ku, Tokyo	1,165	0.6	1,300
Total				190,484	100.0	176,490
Office				138,956	72.9	134,180
Retail				30,945	16.2	23,470
Logistics				-	-	-
Residential				20,583	10.8	18,840
Other				-	-	-

Note 1 : The above table indicates a list of the assets held by TOP as of May 26, 2016. By the effective date of Merger, it is scheduled that NMF will acquire the property of Landport Kashiwa Shonan II and that TOP will sell the Kojima×Bic Camera Kashiwa Store.

Note 2 : The acquisition price indicates the acquisition price for which each investment corporation acquired.

Note 3 : The investment ratio indicates the ratio to the total acquisition price.

Note 4 : Regarding the appraisal values, the values as of the end of the most recently published fiscal period (NMF: the end of February 2016, and TOP: the end of October 2015) are indicated, which are not equivalent to the estimated acquisition amount for the assets to be succeeded by NMF. With respect to the assets that were obtained on and after the end of the latest fiscal period, the values are indicated as the appraisal values as of the acquisition.

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For management fees that each investment corporation pays to its asset management company, please refer to the Articles of Incorporation of each investment corporation.

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