# *Multiplan Empreendimentos Imobiliários S.A.*

*(Convenience Translation into English from the Original Previously Issued in Portuguese)*

*Quarterly Information as of and for the Six-Month Period Ended June 30, 2012 and Independent Auditor´s Review Report*

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REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

To the Shareholders and Management of
Multiplan Empreendimentos Imobiliários S.A.
Rio de Janeiro - RJ

**Introduction**

We have reviewed the accompanying individual and consolidated interim financial information of Multiplan Empreendimentos Imobiliários S.A. (the "Company"), identified as individual and consolidated, included in the Interim Financial Information Form (ITR), for the quarter ended June 30, 2012, which comprises the balance sheet as of June 30, 2012 and the related income statement, for the three-month and six-month periods then ended, statements of changes in shareholders' equity and cash flows for the six-month period then ended, including the explanatory notes.

Management is responsible for the preparation of the individual interim financial information in accordance with CPC 21 – Interim Financial Reporting and the consolidated interim financial information in accordance with CPC 21 and IAS 34 – Interim Financial Reporting, issued by the International Accounting Standards Board (IASB), which considers the OCPC 04 on the application of the ICPC 02 to Brazilian real estate development companies, issued by the Accounting Pronouncements Committee (CPC), and approved by the Brazilian Securities Commission (CVM) and by the Federal Accounting Council (CFC), as well as for the presentation of such information in accordance with the standards issued by the CVM, applicable to the preparation of Interim Financial Information Form. Our responsibility is to express a conclusion on this interim financial information based on our review.

**Scope of review**

We conducted our review in accordance with Brazilian and international standards on review of interim financial information (NBC TR 2410 and ISRE 2410 – Review of Interim Financial Information Performed by the Independent Auditor of the Entity, respectively). A review of the interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in according with auditing standards and consequently does not enable us to obtain assurance that we would became aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

**Conclusion on the individual and consolidated interim financial information prepared in accordance with CPC 21**

Based on our review, nothing has come to our attention that causes us to believe that the accompanying individual and consolidated interim financial information included in the ITR referred to above is not prepared, in all material respects, in accordance with CPC 21 applicable to the preparation of Interim Financial Information – ITR and presented in accordance with the standards issued by CVM for the preparation of the Interim Financial Information – ITR.

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**Conclusion on the consolidated interim financial information prepared in accordance with IAS 34, which considers the OCPC 04 on the application of the ICPC 02 to Brazilian real estate development companies in Brazil, issued by CPC and approved by CVM and CFC**

Based on our review, nothing has come to our attention that causes us to believe that the accompanying consolidated interim financial information included in the ITR referred to above is not prepared, in all material respects, in accordance with and IAS 34, which considers the OCPC 04 on the application of ICPC 02 to Brazilian real estate development companies, issued by the Accounting Pronouncements Committee (CPC), and approved by the Brazilian Securities Commission (CVM) and the Federal Accounting Council (CFC), applicable to the preparation of Interim Financial Information - ITR and presented in accordance with the standards issued by CVM.

**Emphasis of Matter**

As described in explanatory Note 2, the individual and consolidated interim financial information have been prepared in accordance with accounting practices adopted in Brazil (CPC 21). The consolidated interim financial information prepared in accordance with IAS 34 considers, additionally, OCPC 04 guideline, issued by the Accounting Pronouncements Committee, which addresses revenue recognition for this industry and includes matters related to the significance and application of the continuous transfer of risk and benefits and control of units sold, as described in detail in explanatory Note 2. Our conclusion is not qualified in respect to this matter.

**Other Matters**

*Interim statements of value added*

We have also reviewed the individual and consolidated interim statements of value added ("DVA"), for the six-month period ended June 30, 2012, prepared under the responsibility of the Company's management, the presentation of which in the interim financial information is required by the CVM applicable to the preparation of Interim Financial Information - ITR and considered as complementary information by IFRS which does not require the presentation of DVA. These statements were subjected to the same review procedures described above and, based in our review, nothing came to our attention that causes us to believe that they are not prepared, in all material respects, in conformity with the individual and consolidated interim financial information prepared in accordance with CPC 21, taken as a whole.

*Review of the individual and consolidated interim financial information for the quarter ended June 30, 2011 and audit of the individual and consolidated financial information for the iear ended December 31, 2011*

The Interim Financial Information - ITR referred to in the first paragraph includes financial information corresponding to the income statement, statements of changes in shareholders' equity, cash flows and value added for the three-month and/or six-month periods ended June 30, 2011, obtained from the Interim Financial Information - ITR for the quarter ended June 30, 2011, and the balance sheets as at December 31, 2011, obtained from the financial statements as at December 31, 2011, which were prepared originally before the reclassifications described in Notes 2.25 and the adjustment described in Note 10, made to change this 2011 accounting information, presented for comparative purposes. The audit of the financial statements for the year ended December 31, 2011, such as prepared originally, and the review of the Interim

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Financial Information – ITR for the quarter ended June 30, 2011, presented for comparative purposes, were conducted under the responsibility of other independent auditors, who issued unqualified audit and review reports dated February 29, 2012 and July 25, 2011, respectively, containing an emphasis-of-matter paragraph regarding the same matter described in the emphasis-of-matter paragraph above.

As part of our review of the interim financial information as at June 30, 2012, we also reviewed the reclassifications described in Note 2.25 and the adjustment described in Note 10, made to change the financial information for the year ended December 31, 2011, presented for comparative purposes. Based on our review, nothing has come to our attention that such reclassifications and adjustments are not appropriate or have not been properly made, in all material respects. We have not been engaged to audit, review, or apply any other procedures to the Company's interim financial information – ITR on the figures for 2011 and, therefore, we do not express an opinion or any other form of assurance on the 2011 financial statements taken as a whole.

The accompanying interim financial information has been translated into English for the convenience of readers outside Brazil.

Rio de Janeiro, August 6, 2012

DELOITTE TOUCHE TOHMATSU
Auditores Independentes

Roberto Paulo Kenedi
Engagement Partner

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MULTIPLAN EMPREENDIMENTOS IMOBILIÁRIOS S.A.

# INDIVIDUAL AND CONSOLIDATED INTERIM FINANCIAL INFORMATION FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2012

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MULTIPLAN EMPREENDIMENTOS IMOBILIÁRIOS S.A.

BALANCE SHEETS OF JUNE 30, 2012 AND DECEMBER 31, 2011
(In thousands of Brazilian reais - R$)

| | June 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| | Individual | Consolidated | Individual- Reclassified | Consolidated- Reclassified |
| ASSETS | | | | |
| CURRENT | | | | |
| Cash and cash equivalents (Nota 3) | 353,495 | 445,938 | 504,089 | 558,343 |
| Trade accounts receivable (Note 4) | 173,124 | 207,495 | 203,523 | 219,219 |
| Land and properties held for sale (Note 7) | 5,465 | 107,318 | 5,537 | 146,573 |
| Sundry loans and advances (Note 5) | 13,133 | 18,247 | 20,163 | 22,817 |
| Recoverable taxes and contributions (Note 6) | 45,257 | 48,631 | 79,884 | 83,335 |
| Other | 6,157 | 13,278 | 12,539 | 14,140 |
| Total current assets | 596,631 | 840,907 | 825,735 | 1,044,427 |
| Noncurrent | | | | |
| Trade accounts receivable (Note 4) | 11,191 | 19,142 | 24,058 | 26,326 |
| Marketable securities | - | 865 | - | - |
| Land and properties held for sale (Note 7) | 29.844 | 314,235 | 27,321 | 310,610 |
| Sundry loans and advances (Note 5) | 9,481 | 9,630 | 8,909 | 8,909 |
| Due from related parties (Note 20) | 149 | 75 | 149 | 75 |
| Escrow deposits (Note 19) | 23,992 | 25,301 | 23,826 | 24,943 |
| | 74,657 | 369,248 | 84,263 | 370,863 |
| Investments (Note 9) | 969,023 | 12,279 | 647,091 | 11,429 |
| Investment properties (Note 10) | 2,579,098 | 3,380,000 | 2,648,796 | 2,987,757 |
| Property, plant and equipment (Note 11) | 12,567 | 19,312 | 12,863 | 19,812 |
| Intangible assets (Note 12) | 325,846 | 326,901 | 316,292 | 317,349 |
| Total noncurrent assets | 3.961,191 | 4,107,740 | 3,709,305 | 3,707,210 |
| Total Assets | 4,557,822 | 4,948,647 | 4,535,040 | 4,751,637 |

MULTIPLAN EMPREENDIMENTOS IMOBILIÁRIOS S.A.

BALANCE SHEETS OF JUNE 30, 2012 AND DECEMBER 31, 2011
(In thousands of Brazilian reais - R$)

| | June 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| | Individual | Consolidated | Individual - Reclassified | Consolidated - Reclassified |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | | |
| CURRENT | | | | |
| Loans and financing (Note 13) | 77,832 | 77,832 | 55,652 | 55,652 |
| Trade accounts payable (Note 14) | 84,974 | 146,918 | 88,212 | 108,941 |
| Payables for acquisition of properties (Note 16) | 36,408 | 49,893 | 35,593 | 41,436 |
| Taxes and contributions payable (Note 17) | 41,146 | 51,869 | 51,360 | 60,887 |
| Interest on capital (Note 22) | - | - | 85,042 | 85,042 |
| Deferred revenues and costs (Note 21) | 37,622 | 46,464 | 41,756 | 52,097 |
| Taxes paid in installments | - | 304 | - | 300 |
| Advances from customers | - | 30,967 | - | 9,095 |
| Debentures (Note 15) | 9,391 | 9,391 | 11,473 | 11,473 |
| Other | 2,960 | 2,593 | 2,376 | 1,770 |
| Total Current | 290,333 | 416,231 | 371,464 | 426,693 |
| NONCURRENT | | | | |
| Loans and financing (Note 13) | 630,173 | 804,180 | 501,863 | 501,503 |
| Payables for acquisition of properties (Note 16) | 52,079 | 69,118 | 72,634 | 92,214 |
| Debentures (Note 15) | 300,000 | 300,000 | 300,000 | 300,000 |
| Taxes paid in installments | - | 723 | - | 861 |
| Provision for administrative proceddings and lawsuits (Note 18) | 20,634 | 21,343 | 20,715 | 21,360 |
| Deferred income tax and social contribution (Note 8) | 81,373 | 79,628 | 49,114 | 48,135 |
| Deferred revenue and cost (Note 21) | 48,021 | 123,854 | 128,213 | 144,511 |
| Total noncurrent | 1,132,280 | 1,398,846 | 1,072,539 | 1,108,584 |
| SHAREHOLDERS' EQUITY (Note 22) | | | | |
| Capital | 1,761,662 | 1,761,662 | 1,761,662 | 1,761,662 |
| Share issue costs | (21,016) | (21,016) | (21,016) | (21,016) |
| Treasury shares | (30,605) | (30,605) | (34,258) | (34,258) |
| Capital reserves | 960,997 | 960,997 | 968,403 | 968,403 |
| Profit reserves | 367,216 | 365,381 | 416,246 | 414,101 |
| Effects on capital transactions | (89,996) | (89,996) | - | - |
| Acumulatted profits | 186,951 | 186,951 | - | - |
| | 3,135,209 | 3,133,374 | 3,091,037 | 3,088,892 |
| Noncontrolling interest | - | 196 | - | 127,468 |
| Total shareholders' equity | 3,135,209 | 3,133,570 | 3,091,037 | 3,216,360 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | 4,557,822 | 4,948,647 | 4,535,040 | 4,751,637 |

The accompanying notes are an integral part of these interim financial information.

MULTIPLAN EMPREENDIMENTOS IMOBILIÁRIOS S.A.

INCOME STATEMENTS
FOR THE THREE AND SIX-MONTH PERIODS ENDED JUNE 30, 2012 AND 2011
(In thousands of Brazilian reais, except basic and diluted earnings per share, in Brazilian reais)

| | Individual | | | |
|---|---|---|---|---|
| | 04/01/2012 to 06/30/2012 | 01/01/2012 to 06/30/2012 | 04/01/2011 to 06/30/2011 | 01/01/2011 to 06/30/2011 |
| NET OPERATING REVENUE (Nota 23) | 168,796 | 328,952 | 142,041 | 283,525 |
| Operating income (expenses): | | | | |
| Administrative expenses (headquarters) | (21,088) | (46,317) | (20,081) | (41,352) |
| Administrative expenses (shopping centers) | (12,700) | (24,814) | (9,907) | (19,195) |
| Expenses on projects for lease | (8,396) | (10,150) | (3,194) | (6,601) |
| Expenses on projects for sale | (1,034) | (1,945) | (907) | (2,109) |
| Expenses on share-based compensation (Note 22) | (2,782) | (4,883) | (2,164) | (3,509) |
| Cost of properties sold | (8,883) | (17,274) | (9,390) | (23,382) |
| Equity in subsidiaries (Note 9) | 1,564 | 73,609 | 4,100 | 8,765 |
| Financial income (expenses), net (Note 24) | (6,982) | (16,119) | 6,844 | 16,724 |
| Depreciation and amortization | (16,050) | (31,561) | (13,141) | (25,679) |
| Other operating income , net | 928 | 1,650 | 833 | 2,300 |
| INCOME BEFORE INCOME TAX AND SOCIAL CONTRIBUTION | 93,373 | 251,148 | 95,034 | 189,487 |
| Current income tax and social contribution (Note 8) | (16,963) | (31,938) | (29,807) | (36,628) |
| Deferred income tax and social contribution (Note 8) | (13,038) | (32,259) | (4,457) | (29,654) |
| Total of Current and Deferred income tax and social contribution | (30,001) | (64,197) | (34,264) | (66,282) |
| NET INCOME FOR THE PERIOD | 63,372 | 186,951 | 60,770 | 123,205 |
| | | 1,0488 | | 0,6915 |
| Basic earnings per share (Note 28) | | 1,0484 | | 0,6910 |
| Diluted earnings per share (Note 28) | | | | |

The accompanying notes are an integral part of these interim financial information.

MULTIPLAN EMPREENDIMENTOS IMOBILIÁRIOS S.A.

INCOME STATEMENTS
FOR THE THREE AND SIX-MONTH PERIODS ENDED JUNE 30, 2012 AND 2011
(In thousands of Brazilian reais, except basic and diluted earnings per share, in Brazilian reais)

| | Consolidated | | | |
|---|---|---|---|---|
| | 04/01/2012 to 06/30/2012 | 01/01/2012 to 06/30/2012 | 04/01/2011 to 06/30/2011 | 01/01/2011 to 06/30/2011 |
| NET OPERATING REVENUE (Nota 23) | 191,777 | 515,126 | 158,682 | 316,495 |
| Operating income (expenses): | | | | |
| Administrative expenses (headquarters) | (21,170) | (46,731) | (20,071) | (41,697) |
| Administrative expenses (shopping centers) | (20,718) | (39,078) | (17,243) | (32,676) |
| Expenses on projects for lease | (11,207) | (13,550) | (3,296) | (6,741) |
| Expenses on projects for sale | (3,375) | (9,357) | (1,273) | (2,475) |
| Expenses on share-based compensation (Note 22) | (2,782) | (4,883) | (2,164) | (3,509) |
| Cost of properties sold | (12,929) | (93,094) | (9,390) | (23,382) |
| Equity in subsidiaries (Note 9) | (214) | 850 | 778 | 1,382 |
| Financial income (expenses), net (Note 24) | (6,104) | (13,212) | 7,614 | 19,171 |
| Depreciation and amortization | (17,656) | (34,919) | (14,941) | (29,258) |
| Other operating income, net | 1,041 | 1,857 | 1,125 | 2,593 |
| INCOME BEFORE INCOME TAX AND SOCIAL CONTRIBUTION | 96,663 | 263,009 | 99,821 | 199,903 |
| Current income tax and social contribution (Note 8) | (20,423) | (42,502) | (31,949) | (40,554) |
| Deferred income tax and social contribution (Note 8) | (13,118) | (31,646) | (4,798) | (29,815) |
| Total of Current and Deferred income tax and social contribution | (33,541) | (74,148) | (36,747) | (70,369) |
| INCOME BEFORE NONCONTROLLING INTEREST | 63,122 | 188,861 | 63,074 | 129,534 |
| Noncontrolling interest | (19) | (1,267) | (2,002) | (4,740) |
| Net income for the period | 63,103 | 187,594 | 61,072 | 124,794 |
| Basic earnings per share (Note 28) | | 1,0524 | | 0,7004 |
| Diluted earnings per share (Note 28) | | 1,0520 | | 0,6999 |

The accompanying notes are an integral part of these interim financial information.

(Convenience Translation into English from the Original Previously Issued in Portuguese)

MULTIPLAN EMPREENDIMENTOS IMOBILIÁRIOS S.A.

INDIVIDUAL STATEMENTS OF CHANGES IN EQUITY
FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2012 AND 2011
(In thousands of Brazilian reais - R$)

| | Individual | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Capital | | | Capital Reserves | | | Profit Reserves | | | | |
| | Capital | Share issue costs | Treasury shares | Stock options granted | Premium reserve in capital | Goodwill reserve on issuance of shares | Legal reserve | Expansion reserve | Effects on capital transactions | Retained earnings | Total |
| BALANCES AT DECEMBER 31, 2010 | 1,761,662 | (21,016) | (34,769) | 34,941 | 186,548 | 747,697 | 21,481 | 249,344 | - | - | 2,945,888 |
| Buyback of shares to be held in treasury | - | - | (8,416) | - | - | - | - | - | - | - | (8,416) |
| Use of shares held in treasury to pay exercised shares | - | - | 10,024 | - | - | (6,339) | - | - | - | - | 3,685 |
| Stock options granted | - | - | - | 3,509 | - | (117) | - | - | - | - | 3,392 |
| Payments of supplementary dividends | - | - | - | - | - | - | - | (51,469) | - | - | (51,469) |
| Net income for the period | - | - | - | - | - | - | - | - | - | 123,205 | 123,205 |
| BALANCES AT JUNE 30, 2011 | 1,761,662 | (21,016) | (33,161) | 38,450 | 186,548 | 741,241 | 21,481 | 197,875 | - | 123,205 | 3,016,285 |
| BALANCES AT DECEMBER 31, 2011 | 1,761,662 | (21,016) | (34,258) | 42,603 | 186,548 | 739,252 | 36,325 | 379,921 | - | - | 3,091,037 |
| Buyback of shares to be held in treasury (Note 22,f) | - | - | (34,281) | - | - | - | - | - | - | - | (34,281) |
| Stock options exercise (Note 22,h) | - | - | 37,934 | - | - | (12,289) | - | - | - | - | 25,645 |
| Stock options granted | - | - | - | 4,883 | - | - | - | - | - | - | 4,883 |
| Effects on Capital transactions | - | - | - | - | - | - | - | - | (89,996) | - | (89,996) |
| Payments of supplementary interest on capital and dividends (Note 22,g) | - | - | - | - | - | - | - | (49,030) | - | - | (49,030) |
| Net income for the period | - | - | - | - | - | - | - | - | - | 186,951 | 186,951 |
| BALANCES AT JUNE 30,2012 | 1,761,662 | (21,016) | (30,605) | 47,486 | 186,548 | 726,963 | 36,325 | 330,891 | (89,996) | 186,951 | 3,135,209 |

The accompanying notes are an integral part of these interim financial information.

(Convenience Translation into English from the Original Previously Issued in Portuguese)

MULTIPLAN EMPREENDIMENTOS IMOBILIÁRIOS S.A.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2012 AND 2011
(In thousands of Brazilian reais - R$)

| | Consolidated | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Capital | | | Capital Reserves | | | Profit Reserves | | | | | | | |
| | Capital | Share issue costs | Treasury shares | Stock options granted | Premium reserve in capital | Goodwill reserve on issuance of shares | Legal reserve | Expansion reserve | Adjustments in the parent (Nota 2,2) | Effects on capital transactions | Retained earnings | Total | Non controlling interest | Total |
| BALANCES AT DECEMBER 31, 2010 | 1,761,662 | (21,016) | (34,769) | 34,941 | 186,548 | 747,697 | 21,481 | 249,344 | (2,765) | - | - | 2,943,123 | 22,328 | 2,965,451 |
| Equity in Subsidiaries | | | | | | | | | | | | | | |
| Amortization of deferred charges in subsidiary | - | - | - | - | - | - | - | - | - | - | (1,323) | (1,323) | - | (1,323) |
| Buyback of shares to be held in treasury (Note 22,f) | - | - | - | - | - | - | - | - | 266 | - | (266) | - | - | - |
| Use of shares held in treasury to pay exercised shares | - | - | (8,416) | - | - | - | - | - | - | | - | (8,416) | - | (8,416) |
| Stock options granted | - | - | 10,024 | - | - | (6,456) | - | - | - | - | - | 3,568 | - | 3,568 |
| Payment of supplementary dividends | - | - | - | 3,509 | - | - | - | - | - | - | - | 3,509 | - | 3,509 |
| Non controlling interest | - | - | - | - | - | - | - | (51,469) | - | - | - | (51,469) | - | (51,469) |
| Net income for the period before non controlling interest | - | - | - | - | - | - | - | - | - | - | (4,740) | (4,740) | 103,427 | 98,687 |
| | - | - | - | - | - | - | - | - | - | - | 129,534 | 129,534 | (4,740) | 124,794 |
| BALANCES AT JUNE 30, 2011 | 1,761,662 | (21,016) | (33,161) | 38,450 | 186,548 | 741,241 | 21,481 | 197,875 | (2,499) | - | 123,205 | 3,013,786 | 121,015 | 3,134,801 |
| BALANCES AT DECEMBER 31, 2011 | 1,761,662 | (21,016) | (34,258) | 42,603 | 186,548 | 739,252 | 36,325 | 379,921 | (2,145) | - | - | 3,088,892 | 127,468 | 3,216,360 |
| Equity in Subsidiaries | - | - | - | - | - | - | - | - | - | - | (333) | (333) | - | (333) |
| Amortization of deferred charges in subsidiary | - | - | - | - | - | - | - | - | 310 | - | (310) | - | - | - |
| Buyback of shares to be held in treasury (Note 22,f) | - | - | (34,281) | - | - | - | - | - | - | - | - | (34,281) | - | (34,281) |
| Stock options exercise (Note 22,h) | - | - | 37,934 | - | - | (12,289) | - | - | - | - | - | 25,645 | - | 25,645 |
| Stock options granted | - | - | - | 4,883 | - | - | - | - | - | - | - | 4,883 | - | 4,883 |
| Effects on capital transactions | - | - | - | - | - | - | - | - | - | (89,996) | - | (89,996) | - | (89,996) |
| Noncontrolling interest | - | - | - | - | - | - | - | - | - | - | (1,267) | (1,267) | (126,005) | (127,272) |
| Payments of supplementary interest on capital and dividends (Note 22,g) | - | - | - | - | - | - | - | (49,030) | - | - | - | (49,030) | - | (49,030) |
| Net income for the period before non controlling interest | - | - | - | - | - | - | - | - | - | - | 188,861 | 188,861 | (1,267) | 187,594 |
| BALANCES AT JUNE 30,2012 | 1,761,662 | (21,016) | (30,605) | 47,486 | 186,548 | 726,963 | 36,325 | 330,891 | (1,835) | (89,996) | 186,951 | 3,133,374 | 196 | 3,133,570 |

The accompanying notes are an integral part of these interim financial information

MULTIPLAN EMPREENDIMENTOS IMOBILIÁRIOS S.A.

STATEMENTS OF CASH FLOWS
FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2012 AND 2011
(In thousands of Brazilian reais - R$)

| | 2012 | | 2011 | |
|---|---|---|---|---|
| | Individual | Consolidated | Individual | Consolidated |
| Cash flows from operating activities | | | | |
| Income before income tax and social contribution | 251,148 | 263,009 | 189,487 | 199,903 |
| Adjustments | | | | |
| Depreciation and amortization | 31,561 | 34,919 | 25,679 | 29,258 |
| Equity in subsidiaries | (73,609) | (850) | (8,765) | (1,382) |
| Share-based compensation | 4,883 | 4,883 | 3,509 | 3,509 |
| Deferred revenue and cost | (14,347) | (18,447) | (13,388) | (19,207) |
| Inflation adjustment on debentures | 15,423 | 15,423 | 5,739 | 5,739 |
| Inflation adjustment on loans and financing | 23,084 | 24,385 | 3,503 | 3,503 |
| Inflation adjustment on payables for acquisition of properties | 881 | 2,722 | 5,050 | 5,050 |
| Inflation adjustment on sundry loans and advances | (443) | (443) | (1,162) | (1,162) |
| Adjustment to presente value | 348 | 225 | 1,246 | 1,246 |
| Others | 233 | 272 | 70 | (1,273) |
| **Adjusted net income before income tax and social contribution** | 239,162 | 326,098 | 210,968 | 225,184 |
| Changes in operating assets and liabilities | | | | |
| Lands and properties held for sale | (2,451) | 35,630 | (3,681) | (37,821) |
| Trade accounts receivable | 16,448 | 20,094 | 7,089 | 9,014 |
| Recoverable taxes | 34,627 | 34.704 | (19,460) | (18,580) |
| Escrow deposits | (166) | (358) | (392) | (392) |
| Received Dividends | 101,008 | - | 1,219 | - |
| Interest on loans and advances | 115 | 115 | - | - |
| Other assets | 6,382 | 862 | 368 | 114 |
| Trade accounts payable | 34,260 | 37,977 | 11,626 | 8,996 |
| Payables for acquisition of properties | (11,909) | (17,361) | (22,212) | 5,707 |
| Taxes and contributions payable | (42,152) | (51.565) | (20,105) | (25,142) |
| Taxes paid in installments | - | (134) | - | (126) |
| Deferred revenue and cost | (3,355) | (11,913) | 40,645 | 40,053 |
| Advances from customers | - | 21,872 | (10,879) | (10,879) |
| Payments of interest loans and financing obtained | (27,263) | (27,263) | (15,068) | (15,068) |
| Payments of interest on debentures | (17,505) | (17,505) | (6,448) | (6,448) |
| Other payables | 584 | 519 | (590) | (654) |
| **Cash flows provided by operating activities** | 327,785 | 351,772 | 173,080 | 173,958 |

(Continues)

MULTIPLAN EMPREENDIMENTOS IMOBILIÁRIOS S.A.

STATEMENTS OF CASH FLOWS
FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2012 AND 2011
(In thousands of Brazilian reais - R$)

| | 2012 | | 2011 | |
|---|---|---|---|---|
| | Individual | Consolidated | Individual | Consolidated |
| | | | (Reclassified) | (Reclassified) |
| Cash flows from investing activities | | | | |
| Decrease (increase) in investments | (208,596) | - | (72,225) | 2,743 |
| Decrease (Increase) on sundry loans and advances | 4,438 | 4,512 | 58,926 | (4,454) |
| Interest on loans and advances | - | - | 135 | 135 |
| Marketable securities | - | (865) | | |
| Additions to property, plant and equipament | (569) | (570) | (595) | (595) |
| Additions to investment properties | (299,446) | (443,138) | (266,251) | (270,499) |
| Write off in investment properties | 559 | 559 | 1,378 | 1,378 |
| Additions to intangible assets | (11,568) | (11,584) | (307) | (305) |
| Cash flows used in investing activities | (515,182) | (451,086) | (278,939) | (271,597) |
| Cash flows from financing activities | | | | |
| Loans and financing | 291,363 | 335,732 | 104,775 | 104,505 |
| Payment of loans and financing | (21,856) | (22,443) | (34,721) | (34,451) |
| Goodwill reserve | 25,645 | 25,645 | (6,455) | (6,455) |
| Increase (decrease) in due to related parties | - | - | - | (93,949) |
| Buyback of shares to be held in treasury | (34,281) | (34,281) | 1,608 | 1,608 |
| Payment of debentures | - | - | (100,000) | (100,000) |
| Effect on capital transactions | (89,996) | (55,133) | - | - |
| Noncontrolling interest | - | (128,539) | - | 93,947 |
| Payment of interest on capital and dividends | (134,072) | (134,072) | (102,938) | (102,938) |
| Cash flows provided by financing activities | 36,803 | (13,091) | (137,731) | (137,733) |
| Cash flows | (150,594) | (112,405) | (243,590) | (235,372) |
| Cash and cash equivalents at the beginning of the period | 504,089 | 558,343 | 764,694 | 794,839 |
| Cash and cash equivalents at end of the period | 353,495 | 445,938 | 521,104 | 559,467 |
| Changes in cash and cash equivalents | (150,594) | (112,405) | (243,590) | (235,372) |

The accompanying notes are an integral part of these interim financial information.

MULTIPLAN EMPREENDIMENTOS IMOBILIÁRIOS S.A.

STATEMENTS OF VALUE ADDED
FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2012 AND 2011
(In thousands of Brazilian reais - R$)

| | Individual | |
|---|---|---|
| | 2012 | 2011 |
| Revenues: | | |
| Revenues from sales and services | 358,870 | 309,695 |
| Other revenues | 2,905 | 3,088 |
| Allowance for doubtful accounts | (314) | 157 |
| | 361,461 | 312,940 |
| Inputs purchased from third parties: | | |
| Cost of sales and services | (17,274) | (41,507) |
| Energy, outside services and other | (50,918) | (24,998) |
| | (68,192) | (66,505) |
| Gross value added | 293,269 | 246,435 |
| Retentions: | | |
| Depreciation and amortization | (31,561) | (25,679) |
| Wealth created | 261,708 | 220,756 |
| Wealth received in a transfer: | | |
| Equity in subsidiaries | 73,609 | 8,765 |
| Financial income | 34,313 | 44,086 |
| | 107,922 | 52,851 |
| Distribution of wealth | 369,630 | 273,607 |
| Wealth distributed: | | |
| Personnel | | |
| Direct remuneration | (22,969) | (19,711) |
| Benefits | (1,762) | (1,618) |
| FGTS | (630) | (497) |
| | (25,361) | (21,826) |
| Taxes, fees and contributions | | |
| Federal | (102,126) | (96,614) |
| State | (24) | (5) |
| Municipal | (6,390) | (3,249) |
| | (108,540) | (99,868) |
| Lenders | | |
| Interests, exchange rate changes and inflation adjustment | (45,088) | (25,524) |
| Rental Expenses | (3,690) | (3,184) |
| | (48,778) | (28,708) |
| Shareholders | | |
| Retained earnings | (186,951) | (123,205) |
| | (186,951) | (123,205) |
| Wealth distributed | (369,630) | (273,607) |

(Continues)

MULTIPLAN EMPREENDIMENTOS IMOBILIÁRIOS S.A.

STATEMENTS OF VALUE ADDED
FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2012 AND 2011
(In thousands of Brazilian reais - R$)

| | Consolidated | |
|---|---|---|
| | 2012 | 2011 |
| Revenues: | | |
| Revenues from sales and services | 557,605 | 347,658 |
| Other revenues | 3,111 | 3,090 |
| Allowance for doubtful accounts | (622) | 147 |
| | 560,094 | 350,895 |
| Inputs purchased from third parties: | | |
| Cost of sales and services | (73,070) | (52,632) |
| Energy, outside services and others | (93,094) | (25,727) |
| | (166,164) | (78,359) |
| Gross value added | 393,930 | 272,536 |
| Retentions: | | |
| Depreciation and amortization | (34,919) | (29,258) |
| Wealth created | 359,011 | 243,278 |
| Wealth received in a transfer: | | |
| Equity in subsidiaries | 850 | 1,382 |
| Financial income | 37,908 | 46,705 |
| | 38,758 | 48,087 |
| Distribution of wealth | 397,769 | 291,365 |
| Wealth distributed: | | |
| Personnel - | | |
| Direct remuneration | (23,507) | (20,385) |
| Benefits | (1,973) | (1,864) |
| FGTS | (631) | (558) |
| | (26,111) | (22,807) |
| Taxes, fees and contributions | | |
| Federal | (120,873) | (102,606) |
| State | (28) | (5) |
| Municipal | (12,296) | (7,506) |
| | (133,197) | (110,117) |
| Lenders | | |
| Interests, exchange rate changes and inflation adjustment | (45,771) | (25,694) |
| Rental expenses | (3,829) | (3,213) |
| | (49,600) | (28,907) |
| Shareholders | | |
| Dividends | (1,267) | (4,740) |
| Retained earnings | (187,594) | (124,794) |
| | (188,861) | (129,534) |
| Wealth distributed | (397,769) | (291,365) |

The accompanying notes are an integral part of these interim financial information.

## 1. GENERAL INFORMATION

The individual and consolidated interim financial information of Multiplan Empreendimentos Imobiliários S.A. ("Company", "Multiplan" or "Multiplan Group" when referred to jointly with its subsidiaries) for the six months period ended June 30, 2012 were authorized for issuance by Management on August 06, 2012. The Company was established as a publicly-traded entity headquartered in Brazil, whose shares are traded on the São Paulo Stock Exchange (BM&FBovespa). The Company is located at Avenida das Américas, 4200, Bloco 2 - 5$^{th}$ floor, Barra da Tijuca, Rio de Janeiro, Brazil.

The Company was established on December 30, 2005 and in engaged mainly in (a) the planning, construction, development and sale of real estate projects of any nature, either residential or commercial, including mainly urban shopping centers and areas developed based on these real estate projects; (b) the purchase and sale of real estate and the acquisition and disposal of real estate rights, and their operation, in any mean, including through lease; (c) the provision of management and administrative services for its own shopping centers, or those of third parties; (d) the provision of technical advisory and support services concerning real estate issues; (e) civil construction, the execution of construction works and provision of engineering and similar services in the real estate market; (f) development, promotion, management, planning and intermediation of real estate developments; (g) import and export of goods and services related to its activities; and (h) the acquisition of equity interests and share control in other entities, as well as joint ventures with other entities, where it is authorized to enter into shareholders' agreements in order to attain or supplement its corporate purpose.

As at June 30, 2012 and December 31, 2011, the Company holds direct and indirect interests in the following real estate developments:

| | | | Equity interest - % | |
|---|---|---|---|---|
| Real estate development | Location | Beginning of operations | June 2012 | December 2011 |
| Shopping centers | | | | |
| BHShopping | Belo Horizonte | 1979 | 80.0 | 80.0 |
| BarraShopping | Rio de Janeiro | 1981 | 51.1 | 51.1 |
| RibeirãoShopping | Ribeirão Preto | 1981 | 76.2 | 76.2 |
| MorumbiShopping | São Paulo | 1982 | 65.8 | 65.8 |
| ParkShopping | Brasília | 1983 | 60.0 | 60.0 |
| DiamondMall | Belo Horizonte | 1996 | 90.0 | 90.0 |
| Shopping Anália Franco | São Paulo | 1999 | 30.0 | 30.0 |
| ParkShopping Barigui | Curitiba | 2003 | 84.0 | 84.0 |
| Shopping Pátio Savassi | Belo Horizonte | 2004 | 96.5 | 96.5 |
| BarraShopping Sul | Porto Alegre | 2008 | 100.0 | 100.0 |
| Vila Olímpia | São Paulo | 2009 | 60.0 | 30.0 |
| New York City Center | Rio de Janeiro | 1999 | 50.0 | 50.0 |
| Santa Úrsula | São Paulo | 1999 | 62.5 | 62.5 |
| Parkshopping São Caetano | São Caetano | 2011 | 100.0 | 100.0 |

The majority of the shopping centers are managed based on a structure known as "*Condomínio Pro Indiviso*" - CPI (undivided interest). The shopping centers are not legal entities, but units operated under an agreement whereby the owners (investors) share all revenues, costs and expenses. The CPI structure is an option permitted by Brazilian laws for a period of five years, with possibility of renewal. Under the CPI structure, each co-investor holds an interest in property, which is undivided. On June 30, 2012, the Company is the legal representative and manager of all above mentioned shopping centers.

The activities performed by the major investees are summarized below (see information on Multiplan's equity interest in these investees in Note 2):

a) Multiplan Administradora de Shopping Centers Ltda.

It is engaged in managing paking lots in its own shopping centers, and also managing, promoting, operating and developing third party shopping centers.

b) Silent Partnership (SCP)

On February 15, 2006, the Company and its parent company Multiplan Planejamento, Participações e Administração S.A. ("MTP") established a silent partnership to build a residential real estate project named "Royal Green Península". The Company holds 98% interest. However, MTP holds the share control of the SCP.

c) MPH Empreendimentos Imobiliários Ltda.

The Company holds 100% interest in MPH Empreendimentos Imobiliários Ltda., 50% trought its subsidiary Morumbi Business Center Empreendimentos Imobiliários. MPH Empreendimentos Imobiliários Ltda. was established on September 1, 2006 and is engaged mainly in developing, holding interest in and subsequently operating a shopping mall located in Vila Olímpia district in the city of São Paulo, in which holds 60% interest.

d) Manati Empreendimentos e Participações S.A. ("Manati")

It is engaged in operating and managing, either directly or indirectly, a parking lot and Shopping Center Santa Úrsula, located in the city of Ribeirão Preto, in the São Paulo State. Manati is jointly controlled by Multiplan Empreendimentos Imobiliários S.A. and Aliansce Shopping Centers S.A., as defined in the Shareholders' Agreement dated April 25, 2008.

e) Parque Shopping Maceió S.A.(formerly named Halleiwa Empreendimentos Imobiliários S.A)

It is engaged in the construction and development of real estate projects, including shopping centers with parking spaces in a land located at Av. Gustavo Paiva s/n°, Cruz das Almas, Maceió. Parque Shopping Maceió is jointly controlled by Multiplan Empreendimentos Imobiliários S.A. and Aliansce Shopping Centers S.A., as defined in the Shareholders' Agreement dated May 20, 2008.

f) Danville SP Empreendimentos Imobiliários Ltda.("Danville")

It is engaged in developing real estate projects including the purchase, sale, lease and development of own real estate, without providing services to third parties, as well as holding interests in other entities.

g) Multiplan Greenfield I Empreendimento Imobiliário Ltda.

It is engaged in (i) the planning, implementation, development and sale of real estate developments of any nature; (ii) purchase and sale of properties and acquisition and sale of real estate rights, and the exploration thereof; (iii) rendering of commercial center management and administration services; (iv) technical consulting and support services related to real estate issues; (v) civil construction, performance of construction works and rendering of engineering and related services in the real estate sector; (vi) real estate development, promotion, management and planning.

h) Barrasul Empreendimento Imobiliário Ltda.

It is engaged in (i) the planning, implementation, development and sale of real estate developments of any nature; (ii) purchase and sale of properties and acquisition and sale of real estate rights, and the exploration thereof; (iii) rendering of commercial center management and administration services; (iv) technical consulting and support services related to real estate issues; (v) civil construction, performance of construction works and rendering of engineering and related services in the real estate sector; (vi) real estate development, promotion, management and planning.

i) Ribeirão Residencial Empreendimento Imobiliário Ltda. (formerly named Multiplan Ribeirão Empreendimento Imobiliário Ltda.)

It is engaged in (i) the planning, implementation, development and sale of real estate developments of any nature; (ii) purchase and sale of properties and acquisition and sale of real estate rights, and the exploration thereof; (iii) rendering of commercial center management and administration services; (iv) technical consulting and support services related to real estate issues; (v) civil construction, performance of construction works and rendering of engineering and related services in the real estate sector; (vi) real estate development, promotion, management and planning.

j) Morumbi Business Center Empreendimento Imobiliário Ltda.

The Company holds 100% interest in Morumbi Business Center Empreendimento Imobiliário Ltda., which holds 50% interest in MPH Empreendimentos Imobiliários Ltda. As mentioned in Note 1.c, MPH Empreendimentos Imobiliários Ltda. holds 60% interest in Shopping Vila Olímpia.

k) Multiplan Greenfield II Empreendimento Imobiliário Ltda.

It is engaged in (i) the planning, implementation, development and sale of real estate developments of any nature; (ii) purchase and sale of properties and acquisition and sale of real estate rights, and the exploration thereof; (iii) rendering of commercial center management and administration services; (iv) technical consulting and support services related to real estate issues; (v) civil construction, performance of construction works and rendering of engineering and related services in the real estate sector; (vi) real estate development, promotion, management and planning.

l) Multiplan Greenfield III Empreendimento Imobiliário Ltda.

It is engaged in (i) the planning, implementation, development and sale of real estate developments of any nature; (ii) purchase and sale of properties and acquisition and sale of real estate rights, and the exploration thereof; (iii) rendering of commercial center management and administration services; (iv) technical consulting and support services related to real estate issues; (v) civil construction, performance of construction works and rendering of engineering and related services in the real estate sector; (vi) real estate development, promotion, management and planning.

m) Multiplan Greenfield IV Empreendimento Imobiliário Ltda.

It is engaged in (i) the planning, implementation, development and sale of real estate developments of any nature; (ii) purchase and sale of properties and acquisition and sale of real estate rights, and the exploration thereof; (iii) rendering of commercial center management and administration services; (iv) technical consulting and support services related to real estate issues; (v) civil construction, performance of construction works and rendering of engineering and related services in the real estate sector; (vi) real estate development, promotion, management and planning.

n) Jundiaí Shopping Center Ltda.

It is engaged in (i) purchase, sale of properties and development of own real estate, without providing services of any nature to third parties; and (ii) acquisition of equity interests and share control in other entities.

o) Parkshopping Campo Grande Ltda.

It is engaged in (i) purchase, sale of properties and development of own real estate, without providing services of any nature to third parties; and (ii) acquisition of equity interests and share control in other entities.

p) Other

In September 2006, the Company entered into a Private Instrument for Service Agreement Assignment with its subsidiaries Renasce - Rede Nacional de Shopping Centers Ltda., Multiplan Administradora de Shopping Centers Ltda., CAA - Corretagem e Consultoria Publicitária S/C Ltda., and CAA - Corretagem Imobiliária Ltda. Under this agreement, beginning October 1, 2006, the aforementioned subsidiaries assign to and confer upon the Company all rights and obligations arising from the service agreements entered into between those subsidiaries and the shopping centers.

Therefore, the Company started to perform the following activities: (i) provision of specialized brokerage, advertising and publicity advisory services, for lease and/or sale of commercial spaces ("merchandising"); (ii) provision of specialized real estate brokerage and business advisory services in general; and (iii) management of shopping centers.

1.1. Capital increase and cession of assets and liabilities

On May 2nd and 31st, 2012, the Company increased the Jundiaí Shopping Center Ltda. capital in R$52,693 and R$79,759, respectively, and Parkshopping Campo Grande Ltda. capital in R$28,220 and R$39,001, respectively, through the transfer of investment properties held by the Company, as well as all rights and obligations relating to these projects.

The Company continues to hold, indirectly, 100% participation in the projects mentioned above. The assets and liabilities transferred are as follows:

| | Jundiaí Shopping Center Ltda. | Parkshopping Campo Grande Ltda. |
|---|---|---|
| Assets: | | |
| Cash and cash equivalents | 4,577 | 88 |
| Marketable securities | - | 19,321 |
| Trade accounts receivable | 8,730 | 17,005 |
| Other current assets | 2,014 | 1,709 |
| Noncurrent assets | 1,618 | 5,244 |
| Investment properties/Property, plant and Equipment | 230,109 | 145,330 |
| Total assets | 247,048 | 188,697 |
| | | |
| Liabilities: | | |
| Current liabilities | 5,778 | 19,146 |
| Loans and financing (i) | 83,511 | 60,359 |
| Other liabilities | 25,307 | 41,971 |
| Total liabilities | 114,596 | 121,476 |
| | | |
| Total net assets | 132,452 | 67,221 |

(i) Considering that the shopping centers under construction in Jundiaí (SP) and Campo Grande (RJ) are being developing by specific purpose companies wholly owned by the Company, the resources obtained throught loans and financings contracted by the Company relating to these projects were fully transferred, according to communication sent to the financial institutions dated April 13, 2012, to the specific purposes companies in order to conclude the shopping centers construction and to inaugurate both shopping centers. The Company's management understands that such transfering does not imply in the financial debit short term maturity.

## 2. PRESENTATION OF INTERIM FINANCIAL INFORMATION AND ACCOUNTING POLICIES

### 2.1. Presentation of interim financial information

The consolidated interim financial information have been prepared and are presented in accordance with accounting practices adopted in Brazil, which comprise the standards and pronouncements issued by the Brazilian Securities Commission (CVM) and the Accounting Pronouncements Committee (CPC), which are in conformity with International Financial Reporting Standards (IFRS) applicable to real estate development entities in Brazil and approved by the Accounting Pronouncements Committee (CPC), the Brazilian Securities Commission (CVM) and the Federal Accounting Council (CFC).

There is no other comprehensive income recorded by the Company. Therefore, the respective Statement of Comprehensive Income is not presented.

### 2.2. Basis of consolidation

The consolidated interim financial information are comprised of the interim financial information of the Company and its subsidiaries as at June 30, 2012 and December 31, 2011,as presented below:

| | % interest | | | |
|---|---|---|---|---|
| | June 30, 2012 | | December 31, 2011 | |
| Corporate Name | Direct | Indirect | Direct | Indirect |
| RENASCE - Rede Nacional de Shopping Centers Ltda. (b) | 99.99 | - | 99.99 | - |
| County Estates Limited (a) | - | 99.00 | - | 99.00 |
| Embassy Row Inc. (a) | - | 99.00 | - | 99.00 |
| EMBRAPLAN - Empresa Brasileira de Planejamento Ltda. (c) | 99.99 | - | 99.99 | - |
| CAA Corretagem e Consultoria Publicitária S/C Ltda. (b) | 99.00 | - | 99.00 | - |
| Multiplan Administradora de Shopping Centers Ltda. | 99.00 | - | 99.00 | - |
| CAA Corretagem Imobiliária Ltda. (b) | 99.61 | - | 99.61 | - |
| MPH Empreendimentos Imobiliários Ltda. | 50.00 | 50.00 | 41.96 | - |
| Manati Empreendimentos e Participações S.A. | 50.00 | - | 50.00 | - |
| Parque Shopping Maceió S.A. | 50.00 | - | 50.00 | - |
| Danville RJ Participações Ltda. | 99.99 | - | 99.99 | - |
| Multiplan Holding S.A. | 100.00 | - | 100.00 | - |
| Multiplan Greenfield I Empreendimento Imobiliário Ltda. | 99.99 | - | 99.99 | - |
| Barrasul Empreendimento Imobiliário Ltda. | 99.99 | - | 99.99 | - |
| Ribeirão Residencial Empreendimento Imobiliário Ltda. | 99.99 | - | 99.99 | - |
| Multiplan Greenfield II Empreendimento Imobiliário Ltda. | 99.99 | - | 99.99 | - |
| Multiplan Greenfield III Empreendimento Imobiliário Ltda. | 99.99 | - | 99.99 | - |
| Multiplan Greenfield IV Empreendimento Imobiliário Ltda. | 99.99 | - | 99.99 | - |
| Morumbi Business Center Empreendimento Imobiliário Ltda. | 99.99 | - | 99.99 | - |
| Pátio Savassi Administração de Shopping Center Ltda. | 100.00 | - | 100.00 | - |
| Jundiaí Shopping Center Ltda. (d) | 99.99 | - | 99.99 | - |
| Parkshopping Campo Grande Ltda. (d) | 99.99 | - | 99.99 | - |

(a) Foreign entities.
(b) During 2007 the operations of the aforementioned subsidiaries were transferred to the Company.
(c) Dormant company.
(d) During 2011, these were dormant company.

The interim financial information of the subsidiaries are prepared for the same reporting period as the parent's, using consistent accounting policies.

All intragroup balances, revenues and expenses are fully eliminated.

For subsidiaries Manati Empreendimentos e Participações S.A. and Parque Shopping Maceió S.A., whose shareholders' agreements provide for joint control, the consolidation includes assets, liabilities, income and expenses, proportionately to the total interest in the capital of the related jointly-owned subsidiary, based on the interim financial information for the quarter ended June 30, 2012 as follow:

Manati Empreendimentos e Participações S.A.

| Assets | | Liabilities | |
|---|---|---|---|
| Current | 7,348 | Current | 1,051 |
| | | Noncurrent | 875 |
| Noncurrent: | | | |
| Trade accounts receivable | 128 | | |
| Deferred income tax and social contribution | 1,602 | Shareholders' equity: | |
| Investment property | 59,370 | Capital | 72,636 |
| Intangible assets | 2,080 | Accumulated losses | (4,034) |
| | 63,180 | | 68,602 |
| Total | 70,528 | Total | 70,528 |

Income statement

| | |
|---|---|
| Gross operating revenues from sales | |
| Rental | 3,136 |
| Key money | 206 |
| Parking lot | 330 |
| Other revenue | 48 |
| | 3,720 |
| Taxes and contributions on sales | (330) |
| Net revenues | 3,390 |
| | |
| Administrative expenses (headquarters) | (46) |
| Administrative expenses (shopping centers) | (2,048) |
| Depreciation and amortization | (1,122) |
| Financial income net | 270 |
| | 444 |
| Income tax and social contribution | (92) |
| Deferred income tax and social contribution | (46) |
| Net income of the period | 306 |

Parque Shopping Maceió S.A.

| Assets | | Liabilities | |
|---|---|---|---|
| Current | 7.014[1] | Current | 4,034 |
| Noncurrent | | Noncurrent | 16.030 |
| Prepaid expenses | - | Shareholders'equity | |
| Investment property | 86,916 | Capital | 29,894 |
| Intangible | 31 | Advance for future capital increase | 49,012 |
| Deferred charges | 1,019 | Accumulated losses | (3,990) |
| | 87,966 | | 74,916 |
| Total | 94,980 | Total | 94,980 |

| Statement of operations | |
|---|---|
| Administrative expenses (projects) | (1,470) |
| Financial income, net | 52 |
| Net loss of the period | (1,418) |

(1) Includes the amount of R$865 related to restricted cash reclassified for consolidation purposes.

Reconciliation between the Individual and consolidated shareholders' equity and net income is as follows:

| | June 30, 2012 | | June 30, 2011 | | December 31, 2011 | |
|---|---|---|---|---|---|---|
| | Shareholders' equity | Net Income | Shareholders' equity | Net Income | Shareholders' equity | Net Income |
| Individual | 3,135,209 | 186,951 | 3,016,285 | 60,770 | 3,091,037 | 296,890 |
| Equity in the earnings of county (a) | - | 333 | - | 160 | - | 666 |
| Deferred assets(b) | (1,639) | 310 | (2,499) | 142 | (2,145) | 620 |
| Consolidated | 3,133,570 | 187,594 | 3,013,786 | 61,072 | 3,088,892 | 298,176 |

(a) Adjustment relating to the Company's equity in the earnings of County not reflected on equity in the earnings of Renasce.

(b) Adjustment relating to the write-off of subsidiaries' deferred charges for consolidation purposes only.

## 2.3. Investment in subsidiaries

Multiplan's investments in its subsidiaries are accounted for under the equity method.

Under the equity method, the investment in an associate is accounted for in the balance sheet at cost, plus changes after the acquisition of equity interest in the associate.

The income statement reflects the share of gains or losses arising from the associate's transactions. When a change is directly recognized in the associate's shareholders' equity, the Company will recognize its share in the changes made and disclose such fact in the statement of changes in equity, when applicable. Unrealized gains and losses arising from transactions between the Company and the associate are eliminated based on the Company's interest in the associate.

The equity interest in the associate will be shown in the income statement as equity in subsidiaries and subsidiaries, representing the net income attributable to the associate's shareholders.

The associate's interim financial information have been prepared for the same reporting period as the Company. Where necessary, the accounting policies are adjusted to conform to those adopted by the Company. After applying the equity method of accounting, the Multiplan Group determines whether it is necessary to recognize an additional impairment loss on the Company's investment. The Company determines at each reporting period if there is objective evidence that the investment in the associate is impaired. In such case, the Company calculates the impairment loss as the difference between the recoverable amount of the associate and its carrying amount and recognizes the amount in the income statement.

2.4. Functional currency and presentation of interim financial information

The functional currency of the Company and its subsidiaries in Brazil is the Brazilian real (R$), which is the currency used in preparing and presenting the interim financial information (Company and consolidated).

2.5. Revenue recognition

Rental

The tenants of commercial units generally pay a rent corresponding to the higher of a minimum monthly amount, adjusted annually based on the General Price Index - Internal Availability (IGP-DI) fluctuation or the amount arising from the application of a percentage on each tenant's gross sales revenues.

The Company records store lease transactions as operating leases. The minimum lease amount, plus periodic fixed increases set forth in the contracts, less inflation adjustments, is recognized proportionally to the Company's interest in each development, on a straight-line basis over the term of the contracts, regardless of the payment method.

The difference between the minimum amount and the amount resulting from the application of percentages on gross sales revenues is considered as contingent payments and recognized in profit or loss when incurred.

The effects of inflation adjustments are also recognized when incurred.

Key Money

The Key money contracts (key money or assignment of technical structure of shopping centers) are recorded as deferred revenues, in liabilities, when signed. Income or loss on assignment of rights, including revenues from assignment of rights, repurchase of points of sale and key money, is recognized on a straight-line basis, over the term of the lease contract of the related stores, as from the beginning of rental.

Sale of properties

For installment sales of completed units, income is recognized when sales are made, irrespective of the period for receipt of the contractual amount.

Fixed interest rates are recognized in profit or loss on an accrual basis, irrespective of its receipt.

The Company recognizes real estate development revenues and corresponding costs based on OCPC 01, i.e., under the percentage-of-completion method. Under OCPC 04, a real estate construction contract could fall under the scope of CPC 17 (Construction Contracts) or CPC 30 (Revenue). Should the contract fall under CPC 17, revenue will be recognized under the percentage-of-completion method. On the other hand, under CPC 30 Revenues, the issue refers to the transfer of significant control, risks and rewards on an ongoing basis or in a single event ("delivery of keys"). If the transfer is carried out on an ongoing basis, revenue should be recognized under the percentage-of-completion method. Otherwise, revenue will be recognized only when keys are delivered. After an in-depth analysis of its contracts, the Company identified that control, risks and rewards are transferred during the construction works. Accordingly, revenue from real estate activities is recognized under the percentage-of-completion method. The Company conducts the following procedures:

The costs incurred are recorded as inventories (construction in progress) and fully recognized in profit or loss as units are sold. After sale, costs to be incurred to complete the unit construction will be recognized in profit or loss when incurred.

- The percentage of costs of units sold, including land, is determined in relation to total budgeted costs estimated through the completion of the work. Such percentage is applied to the price of units sold and adjusted by selling expenses and other contractual conditions. The corresponding income is recorded as revenues as a balancing item to trade accounts receivable or probable advances received.

Thereafter and until the construction work is completed, the unit's sale price will be recognized in profit or loss as revenues proportionately to the costs incurred to complete the unit, in relation to total budgeted cost.

The changes in the project execution and conditions and estimated earnings, including changes resulting from contractual fines and settlements that may give rise to a review of costs and revenues, are recognized when such reviews are made.

- Sales revenues, including inflation adjustment, less installments received, are recorded as trade accounts receivable or advances from customers, as applicable.

Parking

Refers to revenues from the operation of parking lots in shopping centers. These revenues are recognized in profit or loss on an accrual basis and stated net of amounts transferred to shopping centers.

Services

Refer to revenues from the provision of services such as brokerage, advertising and promotion advisory, lease and/or sale of merchandising spaces, revenues from provision of specialized brokerage and real estate business advisory services in general; revenue from management of construction work and revenues from management of shopping centers. These revenues are recognized in profit or loss on an accrual basis.

2.6. Expense recognition

Expenses are recognized in profit or loss on an accrual basis.

2.7. Financial instruments - Initial recognition and subsequent measurement

Financial instruments are only recognized when the Company becomes a party to the underlying contracts. They are initially recognized at fair value plus transaction costs directly attributable to their acquisition or issue, except for financial assets and liabilities at fair value through profit or loss, when such costs are directly charged to profit or loss. Financial instruments are subsequently measured at the balance sheet date based on the classification of financial assets and financial liabilities.

(i) Financial assets

Initial recognition and measurement

Financial assets are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments , financial assets available for sale, or derivatives classified as effective hedge instruments, when applicable. The Company classifies its financial assets upon initial recognition, when it becomes a party to the underlying contract.

Financial assets are initially recognized at fair value plus - in case of investments not designated at fair value through profit or loss - transaction costs attributable to the acquisition of financial assets.

The main financial assets recognized by the Company are: cash and cash equivalents, marketable securities, trade accounts receivable and sundry loans and advances.

Subsequent measurement

Fnancial assets are measured based on their classification as follows:

Financial assets at fair value through profit or loss

Include financial assets held for trading and assets designated at fair value through profit or loss on initial recognition. They are classified as held for trading if originated for the purpose of sale or repurchase in the short term. They are measured fair value at every balance sheet date. Interest, inflation adjustment and exchange rate changes and fluctuations arising from measurement at fair value are recognized in profit or loss, when incurred, as financial income or financial expenses.

Held-to-maturity financial assets

Include non-derivative financial assets with fixed or determinable payments and fixed maturities for which the Company has the positive intention and ability to hold to maturity. After initial recognition, they are measured at amortized cost under the effective interest method. Under this method, the discount rate applied on future estimated receipts over the expected term of the financial instrument results in their net carrying amount. Interest, inflation adjustment and exchange rate changes, less impairment losses, if applicable, are recognized in profit or loss, when incurred, as financial income or financial expenses

Loans and receivables

Include non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, they are measured at amortized cost under the effective interest method. Interest, inflation adjustment and exchange rate changes, less impairment losses, if applicable, are recognized in profit or loss, when incurred, as financial income or financial expenses.

(ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified as financial liabilities at fair value through profit or loss, loans and financing, or derivatives classified as hedge instruments, as the case may be. The Company classified its financial liabilities on initial recognition.

Financial liabilities are initially recognized at fair value, and in case of loans and financing, are increased by the relevant transaction costs.

The main financial liabilities recognized by the Company are: loans and financing, debentures and payables for acquisition of property.

Subsequent measurement

Financial liabilities are measured based on their classification as follows:

Financial liabilities at fair value through profit or loss

Include financial liabilities regularly traded before maturity, liabilities designated at fair value through profit or loss on initial recognition. They are measured at fair value at every balance sheet date. Interest, inflation adjustment and exchange rate changes arising from fair value measurement, when applicable, are recognized in profit or loss, when incurred.

Financial liabilities not measured at fair value through profit or loss

Include non-derivative financial liabilities that are not regularly traded before maturity. After initial recognition, they are measured at amortized cost under the effective interest method. Interest, inflation adjustment and exchange rate changes, when applicable, are recognized in profit or loss, when incurred.

2.8. Discount to present value of assets and liabilities

Long-term monetary assets and liabilities are adjusted for inflation and, therefore, adjusted to present value. The adjustment to present value of short-term monetary assets and liabilities is calculated and recorded only when the effect is considered material in relation to the interim financial information taken as a whole. To account for and determine materiality, the adjustment to present value is calculated considering the contractual cash flows and the explicit and, in certain cases, implicit interest rates of the related assets and liabilities.

2.9. Treasury shares

Own equity instruments that are bought back (treasury shares) are recognized at cost and deducted from shareholders' equity. No gain or loss is recognized in the income statement on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration is recognized in a goodwill reserve.

2.10. Investment properties

Investment properties are stated at acquisition, development or construction cost, less accumulated depreciation calculated under the straight-line method at rates that take into consideration the estimated useful lives of the assets. Repair and maintenance costs are recorded only if the economic benefits associated to these items are probable and the amounts can be measured reliably, while other costs are directly charged to profit or loss when incurred. The recovery of investment properties through future transactions as well as their useful lives and residual value are monitored on an ongoing basis and adjusted prospectively, if necessary. The fair value of investment properties is determined annually in December for purposes of disclosure.

2.11. Property, plant and equipment

Property, plant and equipment items are stated at acquisition, development or construction cost, less accumulated depreciation calculated under the straight-line method at rates that take into consideration the estimated useful lives of the assets. Repair and maintenance costs are recorded only if the economic benefits associated to these items are probable and the amounts can be measured reliably, while other expenses are directly charged to profit or loss when incurred. The recovery of property, plant and equipment through future transactions as well as their useful lives and residual value are monitored on an ongoing basis and adjusted prospectively, if necessary.

2.12. Lease

Operating lease agreements are recognized as an expense based on an approach that represents the period in which the benefit from the leased asset is obtained, even if these lease payments are not made on the same basis.

2.13. Loan costs

Interest and financial charges on loans for investment in construction in progress are capitalized until assets start to operate and are depreciated based on the same criteria and useful life determined for the property, plant and equipment item or investment property in which they were included. All other loan costs are recorded as expenses when incurred.

2.14. Intangible assets

Intangible assets acquired separately are stated at cost on initial recognition and, subsequently, are stated less accumulated amortization and impairment losses, where applicable. Goodwill on investment acquisitions and investments fully recognized trhough December 31, 2008 based on future earnings were amortized under the straight-line method through December 31, 2008 over the estimated recovery period of no longer than five years. Beginning January 1, 2009, goodwill is no longer amortized and continue to be tested for impairment annually.

Intangible assets with finite useful lives are amortized over their estimated useful lives and tested for impairment when there is any indication of impairment. Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually.

2.15. Land and properties for sale

Land and properties for sale are valued at acquisitions or construction cost that does not exceed the market value.

2.16. Impairment losses on non-financial assets

Management reviews annually the net carrying amount of assets to assess events or changes in economic, operational or technological conditions that might indicate that assets are impaired. When such evidence is identified and the carrying amount exceeds the recoverable amount, an allowance for impairment is recognized to adjust the carrying amount to the recoverable amount.

The recoverable amount of an asset or certain cash-generating unit (CGU) is defined as the higher of the value in use and net sales amount.

In estimating the value in use of an asset, the estimated future cash flows are discounted to their present values using a pretax discount rate that reflects the weighted average cost of capital in the industry where the CGU operates. The net sales amount is determined, whenever possible, based on a firm sales contract at arm's length, entered into between knowledgeable, willing buyers and knowledgeable, willing sellers, adjusted by expenses attributable to the sale of the asset, or, when there is no firm sales contract, based on the fair value in an active market, or the price of the most recent transaction involving similar assets.

2.17. Cash and cash equivalents

Include cash, positive balances in current accounts, short-term investments redeemable at any time subject to a low risk of change in their fair values. Short-term investments included in cash equivalents are classified as "financial assets at fair value through profit or loss."

2.18. Trade accounts receivable

These are stated at realizable amounts. An allowance for doubtful accounts was recognized in an amount considered sufficient by Management to cover probable losses on the collection of receivables.

2.19. Provision for legal and administrative proceedings

The Company is a party to various lawsuits and administrative proceedings. Provisions are recognized for all contingencies related to lawsuits for which it is probable that an outflow of funds will be made to settle the contingency/obligation and its amount can be estimated reliably. The likelihood of loss is assessed based on available evidence, the hierarchy of laws, available case rulings, most recent court decisions and their relevance within the legal system, and the assessment made by the outside legal counsel. Provisions are reviewed and adjusted to take into account changes in circumstances, such as the applicable statutes of limitation, completion of tax audits or additional exposures identified based on new issues or court decisions.

The contingencies whose risks were assessed as possible are disclosed in the accompanying notes 18.

2.20. Other liabilities and assets

A liability is recognized in the balance sheet when the Company has a legal or constructive obligation as a result of a past event, and it is probable that an outflow of resources will be required to settle it. Some liabilities involve uncertainties as to term and amount, and are estimated as incurred and recorded through a provision. Provisions are recorded based on the best estimates of the risk involved.

An asset is recognized in the balance sheet when it is probable that its future economic benefits will flow to the Company and its cost or amount can be measured reliably.

Assets and liabilities are classified as current whenever their realization or settlement is probable over the next twelve months. Otherwise, they are recorded as noncurrent.

2.21. Taxation

Revenues from sales and services are subject to the following taxes and contributions, at the following basic tax rates:

| | | Rate | |
|---|---|---|---|
| Tax | Abbreviation | Parent | Subsidiaries |
| Tax on revenue | PIS | 1.65 | 0.65 |
| Tax on revenue | COFINS | 7.6 | 3.0 |
| Service Tax | ISS | 2% to 5% | 2% to 5% |

These taxes are presented as sales deductions in the income statement. Credits arising from non-cumulative PIS/COFINS are presented as deductions from the operating income and expenses in the income statement.

Debits arising from financial income, as well as credits arising from financial expenses are presented as a deduction from those specific captions in the income statement.

Taxes on income includes income tax and social contribution. Income tax is computed on taxable income at the rate of 25% whereas social contribution is computed at the rate of 9% on taxable income, on an accrual basis. Therefore, additions to the book income of temporarily nondeductible expenses or the deductions of temporarily non-taxable revenues, used to determine current taxable income give rise to deferred tax credits or debits.

As prescribed by tax laws, all entities comprising the Multiplan Group, which posted prior-year gross annual revenues below R$48,000 opted for the deemed income regime. The provision for income tax is recognized quarterly, at the rate of 15%, plus a 10% surtax (on the portion in excess of R$60 of quarterly deemed income), applied to the tax base of 32% of revenue from sales. Social contribution is computed at the rate of 9% applied to the tax base of 32% of revenue from sales. Financial income and other revenues are fully taxed at statutory IRPJ and CSLL rates.

Prepayments or amounts to be offset are presented under current or noncurrent assets, based on their expected realization.

As set forth in Law No. 9065 dated June 20, 1995, the Company offset tax loss carryforwards against net income adjusted by additions and deductions provided for in income tax and social contribution legislation, subject to the maximum offset limit of 30% (thirty percent) of such adjusted net income.

Deferred tax credits arising from tax loss carryforwards and temporary differences are calculated at the rate of 34% and recognized to the extent that it is probable that there will be a positive taxbase for which temporary differences can be used.

2.22. Share-based compensation

The Company granted to its management, employees and services providers or those of the companies under its control, eligible to the program, stock options that are only exercisable after specific grace periods. These options are measured at fair value determined under the Black-Scholes method on the dates stock option plans are granted, and are recorded in operating income (expenses) under "expenses on share-based compensation", on a straight-line basis after the grace periods, as a balancing item to "stock options granted" in capital reserves in shareholders' equity. For further details see Note 22.h.

2.23. Significant accounting estimates

They are used to measure and recognize certain assets and liabilities in the Company's and its subsidiaries' interim financial information. These estimates were determined based on past and current events, assumptions about future events, and other objective and subjective factors. Significant items subject to these estimates include the determination of the useful lives of property, plant and equipment and intangible assets; allowance for doubtful accounts; the budgeted cost of real estate ventures; allowance for investment losses; analysis of recoverability of property, plant and equipment and intangible assets; realization of deferred income and social contribution taxes; the rates and terms applied in determining the discount to present value of certain assets and liabilities; provision for contingencies; fair value measurement of share-based compensation and financial instruments; and estimates for disclosure of the sensitivity analysis table of derivatives pursuant to CVM Instruction No. 475/08 and fair value measurement of investment properties. Settlement of transactions involving these estimates may result in amounts significantly different from those recorded in the interim financial information due to the uncertainties inherent in the estimation process. The estimates and assumptions are based on current expectations and projections of the Company's management about future events and financial trends that affect or may affect the Company's business and, consequently, its interim financial information. Such estimates and assumptions are prepared based on information currently available and known by Management. Many important factors may adversely impact the Company's results of operations, and in view of such risks and uncertainties, estimates and future prospects may not materialize. The Company reviews its estimates and assumptions at least quarterly.

2.24. New accounting pronouncements

a) Technical pronouncements issued by the IASB

The International Accounting Standards Board- IASB issued the following main rules, which had not yet came into force until the date of issuance of the Company's interim financial information.

IAS 28 - Investments in associates and jointly controlled entities (2011) - changes the IAS in order to cover only the requirements for separate financial statements.

IFRS 9 - Financial Instruments - This standard sets out the principles for disclosing financial assets and financial liabilities that will provide useful and relevant information to assess the amount, timing and uncertainties of future cash flows

IFRS 10 - Consolidated Financial Statements - This standard includes a new definition of control to determine which entities will be included in the consolidated financial statements of a group of entities. IFRS 10 partially supersedes IAS 27 (CPC 36).

IFRS 11 - Joint Arrangements - This standard sets out the principles for the financial reporting of joint arrangements. Proportionate consolidation will no longer be permitted for joint ventures and/or joint control.

IFRS 12 - Disclosure of Interest in Other Entities - Enhances disclosure requirements for subsidiaries, jointly controlled entities and/or joint ventures, associates and special purpose entities. IFRS 12 supersedes the requirements previously included in IAS 27 (CPC 35), IAS 31 (CPC 19) and IAS 28 (CPC 18).

IFRS 13 - Fair Value Measurement- IFRS 13 replaces guidelines related to fair value mensurements in IFRS´s available for a single standard. More extensive disclosures will be required.

While the Company awaits the approval of the international standards by the CPC, it is analyzing the impacts of these new standards on its interim financial information.

Based on Management's opinion, there are no other standards and interpretations issued and not yet effective that may significantly affect the profit or loss or shareholders' equity reported by the Company.

2.25. Reclassifications

The following reclassifications were made to the December 31, 2011 and to the six-month period ended June 30, 2011 financial statements, presented for comparative purposes:

i. The individual and consolidated balance sheets as of December 31, 2011, was reclassified by R$5,537 and R$146,573, respectively, from non-current to current assets "Land and Property held for sales" in accordance with new disclousure pratice adopted by the Company as from 2012 on.

ii. The statements of cash flows for the six-month period ended June 30, 2011, were reclassified as follow:

a) The interest on loans and debentures in amount of R$15,068 and R$6,448, respectively, previously presented as financing activity are presented as operating activity.

b) The dividends received in amount of R$1,219, previously presented as investing activity are presented as operating activity.

## 3. CASH AND CASH EQUIVALENTS

| | June 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| | Individual | Consolidated | Individual | Consolidated |
| Cash and Banks | 18,467 | 32,432 | 24,675 | 39,074 |
| Investments- Bank Certificates of Deposit | 164,457 | 242,935 | 250,834 | 290,689 |
| Investments - bank commitments | 170,571 | 170,571 | 228,580 | 228,580 |
| | 353,495 | 445,938 | 504,089 | 558,343 |

Short-term investments are represented by bank certificates of deposit and/ or bank commitments, yielding average interest of approximately 100% of the Interbank Certificate of Deposit - CDI fluctuation, which may be redeemed at any time without affecting earnings recognized or with no risk of significant change in value.

The above mentioned short-term investments are under custody of Bradesco, Banco do Brazil, Itaú, Votorantim and Santander banks.

## 4. TRADE ACCOUNTS RECEIVABLE

| | June 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| | Individual | Consolidated | Individual | Consolidated |
| Rental | 71,429 | 76,997 | 90,356 | 98,315 |
| Key Money | 45,639 | 80,504 | 92,096 | 99,710 |
| Debt acknowledgment (a) | 2,306 | 2,553 | 1,859 | 2,049 |
| Parking lots | 4,683 | 5,181 | 6,103 | 6,990 |
| Management fees (b) | 7,499 | 7,499 | 4,892 | 4,892 |
| Sales | 2,388 | 2,388 | 2,232 | 2,232 |
| Advertising | 795 | 795 | 851 | 851 |
| Property sale (c) | 52,958 | 52,958 | 36,512 | 36,512 |
| Outher | 7,249 | 9,350 | 3,580 | 6,026 |
| | 194,946 | 238,225 | 238,481 | 257,577 |
| Allowance for doubtful accounts | (10,631) | (11,588) | (10,900) | (12,032) |
| | 184,315 | 226,637 | 227,581 | 245,545 |
| Noncurrent | (11,191) | (19,142) | (24,058) | (26,326) |
| Current | 173,124 | 207,495 | 203,523 | 219,219 |

(a) Refers to key money, lease and other balances, which were past-due and have been renegotiated.

(b) Refers to management fees receivable by the Company, charged from investors or storeowners in the shopping centers managed by them, which correspond to a percentage on the store lease amount (7% on the net income of the shopping centers, or 6% of the minimum lease amount, plus 15% on the portion exceeding minimum lease amount or a fixed amount), on regular fees charged from storeowners (5% on expenditures), on financial management (variable percentage on expenditures incurred with shopping mall expansion) and on promotion fund (5% on the amount contributed to the promotion fund).

(c) Under CPC 20 - Adjustment to Present Value, approved by CVM Resolution 564, of December 17, 2008, the Company assessed internally certain assets and liabilities to analyze the need to present them at present value. The Discounted Cash Flow (DCF) method was used, applying the discount rates below.

The future cash flow of the model was based on the real estate portfolio of receivables sold and assumptions of inflation adjustment (National Civil Construction Index - INCC) and interest (Price table) adopted in the market. Accordingly, to determine the present value of a cash flow (AVP), three sets of information were used: (i) the monthly amount of future cash flows, (ii) the period of such cash flows and (iii) the discount rate.

(i) Monthly amount of future cash flows: Comprised of the receivables portfolio from the real estate projects developed by the Company (Du Lac Diamond Tower and Centro Profissional Ribeirão Shopping ). Cash flow includes monthly receivables in accordance with each customer's contract. The portfolio is adjusted for inflation based on the INCC rate over the construction period. In addition to the inflation adjustment, the portfolio (after delivery of keys) is adjusted based on the Price table interest rate (which was not considered as shown below);

(ii) Cash flow period: Cash flows are projected on a monthly basis as from the present date considering monthly and intermediate installments. Since interest is levied after delivery of keys, the Company conservatively considers the prepayment of all trade accounts receivable when keys are delivered, not including deductions, fines or interest.

(iii) Discount rate: The discount rate used to discout cash flow to present value during construction is the prevailing SELIC rate. This rate was selected because it can be considered as the customer's opportunity cost and is decisive to the customer's prepayment decision

The present value adjustement on the accounts receivable balance accounted for in the 2012 second quarter amounts to R$348 and R$225 in the individual and consolidated, respectively (R$1,246 in the second quarter of 2011).

The aging list of trade accounts receivable is as follows:

| | | Past-due balance | | | | | |
|---|---|---|---|---|---|---|---|
| Individual | Current Balance-recoverable amount | < 30 days | 30 - 60 days | 60 - 90 days | 90 - 120 days | >120 days | Total |
| 06/30/2012 | 174,583 | 3,762 | 999 | 510 | 1,068 | 14,024 | 194,946 |
| 12/31/2011 | 223,630 | 1,693 | 740 | 511 | 439 | 11,468 | 238,481 |

| | | Past-due balance | | | | | |
|---|---|---|---|---|---|---|---|
| Consolidated | Current Balance-recoverable amount | < 30 days | 30 - 60 days | 60 - 90 days | 90 - 120 days | >120 days | Total |
| 06/30/2012 | 214,294 | 6,111 | 1,237 | 676 | 1,204 | 14,703 | 238,225 |
| 12/31/2011 | 240,741 | 1,918 | 843 | 663 | 537 | 12,875 | 257,577 |

As supplemental information, since it is not recorded in view of the accounting policies mentioned in Note 2.5, the Company's balance of trade accounts receivable as at June 30, 2012 and December 31, 2011 relating to sale of real estate units under construction in developments, "Cristal Tower", Diamound Tower, Residence Du Lac and "Centro Profissional Ribeirão Shopping", is broken down as follows by year:

| | June 30, 2012 | December 31, 2011 |
|---|---|---|
| 2012 | 21,241 | 32,454 |
| 2013 | 21,526 | 18,098 |
| 2014 | 25,288 | 21,151 |
| 2015 | 18,284 | 14,296 |
| 2016 | 16,207 | 13,123 |
| 2017 | 14,490 | 11,717 |
| 2018 | 12,517 | 10,020 |
| 2019 | 10,400 | 7,808 |
| 2020 onward | 28,048 | 21,641 |
| | 168,001 | 150,308 |

These receivables refer mainly to real estate developments under construction, whose title deeds are only issued when receivables are settled and/or negotiated by customers and are adjusted based on the National Civil Construction Index (INCC) fluctuation until delivery of keys; and subsequently based on the General Price Index - Domestic Supply (IGP-DI) fluctuation.

Additionally, the changes in the allowance for doubtful accounts are as follows:

| | Individual | | | |
|---|---|---|---|---|
| | Rental | Key money | Debt acknowledgment | Total |
| Balances at December 31, 2011 | (6,745) | (3,324) | (831) | (10,900) |
| Additions/reversals | (394) | 670 | (7) | 269 |
| Balances at June 30, 2012 | (7,139) | (2,654) | (838) | (10,631) |

| | Consolidated | | | |
|---|---|---|---|---|
| | Rental | Key money | Debt acknowledgment | Total |
| Balances at December 31, 2011 | (7,109) | (4,084) | (839) | (12,032) |
| Additions/reversals | (370) | 836 | (22) | 444 |
| Balances at June 30, 2012 | (7,479) | (3,248) | (861) | (11,588) |

## 5. SUNDRY LOANS AND ADVANCES

| | June 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| | Individual | Consolidated | Individual | Consolidated |
| Current: | | | | |
| Storeowners | 233 | 233 | 327 | 327 |
| Shopping Centers Condominiums (a) | 4,579 | 4,712 | 5,000 | 5,180 |
| Barra Shopping Sul Association (b) | 5,635 | 5,635 | 4,932 | 4,932 |
| ParkShopping Barigui association (h) | 693 | 693 | 579 | 579 |
| ParkShopping association | 317 | 317 | 402 | 402 |
| ParkShopping São Caetano association | - | - | 445 | 445 |
| Shopping Santa Úrsula association | 39 | 39 | 43 | 43 |
| BarraShopping association | 300 | 300 | 333 | 333 |
| ParkShopping Diamond Mall association | 91 | 91 | 183 | 183 |
| ParkShopping condominium (c) | 2,453 | 2,453 | 3,532 | 3,532 |
| Ribeirão Shopping condominium (d) | 1,328 | 1,328 | 1,328 | 1,328 |
| New York Center condominium (e) | 63 | 63 | 63 | 63 |
| Anália Franco condominium | 121 | 121 | 121 | 121 |
| MorumbiShopping condominium | 47 | 47 | 47 | 47 |
| ParkShopping São Caetano condominium | 575 | 575 | 511 | 511 |
| Shopping Vila Olímpia condominium (f) | - | 500 | - | 500 |
| Shopping Vila Olímpia association (g) | - | 406 | - | 717 |
| Advances to suppliers | 45 | 3,396 | 2,789 | 3,338 |
| Advances to investors (i) | 370 | 892 | 370 | 892 |
| Other loans | - | - | 1,063 | 1,063 |
| Other | 823 | 1,158 | 3,095 | 3,461 |
| | 17,712 | 22,959 | 25,163 | 27,997 |
| Allowance for loan losses (a) | (4,579) | (4,712) | (5,000) | (5,180) |
| | 13,133 | 18,247 | 20,163 | 22,817 |
| Noncurrent: | | | | |
| Storeowners | 599 | 599 | 650 | 650 |
| Parkshopping Condominiums (c) | - | - | 151 | 151 |
| Barra Shopping Sul Association (b) | 3,504 | 3,504 | 4,155 | 4,155 |
| Shopping Santa Úrsula Association | 21 | 21 | 43 | 43 |
| Barra Shopping Association | 164 | 164 | 333 | 333 |
| Advance for suppliers | 1,616 | 1,765 | 535 | 535 |
| ParkShopping Barigui Association(h) | 2,839 | 2,839 | 3,041 | 3,041 |
| Other loans | 738 | 738 | 1 | 1 |
| | 9,481 | 9,630 | 8,909 | 8,909 |

(a) Prepayments of charges granted to condominiums of shopping centers owned by Multiplan Group, for which an alloance for loan losses was fully recognized, considering its unlikely realization.

(b) Refer to advances made to the Storeowner Association of Barra Shopping Sul to meet working capital needs. R$4,800 was advanced in 2008, R$3,600 in 2009 and R$1,000 in 2010. These agreements are monthly adjusted based on the CDI fluctuation and contractual repayment terms that began in January 2009. The rate agreed varies between 117% and 135% of the CDI.

(c) Refer to advances made to Parkshopping Brasilia condominium to meet working capital needs. The debt balance is monthly adjusted based on the 110% fluctuation of the CDI and the contractual repayment term was set in 48 monthly installments beginning January 2009.

(d) Refer to advances made to Ribeirão Shopping condominium for the operation of the parking lot. These advances are not adjusted for inflation.

(e) Refer to advances made to New York City Center condominium to meet working capital needs. The debt balance is not adjusted for inflation.

(f) Refer to advances made to Shopping Vila Olimpia condominium, through MPH Empreendimentos Imobiliários Ltda., to meet working capital needs, whose balance is not adjusted for inflation.

(g) Refer to advances made to Shopping Vila Olimpia association, through MPH Empreendimentos Imobiliários Ltda, to meet working capital needs. The debt balance is monthly adjusted based on the IPCA fluctuation plus 8% p.y. and is being reuimbursed as follows: R$1,800 through August 15, 2010, plus 24 monthly, equal and sucessive installments beginning January 15, 2011.

(h) Refer to advances made to Parkshopping Barigui Association, to meet working capital needs. The debt balance is monthly adjusted based on the 117% fluctuation of the CDI and is being reimbursed in 40 and 120 monthly installments since July 2011.

(i) Refer to investments made by the Company to expand Ribeirão Shopping, whose costs were reimbursed by other investors on November 10, 2010. The remaining balance refers to the subsidiary Renasce

## 6. RECOVERABLE TAXES AND CONTRIBUTIONS

| | June 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| | Individual | Consolidated | Individual | Consolidated |
| Tax credits - PIS/COFINS (*) | 1,105 | 1,105 | 1,406 | 1,406 |
| Income tax (IR) | 30,117 | 31,905 | 41,126 | 43,503 |
| Social contribution (CSLL) | 6,593 | 7,011 | 13,247 | 13,956 |
| Tax on financial transactions (IOF) | 1,274 | 1,274 | 1,274 | 1,274 |
| Withholding income tax (IRRF) on short-term investments | 4,034 | 5,017 | 20,594 | 20,772 |
| Withholding income tax (IRRF) IRRF on services | 407 | 407 | 690 | 690 |
| Tax on revenue (PIS) | 101 | 110 | 117 | 126 |
| Tax on revenue (COFINS) | 231 | 266 | 232 | 270 |
| Other | 1,395 | 1,536 | 1,198 | 1,338 |
| | 45,257 | 48,631 | 79,884 | 83,335 |

(*) In 2005 Bozano Simonsen Centros Comerciais S. A., a company acquired by Multiplan Empreendimentos on February 24, 2006, filed a writ of mandamus against the Federal Government. Through this writ Bozano requested (i) a declaration of invalidity of tax credits relating to the difference between the amount due as COFINS and PIS, in accordance with the tax calculation method introduced by Law 9718/98 and the amount due without the amendments to said law in relation to future payments; and (ii) declaration of the right to offset COFINS and PIS unduly paid since the implementation of the tax calculation method under Law 9718/98, adjusted by the SELIC rate, in accordance with Law 9430/96, against the Company's tax debts managed by the Federal Revenue Service, as prescribed by article 66, of Law 8383/91 and article 74, of Law 9430/96. In September 2009, after the writ of mandamus being considered as final and unappealable , the Company recorded the tax credits, which were approved by the Federal Revenue Service October 27,2011 and has been utilized since that date.

## 7. LAND AND PROPERTIES HELD FOR SALE

| | June 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| | Individual | Consolidated | Individual | Consolidated |
| Lands | 29,315 | 361,158 | 26,812 | 375,033 |
| Properties built | 3,879 | 3,879 | 4,282 | 4,282 |
| Properties under construction | 2,115 | 56,516 | 1,764 | 77,868 |
| | 35,309 | 421,553 | 32,858 | 457,183 |
| Current | 5,465 | 107,318 | 5,537 | 146,573 |
| Non current | 29,844 | 314,235 | 27,321 | 310,610 |
| | 35,309 | 421,553 | 32,858 | 457,183 |

## 8. INCOME TAX AND SOCIAL CONTRIBUTION

Breakdown of deferred income tax and social contribution:

| | June 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| | Individual | Consolidated | Individual | Consolidated |
| Assets: | | | | |
| Provision for legal and adminstrative proceedings | 17,974 | 18,039 | 18,054 | 18,152 |
| Allowance for doubtful accounts (a) | 9,819 | 10,017 | 9,084 | 9,227 |
| Provision for losses on advances of charges | 4,579 | 4,579 | 5,000 | 5,759 |
| Goodwill on merged company (c) | 64,270 | 64,270 | 119,303 | 119,303 |
| Accrued annual bonus | 7,882 | 7,882 | 14,217 | 14,217 |
| Deferred charges (f) | 13,069 | 15,046 | 15,324 | 15,660 |
| Tax loss carryforwards | - | 3,240 | - | 3,371 |
| Others | 774 | 774 | 774 | 774 |
| Deferred tax asset base | 118,367 | 123,847 | 181,756 | 186,463 |
| Deferred income tax assets (25%) | 29,592 | 30,962 | 45,439 | 46,616 |
| Deferred social contribution assets (9%) | 10,653 | 11,146 | 16,358 | 16,782 |
| Subtotal | 40,245 | 42,108 | 61,797 | 63,398 |
| Liabilities: | | | | |
| Unamortized goodwill on future earnings (d) | (287,052) | (287,052) | (282,176) | (282,176) |
| Straight-line rental revenue (e) | (19,127) | (19,474) | (7,757) | (10,806) |
| Income (loss) on real state projects (b) | (19,315) | (19,315) | (16,121) | (16,121) |
| Depreciation (g) | (32,206) | (32,206) | (20,155) | (18,935) |
| Deferred tax liability base | (357,700) | (358,047) | (326,209) | (328,038) |
| Deferred income tax liabilities (25%) | (89,425) | (89,512) | (81,552) | (82,010) |
| Deferred social contribution liabilities (9%) | (32,193) | (32,224) | (29,359) | (29,523) |
| Subtotal | (121,618) | (121,736) | (110,911) | (111,533) |
| Deferred income tax and social contribution, net | (81,373) | (79,628) | (49,114) | (48,135) |

(a) The allowance for doubtful accounts used in calculating the consolidated tax credit is net of R$812, recorded as a balancing item to the deferred revenue (individual).

(b) According to the tax criterion, the income (loss) on the sale of real estate units is determined based on the financial realization of revenues (cash basis) while revenues are determined applying a percentage on the cost incurred; such percentage corresponds to total estimated cost compared to total estimated revenues.

(c) The goodwill recorded in the balance sheet of Bertolino Participações Ltda., a company merged in 2007, arising from the acquisition of interest in Multiplan, in the amount of R$550,330, based on expected future earnings, will be amortized by Company based on the same expected future earnings within 4 years and 8 months. Under CVM Instruction 349/01, Bertolino recognized, prior to its merger, a provision for maintenance of integrity of shareholders' equity in the amount of R$363,218, corresponding to the difference between the goodwill and the tax benefit arising from its amortization. Accordingly, the Company only merged the assets relating to the tax benefit arising from the goodwill amortization for tax purposes, in the amount of R$186,548. Such provision will be reversed proportionately to the goodwill amortization by Multiplan for tax purposes.

(d) Goodwill on acquisition of Multishopping Empreendimentos Imobiliários S.A., Bozano Simonsen Centros Comerciais S.A. and Realejo Participações S.A. based on expected future earnings. These companies were subsequently merged and the related goodwill was reclassified to intangible assets. Pursuant to the new accounting standards, beginning January 1, 2009 such goodwill was no longer amortized, and deferred income tax liabilities on the difference between the tax base and the carrying amount of the related goodwill was accounted for.

(e) The rental revenue recognition criterion is based on the straight-lining of revenues during the contract term, regardless of the receipt term.

(f) The Company recognized deferred income tax by fully derecognizing deferred charges, pursuant to CPC 23 - Accounting Policies, Changes in Estimates and Errors.

(g) The Company recognized deferred income tax liabilities on differences between the amounts calculated based on accounting method and criteria, as prescribed in Regulatory Opinion 1 dated July 29, 2011.

Deferred income tax and social contribution will be realized based on Management's expectation, as follows:

| | June 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| | Individual | Consolidated | Individual | Consolidated |
| 2012 | 6,430 | 7,350 | 48,580 | 50,181 |
| 2013 | 25,803 | 25,942 | 4,412 | 4,412 |
| 2014 | 1,272 | 1,411 | 1,272 | 1,272 |
| 2015 | 5,672 | 5,852 | 6,449 | 6,449 |
| 2016 a 2018 | 534 | 993 | 542 | 542 |
| 2019 a 2021 | 534 | 560 | 542 | 542 |
| | 40,245 | 42,108 | 61,797 | 63,398 |

Reconciliation of income tax and social contribution expense

Reconciliation of income tax and social contribution tax expense calculated by applying the combined statutory tax rates and the income tax and social contribution expense recorded in profit or loss is as follows:

| | Individual | | | |
|---|---|---|---|---|
| | April 1, 2012 to June 30, 2012 | | April 1, 2011 to June 30, 2011 | |
| Description | Income tax | Social contribution | Income tax | Social contibution |
| Income before income tax and social contribution | 93,372 | 93,372 | 95,034 | 95,034 |
| Tax rate | 25% | 9% | 25% | 9% |
| Expected IRPJ and CSLL expenses | (23,343) | (8,403) | (23,759) | (8,553) |
| Permanent additions and deductions | | | | |
| Equity in subsidiaries | 391 | 141 | 1,025 | 369 |
| Gifts and homage | (42) | (16) | - | - |
| Contributions, donations and sponsorship | (129) | (46) | (453) | (164) |
| Ammortization of goodwill on assets | (10) | (4) | (138) | (50) |
| Compensation expenses (stock option plan) | (696) | (250) | (541) | (195) |
| Management bonus and 13th salary | - | - | (2,124) | - |
| Interest on capital | (422) | (152) | - | - |
| Compensation of carryfoward | - | - | 3,269 | 1,782 |
| Others | 2,193 | 787 | (3,418) | (1,314) |
| | 1,285 | 460 | (2,380) | 428 |
| Current income tax and social contribution in profit or loss | (12,471) | (4,492) | (22,862) | (6,945) |
| Deferred income tax and social contribution in profit or loss | (9,587) | (3,451) | (3,277) | (1,180) |
| Total | (22,058) | (7,943) | (26,139) | (8,125) |

| | Individual | | | |
|---|---|---|---|---|
| | April 1, 2012 to June 30, 2012 | | January 1, 2011 to June 30, 2011 | |
| Description | Income tax | Social contribution | Income tax | Social contibution |
| Income before income tax and social contribution | 251,148 | 251,148 | 189,487 | 189,487 |
| Tax rate | 25% | 9% | 25% | 9% |
| Expected IRPJ and CSLL expenses | (62,787) | (22,603) | (47,372) | (17,054) |
| Permanent additions and deductions | | | | |
| Equity in subsidiaries | 18,402 | 6,625 | 2,191 | 789 |
| Gifts and homage | (66) | (24) | (19) | (7) |
| Contributions, donations and sponsorship | (281) | (101) | (654) | (236) |
| Ammortization of goodwill on assets | (10) | (4) | (138) | (50) |
| Compensation expenses (stock option plan) | (1,221) | (439) | (877) | (316) |
| Management bonus and 13th salary | (2,413) | - | (2,124) | - |
| Compensation of carryfoward | - | - | 1,118 | 1,008 |
| Others | 537 | 188 | (1,805) | (736) |
| | 14,948 | 6,245 | (2,308) | 452 |
| Current income tax and social contribution in profit or loss | (24,119) | (7,819) | (27,876) | (8,752) |
| Deferred income tax and social contribution in profit or loss | (23,720) | (8,539) | (21,804) | (7,850) |
| Total | (47,839) | (16,358) | (49,680) | (16,602) |

| Description | Consolidated | | | |
|---|---|---|---|---|
| | April 1, 2012 to June 30, 2012 | | April 1, 2011 to June 30, 2011 | |
| | Income tax | Social contribution | Income tax | Social contibution |
| Income before income tax and social contribution | 96,662 | 96,662 | 99,821 | 99,821 |
| Tax rate | 25% | 9% | 25% | 9% |
| Expected IRPJ and CSLL expenses | (24,166) | (8,700) | (24,955) | (8,984) |
| Permanent additions and deductions | | | | |
| Equity in subsidiaries | (53) | (19) | 195 | 70 |
| Gifts and homage | (42) | (16) | - | - |
| Contributions, donations and sponsorship | (129) | (46) | (453) | (164) |
| Ammortization of goodwill on assets | (10) | (4) | (138) | (50) |
| Compensation expenses (stock option plan) | (696) | (250) | (541) | (195) |
| Management bonus and 13th salary | - | - | (2,124) | - |
| Diference on tax depreciation | 1,508 | 543 | - | - |
| Reduction on diferred asset | - | - | 1,047 | 377 |
| PRL capitalized | (422) | (152) | - | - |
| Income Tax and Social Contribution on Tax Loss and negative base | 33 | 12 | 3,269 | 1,782 |
| Effect of taxable income basis of subsidiares eliminated from the consolidated | 450 | 370 | 1,446 | 520 |
| Income Tax and Social Contribution of companies taxed by presumed profit | (1,820) | (760) | (1,082) | (365) |
| Goodwill accomplishment of merged companies | - | - | (2,044) | (939) |
| Others | 567 | 261 | (2,445) | (974) |
| | (614) | (61) | (2,870) | 62 |
| Current income tax and social contribution in profit or loss | (15,134) | (5,289) | (24,297) | (7,652) |
| Deferred income tax and social contribution in profit or loss | (9,646) | (3,472) | (3,528) | (1,270) |
| Total | (24,780) | (8,761) | (27,825) | (8,922) |

| Description | Consolidated | | | |
|---|---|---|---|---|
| | April 1, 2012 to June 30, 2012 | | January 1, 2011 to June 30, 2011 | |
| | Income tax | Social contribution | Income tax | Social contibution |
| Income before income tax and social contribution | 263,009 | 263,009 | 199,903 | 199,903 |
| Tax rate | 25% | 9% | 25% | 9% |
| Expected IRPJ and CSLL expenses | (65,752) | (23,671) | (49,976) | (17,991) |
| Permanent additions and deductions | | | | |
| Equity in subsidiaries | 213 | 77 | 346 | 124 |
| Gifts and homage | (66) | (24) | (19) | (7) |
| Contributions, donations and sponsorship | (281) | (101) | (654) | (236) |
| Ammortization of goodwill on assets | (10) | (4) | (138) | (50) |
| Compensation expenses (stock option plan) | (1,221) | (439) | (877) | (316) |
| Management bonus and 13th salary | (2,413) | - | (2,124) | - |
| Compensation of carryfoward | 33 | 12 | 1,118 | 1,008 |
| Effect of taxable income basis of subsidiares eliminated from the consolidated | 20,583 | 7,410 | 3,157 | 1,136 |

| | Consolidated | | | |
|---|---|---|---|---|
| | April 1, 2012 to June 30, 2012 | | January 1, 2011 to June 30, 2011 | |
| Description | Income tax | Social contribution | Income tax | Social contibution |
| Income Tax and Social Contribution of companies taxed by presumed profit | (5,988) | (2,824) | (1,990) | (694) |
| Others | 246 | 72 | (1,541) | (645) |
| | 11,096 | 4,179 | (2,722) | 320 |
| Current income tax and social contribution in profit or loss | (31,387) | (11,115) | (30,775) | (9,779) |
| Deferred income tax and social contribution in profit or loss | (23,269) | (8,377) | (21,923) | (7,892) |
| Total | (54,656) | (19,492) | (52,698) | (17,671) |

## 9. INVESTMENTS

### Significant information on investees:

| | | | | June 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|---|---|---|
| Investees | Number of shares | % of ownership | Capital | Net income (loss) | Shareholders' equity | Net income (loss) | Shareholders' equity |
| CAA Corretagem e Consultoria Publicitária S/C Ltda. | 5,000 | 99.00 | 50 | (54) | 80 | (9) | 134 |
| RENASCE - Rede Nacional de Shopping Centers Ltda. | 197,000 | 99.99 | 1,970 | (66) | 2,392 | (177) | 1,438 |
| CAA Corretagem Imobiliária Ltda, | 176,477 | 99.61 | 1,764 | (25) | 8 | (17) | 33 |
| MPH Empreendimentos Imobiliários Ltda. (a) | 154,940,898 | 50.00 | 154,941 | 7,512 | 174,102 | 18,415 | 219,332 |
| Multiplan Administr, Shopping Center | 20,000 | 99.00 | 20 | 3,318 | 19,360 | 5,414 | 16,043 |
| Pátio Savassi Administração de Shopping Center Ltda. | 1,000,000 | 100.00 | 10 | 1,186 | 193 | 2,466 | 242 |
| SCP - Royal Green Península | - | 98.00 | 51,582 | 868 | 13,443 | 2,187 | 11,489 |
| Manati Empreend, e Participações S.A. | 42,885,338 | 50.00 | 72,636 | 306 | 68,602 | 2,006 | 68,296 |
| Parque Shopping Maceió S.A. | 29,893,268 | 50.00 | 29,893 | (1,420) | 74,915 | (2,242) | 53,336 |
| Danville SP Empreendimento Imobiliário Ltda. | 15,600,074 | 99.99 | 18,110 | (137) | 16,407 | (1,566) | 12,034 |
| Multiplan Holding S.A. | 1,000 | 100.00 | 43 | (2) | 36 | (5) | 38 |
| Embraplan Empresa Brasileira de Planejamento Ltda. | 5,110,438 | 99.99 | 5,110 | - | 197 | 193 | 197 |
| Multiplan Greenfield I Emp Imob Ltda. | 4,119,395 | 99.99 | 4,119 | (1,086) | (738) | (3,772) | (216) |
| Barrasul Empreendimento Imobiliário Ltda. | 3,339,003 | 99.99 | 3,339 | (755) | (795) | (3,380) | (493) |
| Ribeirão Residencial Emp. Imob. Ltda. | 6,553,296 | 99.99 | 6,553 | (196) | 6,126 | (231) | 6,193 |
| Morumbi Bussiness Center Empr. Imob. Ltda. | 122,507,777 | 99.99 | 122,508 | 70,431 | 101,455 | (843) | 63,437 |
| Multiplan Greenfield II Empr. Imob. Ltda. | 93,768,810 | 99.99 | 93,769 | (349) | 92,733 | (688) | 69,528 |
| Multiplan Greenfield IV Empr. Imob. Ltda. | 96,503,249 | 99.99 | 96,503 | (316) | 95,137 | (1,050) | 71,452 |
| Multiplan Greenfield III Empr. Imob. Ltda. | 241,375,835 | 99.99 | 241,376 | (264) | 241,109 | (3) | 238,458 |
| Parkshopping Campo Grande Ltda. | 90,065,680 | 99.99 | 90,066 | (569) | 89,497 | - | - |
| Jundiaí Shopping Center Ltda. | 131,943,898 | 99.99 | 131,944 | (1,282) | 130,662 | - | - |

(a) On February 09, 2012, the Company's subsidiary Morumbi Business Center Empreendimentos Imobiliários Ltda. acquired from Brookfield Brasil Shopping Centers Ltda. its 41.958% interest in MPH Empreedimentos Imobiliários Ltda., increasing, indirectly, its total interest in Shopping Vila Olímpia in São Paulo, from 30% to 60%. The acquisition price amounts to R$175,000 fully paid upfront. The effects relating to the MPH Empreedimentos Imobiliários Ltda. acquisition recorded in the shareholders' equity are detailed in note 22.e.

## Changes in the Individual's investments

| Investees | Balances at December 31, 2011 | Additions | Transfers | Dividends | Equity subsidiaries | Balances at June 30, 2012 |
|---|---|---|---|---|---|---|
| Investiments | | | | | | |
| CAA Corretagem e Consultoria Publicitária S/C Ltda. | 132 | - | - | - | (52) | 80 |
| CAA Corretagem e Consultoria Imobiliária S/C Ltda. | 32 | - | - | - | (24) | 8 |
| RENASCE - Rede Nacional de Shopping Centers Ltda. | 5,267 | - | - | - | (65) | 5,202 |
| SCP - Royal Green Península | 11,260 | - | - | - | 850 | 12,110 |
| Multiplan Admin. Shopping Center | 15,882 | - | - | - | 3,285 | 19,167 |
| MPH Empreendimentos Imobiliários Ltda. | 92,027 | 645 | - | (9,206) | 3,585 | 87,051 |
| Manati Empreendimentos e Participações S.A. | 34,148 | - | - | - | 153 | 34,301 |
| Parque Shopping Maceió S.A. | 13,662 | - | - | - | (710) | 12,952 |
| Pátio Savassi Administração de Shopping Center Ltda. | 242 | - | - | (1,162) | 1,114 | 194 |
| Danville SP Empreendimento Imobiliário Ltda. | 6,934 | 2,000 | 7,610 | - | (137) | 16,407 |
| Multiplan Holding S.A. | 38 | - | - | - | (2) | 36 |
| Embraplan Empresa Brasileira de Planejamento Ltda. | 197 | - | - | - | - | 197 |
| Ribeirão Residencial Emp Im Ltda. | 5,540 | 130 | 654 | - | (196) | 6,128 |
| Morumbi Business Center Empreendimento Imobiliário Ltda. | 12,926 | 55,353 | 53,386 | (90,640) | 70,431 | 101,456 |
| Multiplan Greenfield IV Empreendimento Imobiliário Ltda. | 17,798 | 11,308 | 66,347 | - | (316) | 95,137 |
| Multiplan Greenfield II Empreendimento Imobiliário Ltda. | 18,159 | 11,124 | 63,796 | - | (347) | 92,732 |
| Multiplan Greenfield III Empreendimento Imobiliário Ltda. | - | 2,900 | 238,476 | - | (267) | 241,109 |
| Parkshopping Campo Grande Ltda. | - | 28,220 | 61,845 | - | (569) | 89,496 |
| Jundiaí Shopping Center Ltda. | - | 52,693 | 79,250 | - | (1,283) | 130,660 |
| Other | 94 | - | - | - | - | 94 |
| Subtotal of investiments | 234,338 | 164,373 | 571,364 | (101,008) | 75,450 | 944,517 |
| Advances for future capital increase | | | | | | |
| Parque Shopping Maceió S.A. | 13,006 | 11,500 | - | - | - | 24,506 |
| Danville SP Empreendimento Imobiliário Ltda. | 5,100 | 2,510 | (7,610) | - | - | - |
| Ribeirão Residencial Emp Imobiliário Ltda. | 654 | - | (654) | - | - | - |
| Morumbi Business Center Empreendimento Imobiliário Ltda. | 50,511 | 2,875 | (53,386) | - | - | - |
| Barrasul Empreendimento Imobiliário Ltda | - | 142 | (142) | - | - | - |
| Multiplan Greenfield I Empreendimento Imobiliário Ltda. | - | 175 | (175) | - | - | - |
| Multiplan Greenfield II Empreendimento Imobiliário Ltda. | 51,367 | 12,429 | (63,796) | - | - | - |
| Multiplan Greenfield IV Empreendimento Imobiliário Ltda. | 53,654 | 12,693 | (66,347) | - | - | - |
| Multiplan Greenfield III Empreendimento Imobiliário Ltda. | 238,461 | 15 | (238,476) | - | - | - |
| Parkshopping Campo Grande Ltda | - | 61,845 | (61,845) | - | - | - |
| Jundiaí Shopping Center Ltda. | - | 79,250 | (79,250) | - | - | - |
| Subtotal of advances for future capital increase | 412,753 | 183,434 | (571,681) | - | - | 24,506 |
| Subtotal of investiments and advances for future capital increase | 647,091 | 347,807 | (317) | (101,008) | 75,450 | 969,023 |
| Multiplan Greenfield I Emp Imob Ltda. | (216) | 389 | 175 | - | (1,086) | (738) |
| Barra Sul Empreendimento Imobiliário Ltda. | (494) | 310 | 142 | - | (755) | (797) |
| Subtotal (other current liabilities) | (710) | 699 | 317 | - | (1,841) | (1,535) |
| Total net investments | 646,381 | 348,506 | - | (101,008) | 73,609 | 967,488 |

## Changes in consolidated investments

| Investees | Balances at December 31, 2011 | Additions | Write-offs | Equity subsidiaries | Balances at June 30, 2012 |
|---|---|---|---|---|---|
| SCP - Royal Green Península | 11,260 | - | - | 850 | 12,110 |
| Other | 169 | - | - | - | 169 |
| | 11,429 | - | - | 850 | 12,279 |

## 10. INVESTMENT PROPERTIES

Multiplan measured internally its investment properties at fair value based on the Discounted Cash Flow (DCF) method. The Company calculated present value using a discount rate based on the CAPM model (Capital Asset Pricing Model). Risk and return assumptions were considered based on studies conducted by "Damodaran" (New York University professor) relating to the stock market performance of shopping centers in Brazil (Adjusted Beta), in addition to market prospects (Central Bank's Focus Report) and data on the risk premium of the domestic market (sovereign risk). Based on these assumptions, the Company estimated a nominal unleveraged discount rate of 13.05% as at December 31, 2011. According to internal analysis, the Company included in this rate a spread between 0 and 200 basic points in each shopping mall and project evaluation, resulting in a discount rate between 13.05% and 15.11%.

Discount rates for December 2011 were mantained for evaluation in June 2012.

| Cost of capital | December 2011 | June 2012 |
|---|---|---|
| Risk-free rate | 3.61% | 3.61% |
| Market risk premium | 5.62% | 5.62% |
| Adjusted Beta | 0.76 | 0.76 |
| Sovereign risk | 192 p.b | 192 p.b |
| Adicional spread | 0 to 200 p.b | 0 to 200 p.b |
| Cost of capital - US$ | 9.81% to 11.81% | 9.81% to 11.81% |

| Inflation premisses | December 2011 | June 2012 |
|---|---|---|
| Inflation (BR) | 5.32% | 5.32% |
| Inflation (USA) | 2.30% | 2.30% |
| Cost of capital - R$ | 13.05% to 15.11% | 13.05% to 15.11% |

The investment properties valuation as of December 31, 2011, presented for comparison purposes, is being resubmitted due to changes in the assumptions used in order to reflect the concept of "market participant". Thus, the Company no longer considers in the discounted cash flows calculation taxes, revenue and expenses relating to management and sales services.

The future cash flow of the model was estimated based on the shopping centers individual cash flows, expansions and office buildings, including the Net Operating Income (NOI), Recurring Assignment of Rights (based only on mix changes, except for future projects), Revenue with Transfering Charges and investments in revitalization and construction in progress. Perpetuity was calculated considering a real growth rate of 2.0% for shopping centers and of 0.0% for office buildings.

The Company classified its investment properties in accordance with their status. The table below describes the amount identified for each category of property and presents the amount of assets in the Company's share:

| Valuation of investment properties | December 2011 Reclassified | June 2012 |
|---|---|---|
| Shopping centers in operation | 10,743,499 | 11,071,461 |
| Projects in progress (advertised) | 1,743,904 | 2,195,849 |
| Projects in progress (not advertised) | 761,278 | 571,547 |
| Total | 13,248,681 | 13,838,857 |

Investment properties are derecognized when they are either sold or when the investment property is no longer permanently used and no future economic benefit is expected from its sale. The difference between the net sales proceeds and the carrying amount of the asset is recognized in the income statement on derecognition date.

| | Annual depreciation rates (%) | Individual | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | December 31, 2011 | Additions | Write-offs[1] | Capitalized interest | Depreciation | Transfers | June 30, 2012 |
| Cost | | | | | | | | |
| Land | | 586,008 | 22,391 | (84,561) | - | - | - | 523,838 |
| Buildings and improvements | 2 to 4 | 1,742,629 | 1,754 | (191) | - | - | 2,526 | 1,746,718 |
| Accumulated depreciation | | (232,548) | - | 50 | - | (19,849) | - | (252,347) |
| Net | | 1,510,081 | 1,754 | (141) | - | (19,849) | 2,526 | 1,494,371 |
| Facilities | 2 to 10 | 189,132 | 941 | (262) | - | - | (21) | 189,790 |
| Acumulated Depreciation | | (58,945) | - | 54 | - | (7,768) | - | (66,659) |
| Net | | 130,187 | 941 | (208) | - | (7,768) | (21) | 123,131 |
| Machinery, equipment, furniture and fixtures | 10 | 15,578 | 247 | (34) | - | - | 199 | 15,990 |
| Accumulated depreciation | | (4,664) | - | - | - | (849) | - | (5,513) |
| Net | | 10,914 | 247 | (34) | - | (849) | 199 | 10,477 |
| Other | 10 to 20 | 3,953 | 195 | (143) | - | - | - | 4,005 |
| Accumulated depreciation | | (1,249) | - | 1 | - | (214) | - | (1,462) |
| Net | | 2,704 | 195 | (142) | - | (214) | - | 2,543 |
| Construction in progress | | 408,902 | 272,255 | (267,588) | 13,873 | - | (2,704) | 424,738 |
| | | 2,648,796 | 297,783 | (352,674) | 13,873 | (28,680) | - | 2,579,098 |

(1) Refers mainly to the decrease of investiments properties used to increase capital in the Company's its subsidiaries as detailed in note 1.1.

| | Annual depreciation rates (%) | Consolidated | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | December 31, 2011 | Additions | Write-offs[1] | Capitalized interest | Depreciation | Transfers | June 30, 2012 |
| Cost | | | | | | | | |
| Land | | 742,395 | 109,434 | (95,921) | 572 | - | (17,916) | 738,564 |
| Buildings and improvements | 2 to 4 | 1,917,337 | 2,363 | (18,388) | - | - | (38,313) | 1,862,999 |
| Accumulated depreciation | | (245,757) | - | 865 | - | (21,126) | 7,162 | (258,856) |
| Net | | 1,671,580 | 2,363 | (17,523) | - | (21,126) | (31,151) | 1,604,143 |
| Facilities | 2 to 10 | 228,240 | 1,045 | (5,521) | - | - | (2,573) | 221,191 |
| Acumulated Depreciation | | (67,489) | - | 1,231 | - | (9,422) | 1,671 | (74,009) |
| Net | | 160,751 | 1,045 | (4,290) | - | (9,422) | (902) | 147,182 |
| Machinery, equipment, furniture and fixtures | 10 | 19,370 | 326 | (236) | - | - | (491) | 18,969 |
| Accumulated depreciation | | (5,684) | - | 46 | - | (1,014) | 159 | (6,493) |
| Net | | 13,686 | 326 | (190) | - | (1,014) | (332) | 12,476 |
| Other | 10 to 20 | 5,776 | 444 | (165) | - | - | 292 | 6,347 |
| Accumulated depreciation | | (1,670) | - | 9 | - | (1,017) | (329) | (3,007) |
| Net | | 4,106 | 444 | (156) | - | (1,017) | (37) | 3,340 |
| Construction in progress | | 395,239 | 682,433 | (267,588) | 13,873 | - | 50,338 | 874,295 |
| | | 2,987,757 | 796,045 | (385,668) | 14,445 | (32,579) | - | 3,380,000 |

(1) Refers mainly to the decrease of investiments properties used to increase capital in the Company's its subsidiaries as detailed in note 1.1.

## 11. PROPERTY, PLANT AND EQUIPMENT

| | | Individual | | | | |
|---|---|---|---|---|---|---|
| | Annual depreciation (%) | December 31, 2011 | Additions | Write-offs | Depreciation | June 30, 2012 |
| Cost | | | | | | |
| Land | - | 1,209 | - | - | - | 1,209 |
| Buildings and improvements | 2 to 4 | 4,543 | - | - | - | 4,543 |
| Acumulated depreciation | | (596) | - | - | (92) | (688) |
| Net | | 3,947 | - | - | (92) | 3,855 |
| Facilities | 2 to 10 | 2,644 | 18 | - | - | 2,662 |
| Acumulated depreciation | | (470) | - | - | (131) | (601) |
| Net | | 2,174 | 18 | - | (131) | 2,061 |
| Machinery, equipment, furniture and fixtures | 10 | 4,534 | 369 | - | - | 4,903 |
| Acumulated depreciation | | (2,322) | - | - | (290) | (2,612) |
| Net | | 2,212 | 369 | - | (290) | 2,291 |
| Other | 10 to 20 | 4,596 | 267 | (202) | - | 4,661 |
| Acumulated Depreciation | | (1,275) | - | 116 | (351) | (1,510) |
| Net | | 3,321 | 267 | (86) | (351) | 3,151 |
| | | 12,863 | 654 | (86) | (864) | 12,567 |

| | | Consolidated | | | | |
|---|---|---|---|---|---|---|
| | Annual depreciation (%) | December 31, 2011 | Additions | Write-offs | Depreciation | June 30, 2012 |
| Cost | | | | | | |
| Land | - | 3,328 | - | - | - | 3,328 |
| Buildings and improvements | 2 to 4 | 10,915 | 2 | - | - | 10,917 |
| Acumulated depreciation | | (2,487) | - | - | (218) | (2,705) |
| Net | | 8,428 | 2 | - | (218) | 8,212 |
| Facilities | 2 to 10 | 3,901 | 18 | - | - | 3,919 |
| Acumulated depreciation | | (1,459) | - | - | (193) | (1,652) |
| Net | | 2,442 | 18 | - | (193) | 2,267 |
| Machinery, equipment, furniture and fixtures | 10 | 6,220 | 369 | - | - | 6,589 |
| Acumulated depreciation | | (3,974) | - | - | (303) | (4,277) |
| Net | | 2,246 | 369 | - | (303) | 2,312 |
| Other | 10 to 20 | 5,169 | 267 | (202) | - | 5,234 |
| Acumulated Depreciation | | (1,801) | - | 116 | (356) | (2,041) |
| Net | | 3,368 | 267 | (86) | (356) | 3,193 |
| | | 19,812 | 656 | (86) | (1,070) | 19,312 |

## 12. INTANGIBLE ASSETS

Intangible assets comprise system licenses and goodwill recorded by the Company on the acquisition of new interests during 2007 and 2008; a portion of these interests was subsequently merged.

| | | Individual | | | |
|---|---|---|---|---|---|
| | Annual amortization rate | December 31, 2011 | Additions | Amortization | June 30, 2012 |
| Goodwill on merged companies (a) | | | | | |
| Bozano | | 307,067 | - | - | 307,067 |
| Accumulated amortization | | (188,457) | - | - | (188,457) |
| Realejo | | 86,611 | - | - | 86,611 |
| Accumulated amortization | | (34,645) | - | - | (34,645) |
| Multishopping | | 169,849 | - | - | 169,849 |
| Accumulated amortization | | (85,754) | - | - | (85,754) |
| | | 254,671 | - | - | 254,671 |
| Goodwill on acquisition of ownership interests (b) | | | | | |
| Brazilian Realty LLC. | | 46,434 | - | - | 46,434 |
| Accumulated amortization | | (13,232) | - | - | (13,232) |
| Indústrias Luna S.A. | | 4 | - | - | 4 |
| Accumulated amortization | | - | - | - | - |
| JPL Empreendimentos Ltda. | | 15,912 | - | - | 15,912 |
| Accumulated amortization | | (3,329) | - | - | (3,329) |
| Solução Imobiliária Ltda. | | 3,524 | - | - | 3,524 |
| Accumulated amortization | | (554) | - | - | (554) |
| | | 48,759 | - | - | 48,759 |
| System licenses | | | | | |
| Software license (c) | 20 | 19,767 | 11,568 | - | 31,335 |
| Accumulated amortization | | (6,905) | - | (2,014) | (8,919) |
| | | 12,862 | 11,568 | (2,014) | 22,416 |
| | | 316,292 | 11,568 | (2,014) | 325,846 |

| | Annual amortization rate | Consolidated December 31, 2011 | Adittions | Amortization | June 30, 2012 |
|---|---|---|---|---|---|
| Goodwill on merged companies (a) | | | | | |
| Bozano | | 307,067 | - | - | 307,067 |
| Accumulated amortization | | (188,457) | - | - | (188,457) |
| Realejo | | 86,611 | - | - | 86,611 |
| Accumulated amortization | | (34,645) | - | - | (34,645) |
| Multishopping | | 169,849 | - | - | 169,849 |
| Accumulated amortization | | (85,754) | - | - | (85,754) |
| | | 254,671 | - | - | 254,671 |
| Goodwill on acquisition of ownership interests (b) | | | | | |
| Brazilian Realty LLC. | | 46,434 | - | - | 46,434 |
| Accumulated amortization | | (13,232) | - | - | (13,232) |
| Indústrias Luna S.A. | | 4 | - | - | 4 |
| Accumulated amortization | | - | - | - | - |
| JPL Empreendimentos Ltda. | | 15,912 | - | - | 15,912 |
| Accumulated amortization | | (3,329) | - | - | (3,329) |
| Solução Imobiliária Ltda. | | 3,524 | - | - | 3,524 |
| Accumulated amortization | | (554) | - | - | (554) |
| | | 48,759 | - | - | 48,759 |
| System licenses | | | | | |
| Software license (c) | 20 | 19,767 | 11,568 | - | 31,335 |
| Accumulated amortization | | (6,905) | - | (2,014) | (8,919) |
| | | 12,862 | 11,568 | (2,014) | 22,416 |
| Others | | 1,158 | 16 | - | 1,174 |
| Accumulated amortization | | (101) | - | (18) | (119) |
| | | 1,057 | 16 | (18) | 1,055 |
| | | 317,349 | 11,584 | (2,032) | 326,901 |

(a) The goodwill recorded on merged subsidiaries results from the following transactions: (i) On February 24, 2006, the Company acquired 100% of the shares of Bozano Simonsen Centros Comerciais S.A and Realejo Participações S.A. These investments were acquired for R$447,756 and R$114,086, respectively, and goodwill was recorded in the amounts of R$307,067 and R$86,611, respectively in relation to the carrying amount of the aforementioned companies as at that date; (ii) On June 22, 2006, the Company acquired 100% of the shares of Multishopping Empreendimento Imobiliário S.A. held by GSEMREF Emerging Market Real Estate Fund L.P for R$247,514 as well as the shares held by shareholders Joaquim Olímpio Sodré and Manoel Joaquim Rodrigues Mendes for R$16,587, and goodwill was recorded in the amounts of R$158,931 and R$10,478, respectively, in relation to the carrying amount of Multishopping as at that date. In addition, on July 8, 2006 the Company acquired the shares of Multishopping Empreendimento Imobiliário S.A. held by shareholders Ana Paula Peres and Daniela Peres for R$900, resulting in a goodwill of R$448. Such goodwill was based on the expected future earnings from these investments.

(b) As a result of acquisitions made in 2007, the Company recorded goodwill based on expected future earnings in the total amount of R$65,874, which were amortized through December 31, 2008, based on the term, extent and proportion of results projected in the report prepared by independent appraisers, which does not exceed ten years.

(c) In order to strengthen its internal control system while sustaining a solid growth strategy, the Company started implementing SAP R/3 System. To enable implementation, the Company entered into a service agreement in the amount of R$3,300 with IBM Brasil - Indústria, Máquinas e Serviços Ltda. on June 30, 2008. Additionally, the Company entered into two software license and maintenance agreements with SAP Brasil Ltda., both dated June 24, 2008, whereby SAP granted the Company a non-exclusive software license for an indefinite term. The license purchase price was R$1,795.

On November 25, 2011, the Company hired consulting services to implement the SAP functionalities in amount of R$16,950. Until June 30, 2012, the amount of R$9,460 had already been paid and accounted for as intangible asset

# 13. LOANS AND FINANCING

| | Index | Annual interest rate | June 30, 2012 Individual | June 30, 2012 Consolidated | December 31, 2011 Individual | December 31, 2011 Consolidated |
|---|---|---|---|---|---|---|
| Current | | | | | | |
| Real BSS (a) | TR | 9.62% | 20,551 | 20,551 | 19,960 | 19,960 |
| Banco Itaú SAF (b) | TR | 10% | 2,376 | 2,376 | 2,355 | 2,355 |
| Banco Itaú PSC (c) | TR | 9.75% | 17,242 | 17,242 | 9,721 | 9,721 |
| Banco IBM (d) | CDI | 0.79% | 484 | 484 | 1,075 | 1,075 |
| Banco IBM (e) | CDI | 1.48% | 2,255 | 2,255 | 2,095 | 2,095 |
| BNDES PKS Expansão (f) | TJLP | 3.53% | 9,191 | 9,191 | 9,253 | 9,253 |
| BNDES PKS Expansão (f) | - | 4.5% | 175 | 175 | 175 | 175 |
| Real BHS Expansão V (g) | TR | 10% | 12,061 | 12,061 | 11,729 | 11,729 |
| Companhia Real de Distribuição (l) | - | - | 53 | 53 | 26 | 26 |
| Banco do Brasil (m) | CDI | 110% | 7,724 | 7,724 | - | - |
| Banco Itaú VLG (h) | TR | 9.75% | 6,610 | 6,610 | - | - |
| Raising Costs Real BHS EXP | - | - | (144) | (144) | (147) | (147) |
| Raising Costs Itaú PSC | - | - | (292) | (292) | (257) | (257) |
| Raising Costs BNDES JDS | - | - | - | - | (40) | (40) |
| Raising Costs BNDES CGS | - | - | - | - | (27) | (27) |
| Raising Costs Itaú VLG | - | - | (454) | (454) | (266) | (266) |
| | | | 77,832 | 77,832 | 55,652 | 55,652 |
| Noncurrent | | | | | | |
| Real BSS (a) | TR | 9.62% | 61,653 | 61,653 | 69,857 | 69,857 |
| Banco Itaú SAF (b) | TR | 10% | 5,743 | 5,743 | 6,870 | 6,870 |
| Banco Itaú PSC (c) | TR | 9.75% | 123,570 | 123,570 | 127,760 | 127,760 |
| Banco IBM (d) | CDI | 0.79% | - | - | 358 | 358 |
| Banco IBM (e) | CDI | 1.48% | 2,960 | 2,960 | 3,868 | 3,868 |
| BNDES PKS Expansão (f) | TJLP | 3.53% | 9,957 | 9,957 | 14,496 | 14,496 |
| BNDES PKS Expansão (f) | - | 4.5% | 190 | 190 | 278 | 278 |
| Real BHS Expansão V (g) | TR | 10% | 75,379 | 75,379 | 79,169 | 79,169 |
| Banco Itaú VLG (h) | TR | 9.75% | 181,765 | 181,765 | 83,227 | 83,227 |
| BNDES JDS (i) | TJLP | 3.38% | - | 100,940 | 68,377 | 68,377 |
| BNDES JDS (i) | TJLP | 1.48% | - | 3,858 | 1,516 | 1,516 |
| BNDES CGS (j) | TJLP | 3.32% | - | 39,465 | 30,852 | 30,852 |
| BNDES CGS (j) | IPCA | 2.32% + 7.27% | - | 20,715 | 19,471 | 19,471 |
| BNDES CGS (j) | TJLP | 1.42% | - | 1,458 | - | - |
| BNB Maceió (k) | - | 8.08%* | - | 8,628 | - | - |
| Companhia Real de Distribuição (l) | - | - | 642 | 642 | 696 | 696 |
| Banco do Brasil (m) | CDI | 110% | 175,000 | 175,000 | - | - |
| Loan costs Real BHS EXP | - | - | (541) | (541) | (612) | (612) |
| Loan costs Itaú PSC | - | - | (986) | (986) | (1,164) | (1,164) |
| Loan costs BNDES JDS | - | - | - | (246) | (192) | (192) |
| Loan costs BNDES CGS | - | - | - | (199) | (172) | (172) |
| Loan costs Itaú VLG | - | - | (2,534) | (2,534) | (2,792) | (2,792) |
| Loan costs Banco do Brasil | - | - | (2,625) | (2,625) | - | - |
| Loan costs BNB (k) | - | - | - | (612) | - | (360) |
| | | | 630,173 | 804,180 | 501,863 | 501,503 |

(*) Loans Annual rate of BNB considering 15% bonus of payment compliance.

(a) On September 30, 2008, the Company entered into a financing agreement with Banco ABN AMRO Real S.A. to build a shopping mall in Porto Alegre in the amount of R$122,000. This financing bears 10% interest p.a. plus the Referential Rate (TR), and is repaid in 84 monthly installments beginning July 10, 2009. This agreement provides for the annual renegotiation of the interest rate so that it remains between 95% and 105% of CDI. Therefore, the interest rate will be changed whenever: (a) pricing (interest rate plus TR) remains below 95% of the average CDI for the last 12 months; or (b) pricing (interest rate plus TR) remains above 105% of the average CDI for the last 12 months. For this reason, the charges on the financing for 2010/2011 were adjusted to 9.62% p.a plus TR. As a collateral for the loan, the Company provided a mortgage on the financed property,, including all accessions and improvements to be made, and assigned the receivables from lease contracts and the rights on the financed property , which shall correspond, at least, to a minimal movement equivalent to 150% of the amount of one monthly installment until the debt is fully settled.

Finacial Covenants of the contract:

Total Debt/ Equity less than or equal to 1
Bank debt/ EBTIDA less than ou equal to 4

(b) On May 28, 2008, the Company and co-owner Shopping Anália Franco entered into a credit facility agreement with Banco Itaú Unibanco S.A. to renovate and expand the property in the total amount of R$45,000, of which 30% is the Company's responsibility. This credit facility bears 10% interest p.a. plus TR and will be repaid in 71 monthly, consecutive installments beginning January 15, 2010. As a collateral for the loan, the Company assigned Shopping Center Jardim Anália Franco to Banco Itaú, which was assessed at the amount of R$676,834, until all contractual obligations are met.

(c) On August 10, 2010, the Company entered into a bank credit note with Banco Itaú Unibanco S.A. for the construction of Park Shopping São Caetano, amounting to R$140,000. This credit note bears interest based on the Referential Rate (TR) plus 9.75% p.a. and it will be repaid in 99 consecutive, monthly installments, the first maturing on June 15, 2012. As a collateral for the loan, the Company assigned the receivables from lease agreements and store rights in the financed developments, which should correspond, at least, to a minimal movement equivalent to 120% of one monthly installment, since the inauguration of Park Shopping São Caetano, until the debt is fully settled.

(d) As mentioned in Note 12.c, the Company entered into a service agreement on June 30, 2008 with IBM Brasil - Indústria. Máquinas e Serviços Ltda. and two software license and maintenance agreements with SAP Brasil Ltda., both dated June 24, 2008. Pursuant to the 1st Addendum to the agreements, signed in July 2008, the amount related to these agreements was subject to lease by the Company to Banco IBM S.A.. Under the lease, the Company assigned to Banco IBM S.A. the obligation to make the payment for the services under conditions similar to those set forth in the agreements. The Company, in turn, will reimburse to Banco IBM the amounts incurred with the implementation in 48 monthly, successive installments of approximately 2.1% of the total cost each, plus the daily fluctuation of the accumulated DI-Over rate, plus 0.79% p.a., the first installment maturing in March 2009. The total amount used was R$5,095. No guarantee was granted.

(e) On January 28, 2010, the Company entered into a new credit facility agreement with Banco IBM S.A. in the amount of R$15,000 to purchase IT equipment and/or software and IT-related products and/or services. This loan bears interest based on the CDI rate plus 1.48% p.a. and will be paid in eight semiannual installments starting from the realease date of each tranche. The total amount already released was R$7,095. No guarantee was granted.

(f) On December 21, 2009 the Company entered into Loan Agreement 09.2.1096.1 with the National Bank for Economic and Social Development (BNDES) to finance the expansion of the ParkShopping Brasilia. Such loan was divided as follows: R$36,624 for tranche "A" and R$1,755 for tranche "B". Long-term interest rate (TJLP), plus 3.53% p.a. will be levied on tranche "A", whilst a fixed interest of 4.5% p.a. will be levied on tranche "B", which will be used to purchase machinery and equipment. Both tranches are being repaid since August 2010 in 48 consecutive, monthly installments. No guarantee was granted.

Financial Covenants of the contract:
Total debt/Total assets less than or equal to 0.50
EBITDA margin greater than or equal to 20%

(g) On November 19, 2009, the Company entered into with Banco ABN AMRO Real S.A. a loan agreement to finance the renovation and expansion of BH Shopping, in the amount of R$102,400. Such financing bears interest of 10% p.a. plus the Referential Rate (TR), and will be repaid in 106 monthly, consecutive installments beginning December 15, 2010. The loan is collateralized by the chattel mortgage of 35.31% of the financed property, which results in an amount of R$153,599 for the collateralized portion,and assigned the receivables from lease contracts and the rights on the financed property , which correspond, at least, to a minimal movement equivalent to 120% of one monthly installment until the debt is fully settled. R$97,280 was released through June 30, 2012.

Financial Covenants of the contract:
Total Debt/ Equity less than or equal to 1
Bank debt/EBITDA less than or equal to 4.

(h) On November 30, 2010, the Company entered into a bank credit note with Banco Itaú Unibanco S.A. for the construction of Shopping Village Mall, amounting to R$270,000. Such financing bears interest based on the Referential Rate (TR) plus 9.75% a year and it will be repaid in 114 consecutive, monthly installments, the first maturing on March 15, 2013. The is collateralized by mortgage on the land and all accessions, constructions, facilities and improvements therein, which were assessed at the amount of R$370,000 as at that date. Additionally, the Company assigned the receivables from lease agreements and rights on the stores in the financed development, which correspond, at least, to a minimal movement equivalent to 100% of the amount of one monthly installment, beginning January, 2015, until the debt is fully settled. R$187,019 was released through June 30, 2012.

Financial Covenants of this contract:
Net debt/ EBITDA less or equal to 3

EBITDA/ net financial expenses greater than or equal to 2

(i) On June 6, 2011, the Company entered into loan agreement 11.2.0365.1 with the Brazilian Development Bank (BNDES) to finance the construction of Jundiaí Shopping. The loan was divided as follows: R$117,596 for tranche "A", R$5,304 for tranche "B" and R$1,229 for tranche "C". Tranche "A" will bear long-term interest (TJLP) plus 3.38% p.a., tranche "B", which will be used to purchase machinery and equipment, will bear TJLP plus 1.48% p.a. and tranche "C", which will be used to invest in social projects in the City of Jundiaí, will bear TJLP without spread. All tranches will be repaid in 60 consecutive, monthly installments, the first maturing on July 15, 2013. As of June 30, 2012, R$104,388 had already been realeased. No guarantee was granted.

As mentioned in Note 1.1, this financial debit was transfered to the subsidiary Jundiaí Shopping Center Ltda.

Financial Covenants of the contract:
Total debt/ Total assets less than or equal to 0,50
EBTIDA margin greater than or equal to 20%

(j) On October 4, 2011, the Company entered into financing agreement 11.2.0725.1 with the National Bank for Economic and Social Development - BNDES to finance the construction of ParkShopping Campo Grande. Such loan was divided as follows R$77,567 for tranche "A", R$19,392 for tranche "B" , R$1,000 for tranche "C" and R$1,891 for tranche "D". Tranche "A" bears interest of 2.32% p.a. above the Long-Term Interest Rate (TJLP) plus interest of 1% p.a.. Tranche "B" bears interest of 2.32% p.a. above the referential rate informed by BNDES based on the rate of return of NTN-B. Tranche "C", which will be used to invest in social projects in the municipality of Rio de Janeiro, bears TJLP. Tranche "D", which will be used to purchase machinery and equipment, bears interest of 1.42% p.a. above the TJLP. Tranches "A", "C" and "D" will be repaid in 60 monthly, consecutive installments, the first maturing on November 15, 2013, and tranche "B" will be repaid in 5 annual, consecutive installments, the first maturing on October 15, 2014. R$59,466 was released by BNDES through June 30, 2012. No guarantee was granted.

As mentioned in Note 1.1, this financial debit was transfered to the subsidiary ParkShopping Campo Grande.

Financial Covenants of the contract:
Total debt/ Total assets less than or equal to 0,50
EBTIDA margin greater than or equal to 20%

(k) On December 29, 2011, the Company entered into a loan agreement with BNB - Banco do Nordeste do Brasil, through its jointly controlled Parque Shopping Maceio S/A, to finance the construction of ParqueShopping Maceio in the city of Maceio. The loan amounted to R$110,000, which will be released based on the construction timetable. This contract bears interest of 9.50% p.a. considering a 15% bonus in case of timely payment. The loan will be repaid in 126 monthly installments beginning July 26, 2013. The loan was collateralized by a mortgage on the land and improvements to be built, which were estimated at the loan agreement date in R$172,267 representing 157% of total amount granted. The proportion between minimum guarantee / financing must be maintained throughout the contract term. Additionaly, were presentd guarantee letter corresponding to 50% of the loan as well as performance insurance during construction stage. The limit of performance insurance was also fixed in 50% of the loan. As an additional guarantee, the Company shall maintain a strict application of 6 times the amount of benefit due in an escrow account to be maintained in BNB. Loan costs were set and paid when the agreement was signed and amounted to R$720. As of June 30, 2012, R$17,256 had already been released of which 50% belongs to the Company.

(l) The balance payable to Companhia Real de Distribuição arises from the intercompany loan with merged subsidiary Multishopping to finance the construction of BarraShopping Sul, to be settled in 516 monthly installments of R$4, as from the hipermarket inauguration date in November 1998, with no interest or inflation adjustment.

(m) On January 19, 2012, the Company entered into a bank credit note with Banco do Brasil in the total amount of R$175,000 , in order to strengthen its cash position. No guarantee was granted. Interest will be paid semiannually and principal in 11semiannual installments beginning January 13, 2014.

| Start Date | End Date | Amouting | Rate |
|---|---|---|---|
| 01/19/2012 | 01/13/2019 | 175,000 | 110,0% CDI |

Financial Covenants of this contract:
Net Debt/ EBITDA less than or equal to 3,5

On Jue 30, 2012, the Company presents their financial ratios within the present limits on current contracts:

| | |
|---|---|
| Índexes Itaú VLG (h) | |
| Net Debt / EBITDA <= 3 x | 1,55x |
| EBITDA / net finance expense >= 2 x | 19,73x |
| | |
| Índexes Banco Real (a) (g) | |
| Total Debt / Equity <= 1 | 0,42 |
| Bank Debt / EBITDA <= 4 x | 2,1x |
| | |
| Índexes BNDES (f) (i) (j) | |
| Total Debt / Total Asset <= 0,50 | 26% |
| EBITDA margin >= 20% | 63% |
| | |
| Banco do Brasil (m) | |
| Net Debt/ EBITDA <= 3,5 x | 1,55x |

Noncurrent loans and financing mature as follows:

| | June 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| | Individual | Consolidated | Individual | Consolidated |
| 2013 | 41,405 | 58,363 | 81,051 | 81,051 |
| 2014 | 109,796 | 143,750 | 89,798 | 89,798 |
| 2015 | 102,450 | 136,394 | 82,560 | 82,560 |
| 2016 | 90,146 | 124,119 | 68,797 | 68,797 |
| 2017 | 78,632 | 112,312 | 61,223 | 61,223 |
| 2018 on foward | 207,744 | 229,242 | 118,434 | 118,074 |
| | 630,173 | 804,180 | 501,863 | 501,503 |

## 14. TRADE ACOUNTS PAYABLE

| | June 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| | Individual | Consolidated | Individual | Consolidated |
| Supplier | 49,448 | 99,423 | 41,933 | 60,409 |
| Contractual retentions | 18,151 | 29,020 | 19,521 | 21,698 |
| Indemnities to pay | 2,483 | 3,491 | 1,737 | 1,740 |
| Labor obligations | 14,892 | 14,984 | 25,021 | 25,094 |
| | 84,974 | 146,918 | 88,212 | 108,941 |

## 15. DEBENTURES

a) 1st issue of debentures for primary public distribution

On June 19, 2009, the Company completed the 1st Issue of debentures for Primary Public Distribution, whereby 100 simple, nonconvertible, book-entry, registered and unsecured debentures were issued in a single series for public distribution with restricted efforts, on a firm guarantee basis, with a par value of R$1,000. Overallotments for additional and supplementary shares of up to 35% were not exercised. The transaction matures within 721 days and debentures will yield interest of 117% (one hundred and seventeen percent) of the accumulated fluctuation of average daily rates of the one-day over extra group interbank deposit rates, calculated and disclosed daily by CETIP, in the daily bulletin on its website ("DI-Over Rate") per year, considering 252 business days. The debentures principal was fully reáid on maturity date and interest was paid according to the following table as from the issue date.

1st Remuneration payment date - December 17, 2009 (181 days as from the issue date);
2nd Remuneration payment date - June 15, 2010 (361 days as from the issue date);
3rd Remuneration payment date - December 12, 2010 (541 days as from the issue date)
4th Remuneration payment date - June 10, 2011 (721 days as from the issue date)

Debentures were settled on June 10, 2011

b) 2nd issue of debentures for primary public distribution

On September 5, 2011, the Company completed the 2nd issue of debentures for primary public distribution, in the amount of R$300,000. 30,000 simple, nonconvertible, book–entry, registered and unsecured debentures were issued in a single series for public distribution with restricted efforts, on a firm guarantee basis, with par value of R$10. The transaction will be repaid in two equal installments at the end of the fourth and fifth year with bear semi-annual interest. The final issue price was set on September 30, 2011 through a bookbuilding procedure, remuneratory interest was also set at 100% of the accumulated fluctuation of average daily DI rates increased on a compounded basis by a spread or surcharge of 1.01% p.a.

On March 05, 2012, were paid interest on the amount of R$17,505.

The Financial Covenants of this bonds are:

(i) Net debt/ EBITDA less than or equal to 3.25
(i) EBITDA/ net interest expense greater than or equal to 2

On June 30, 2012 the Company presents the financial ratios within the limits pre-estabilished in the identure, as follows:

| | June 30, 2012 |
|---|---|
| Net Debt/ EBITDA <= 3,25 x | 1,55x |
| EBITDA / Net Financial Expenses>= 2 x | 19,73x |

## 16. PAYABLES FOR ACQUISITION OF PROPERTIES

| | June 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| | Individual | Consolidated | Individual | Consolidated |
| Current | | | | |
| PSS - Seguridade Social (a) | 18,052 | 18,052 | 17,284 | 17,284 |
| Land São Caetano (b) | 18,087 | 18,087 | 10,869 | 10,869 |
| Land Jundiaí (c) | - | 7,494 | 7,171 | 7,171 |
| Land Ribeirão (d) | - | 5,991 | - | 5,843 |
| Other | 269 | 269 | 269 | 269 |
| | 36,408 | 49,893 | 35,593 | 41,436 |
| Noncurrent | | | | |
| PSS - Seguridade Social (a) | 7,522 | 7,522 | 15,843 | 15,843 |
| Land São Caetano (b) | 44,557 | 44,557 | 53,205 | 53,205 |
| Land Jundiaí (c) | - | - | 3,586 | 3,586 |
| Land Ribeirão (d) | - | 17,039 | - | 19,580 |
| | 52,079 | 69,118 | 72,634 | 92,214 |

(a) In November 2007, the Company acquired from PSS - Social Security 10.1% of equity interest in Morumbi Shopping, for an amount of R$120,000. R$48,000 waspaid on the deed signature date, and the remaining amount will be settle in 72 mountly istallments, equal and sucessives, plus interest of 7% p.a the price table, and adjusted based on IPCA fluctuation. The last installment matures is on November 21, 2013.

(b) Through a purchase and sale agreement dated July 9, 2008, the Company acquired a plot of land in the city of São Caetano do Sul. The acquisition price was R$81,000, of which R$10,000 was paid when the contract was signed. On September 8, 2009, through a partial renegotiation purchase and sale private instrument and other covenants, the parties recognized the outstanding balance of R$71,495, partially adjustable, to be settled as follows: (i) R$4,000 on September 11, 2009; (ii) R$4,000 on December 10, 2009; (iii) R$247 on October 10, 2012 adjusted based on the IGP-M fluctuation plus interest of 3% per year as from the instrument signature date; (iv) R$31,748 in 64 monthly installments, adjusted in accordance based on the IGP-M fluctuation plus interest of 3%, in the amount of R$540, the first installment maturing on January 10, 2010; and (v) R$31,500, subject to adjustment (if the amount is paid in cash), to be settled according to the Company's choice, through transferring of the built area (6,600 m²) or in 36 monthly end successive installments monetarily restated by the IGP-M plus 3% interest per year being the fist installment due on October 09, 2012, as set forth in the instrument.

On May 22, 2012, the Company opted to pay the amount relating to item (v) above in cash.

(c) Through a public deed dated December 16, 2009, the Company acquired a plot of land in the city of Jundiaí for R$46,533, of which R$700 was paid in 2008, R$20,000 on the deed signature date and the remaining amount of R$25,833 will be settled as follows: R$1,665 on February 11, 2010, R$1,665 in April 2010, R$1,670 in June 2010, and 42 monthly installments of R$496, the first maturing on January 11, 2010 and the other installments on the same day in the following months. Payments are monetarily restated by IPCA fluctuation, plus interest of 7.2% p.a., as from the deed signature date.

As mentioned in Note 1.1, the obligation mentioned above was transferred to the subsidiary Jundiaí Shopping Center Ltda.

(d) Through a purchase and sale deed with additional mortgage clause, dated April 12, 2011, the Company acquired through DanVille SP Participações LTDA a plot of land located in Ribeirão Preto. The acquisition price was R$33,000, of which R$4,500 was paid on the signature date. The remaining balance of R$28,500 are being settled in 60 monthly installments of R$475, the first maturing on May 11, 2011, and the remaining installments on the same day in the following months. Payments are monetarily restated by IGP-M fluctuation plus interest of 6% p.a, as from the contract signature date.

The noncurrent portion for payables for acquisitoin of properties mature as follow:

| | June 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| | Individual | Consolidated | Individual | Consolidated |
| 2013 | 18,136 | 21,143 | 39,876 | 45,750 |
| 2014 | 18,087 | 24,101 | 20,447 | 26,322 |
| 2015 | 15,856 | 21,870 | 12,311 | 20,142 |
| 2016 | - | 2,004 | - | - |
| | 52,079 | 69,118 | 72,634 | 92,214 |

## 17. TAXES AND CONTRIBUTIONS PAYABLE

| | June 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| | Individual | Consolidated | Individual | Consolidated |
| Retained INSS | 1,759 | 3,357 | 1,832 | 2,436 |
| Retained PIS and COFINS | 20 | 27 | 21 | 27 |
| Retained ISS | 354 | 1,056 | 563 | 585 |
| Retained CSLL and IRRF | - | 369 | 82 | 266 |
| PIS and COFINS payable | 6,270 | 7,432 | 7,395 | 8,507 |
| IR and CSLL payable | 31,902 | 38,169 | 40,831 | 47,693 |
| ISS payable | 841 | 1,459 | 636 | 1,373 |
| | 41,146 | 51,869 | 51,360 | 60,887 |

## 18. PROVISIONS FOR ADMINISTRATIVE PROCEEDINGS AND LAWSUITS

| | Individual | | | |
|---|---|---|---|---|
| Provision | December 31, 2011 | Addictions | Write-offs | June, 30, 2012 |
| PIS e Cofins (a) | 12,199 | - | - | 12,199 |
| Cível (c) | 5,252 | - | (106) | 5,146 |
| Labor | 2,180 | - | (76) | 2,104 |
| Provision for PIS and Cofins (b) | 1,064 | - | - | 1,064 |
| Provision for IOF (b) | 6 | - | (6) | - |
| Tax | 14 | 107 | - | 121 |
| | 20,715 | 107 | (188) | 20,634 |

| | Consolidated | | | |
|---|---|---|---|---|
| Provision | December 31, 2011 | Addictions | Write-offs | June 30, 2012 |
| PIS e Cofins (a) | 12,199 | - | - | 12,199 |
| INSS | 31 | - | - | 31 |
| Cível (c) | 5,521 | 61 | (135) | 5,447 |
| Labor | 2,193 | 30 | (75) | 2,148 |
| Provisão for PIS and Cofins (b) | 1,064 | - | - | 1,064 |
| Provision for IOF (b) | 5 | - | (5) | - |
| Tax | 347 | 107 | - | 454 |
| | 21,360 | 198 | (215) | 21,343 |

Provisions for administrative proceedings and lawsuits processes were recognized to cover probable losses on administrative proceedings and lawsuits related to tax and labor issues, in an amount considered sufficient by Management, based on the opinion of its legal counsel, as follows:

(a) The Company is a party to lawsuits discussing the collection of PIS and COFINS on sales and leases, in accordance with Law 9718/1998, whose accrued amount is R$12,199. These taxes were calculated in accordance with prevailing tax laws and deposited with the courts. The Company challenged the levy of PIS and COFINS on property sales and lease income before the Rio de Janeiro Federal Revenue Service, i.e., on transactions that are not classified as sale of goods and services. Since favorable and unfavorable rulings were handed down in connection with the matter, on August 17, 2009, the Company filed an application with Rio de Janeiro Federal Revenue Service requesting the conversion of escrow deposits into income to the Federal Revenue Service and that the remaining balance of such escrow deposit be available to the Company, after the debt is fully settled. To date, the Company is still awating the decision thereon. The lawsuits were assigned to the 9th and 16th federal courts of Rio de Janeiro.

(b) Provision relating to the collection of PIS, COFINS and IOF on financial transactions between related parties.

(c) In March 2008, based on the opinion of its legal counsel, the Company recognized a provision for contingencies, amounting to R$3,228, and made an escrow deposit by the same amount. Such provision consists of two indemnity claims filed by the relatives of victims in a homicide in the premises of Cinema V of Morumbi Shopping on November 03, 1999.

The remaining balance of the provisions for civil contingencies consists of various claims in insignificant amount filed against the shopping centers in which the Company holds equity interest.

Contingencies with possible likelihood of loss

The Company is a defendant in several other tax, labor and civil lawsuits and administrative proceedings, whose likelihood of loss is assessed by its legal counsel as possible and estimated amount is R$307,951 as at June 30, 2012 (R$308,798 as at December 31, 2011), as shown below:

| | Consolidated | |
|---|---|---|
| | June 30, 2012 | December 31, 2011 |
| Tax | 281,826 | 281,721 |
| Civil and adminstrative | 6,232 | 6,244 |
| Labor | 19,893 | 20,833 |
| | 307,951 | 308,798 |

Additionaly, the Company was notified by the Brazilian Federal Revenue Service, which notification gave rise to two administrative proceedings:

(a) Collection of Corporate Income Tax (IRPJ) and Social Contribution on Net Income (CSLL) arising from the alleged improper deduction of goodwill amortization expenses from 2007 to 2010. The Company's legal counsel assessed the likelihood of loss as possible, whose amount is estimated at R$220,302.

(b) Collection of withholding income tax arising from the purchase and sale of equity interests (Pátio Savassi Mall). The Company's legal counsel assessed the likelihood of loss as possible, whose amount is estimated at R$48,373.

All arguments presented by the tax authorities in both tax assessment notices were duly challenged by the Company, which proved the validity and legality of those transactions.

Renasce, a Company's subsidiary, is a defendant in a claim filed by the Electoral Court in connection with donations made in 2006 in excess of the limit of 2% of the donor's gross revenue. The Company's outside legal counsel assessed the likelihood of loss as possible, whose amount is estimated at R$5,663. An appeal was filed claiming the existence of amount in duplicate in TRE court records, besides the fact that the overall group revenue should be considered and not only that of Renasce to determine the limit provided for in the electoral laws. The appeal was considered without grounds by majority voting. Other appeals were filed. Currently, the appeal against non-acceptance of the special appeal by the superior electoral court is pending judgment. Taxes and social contributions calculated and paid by the Company and its subsidiaries are subject to review by the tax authorities for different statutes of limitation.

Contingent assets

On June 26, 1995, the consortium comprising the Company (successor of Multishopping Empreendimentos Imobiliários S.A.) and Bozano, Simonsen Centros Comerciais S.A., Pinto de Almeida Engenharia S.A., and In Mont Planejamento Imobiliário e Participações Ltda advanced the amount of R$6,000 to Clube de Regatas do Flamengo. This amount should have been deducted from the income earned by the Club after the opening of the shopping mall located in Gávea, which was the object of the consortium. However, the project was cancelled, and Clube de Regatas do Flamengo did not return the amount advanced. For this reason, the consortium members decided to file a lawsuit claiming the proper reimbursement. The final and unappealable court decision decided on the execution of such amount, including adjustments. To the extent that the Company is awaiting the amount to be determined and analyzing its realization, it decided not to account for such contingent asset.

On March 6, 2009, the Company filed an ordinary action against Paulo Aguinelo Malzoni, Victor Malzoni Junior, Álvaro Domingos Malzoni ("Malzoni"), Brookfiedl Brasil Shopping Centers Ltda. (formerly named Brascan Shopping Centers Ltda), Plaza Shopping Trust Spco Ltda., Manoel Bayard Monteiro Lucas and Plaza Shopping Empreendimentos Ltda., in order to: (i) ensure its preemptive right the on acquisition of MPH's shares, as set forth in a shareholders' agreement, due to the indirect sale of MPH's shares by Malzoni to Brascan Shopping Centers Ltda. without the Company's consent; and (ii) reimburse losses and damages arising from the completion of a transaction between Malzoni and Brascan Shopping Centres Ltda., in detriment to the aforementioned preemptive right. The amount of the claim refers to the amount of MPH's shares on the date of acquisition by Brascan Shopping Centres Ltda., equivalent to the approximate amount of R$10,000, plus the indemnity to be determined upon the calculation of the award. As a result of the acquisition of interest of Brascan Shopping Centres Ltda., in Shopping Vila Olimpia on February 9, 2012, as described in Note 9, the parties entered into an agreement to dismiss the lawsuit.

## 19. ESCROW DEPOSITS

| | Individual | | | |
|---|---|---|---|---|
| Escrow deposits | December 31, 2011 | Additions | Write-offs | June 30, 2012 |
| PIS and Cofins | 12,199 | - | - | 12,199 |
| Civil deposits | 5,268 | 407 | (260) | 5,415 |
| Labor deposits | 51 | 4 | - | 55 |
| Other | 6,308 | 15 | - | 6,323 |
| | 23,826 | 426 | (260) | 23,992 |

| | Consolidated | | | |
|---|---|---|---|---|
| Escrow deposits | December 31, 2011 | Additions | Write-offs | June 30, 2012 |
| PIS and Cofins | 12,920 | - | - | 12,920 |
| INSS | 31 | - | - | 31 |
| Civil deposits | 5,268 | 600 | (260) | 5.608 |
| Labor deposits | 51 | 4 | - | 55 |
| Other | 6,673 | 14 | - | 6.687 |
| | 24,943 | 618 | (260) | 25.301 |

## 20. TRANSACTIONS AND BALANCES WITH RELATED PARTIES

| | Assets | | Income statement | |
|---|---|---|---|---|
| | 06.30.12 | 12.31.11 | 06.30.12 | 12.31.11 |
| INDIVIDUAL | | | | |
| Current | | | | |
| Accounts receivable from related companies: | | | | |
| Multiplan Administradora de Shopping Centers Ltda. (a) | 4,683 | 6,103 | - | - |
| Total | 4,683 | 6,103 | - | - |
| Non Current | | | | |
| Accounts receivable from related companies: | | | | |
| Manati Empreendimentos e Participações S.A. (b) | 149 | 149 | - | - |
| Total | 149 | 149 | - | - |
| Income Statment | | | | |
| Services (c) | | | | |
| Manati Empreendimentos e Participações S.A. | - | - | 174 | - |
| RENASCE - Rede Nacional de Shopping Centers Ltda. | - | - | 10 | - |
| MPH Empreendimentos Imobiliários Ltda. | - | - | 1.138 | - |
| Parking Lot | | | | |
| Multiplan Administradora de Shopping Centers Ltda. (a) | - | - | 23,213 | 17,670 |
| Total | - | - | 24,535 | 17,670 |
| CONSOLIDATED | | | | |
| Non Current | | | | |
| Accounts receivable from related companies: | | | | |
| Manati Empreendimentos e Participações S.A. (b) | 75 | 75 | - | - |
| | 75 | 75 | - | - |

(a) Refers to the portion of accounts receivable and the result that the Company has with the MTA for the administration of it's shoppings malls.
(b) Refers to reimbursement of expenses
(c) Refers to the management fee releted to management services of shopping malls.

20.1. Key management fees

Basic and variable management's fees accounted for during the semester ended at June 30, 2012, amounted to R$7,636 (R$6,430 during the semester ended June 30, 2011) and is recorded under "Administrative Expenses (headquarters)" caption.

Until June 30, 2012, R$12,109 (R$9,166 until June 31, 2011) was paid to Company's directors and executive officers as fees relating to the prior year.

Additionally to the compensation mentioned above, the Company's directors and executive officers have the right to health care plan, life insurance and *stock options*

## 21. DEFERRED REVENUE AND COST

| | June 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| | Individual | Consolidated | Individual | Consolidated |
| Revenue from the key money | 134,369 | 221,983 | 207,570 | 236,699 |
| Unallocated cost of sales (a) | (50,287) | (53,226) | (39,189) | (41,680) |
| Other revenues | 1,561 | 1,561 | 1,588 | 1,589 |
| | 85,643 | 170,318 | 169,969 | 196,608 |
| Current | 37,622 | 46,464 | 41,756 | 52,097 |
| Noncurrent | 48,021 | 123,854 | 128,213 | 144,511 |

(a) Referes to cost releted to brokerage of assignemt of rights, repurchase of points of sale and key money.

## 22. SHAREHOLDERS' EQUITY

a) Capital

The Board of Directors' Meeting held on January 18, 2010 approved the private issue of 1,497,773 registered common shares, with no par value, for issue price of R$11.06 per share, to increase the Company's capital by R$16,565. This share issue resulted from the exercise of the call option granted to the Company's CEO, Mr. José Isaac Peres, under the Company's Stock Option Plan, approved by the Annual General Meeting held on July 6, 2007, as described in Note 22(h). The shares were issued within the authorized capital limit provided for in article 8, paragraph 1 of the Company's bylaws.

As at June 30, 2012 and December 31, 2011, the Company's capital is represented by 179,197,214 common and preferred shares, registered and book-entry shares, with no par value, distributed as follows:

| | Number of shares | | | | | |
|---|---|---|---|---|---|---|
| | June 30, 2012 | | | June 30, 2012 | | |
| Shareholder | Common | Preferred | Total | Common | Preferred | Total |
| Multiplan Planejamento, Participações e Administração S.A. | 55,766,130 | - | 55,766,130 | 55,766,130 | - | 55,766,130 |
| 1700480 Ontário Inc. | 40,285,133 | 11,858,345 | 52,143,478 | 40,285,133 | 11,858,345 | 52,143,478 |
| José Isaac Peres | 481,300 | - | 481,300 | 481,300 | - | 481,300 |
| Maria Helena Kaminitz Peres | 100,000 | - | 100,000 | 100,000 | - | 100,000 |
| Shares outstanding | 69,883,084 | - | 69,883,084 | 69,548,644 | - | 69,548,644 |
| Board of Directors and Executive Board | 46,158 | 2 | 46,160 | 33,059 | 2 | 33,061 |
| Total outstanding shares | 166,561,805 | 11,858,347 | 178,420,152 | 166,214,266 | 11,858,347 | 178,072,613 |
| Treasury Shares | 777,062 | - | 777,062 | 1,124,601 | - | 1,124,601 |
| | 167,338,867 | 11,858,347 | 179,197,214 | 167,338,867 | 11,858,347 | 179,197,214 |

b) Legal reserve

The legal reserve is calculated based on 5% of net income as prescribed by the prevailing laws and the Company's bylaws, limited to 20% of capital.

c) Expansion reserve

As set forth in the Company's bylaws, the remaining portion of the net income, after absorbing accumulated losses, to recognize the legal reserve and distribute dividends was is allocated to the expansion reserve, which is intended to secure funds for new investments in capital expenditures, current capital, and expansion of social activities.

Part of this reserve was used for the payment of additional dividends and interest on capital, according to Note 22.g.

d) Special goodwill reserve - merger

As explained in Note 8, after the downstream merger merger of Bertolino into the Company, the goodwill recorded on Bertolino's balance sheet arising from the acquisition of interest in Multiplan, less the provision for maintenance of integrity of shareholders' equity, was recorded on the Company's books, after said merger, in a a specific line item of deferred income tax and social contribution in assets, as a balancing item to to a special goodwill reserve on merger, pursuant to article 6, paragraph 1 of CVM Instruction 319/99. The goodwill will be amortized based on the same expected future profitability over a five-year period.

e) Effect on capital transactions

As mentioned in note 9, on February 9, 2012, the Company's subsidiary Morumbi Business Center Empreendimentos Imobiliários Ltda. acquired 77,470,449 shares of MPH Empreendimento Imobiliário Ltda, representing 41.958% of total capital, for R$175,000 fully paid upfront. Subsequently, a shareholder withdrew from the MPH Empreendimentos Imobiliários Ltda., thorught a capital reduction equivalent to 16.084%. Therefore, Morumbi Business Center Empreendimentos Imobiliarios Ltd.. and Multiplan Empreendimentos Imobiliários S.a. now own, each, 50% of total equity of MPH Empreendimentos Imobiliários Ltda. The result of the effects of the acquisition made by Morumbi Business Center Empreendimento Imobiliário Ltda. and the reduction of capital of MPH Empreendimentos Imobiliários S.A., in the amount of R$89,996 was accounted for in the Company's shareholders equity.

f) Treasury shares

On November 11, 2008, the Company's Board of Directors approved a share buyback program for the shares issued by the Company, effective for up to 365 days, limited to 3,696,023 registered common shares with no par value, without capital reduction.

On February 3, 2010, the Company's Board of Directors approved a share buyback program for the shares issued by the Company, effective for up to 365 days, limited to 3,696,023 registered common shares with no par value, without capital reduction.

On February 22, 2011, the Company's Board of Directors approved a share buyback program for the shares issued by the Company, effective for up to 365 days, limited to 3,600,000 registered common shares with no par value, without capital reduction.

On March 7, 2012, the Company´s Board of Directors aprproved a share buyback program for the shares issued by the Company, effective for up to 365 days, limited to 3,600,00 registered common shares with no par value, without capital reduction.

All programs were intended to invest a portion of the Company's available funds in the buyback of shares in order to maximize the generation of value to shareholders and, consequently, cover any exercise of stock options.

Therefore, to date the Company acquired 2,758,800 common shares (2,058,100 as at December 31, 2011). As at June 30, 2012, 1,981,738 shares were used to settle the exercise of stock options. As at June 30, 2012, treasury shares totaled 777,062 shares (1,124,601 shares as at December 31, 2011). For further information, see Note 22 (h).

As at June 30, 2012, the percentage of outstanding shares is 39,00% (38.76% as at December 31, 2011). The treasury shares were acquired at a weighted average cost of R$36.08 (value in Brazilian reais), a minimum cost of R$9.80 (value in Brazilian reais) and a maximum cost of R$43.32 (value in Brazilian reais). The share trading price calculated based on the last price quotation before quarter was R$49.16 (value in Brazilian reais).

g) Dividends and interest on capital

Under the Company's bylaws, the mandatory minimum dividend corresponds to 25% of net income, as adjusted pursuant to the Brazilian Corporate Law.

Interest on Capital

On November 22, 2011, the Board of Directors approved the payment of interest on capital to the Company's shareholders, where each share amounted to R$0.56182711, before withholding income tax of 15%, except for shareholders who are exempt or immune in accordance with prevailing laws.

Since there were 178,046,369 shares outstanding on the date the payment of interest on capital was approved, the total amount payable shall be adjusted by the Board of Directors on March 7, 2012 to R$100,031,276.93, rather than R$100,000,000.00.

Those shareholders who are registered as such in the Company's records on November 23, 2011 will be entitled to receive interest on capital. The Company's shares will be traded with no interest beginning November 24, 2011, and interest on capital, less taxes, will be included in the mandatory minimum dividend for the year ended December 31, 2011, at its net amount, as shown below:

| | 2011 |
|---|---|
| Net Income | 296,890 |
| Allocation to legal reserve | (14,845) |
| Adjusted Net income | 282,045 |
| Mandatory minimum dividends | 70,512 |
| Interest on capital approves, net of tax (including complement, authorized by the board of the Directors on March 7, 2012, as described above) | 85,072 |

Interest on capital and additional interest on capital in amount of R$85,072, net of tax, were fully paid on May 10, 2012, as approved by the Company's Annual General Meeting, held on April 30, 2012.

The total amount of interest on capital is within the limits set forth in Paragraph 1, Article 9 of Law 9249/95.

Dividends

The additional dividends proposed in the amount of R$49,000 was approved at the Annual General held on April 30, 2012. Interest on capital and supplementary dividends represent 47.54% of net income.

| | 2011 |
|---|---|
| Net Income | 296,890 |
| Allocation to legal reserve | (14,845) |
| Adjusted net income | 282,045 |
| Interest on capital approved, net of tax | 85,042 |
| Complement of interest on capital, authorized by the board of the Directors on March 7, 2012 | 30 |
| Supplementary dividends | 49,000 |
| Total of interest on capital and supplementary dividends | 134,072 |
| Percentage of allocation | 47.54% |

The additional dividends were fully paid on May 10, 2012 as approved by the Company's Annual General Meeting, held on April 30, 2012.

h) Stock option plan

The Extraordinary General Meeting held on July 6, 2007 approved a Stock Option Plan to its management, employees and service providers or those of other entities under the Company's control.

Such plan is managed by the Board of Directors, and the Chief Executive Officer is responsible for determining the holders of the stock options.

Options granted, under the Stock Option Plan approved in 2007, do not confer on their holders the right to buy shares based on a number of shares exceeding 7% of the Company's capital at any time. The dilution corresponds to the percentage represented by the number of stock options divided by the total number of shares issued by the Company. As at June 30, 2012, the dilution percentage is 4.1286%.

The employees eligible to the Stock Option Plan can exercise their options within up to four years as from the grant date. The vesting period will be of up to two years, with redemption of 33.4% after the second anniversary, 33.3% after the third anniversary, and 33.3% after the fourth anniversary.

The share price shall be based on the average price of the Company's shares of the same class and type over the last 20 (twenty) trading sessions on the São Paulo Stock Exchange (Bovespa) immediately prior to the option grant date, weighted by the trading volume, adjusted for inflation based on the IPCA, or based on any other index determined by the Board of Directors, through the option exercise date.

The Company offered seven stock option plans from 2007 to 2012, which satisfy the maximum limit of 7% provided for in the plan, as summarized below:

(i). Plan 1 - On July 6, 2007, the Company's Board of Directors approved the 1st Stock Option Plan and the grant of options for 1,497,773 shares, exercisable after 180 days as from the first public offering of shares by the Company. Regardless of the Plan's general provisions, as described above, the option exercise price is R$9.80, adjusted for inflation based on the IPCA, or any other index set by the Board of Directors.

(ii). Plan 2 - On November 21, 2007, the Company's Board of Directors approved the 2nd Stock Option Plan and the grant of options for 114,000 shares. Of this total, 16,000 shares were granted to an employee who left the Company before the minimum term necessary to exercise the option. The option exercise price is R$22.84, adjusted for inflation based on the IPCA, as from the grant date through option exercise date.

(iii). Plan 3 - On June 4, 2008, the Company's Board of Directors approved the 3rd Stock Option Plan and the grant of options for 1,003,400 shares. Of this total, 68,600 shares were granted to an employee who left the Company before the minimum term necessary to exercise the option. The option exercise price is R$20.25, adjusted for inflation based on the IPCA, as from the grant date through the option exercise date.

(iv). Plan 4 - On April 13, 2009, the Company's Board of Directors approved the 4th Stock Option Plan and the grant of options for 1,300,100 such shares. Of this total, 44,100 shares were granted to an employee who left the Company before the minimum term necessary to exercise the option. The option exercise price is R$15.13, adjusted for inflation based on the IPCA, as from the grant date through the option exercise date.

(v). Plan 5 - On March 4, 2010, the Company's Board of Directors approved the 5th Stock Option Plan and the grant of options for 966,752 shares. The option exercise price is R$30.27, adjusted for inflation based on the IPCA, as from the grant date up through the option exercise date.

(vi). Plan 6 - On March 26, 2011, the Company's Executive Board approved the 6th Stock Option Plan and the grant of options for 1,297,110 shares. The option exercise price is R$33.13, adjusted for inflation based on the IPCA, as from the grant date up through the option exercise date.

(vii). Plan 7- On March 6, 2012, the Company´s Executive Board approved the 7th Stock Option Plan and the grant of options for 1,347,960 shares. The option exercise price is R$39.60, adjusted for inflation based on the IPCA, as from the grant date up throught the option exercise date.

The grants described in items (ii), (iii), (iv), (v), (vi) and (vii) follow the criteria set in the Stock Option Plan described above.

On January 7, 2010, the Chief Executive Officer Mr. José Isaac Peres exercised 1,497,773 call options. Additionally, in 2010 and 2011 and in the first semester of 2012, certain holders exercised 1,981,738 stock options related to plans 2, 3, 4 and 5. Accordingly, as at June 30, 2012, the shares comprising the balance of the stock options granted by the Company under the Stock Option Plan totaled 3,918,884, which correspond to 2.19% of total shares. The vesting periods to exercise the options are as follows:

| Vesting period as from the grant date | % of options released for exercise | Maximum number of shares | Number of options exercised as at June 30, 2012 |
|---|---|---|---|
| Plan 1 | | | |
| 180 days after the Initial Public Offering - 01/26/2008 | 100% | 1,497,773 | 1,497,773 |
| Plan 2 | | | |
| As from the second anniversary - 12/20/2009 | 33.4% | 32,732 | 32,732 |
| As from the third anniversary - 12/20/2010 | 33.3% | 32,634 | 32,634 |
| As from the fourth anniversary - 12/20/2011 | 33.3% | 32,634 | 32,634 |
| Plan 3 | | | |
| As from the second anniversary - 06/04/2010 | 33.4% | 312,217 | 290,814 |
| As from the third anniversary - 06/04/2011 | 33.3% | 311,288 | 289,942 |
| As from the fourth anniversary - 06/06/2012 | 33.3% | 311,295 | 281,183 |
| Plan 4 | | | |
| As from the second anniversary - 04/13/2011 | 33.4% | 419,494 | 387,540 |
| As from the third anniversary - 04/13/2012 | 33.3% | 418,246 | 373,989 |
| As from the fourth anniversary - 04/13/2013 | 33.3% | 418,260 | 5,828 |
| Plan 5 | | | |
| As from the second anniversary - 03/04/2012 | 33.4% | 322,980 | 248,149 |
| As from the third anniversary - 03/04/2013 | 33.3% | 321,927 | 3,646 |
| As from the fourth anniversary - 03/04/2014 | 33.3% | 321,945 | 3,646 |
| Plan 6 | | | |
| As from the second anniversary -03/ 23/2013 | 33.4% | 433,228 | - |
| As from the third anniversary - 03/23/2014 | 33.3% | 431,927 | - |
| As from the fourth anniversary - 03/23/2015 | 33.3% | 431,945 | - |
| Plan 7 | | | |
| As from the second anniversary - 03/06/2014 | 33.4% | 450,212 | - |
| As from the third anniversary - 03/06/2015 | 33.3% | 448,870 | - |
| As from the fourth anniversary - 03/06/2016 | 33.3% | 448,878 | - |

The average weighted fair value of call options on grant dates, as described below, was estimated using the Black-Scholes option pricing model, based on the assumptions listed below:

| | Volatility | Risk-free rate | Average maturity | Fair value |
|---|---|---|---|---|
| Plan 1 | 48.88% | 12.10% | 3.25 years | R$16.40 |
| Plan 2 | 48.88% | 12.50% | 4.50 years | R$7.95 |
| Plan 3 | 48.88% | 12.50% | 4.50 years | R$7.57 |
| Plan 4 | 48.79% | 11.71% | 4.50 years | R$7.15 |
| Plan 5 | 30.90% | 6.60% | 3.00 years | R$7.28 |
| Plan 6 | 24.30% | 6.30% | 3.00 years | R$7.03 |
| Plan 7 | 23.84% | 3.69% - 4.40% | 3.00 years | R$6.42 |

The effect in the first semester of 2012 at the recognition of share-based payments on shareholders' equity and profit or loss was R$4,883, of which R$1,773 refers to the portion payable to management. In the fisrt semester of 2011 the effect on shareholders' equity and profit or loss statements was R$3,509, of which R$1,589 refers to the portion payable to management.

## 23. NET OPERATING REVENUES

| | Individual | | | |
|---|---|---|---|---|
| | 04/01/2012 to 06/30/2012 | 01/01/2012 to 06/30/2012 | 04/01/2011 to 06/30/2011 | 01/01/2011 to 06/30/2011 |
| Gross operating revenue from sales and servives: | | | | |
| Rental | 127,896 | 250,260 | 109,179 | 215,669 |
| Parking Lot | 12,276 | 23,213 | 8,910 | 17,670 |
| Services | 27,181 | 48,237 | 21,337 | 40,183 |
| Key Money | 7,652 | 14,347 | 7,077 | 13,388 |
| Sale of propety | 8,823 | 21,835 | 8,468 | 22,060 |
| Other | 683 | 978 | 367 | 725 |
| | 184,511 | 358,870 | 155,338 | 309,695 |
| Taxes and Contributions on sales and services | (15,715) | (29,918) | (13,297) | (26,170) |
| Net operating revenues | 168,796 | 328,952 | 142,041 | 283,525 |

| | Consolidated | | | |
|---|---|---|---|---|
| | 04/01/2012 to 06/30/2012 | 01/01/2012 to 06/30/2012 | 04/01/2011 to 06/30/2011 | 01/01/2011 to 06/30/2011 |
| Gross operating revenue from sales and servives: | | | | |
| Rental | 133,582 | 261,671 | 115,208 | 227,658 |
| Parking Lot | 25,213 | 47,631 | 19,046 | 37,599 |
| Services | 26,592 | 47,039 | 21,344 | 40,412 |
| Key Money | 9,540 | 18,447 | 10,045 | 19,207 |
| Sale of propety | 15,583 | 181,637 | 8,468 | 22,060 |
| Other | 1,069 | 1,180 | 394 | 722 |
| | 211,579 | 557,605 | 174,505 | 347,658 |
| Taxes and Contributions on sales and services | (19,802) | (42,479) | (15,823) | (31,163) |
| Net operating revenues | 191,777 | 515,126 | 158,682 | 316,495 |

## 24. FINANCIAL INCOME (EXPENSES), NET

| | Individual | | | |
|---|---|---|---|---|
| | 04/01/2012 to 06/30/2012 | 01/01/2012 to 06/30/2012 | 04/01/2011 to 06/30/2011 | 01/01/2011 to 06/30/2011 |
| Income from short-term investments | 9,417 | 24,232 | 18,036 | 38,209 |
| Interest on loans and financing | (18,930) | (37,899) | (8,318) | (17,847) |
| nterest on real estate developments | 621 | 1,259 | 18 | 36 |
| Bank fees and other charges | (1,177) | (5,740) | (1,530) | (1,950) |
| Currency fluctuations | (38) | (40) | (2) | (2) |
| Inflation gains (assets) | 3,807 | 4,626 | 2,923 | 2,340 |
| Inflation gains (liabilities) | (2,236) | (4,868) | (4,689) | (3,381) |
| Fines and interest on lease and key money - shopping centers | 580 | 1,345 | 2,270 | 2,249 |
| Fines and interests on tax assessment notices | 174 | (59) | 61 | (94) |
| Bank Fees | - | - | (241) | (241) |
| Interests on loans | 1,843 | 2,570 | 575 | 1,223 |
| Interests on payables for acquisition of properties | (905) | (1,433) | (1,267) | (2,183) |
| Other | (138) | (112) | (992) | (1,635) |
| Total | (6,982) | (16,119) | 6,844 | 16,724 |

| | Consolidated | | | |
|---|---|---|---|---|
| | 04/01/2012 to 06/30/2012 | 01/01/2012 to 06/30/2012 | 04/01/2011 to 06/30/2011 | 01/01/2011 to 06/30/2011 |
| Income from short-term investments | 10,772 | 26,899 | 18,477 | 38,977 |
| Interest on loans and financing | (18,930) | (37,899) | (8,318) | (17,847) |
| nterest on real estate developments | 624 | 1,262 | 18 | 36 |
| Bank fees and other charges | (1,465) | (6,203) | (1,580) | (2,041) |
| Currency fluctuations | 221 | 219 | 148 | 1,279 |
| Inflation gains (assets) | 3,311 | 4,941 | 3,079 | 2,675 |
| Inflation gains (liabilities) | (2,247) | (4,889) | (4,781) | (3,403) |
| Fines and interest on lease and key money - shopping centers | 581 | 1,448 | 2,392 | 2,371 |
| Fines and interests on tax assessment notices | 205 | (70) | 70 | (94) |
| Bank Fees | - | - | (258) | (258) |
| Interests on loans | 1,901 | 2,683 | 655 | 1,324 |
| Interests on payables for acquisition of properties | (896) | (1,436) | (1,267) | (2,183) |
| Other | (181) | (167) | (1,021) | (1,665) |
| Total | (6,104) | (13,212) | 7,614 | 19,171 |

## 25. SEGMENT REPORTING

For management purposes, the Company recognizes four business segments that account for its revenues and expenses. Segment reporting is required since margins, revenue and expense recognition and deliverables are different among them.

Shopping centers

This refers to the Company's share in the civil condominium of shopping centers and their respective parking lots. It is the Company's major revenue-generating segment, accounting for 55.47% of its total revenue on the first semester of 2012. The determining factor for the amount of revenues and expenses in this segment is the company's share in each venture. The The Company's revenues and expenses are described below:

Revenue: Revenue derives mainly from leases of areas occupied by a storeowner and parking. Such revenue is recognized proportionately to the share of investors in each condominium.

Rental: This refers to amounts collected by mall owners (the Company and its shareholders) in connection with the areas leased in their shopping centers. The revenue includes four types of rental: Minimum Rental (based on a commercial agreement indexed to the IGP-DI), Supplementary Rental (percentage of sales made by storeowners), Merchandising (rental of an area in the mall) and straight-line rental revenues (exclude the volatility and seasonality of minimum rental revenues).

Parking: Revenue from payments made by customers for the time their vehicles are parked in the parking lot.

Expenses: Include expenses on vacant stores, contributions to the promotion fund, legal fees, lease, brokerage fees, and other expenses arising from the interest held in the shopping mall. The expenses on the maintenance and operation expenses (common condominium expenses) of the shopping mall will be borne by the storeowners.

Other: Includes depreciation expenses.

The shopping centers assets substantially comprise permanent assets of operational shopping centers and rental payments receivable and parking lots.

Real estate

Real estate operations include revenue and expenses from the sale of properties normally built in the surroundings of the shopping mall. As previously mentioned, this activity contributes to generating customer flows to the mall, thus increasing its revenues. Additionally, the appreciation and convenience brought by a mall to its neighborhood enable the Company to minimize risks and increase revenues from properties sold. Revenues derive from the sale of properties and their related construction costs. Both are recognized based on the percentage of completion (POC) of the construction work. Expenses arise mainly from brokerage and marketing activities. Finally, the caption “other” refers mainly to a real estate project that is recognized in a company’s balance sheet and income statement as investments and equity in subsidiaries, respectively.

This segment’s assets are mainly the Company’s landbank and constructions in progress and trade accounts receivable.

Projects

The operation of projects includes revenues and expenses arising from the development of shopping centers. Development costs are recorded in the balance sheet, but expenses on marketing, brokerage, feasibility studies and other items are recorded to the company’s income statement. Similarly, the company believes that most of its revenue from Assignment of Rights derives from projects initiated over the last 5 years (average period to recognize revenue from Assignment of Rights), thus resulting from the lease of stores during the construction process. In developing its projects, the company can ensure the quality of the shopping centers in which it will hold interests in the future.

Project assets mainly comprise permanent assets of construction in progress and trade accounts receivable from leased stores.

Management and other

The Company provides management services to its shareholders and storeowners in consideration for a service fee. Additionally, the Company charges brokerage fees from its shareholders for the lease of stores. The management of its shopping centers is essential for the Company's success and is a major area of concern in the company. On the other hand, the Company incurs expenses on the head office for these services and other , that are considered in this segment. This also includes taxes, financial income and expenses and other income and expenses that depend on the company's structure and not only on the operation of each segment previously described. For these reason this segment records loss.

This segment's assets mainly comprise the Company's cash, deferred taxes and intangible assets.

| | April 01, 2012 to June 30, 2012 | | | | |
|---|---|---|---|---|---|
| | Shopping Center | Real State | Projects | Management and other | Total |
| Revenue | 158,795 | 15,583 | 9,540 | 27,661 | 211,579 |
| Costs | - | (12,929) | - | - | (12,929) |
| Expenses | (20,718) | (3,375) | (11,207) | (23,952) | (59,252) |
| Other | (17,656) | (214) | - | (24,865) | (42,735) |
| Income before income tax and social contribution | 120,421 | (935) | (1,667) | (21,156) | 96,663 |
| Operational assets | 282,962 | 17,502 | 1,629 | (261,358) | 40,735 |

| | January 01, 2012 to June 30, 2012 | | | | |
|---|---|---|---|---|---|
| | Shopping Center | Real State | Projects | Management and other | Total |
| Revenue | 309,302 | 181,637 | 18,447 | 48,219 | 557,605 |
| Costs | - | (93,094) | - | - | (93,094) |
| Expenses | (39,078) | (9,357) | (13,550) | (51,614) | (113,599) |
| Other | (34,919) | 850 | - | (53,834) | (87,903) |
| Income before income tax and social contribution | 235,305 | 80,036 | 4,897 | (57,229) | 263,009 |
| Operational assets | 3,043,880 | 462,691 | 906,041 | 536,035 | 4,948,647 |

| | April 01, 2011 to June 30, 2011 | | | | |
|---|---|---|---|---|---|
| | Shopping Center | Real State | Projects | Management and other | Total |
| Revenue | 134,254 | 8,468 | 10,045 | 21,738 | 174,505 |
| Costs | - | (9,390) | - | - | (9,390) |
| Expenses | (17,243) | (1,273) | (3,296) | (22,235) | (44,047) |
| Other | (14,941) | 778 | - | (7,084) | (21,247) |
| Income before income tax and social contribution | 102,070 | (1,417) | 6,749 | (7,581) | 99,821 |
| Operational assets | (136,563) | 33,276 | 628,497 | (533,175) | (7,965) |

| | January 01, 2011 to June 30, 2011 |
|---|---|

| | Shopping Center | Real State | Projects | Management and other | Total |
|---|---|---|---|---|---|
| Revenue | 265,257 | 22,060 | 19,207 | 41,134 | 347,658 |
| Costs | - | (23,382) | - | - | (23,382) |
| Expenses | (32,676) | (2,475) | (6,741) | (45,206) | (87,098) |
| Other | (29,258) | 1,382 | - | (9,399) | (37,275) |
| Income before income tax and social contribution | 203,323 | (2,415) | 12,466 | (13,471) | 199,903 |
| Operational assets | 2,359,717 | 106,818 | 919,302 | 647,053 | 4,032,890 |

## 26. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

### 26.1. Capital risk management

The Company and its subsidiaries manage its capital in order to ensure the continuity of its normal operations, at the same time, maximizing the return of its operations to all interested parties, through the optimization of the use of debt instruments and capital. The Company's overall strategy did not change.

The Company's capital structure is comprised by the net debt (loans, financing and debentures detailed in notes 13 and 15, less cash and cash equivalents (detailed in note 3) marketable securities, and the Company's shareholders' equity(which includes the capital and reserves explained in notes 22).

#### 26.1.1. Debt-to-Equity Ratio

Total debt-to-equity ratio at the end of the reporting period is as follows:

| | Individual | | Consolidated | |
|---|---|---|---|---|
| | 06.30.12 | 12.31.11 | 06.30.12 | 12.31.11 |
| Debt (a) | 1.017.396 | 868.988 | 1.191.403 | 868.628 |
| Cash and cash equivalents and short-term investments | 353.495 | 504.089 | 446.803 | 558.343 |
| Net Debt | 663.901 | 364.899 | 744.600 | 310.285 |
| Shareholder's Equity (b) | 3.135.209 | 3.091.037 | 3.133.570 | 3.216.360 |
| Net debt-to-equity ratio | 21,18% | 11,81% | 23,76% | 9,65% |

(a) Debt is defined as short- and long-term loans, financing and debentures as detailed in notes 13 and 15 .

(b) Shareholders' equity includes the capital and the reserves.

26.2. Market Risk

The real state segment is subjected to changes on its demand impacted by changes in general and local economic conditions.In this context, Company develops real estate projects as complement of its shopping centers projects, its main bussiness. The inerent risk to the activity of selling real state is mitigated by the Company by bulding its developments only in areas inside the shopping centers properties. The decision to release the project only happens when it has variable convergence wich reports the project success. Additionally, the real state activities represent a very small part of the investments to be performed. Currently, the Company has three projects in development in total amount of R$200,000 from the total investment amount announced, R$1,020,000 in 2012.Multiplan's real state activities are eventual and related to of commercial opportunities.

26.3. Objectives of financial risk management

The Company's Corporate Treasury Department coordinates access to financial markets, and monitors and manages the financial risks related to the Company's and its subsidiaries' operations. These risks include rate risk, credit risk inherent in the provision of financial services and credit and liquidity risk.

According to CVM Resolution 550 issued on October 17, 2008, which provides for the submission of information on derivative financial instruments in the notes, the Company has not contracted derivative financial instruments, there is no risk from a potential exposure associated with such instruments.

26.4. Interest rate risk

Interest rate risk refers to:

- Possibility of fluctuations in the fair value of financing pegged to fixed interest rates, if such rates do not reflect current market conditions. While constantly monitoring these indexes, the Company has not identified yet the need to enter into financial instruments to hedge against interest rate risks.

- Possibility of unfavorable change in interest rates, which would result in increase in financial expenses as a result of the debt portion pegged to variable interest rates. As at June 30, 2012, the Company and its subsidiaries invested their financial resources mainly in Interbank Certificates of Deposit, yielding interest based on the CDI rate, which significantly minimizes this risk.

- Inability to obtain financing in case the real estate market presents unfavorable conditions, not allowing absorption of such costs.

- Account Receivables of costumers, payables for acquisition os properties both with fixed interest rates and post-fixed ones. This risk is administrated by the Company and its subisidiaries aimed at minimize the exposure to the risk of having a interest rate of account receiveable equating to its debt.

26.5. Credit risk related to service rendering

This risk is related to the possibility of the Company and its subsidiaries posting losses resulting from difficulties in collecting amounts from lease, property sales, key money, management fees and brokerage fees. This type of risk is substantially minimized owing to the possibility of repossession of the stores leased and properties sold, which are historically renegotiated with third parties on a profitable basis.

26.6. Credit risk

This risk is related to the possibility of the Company and its subsidiaries posting losses resulting from difficulties in realizing short-term financial investments. The risk inherent in such financial instruments is minimized by investing in prime banks.

26.7. Sensitivity analysis

In order to analyze the sensitivity of financial asset and financial liability indexes to which the Company is exposed as at June 30, 2012, five different scenarios were defined and an analysis of sensitivity to fluctuations in the indexes of such instruments was prepared. Based on the FOCUS report dated June 29, 2012 CDI, IGP-DI, and IPCA indexes were projected for 2012 - which was set as the probable scenario - based on which decreases and increases by 25% and 50%, respectively, were calculated.

The Company did not prepare the sensitivity analysis for the loans indexed to the TR since the impact on the balances is immaterial.

Indexes of financial assets and financial liabilities:

| Index | 50% decrease | 25% decrease | Probable scenario | 25% increase | 50% increase |
|---|---|---|---|---|---|
| CDI | 3.75% | 5.63% | 7.50% | 9.38% | 11.25% |
| IGP-DI | 2.97% | 4.46% | 5.94% | 7.43% | 8.91% |
| IGP - M | 2.94% | 4.40% | 5.87% | 7.34% | 8.81% |
| IPCA | 2.47% | 3.70% | 4.93% | 6.16% | 7.40% |
| UMBNDES | 0.98% | 1.46% | 1.95% | 2.44% | 2.93% |
| TJLP | 3.00% | 4.50% | 6.00% | 7.50% | 9.00% |

Financial assets

The gross financial income was calculated for each scenario as at June 30, 2012, based on an one-year projection and not taking into consideration any tax levied on earnings. The CDI sensitivity for each scenario is analyzed below:

## Financial income projection - 2012

| Individual | Remuneration rate | Balances at 06/30/2012 | 50% decrease | 25% decrease | Probable Scenario | 25% increase | 50% increase |
|---|---|---|---|---|---|---|---|
| Cash and cash equivalents | | | | | | | |
| Cash and banks | N/A | 18,467 | N/A | N/A | N/A | N/A | N/A |
| Short-term investments | 100% CDI | 335,028 | 12,564 | 18,845 | 25,127 | 31,409 | 37,691 |
| | | 353,495 | 12,564 | 18,845 | 25,127 | 31,409 | 37,691 |
| Trade accounts receivable | | | | | | | |
| Trade accounts receivable - store lease | IGP-DI | 64,290 | 1,909 | 2,864 | 3,819 | 4,774 | 5,728 |
| Trade accounts receivable -key money | IGP-DI | 42,985 | 1,277 | 1,915 | 2,553 | 3,192 | 3,830 |
| Trade accounts receivable -real state sales - Construction in progress | IGP-DI | 30,845 | 916 | 1,374 | 1,832 | 2,290 | 2,748 |
| Trade accounts receivable -real state sales - Completed units | IGP-M + 12% | 22,113 | 78 | 117 | 156 | 195 | 234 |
| Others receivables | N/A | 24,082 | N/A | N/A | N/A | N/A | N/A |
| | | 184,315 | 4,180 | 6,270 | 8,360 | 10,451 | 12,540 |
| Sundry loans and advances | | | | | | | |
| Associação Barra Shopping Sul | 135% CDI | 9,139 | 463 | 694 | 925 | 1,157 | 1,388 |
| Associação Parkshopping Barigui | 117% CDI | 3,532 | 155 | 232 | 310 | 387 | 465 |
| Associação Parkshopping Brasília | 110% CDI | 317 | 13 | 20 | 26 | 33 | 39 |
| Assossiação Shopping Santa Úrsula | 110% CDI | 60 | 2 | 4 | 5 | 6 | 7 |
| Assossiação Barrashopping | 110% CDI | 464 | 19 | 29 | 38 | 48 | 57 |
| Assossiação Parkshopping Diamond Mall | 110% CDI | 91 | 4 | 6 | 8 | 9 | 11 |
| Condomínio Parkshopping São Caetano | 110% CDI | 575 | 24 | 36 | 47 | 59 | 71 |
| Condomínio Parkshopping Brasília | 110% CDI | 2,453 | 101 | 152 | 202 | 253 | 304 |
| Condomínio Ribeirão Shopping | N/A | 1,328 | N/A | N/A | N/A | N/A | N/A |
| Condomínio New York City Center | N/A | 63 | N/A | N/A | N/A | N/A | N/A |
| Condomínio Anália Franco | N/A | 121 | N/A | N/A | N/A | N/A | N/A |
| Condomínio Morumbi Shopping | N/A | 47 | N/A | N/A | N/A | N/A | N/A |
| Advances to suppliers | N/A | 1,661 | N/A | N/A | N/A | N/A | N/A |
| Others sundry loans and advances | N/A | 2,763 | N/A | N/A | N/A | N/A | N/A |
| | | 22,614 | 781 | 1,173 | 1,561 | 1,952 | 2,342 |
| Total | | 560,424 | 17,525 | 26,288 | 35,048 | 43,812 | 52,573 |

| Consolidated | Remuneration rate | Balances at 06/30/2012 | 50% decrease | 25% decrease | Probable Scenario | 25% increase | 50% increase |
|---|---|---|---|---|---|---|---|
| Cash and cash equivalents | | | | | | | |
| Cash and banks | N/A | 32,432 | N/A | N/A | N/A | N/A | N/A |
| Short-term investments | 100% CDI | 414,371 | 15,539 | 23,308 | 31,078 | 38,847 | 46,617 |
| | | 446,803 | 15,539 | 23,308 | 31,078 | 38,847 | 46,617 |
| Trade accounts receivable | | | | | | | |
| Trade accounts receivable - store lease | IGP-DI | 69,518 | 2,065 | 3,097 | 4,129 | 5,162 | 6,194 |
| Trade accounts receivable -key money | IGP-DI | 77,256 | 2,295 | 3,442 | 4,589 | 5,736 | 6,884 |
| Trade accounts receivable -real state sales - Construction in progress | IGP-DI | 30,845 | 916 | 1,374 | 1,832 | 2,290 | 2,748 |
| Trade accounts receivable -real state sales - Completed units | IGP-M+12% | 22,113 | 78 | 117 | 156 | 195 | 234 |
| Others receivables | N/A | 26,905 | N/A | N/A | N/A | N/A | N/A |
| | | 226,637 | 5,354 | 8,030 | 10,706 | 13,383 | 16,060 |
| Sundry loans and advances | | | | | | | |
| Associação Barra Shopping Sul | 135% CDI | 9,139 | 463 | 694 | 925 | 1,157 | 1,388 |
| Associação Parkshopping Barigui | 117% CDI | 3,532 | 155 | 232 | 310 | 387 | 465 |
| Associação Parkshopping Brasília | 110% CDI | 317 | 13 | 20 | 26 | 33 | 39 |
| Assossiação Barrashopping | 110% CDI | 464 | 19 | 29 | 38 | 48 | 57 |
| Assossiação Parkshopping Diamond Mall | 110% CDI | 91 | 4 | 6 | 8 | 9 | 11 |
| Associação Shopping Vila Olímpia | 8% IPCA | 406 | 11 | 17 | 22 | 28 | 33 |
| Assossiação shopping Santa Úrsula | 110% CDI | 60 | 2 | 4 | 5 | 6 | 7 |
| Condomínio Parkshopping São Caetano | 110% CDI | 575 | 24 | 36 | 47 | 59 | 71 |
| Condomínio Parkshopping Brasília | 110% CDI | 2,453 | 101 | 152 | 202 | 253 | 304 |
| Condomínio Ribeirão Shopping | N/A | 1,328 | N/A | N/A | N/A | N/A | N/A |
| Condomínio New York City Center | N/A | 63 | N/A | N/A | N/A | N/A | N/A |
| Condomínio Shopping Vila Olímpia | N/A | 500 | N/A | N/A | N/A | N/A | N/A |
| Condomínio Anália Franco | N/A | 121 | N/A | N/A | N/A | N/A | N/A |
| Condomínio Morumbishopping | N/A | 47 | N/A | N/A | N/A | N/A | N/A |
| Advances to suppliers | N/A | 5,161 | N/A | N/A | N/A | N/A | N/A |
| Others sundry loans and advances | N/A | 3,620 | N/A | N/A | N/A | N/A | N/A |
| | | 27,877 | 792 | 1,190 | 1,583 | 1,980 | 2,375 |
| Total | | 701,317 | 21,685 | 32,528 | 43,367 | 54,210 | 65,052 |

## Financial liabilities

Gross financial expenses were calculated for each scenario as at June 30, 2012, based on an one-year projection and not taking into consideration any tax levied and the maturities of each contract scheduled for 2012. The indexes sensitivity for each scenario is analyzed below.

Financial expenses projection - 2012

| Individual | Remuneration rate | Balances at 06/30/2012 | 50% decrease | 25% decrease | Probable Scenario | 25% increase | 50% increase |
|---|---|---|---|---|---|---|---|
| Loans and financing | | | | | | | |
| BNDES - PKS Exp | TJLP + 3,53% a.a | 19,148 | 20 | 30 | 41 | 51 | 61 |
| BNDES - PKS Exp | 4,5% a.a. | 365 | N/A | N/A | N/A | N/A | N/A |
| Real | N/A (*) | 82,204 | N/A | N/A | N/A | N/A | N/A |
| Real BHS Exp V | N/A (*) | 87,440 | N/A | N/A | N/A | N/A | N/A |
| Itaú SAF | N/A (*) | 8,119 | N/A | N/A | N/A | N/A | N/A |
| Itaú PSC | N/A (*) | 140,812 | N/A | N/A | N/A | N/A | N/A |
| Itaú VLG | N/A (*) | 188,375 | N/A | N/A | N/A | N/A | N/A |
| Banco IBM | CDI + 0,79% a.a. | 484 | - | - | - | - | - |
| Banco IBM | CDI + 1,48% a.a. | 5,215 | 3 | 4 | 6 | 7 | 9 |
| Banco do Brasil | CDI + 110% a.a | 182,724 | 7,537 | 11,306 | 15,075 | 18,843 | 22,612 |
| Loans costs Itaú PSC | N/A | (1,278) | N/A | N/A | N/A | N/A | N/A |
| Loans costs BHS Exp V | N/A | (685) | N/A | N/A | N/A | N/A | N/A |
| Loans costs Itaú Village | N/A | (2,988) | N/A | N/A | N/A | N/A | N/A |
| Loans costs Banco do Brasil | N/A | (2,625) | N/A | N/A | N/A | N/A | N/A |
| Cia Real de Distribuição | N/A | 695 | N/A | N/A | N/A | N/A | N/A |
| | | 708,005 | 7,576 | 11,356 | 15,138 | 18,917 | 22,698 |
| Payables for aquisition of properties | | | | | | | |
| PSS - Seguridade Social | IPCA + 7% a.a. | 25,574 | 44 | 66 | 88 | 110 | 132 |
| Land São Caetano | IGPM + 3% a.a. | 62,644 | 55 | 83 | 110 | 138 | 165 |
| Other | N/A | 269 | N/A | N/A | N/A | N/A | N/A |
| | | 88,487 | 99 | 149 | 198 | 248 | 297 |
| Total | | 796,492 | 7,675 | 11,505 | 15,336 | 19,165 | 22,995 |

(*) The changes in sensitivity to loans indexed to the TR were included in the analysis since historically this index does not present significant changes

| Consolidated | Remuneration rate | Balances at 06/30/2012 | 50% decrease | 25% decrease | Probable Scenario | 25% increase | 50% increase |
|---|---|---|---|---|---|---|---|
| Loans and financing | | | | | | | |
| BNDES - PKS Exp | TJLP + 3,53% a.a. | 19,148 | 20 | 30 | 41 | 51 | 61 |
| BNDES - PKS Exp | 4,5% a.a. | 365 | N/A | N/A | N/A | N/A | N/A |
| BNDES - Jundiaí | TJLP + 3,38% a.a. | 100,961 | 102 | 154 | 205 | 256 | 307 |
| BNDES - Jundiaí | TJLP + 1,48% a.a. | 3,837 | 2 | 3 | 3 | 4 | 5 |
| BNDES - CGS | TJLP + 3,32% a.a. | 39,560 | 39 | 59 | 79 | 99 | 118 |
| BNDES - CGS | IPCA + 9,59% a.a. | 20,715 | 49 | 73 | 98 | 122 | 147 |
| BNDES - CGS | TJLP + 1,42% a.a. | 1,364 | 1 | 1 | 1 | 1 | 2 |
| Real | N/A (*) | 82,204 | N/A | N/A | N/A | N/A | N/A |
| Real BHS Exp V | N/A (*) | 87,440 | N/A | N/A | N/A | N/A | N/A |
| Itaú SAF | N/A (*) | 8,119 | N/A | N/A | N/A | N/A | N/A |
| Itaú PSC | N/A (*) | 140,812 | N/A | N/A | N/A | N/A | N/A |
| Itaú VLG | N/A (*) | 188,375 | N/A | N/A | N/A | N/A | N/A |
| Banco IBM | CDI + 0,79% a.a. | 484 | - | - | - | - | - |
| Banco IBM | CDI + 1,48% a.a. | 5,215 | 3 | 4 | 6 | 7 | 9 |
| BNB Maceió | 8,08% | 8,628 | N/A | N/A | N/A | N/A | N/A |
| Banco do Brasil | CDI + 110% a.a | 182,724 | 7,537 | 11,306 | 15,075 | 18,843 | 22,612 |
| Loans costs Banco Itaú PSC | N/A | (1,278) | N/A | N/A | N/A | N/A | N/A |
| Loans costs Real BHS Exp V | N/A | (685) | N/A | N/A | N/A | N/A | N/A |
| Loans costs BNDES Jundiaí | N/A | (246) | N/A | N/A | N/A | N/A | N/A |
| Loans costs Itaú Village | N/A | (2,988) | N/A | N/A | N/A | N/A | N/A |
| Loans costs CGS | N/A | (200) | N/A | N/A | N/A | N/A | N/A |
| Loans costs Banco do Brasil | N/A | (2,625) | N/A | N/A | N/A | N/A | N/A |
| Loans costs Park Shopping Maceió | N/A | (612) | N/A | N/A | N/A | N/A | N/A |
| Cia Real de Distribuição | N/A | 695 | N/A | N/A | N/A | N/A | N/A |
| | | 882,012 | 7769 | 11,646 | 15,524 | 19,399 | 23,277 |
| Obrigação por aquisição de bens | | | | | | | |
| PSS - Seguridade Social | IPCA + 7% a.a | 25,574 | 57 | 85 | 113 | 142 | 170 |
| Land São Caetano | IGPM + 3% a.a. | 62,644 | 55 | 83 | 110 | 138 | 165 |
| Land Jundiaí | IPCA + 7,2% a.a | 7,494 | 13 | 20 | 27 | 33 | 40 |
| Land Ribeirão | IGPM+6%a.a. | 23,030 | 41 | 61 | 81 | 101 | 122 |
| Other | N/A | 269 | N/A | N/A | N/A | N/A | N/A |
| | | 119,011 | 166 | 249 | 331 | 414 | 497 |
| Total | | 1,001,023 | 7,935 | 11,895 | 15,855 | 19,813 | 23,774 |

(*) The changes in sensitivity to loans indexed to the TR were included in the analysis since historically this index does not present significant changes

## 26.8. Liquidity risk management

The Company's management and its subsidiaries prepared a liquidity risk management model in order to manage its capital needs and manage its short-, medium- and long-term cash needs. The Company and its subsidiaries manage its liquidity risk keeping adequate reserves, bank credit lines and credit lines deemed adequate through the continuous monitoring of forecasted and realized cash flows and combination of the maturity profiles of financial assets and liabilities.

The following table shows in detail the remaining contractual maturity of financial assets and liabilities of the Company and the contractual repayments terms. The table has been prepared in accordance with the undiscounted cash flows of financial assets and liabilities based on the earliest date on which the Company must repay their obligations.

| | Individual | | | |
|---|---|---|---|---|
| | Until one year | One to three years | More than three years | Total |
| Financial investments | 335,028 | - | - | 335,028 |
| Accounts receivable | 173,124 | 11,191 | - | 184,315 |
| Advances Various | 13,133 | 9,481 | - | 22,614 |
| Loans and financing | (77,832) | (253,651) | (376,522) | (708,005) |
| Payables for acquisition assets | (36,408) | (52,079) | - | (88,487) |
| Debentures | (9,391) | - | (300,000) | (309,391) |
| Total | 397,654 | (285,058) | (676,522) | (563,926) |

| | Consolidated | | | |
|---|---|---|---|---|
| | Until one year | One to three years | More than three years | Total |
| Financial investments | 413,506 | - | 865 | 414,371 |
| Accounts receivable | 207,495 | 19,142 | - | 226,637 |
| Advances Various | 18,247 | 9,630 | - | 27,877 |
| Loans and financing | (77,832) | (338,507) | (465,673) | (882,012) |
| Payables for acquisition assets | (49,893) | (67,114) | (2,004) | (119,011) |
| Debentures | (9,391) | - | (300,000) | (309,391) |
| Total | 502,132 | (376,849) | (766,812) | (641,529) |

## 26.9. Category of the main financial instruments

| | Individual | | Consolidated | |
|---|---|---|---|---|
| | 06.30.12 | 12.31.11 | 06.30.12 | 12.31.11 |
| Financial assets measured at fair value through income | | | | |
| Marketable securities avaliable for trading | 335,028 | 479,414 | 413,506 | 519,269 |
| Marketable securities | - | - | 865 | - |
| Financial assets measured at amortized cost | | | | |
| Accounts receivable | 184,315 | 227,581 | 226,637 | 245,545 |
| Loans and advances several | 22,614 | 29,072 | 27,877 | 31,725 |
| Financial liabilities measured at amortizaded cost | | | | |
| Loans and financing | 708,005 | 557,515 | 882,012 | 557,515 |
| Payables for acquisition assets | 88,487 | 108,227 | 119,011 | 133,680 |
| Debentures | 309,391 | 311,473 | 309,391 | 311,473 |

Valuation techniques and assumptions applied for purposes of fair value calculation

The estimated fair values of financial assets and liabilities of the Company and its subsidiaries have been determined using available market information and appropriate valuation methodologies. However, considerable judgment was required in interpreting market data to produce the estimate of fair value, if possible more appropriate. As a result, the estimates below do not necessarily indicate the amounts that could be realized in the current exchange market. The use of different market methodologies may have a significant effect on the estimated realizable values.

The determination of fair value of financial assets and liabilities is as follows:

- Cash and cash equivalent, financial assets are post-fixed instruments and therefore already reflect the account balances, substantially, its fair value.

- Trade accounts receivable and sundry loans and :there are no available data on transactions in accounts receivable and loans and advances related to the various operations of the Company and its subsidiaries and since there were no transactions of sales of receivables is not possible to determine the fair value of financial instruments.

- Payables for acquisition of properties - as there are no available data on transactions of sale of accounts payable for purchases of goods and the Company and its subsidiaries did not perform such operations is not possible to determine the fair value of financial instruments.

- Loans and financing and debentures, contracts and financing loans have clauses that prohibit the assignment of such instruments to third parties, and thus, can not determine the fair value of financial instruments.

Financial instruments measured at fair value are grouped into specific categories ( level 1, 2 and 3) according to the corresponding degree of his fair value:

- Measurements of the fair value of level 1 are obtained from quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Measurements of the fair value of level 2 are obtained by means of the variables in addition to the quoted prices included the level 1 that are observed for the asset or liability either directly (as prices) or indirectly (derived from prices)

- Measurements of the fair value of level 3 are obtained from non-observable market variables.

On June 30, 2012 and December 31, 2011 the only instruments recorded at fair value, refer to investiments classified at level 2.

## 27. ADMINISTRATIVE FUNDS

The Company is responsible for the financial management and planning of the investors' funds for the following shopping centers: BarraShopping, MorumbiShopping, BHShopping, DiamondMall, ParkShopping Brasília, RibeirãoShopping, New York City Center, Shopping Anália Franco, BarraShopping Sul, ParkShopping Barigui, Shopping Pátio Savassi, Shopping Santa Úrsula and Vila Olimpia. The Company manages funds comprised of advances of funds from such investors and lease amounts received from storeowners in the shopping centers, which are deposited in bank accounts in the name of the development and at the Company's discretion, to finance expansion activities and the operating expenses of own shopping centers.

As at June 30, 2012, the balance of administrative funds amounted to R$13,767 (R$13,762 as at December 31, 2011), which is not presented in the consolidated interim financial information because it neither corresponds to rights nor obligations of the subsidiary.

## 28. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing net income attributable to the holders of common and preferred shares of the Parent by the weighted average number of common and preferred shares, excluding treasury shares, which are outstanding during the year. The Company opted to include preferred shares in the clauclation because of right of preferred shareholders to dividends equivalent to those paid to common shareholders. Diluted earnings per share are calculated by dividing the net income attributable to the holders of common and preferred shares of the of the Parent by the weighted average number of common shares outstanding during the year plus the weighted average number of common shares that would be issued in converting all potential diluted common shares into common shares. The Company's exercisable options under the stock option plan were included as dilutive shares.

The table below shows information on net income and shares used to calculate basic and diluted earnings per share:

| | | June 30, 2012 | | June 30, 2011 | |
|---|---|---|---|---|---|
| | | Individual | Consolidated | Individual | Consolidated |
| A | Total shares issued | 179,197,214 | 179,197,214 | 179,197,214 | 179,197,214 |
| B | Treasury | 777,062 | 777,062 | 996,215 | 996,215 |
| C= Average (A-B) | Average shares | 178,246,383 | 178,246,383 | 178,173,419 | 178,173,419 |
| D | Dilutive | 79,504 | 79,504 | 130,429 | 130,429 |
| E | Total net income | R$186,951 | R$187,594 | R$123,205 | R$124,794 |
| E/C | Earnings per share | R$1,0488 | R$1,0524 | R$0,6915 | R$0,7004 |
| E/(C+D) | Adjusted earnings per share | R$1,0484 | R$1,0520 | R$0,6910 | R$0,6999 |

## 29. TRANSACTION NOT INVOLVING CASH

During the period ended June 30, 2012, the Company and its subsidiaries conducted the following operating, investing and financing not involving cash, thus not reflected in the cash flows:

Individual

- Net assets transferring in amount of R$118,760 of the Company's subsidiaries.
- Capital increase in subsidiaries with investment properties in amount of R$80,913.

Consolidated

- In February 09, 2012, one of MPH Empreendimentos Imobiliários Ltda. shareholders withdrew, through a capital reduction its participation in MPH capital, equivalent to 16.084%. The capital decrease was recorded with the reduction of the following amount: accounts receiveable in amount of R$2,368; Investment Properties in amount of R$32,960; Deferred Revenue in amount of R$4,070 and others in amount of R$201.
- Effects arising from the transfers referred above.

## 30. INSURANCE

The Company maintains an insurance program for the shopping centers in which it holds interest together with CHUBB do Brasil Cia. de Seguros, which is effective from November 30, 2011 to November 30, 2012 ("Insurance Program"). The Insurance Program provides for three insurance policies for each development as follows: (a) one covering property risks in the comprehensive real estate risk portfolio (b) one covering general civil liability for commercial establishments and (c) one covering general civil liability for safekeeping of vehicles. Risk coverage is subject to the conditions and exemptions provided for in the respective policies, amongst which is exemption for damages arising from acts of terrorism. In addition, the Company took out engineering risk policies for expansion, refurbishment, restoration or construction activities to ensure the implementation of the respective developments.

In addition to the the policies under the Insurance Program, the Company took out a general civil liability insurance policy in the Company's name in a insured amount above that taken for each shopping mall. The policy is intended to protect the equity of shareholders against third-party claims.

Additionally, the Company has 3 D&O insurance policies under 1$^{st}$, 2$^{st}$ and 3$^{rd}$ risk regime, from Chubb do Brasil, Itaú Seguros and Liberty Paulista Seguros. These policies are effective from July 4, 2011 to July 4, 2012.

## 31. SUBSEQUENT EVENTS

a) On July 4th, 2012, the Company signed an amendment to the bank credit note for the construction of Shopping VillageMall changing the following:

- The total amount contracted from R$270,000 to R$350,000
- The final maturity date from 08/15/2022 to 11/15/2022
- The covenant of net debt to EBITDA from 3.0x to 3.25x. Despite od this change, the Company still is in compliance with the covenant clause.
- The starting date for checking the restrict account from January 30, 2015 to January 30, 2017.

All other terms of the original contract remain unchanged.

b) On August 6, 2012, the Company contracted eight credits notes (CCB), with Banco Itaú BBA, in total amount of R$ 100,000 in order to consolidate its cash position. No guarantee was granted. The interests will be paid semiannually and principal in 1 installment to be paid on August 08, 2016.

| Start Date | End Date | Amouting | Rate |
|---|---|---|---|
| 08/06/2012 | 08/08/2016 | 100,000 | 109,75% CDI |

Financial Covenants of the contract:

Total Debt/ Equity less than or equal to 4.0
EBITDA/ net financial expenses greater than or equal to 2x

## Disclaimer

This document may contain prospective statements, which are subject to risks and uncertainties as they were based on expectations of the Company's management and on the information available. These prospects include statements concerning our management's current intentions or expectations.

Readers/investors should be aware that many factors may mean that our future results differ from the forward-looking statements in this document. The Company has no obligation to update said statements.

The words "anticipate", "wish", "expect", "foresee", "intend", "plan", "predict", "forecast", "aim" and similar words are intended to identify statements.

Forward-looking statements refer to future events which may or may not occur. Our future financial situation, operating results, market share and competitive positioning may differ substantially from those expressed or suggested by said forward-looking statements. Many factors and values that can establish these results are outside the Company's control or expectation. The reader/investor is encouraged not to completely rely on the information above.

This document also contains information on future projects which could differ materially due to market conditions, changes in law or government policies, changes in operational conditions and costs, changes in project schedules, operating performance, demand by tenants and consumers, commercial negotiations or other technical and economic factors.

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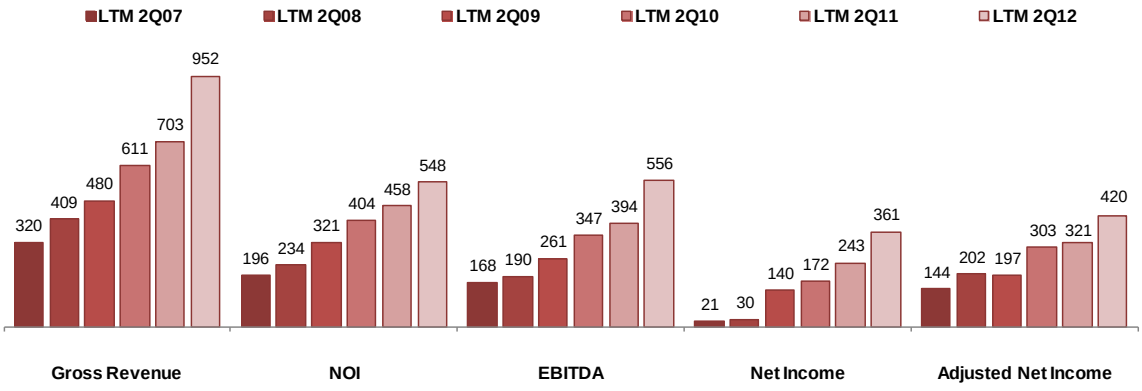

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**For more detailed information, please check our Financial Statements and other relevant information on our investor relations website www.multiplan.com.br/ir.**

## Multiplan's Financial Evolution

| R$ Million | 2006 | 2007 (IPO) [1] | 2008 | 2009 | 2010 | 2011 | Change % (2011/2006) [2] | CAGR % (2011/2006) [2] |
|---|---|---|---|---|---|---|---|---|
| Gross Revenue | 276.5 | 368.8 | 452.9 | 534.4 | 662.6 | 742.2 | ▲168.4% | ▲21.8% |
| Net Operating Income | 169.6 | 212.1 | 283.1 | 359.4 | 424.8 | 510.8 | ▲201.2% | ▲24.7% |
| EBITDA | 143.8 | 212.2 | 247.2 | 304.0 | 350.2 | 455.3 | ▲216.6% | ▲25.9% |
| Net Income | (32.2) | 21.2 | 74.0 | 163.3 | 218.4 | 298.2 | ▲1,309.4% | ▲93.8% |
| Adjusted Net Income [3] | 101.9 | 176.5 | 199.4 | 236.8 | 323.5 | 355,0 | ▲248.5% | ▲28.4% |

[1] 2007 EBITDA adjusted for expenses related to the Company's IPO in 2007.
[2] As for the Net Income change and CAGR, the calculation compares 2011 with 2007.
[3] Adjusted for deferred income and social contribution taxes.




**Historical Performance of Multiplan's Results for the Last Twelve Months Ended June 30th (R$ Million)**

## Overview

Multiplan Empreendimentos Imobiliários S.A is one of the leading shopping center companies in Brazil. Established as a full service Company that plans, develops, owns and manages one of the largest and highest-quality mall portfolios in the country. The Company is also strategically active in the residential and commercial real estate development sectors, generating synergies for shopping center-related operations by creating mixed-use projects in adjacent areas. In the end of 2Q12, Multiplan owned - with an average interest of 71.0% - and managed 14 shopping centers with a total GLA of 592,489 m², over 3,800 stores and an estimated annual traffic of 159 million consumers.

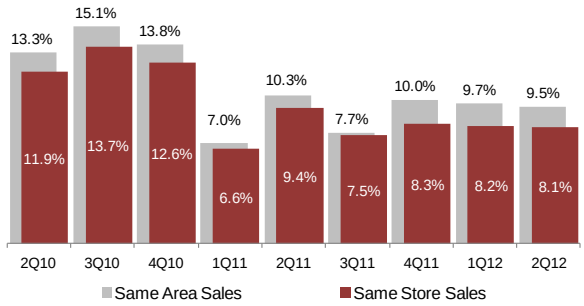
# Multiplan´s Net Operating Income (NOI) increases 18% and Shopping Center EBITDA reaches R$123 million

**Rio de Janeiro, August 8th, 2012** – Multiplan Empreendimentos Imobiliários S.A. (BM&F Bovespa: MULT3), announces its second quarter 2012 results. The following financial and operational data were prepared and are being presented in accordance with accounting policies adopted in Brazil, which comprise the standards and pronouncements issued by the Brazilian Securities and Exchange Commission (CVM) and the Brazilian Accounting Pronouncements Committee (CPC), which are in compliance with the international financial reporting standards (IFRS) issued by IASB applicable to real estate development entities in Brazil and approved by the Brazilian Accounting Pronouncements Committee (CPC), by the Brazilian Securities Commission (CVM) and by the Federal Accounting Council (CFC).

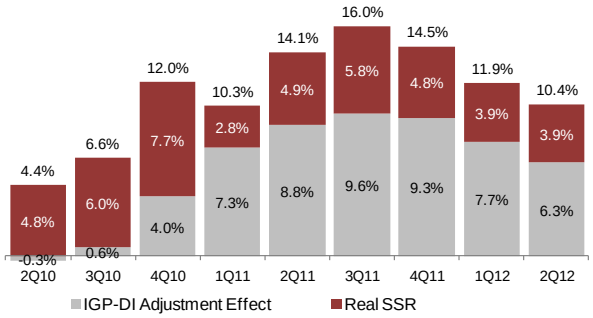
## Highlights (R$)

### A High Quality Portfolio Results in …

**Consistent sales growth, with SAS of 9.5% and SSS of 8.1% in 2Q12…**

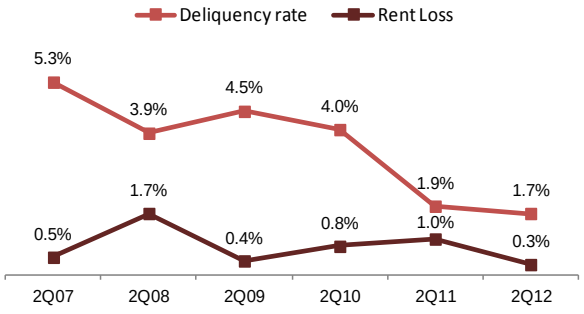



**… and another quarter with double digit growth in SSR, reaching 10.4%**

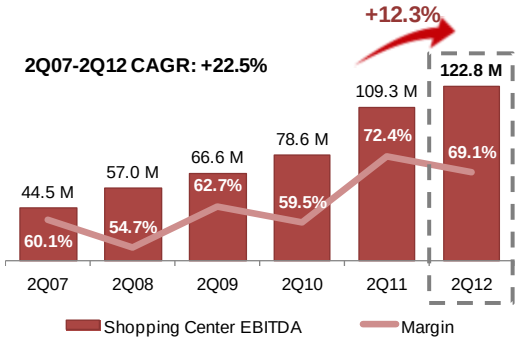



### Improved Performance and Efficiency…

**Record Low Second Quarter Delinquency Rate and Rent Loss**

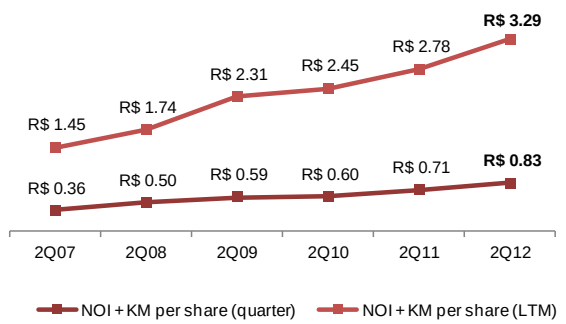



**Shopping Center EBITDA up 12.3% to R$122.8 million**

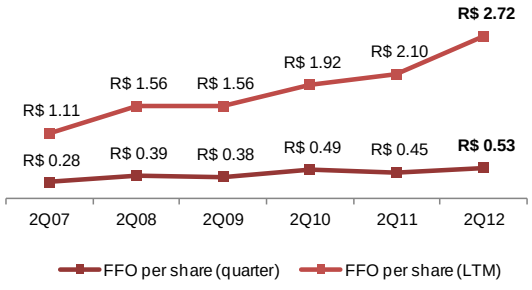



### Leading to Solid Returns

**2Q12 NOI + KM per share increased 16.9%, with a LTM 5-year CAGR of 17.9%**




**2Q12 FFO per share improved 17.8%, with a LTM 5-year CAGR of 19.7%**



| Performance Highlights | | | | | |
|---|---|---|---|---|---|
| | Shopping Center Sales | Rental Revenue | NOI + KM | Shopping Center EBITDA | FFO |
| 2Q12 (R$) | 2,254.5 M | 126.9 M | 147.6 M | 122.8 M | 93.9 M |
| **2Q2 vs. 2Q11** | **14.6%** | **17.0%** | **16.2%** | **12.3%** | **16.2%** |

## DELIVERY AND FUTURE GROWTH

- **Brownfield project: Expansion of BarraShopping**, including a commercial tower for lease, announced in May, 2012. The total gross leasable area (GLA) will amount to 9.5 thousand $m^2$ in addition to the renovation of 1.3 thousand $m^2$. This project should generate a third year **NOI yield of 21.0%.**

- **Ceremony to deliver keys to tenants in JundiaíShopping.** Held in May, 2012, the ceremony is a landmark for tenants and allows them to begin the construction works in their stores. The mall should open in October, 2012, as scheduled, adding 34.5 thousand $m^2$ of owned GLA to Multiplan's portfolio. As of July 31st, 2012, Jundiai was close to fully leased at 97.9%.

## OPERATIONAL AND FINANCIAL HIGHLIGHTS

- **The high quality portfolio turns into consistent sales growth…**

Multiplan shopping centers sales reached R$2.3 billion and presented strong **growth of 14.6%,** mostly organic, in 2Q12 vs. 2Q11. In 1H12, total sales were of R$4.3 billion, also 14.6% higher than in 1H11. **Same Area Sales (SAS) presented a robust growth of 9.5% in 2Q12, and Same Store Sales (SSS) of 8.1%**.

- **…strong rental revenue...**

**Another quarter with double digit growth in Same Store Rent (SSR), reaching 10.4%,** implying a **real growth of 3.9%** on top of an IGP-DI adjustment effect of 6.3%. **Same Area Rent (SAR)** increased **10.4%** in 2Q12.

- **…and also high profitability.**

In the last twelve months **FFO per share reached R$2.72, implying a five year CAGR of 19.7%**. **In 2Q12 FFO reached R$93.9 million, an increase of 16.2%**, when compared to 2Q11. In 1H12 FFO was R$254.2 million, up 38.2% when compared to 1H11.

- Multiplan's **Net Operating Income (NOI) + Key Money (KM) reached R$147.6 million in 2Q12, 16.2% higher** than in 2Q11. In the **last twelve months NOI + KM per share reached R$3.29**, representing a **five year CAGR of 17.9%**. In 1H12, NOI + KM amounted to R$288.7 million, up 14.6% over 1H11.

- **Consolidated EBITDA increased 12.4% in 2Q12 to R$120.4 million.** In 1H12, consolidated EBITDA was R$311.1 million, 48.2% higher than in 1H11.

## RECENT EVENTS

- **Another brownfield project.** In July, 2012, Multiplan announced the expansion of **RibeirãoShopping.** The addition of total GLA will be of 20.6 thousand $m^2$, **an increase of 44.1% over the current area.** Third year expected **NOI should reach R$16.3 million.**

- In July, 2012, Multiplan delivered the keys to tenants in a ceremony at VillageMall and at ParkShoppingCampoGrande. Both malls should open in November, 2012, as originally scheduled, adding 63.2 thousand $m^2$ of owned GLA to the Multiplan's portfolio. Together with JundiaíShopping, **owned GLA** to be **added in 4Q12 from shopping center developments will amount to 97.7 thousand $m^2$,** an increase of 23.2% on top of current owned GLA.

## 1. Consolidated Financial Statements

| (R$'000) | 2Q12 | 2Q11 | Chg. % | 1H12 | 1H11 | Chg. % |
|---|---|---|---|---|---|---|
| Rental revenue | 126,883 | 108,425 | ▲17.0% | 248,857 | 213,901 | ▲16.3% |
| Services revenue | 26,592 | 21,344 | ▲24.6% | 47,039 | 40,412 | ▲16.4% |
| Key money revenue | 9,540 | 10,045 | ▼5.0% | 18,447 | 19,207 | ▼4.0% |
| Parking revenue | 25,213 | 19,046 | ▲32.4% | 47,631 | 37,599 | ▲26.7% |
| Real estate for sale revenue | 15,583 | 8,468 | ▲84.0% | 181,637 | 22,060 | ▲723.4% |
| Straight line effect | 6,699 | 6,783 | ▼1.2% | 12,814 | 13,757 | ▼6.9% |
| Other revenues | 1,069 | 394 | ▲170.8% | 1,180 | 722 | ▲63.3% |
| **Gross Revenue** | **211,579** | **174,505** | **▲21.2%** | **557,605** | **347,658** | **▲60.4%** |
| Taxes and contributions on sales and services | (19,802) | (15,823) | ▲25.1% | (42,479) | (31,163) | ▲36.3% |
| **Net Revenue** | **191,777** | **158,682** | **▲20.9%** | **515,126** | **316,495** | **▲62.8%** |
| Headquarters expenses | (21,170) | (20,071) | ▲5.5% | (46,731) | (41,697) | ▲12.1% |
| Stock-option-based remuneration expenses | (2,782) | (2,164) | ▲28.6% | (4,883) | (3,509) | ▲39.2% |
| Shopping centers expenses | (20,718) | (17,243) | ▲20.2% | (39,078) | (32,676) | ▲19.6% |
| New projects for lease expenses | (11,207) | (3,296) | ▲240.0% | (13,550) | (6,741) | ▲101.0% |
| New projects for sale expenses | (3,375) | (1,273) | ▲165.1% | (9,357) | (2,475) | ▲278.1% |
| Cost of properties sold | (12,929) | (9,390) | ▲37.7% | (93,094) | (23,382) | ▲298.1% |
| Equity pickup | (214) | 778 | na | 850 | 1,382 | ▼38.5% |
| Other operating income/expenses | 1,041 | 1,125 | ▼7.5% | 1,857 | 2,593 | ▼28.4% |
| **EBITDA** | **120,423** | **107,148** | **▲12.4%** | **311,140** | **209,990** | **▲48.2%** |
| Financial revenue | 17,822 | 21,808 | ▼18.3% | 37,908 | 46,705 | ▼18.8% |
| Financial expenses | (23,926) | (14,194) | ▲68.6% | (51,120) | (27,534) | ▲85.7% |
| Depreciation and amortization | (17,656) | (14,941) | ▲18.2% | (34,919) | (29,258) | ▲19.3% |
| **Earnings Before Taxes** | **96,663** | **99,821** | **▼3.2%** | **263,009** | **199,903** | **▲31.6%** |
| Income tax and social contribution | (20,423) | (31,949) | ▼36.1% | (42,502) | (40,554) | ▲4.8% |
| Deferred income and social contribution taxes | (13,118) | (4,798) | ▲173.4% | (31,646) | (29,815) | ▲6.1% |
| Minority interest | (19) | (2,002) | ▼99.1% | (1,267) | (4,740) | ▼73.3% |
| **Net Income** | **63,103** | **61,072** | **▲3.3%** | **187,594** | **124,794** | **▲50.3%** |

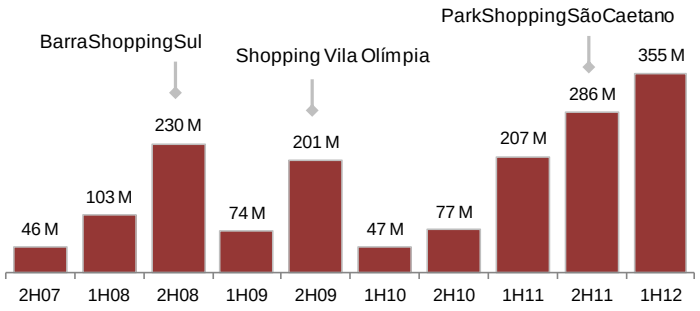
| (R$'000) | 2Q12 | 2Q11 | Chg. % | 1H12 | 1H11 | Chg. % |
|---|---|---|---|---|---|---|
| **NOI** | **138,079** | **117,011** | **▲18.0%** | **270,224** | **232,581** | **▲16.2%** |
| *NOI margin* | 87.0% | 87.2% | ▼20 b.p | 87.4% | 87.7% | ▼32 b.p |
| **NOI + Key Money** | **147,619** | **127,056** | **▲16.2%** | **288,671** | **251,788** | **▲14.6%** |
| *NOI + Key Money margin* | 87.7% | 88.1% | ▼36 b.p | 88.1% | 88.5% | ▼44 b.p |
| **Shopping Center EBITDA** | **122,816** | **109,333** | **▲12.3%** | **244,941** | **214,382** | **▲14.3%** |
| *Shopping Center EBITDA margin* | 69.1% | 72.4% | ▼328 b.p | 70.5% | 72.3% | ▼180 b.p |
| **EBITDA (Shopping Center + Real Estate)** | **120,423** | **107,148** | **▲12.4%** | **311,140** | **209,990** | **▲48.2%** |
| *EBITDA margin* | 62.8% | 67.5% | ▼473 b.p | 60.4% | 66.3% | ▼595 b.p |
| **Net Income** | **63,103** | **61,072** | **▲3.3%** | **187,594** | **124,794** | **▲50.3%** |
| *Net Income margin* | 32.9% | 38.5% | ▼558 b.p | 36.4% | 39.4% | ▼301 b.p |
| **Adjusted Net Income** | **76,221** | **65,870** | **▲15.7%** | **219,240** | **154,609** | **▲41.8%** |
| *Adjusted Net Income margin* | 39.7% | 41.5% | ▼177 b.p | 42.6% | 48.9% | ▼629 b.p |
| **FFO** | **93,877** | **80,811** | **▲16.2%** | **254,159** | **183,867** | **▲38.2%** |
| *FFO margin* | 49.0% | 50.9% | ▼198 b.p | 49.3% | 58.1% | ▼876 b.p |

## 2. Project Development

*R$643.1 million in investments in the first half of 2012*

Multiplan invested R$287.2 million during 2Q12, of which 72.8%, or R$209.2 million, were allocated to four new shopping centers under construction – JundiaíShopping, ParkShoppingCampoGrande, VillageMall and Parque Shopping Maceió. Expansion projects demanded investments of R$43.6 million, equivalent to 15.2% of the total CAPEX disbursed in the quarter. Additionally, two real estate for lease projects, ParkShopping Corporate and Morumbi Corporate, received an investment of R$21.4 million, and the remaining R$13.0 million of the quarter's CAPEX was allocated to IT projects, mall renovations and others.

In the first half of 2012, the total investment reached R$643.1 million, which corresponds to 62.9% of the estimated CAPEX for 2012, of R$1,022.2 million (as disclosed in the 4Q11 earnings report). The CAPEX disbursed during 1H12 is the highest investment made by Multiplan in a single semester and reflects the company's commitment to its growth strategy. The chart below on the left shows a historical series of the amount of CAPEX being invested in new shopping centers only.



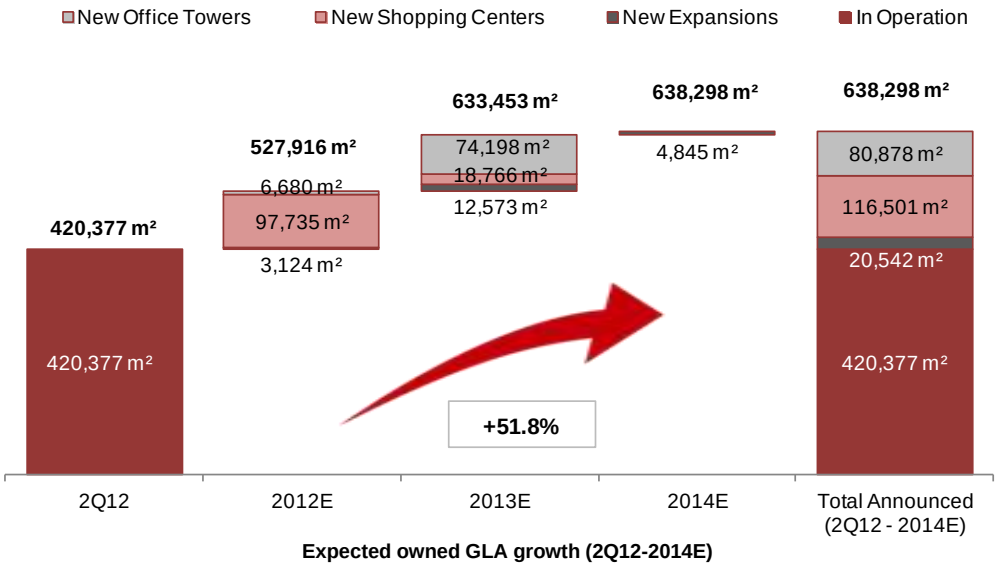

**Mall development CAPEX evolution**

| CAPEX (R$) | 2Q12 | 1H12 |
|---|---|---|
| Mall Development | 209.2 M | 355.0 M |
| Mall Expansions | 43.6 M | 53.8 M |
| Office Towers for Lease | 21.4 M | 36.1 M |
| Renovations, IT and other | 13.0 M | 23.1 M |
| Minority Interest Acquisitions | - | 175.0 M |
| **Total CAPEX** | **287.2 M** | **643.1 M** |

**Investment breakdown**

*217.9 thousand m² of owned GLA to be delivered*

Multiplan currently has eight projects for lease under construction: four shopping centers, two mall expansions and two commercial tower projects. Altogether, these projects should add 217.9 thousand m² of owned GLA to the company's portfolio, resulting in a growth of 51.8% by 2014. Only announced-to-date projects are considered in the calculation.

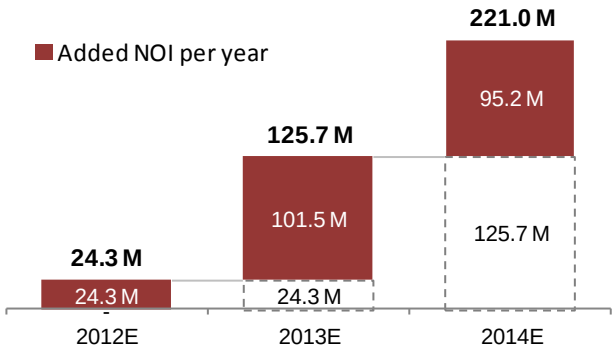



**Expected owned GLA growth (2Q12-2014E)**

*Announced projects for lease should add R$126 million of NOI in the coming year*

All projects for lease under construction should boost Multiplan's NOI in 2013 with an additional R$125.7 million and R$221.0 million in 2014, 52% coming from shopping centers, 37% from office towers and 11% from expansions.

The combined 3rd year NOI yield for all projects for lease is 14.8%. The Company's development pipeline is described in the following pages.




**Added NOI –** based on estimates for the announced projects for lease

## 2.1 Shopping Center Greenfields under construction

*Delivering strong growth*

The company will deliver 117.4 thousand m² of owned GLA with the new shopping center greenfields, expected to open on the dates indicated in the table below. From the total CAPEX of R$1.2 billion, including land value, approximately 29.5% is left to be disbursed. Only in 2H12, three new malls should add 97.7 thousand m² of owned GLA, and R$108.6 million in key money will start to be recorded. The combined NOI yield for the five projects is of 13.5%.

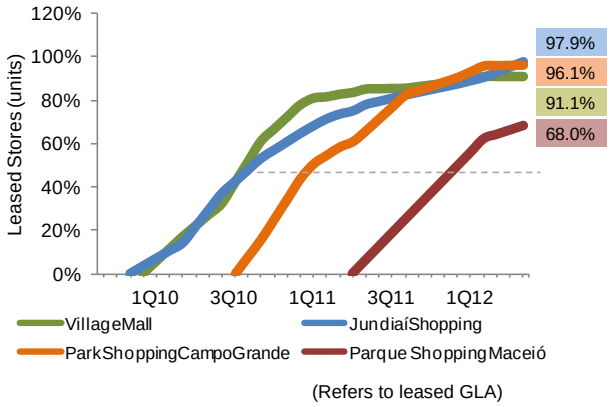
| | Shopping centers under construction | | | Multiplan's Interest (R$'000) | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Project | Opening | GLA (100%) | %Mult. | CAPEX[1] | Invested CAPEX | Key Money | NOI 1st year | NOI 3rd year | 3rd year NOI Yield |
| 1 | JundiaíShopping | Oct-12 | 34,534 m² | 100.0% | 310.7 M | 73.8% | 25.0 M | 32.5 M | 36.6 M | 12.8% |
| 2 | VillageMall | Nov-12 | 25,175 m² | 100.0% | 464.8 M | 77.8% | 41.4 M | 40.9 M | 47.8 M | 11.3% |
| 3 | ParkShoppingCampoGrande [2] | Nov-12 | 42,251 m² | 90.0% | 278.7 M | 58.9% | 42.3 M | 36.8 M | 41.3 M | 17.5% |
| 4 | Parque Shopping Maceió | 3Q13 | 37,532 m² | 50.0% | 104.7 M | 58.8% | 9.8 M | 11.0 M | 14.4 M | 15.1% |
| | **Total** | | **139,492 m²** | **83.5%** | **1,158.9 M** | **70.5%** | **118.5 M** | **121.2 M** | **140.0 M** | **13.5%** |

[1] Considers only the first phase of the project (disregarding any future expansions).
[2] Multiplan will invest 100% of the CAPEX.

*Store keys are handed over to tenants in three greenfields during 2Q12*

JundiaíShopping, ParkShoppingCampoGrande and VillageMall, scheduled to open in 4Q12, are almost fully leased, with 94.7% of the 552 available stores already signed to tenants. All three greenfields delivered store keys to tenants during 2Q12, who are now able to start the construction of their stores.

Parque Shopping Maceió, roughly one year away from its opening, has recorded 68.0% of its area leased.




(Refers to leased GLA)

**Leasing Evolution** (As of July 2012)




**Leasing Status in the three greenfields to open in 4Q12**
(As of July 2012)

## JundiaíShopping

Focused on classes A and B, this greenfield is in a privileged location in Jundiaí, on Avenida 9 de Julho, one of the main access roads to the upper class town areas. The mall will have 189 stores in 34.5 thousand m² of GLA, and 2,000 parking slots. 1,300 jobs were created during the construction works and the mall is scheduled to open in October 2012 and should generate another 2,000 jobs, both directly and indirectly. Additionally, JundiaíShopping's project has already been prepared for a future expansion of approximately 12.5 thousand m² of GLA, as well as two integrated office towers, with approximately 11.6 thousand m² of area.

## VillageMall

A project with an exclusive concept, VillageMall is intended to be a reference in fashion, gastronomy and culture in Rio de Janeiro, targeting predominantly class A consumers. The mall will have 25.2 thousand m² of GLA and its opening is scheduled for November 2012. With 106 stores, exclusive movie theatres, convention center and a 1,060-seat playhouse, the shopping center will be prepared to host major Brazilian and international events. Construction works currently generate 1,000 jobs and the opening of VillageMall should add 2,500 positions.

## ParkShoppingCampoGrande

Multiplan's first greenfield for the emerging consumer class, ParkShoppingCampoGrande is being built in one of the fastest growing regions in Rio de Janeiro. The mall is expected to open in November 2012 and will have 257 stores spread out over 42.2 thousand m² of GLA. Approximately 1,000 jobs were created with its construction, and 5,000 more should be created after the mall opens.

## Parque Shopping Maceió

The project is a joint venture between Multiplan and Aliansce Shopping Centers S.A., and will be the company's first shopping center in the northeast of Brazil. Its construction offered roughly 2,400 jobs and, after the opening, another 3,600 posts should be created. Located in an important real estate growth vector in Maceió, Parque Shopping Maceió will have 37.5 thousand m² of GLA with 168 stores, movie theaters, several fast-food and restaurant operations as well as 1,800 parking spaces.

The mall will integrate Boulevard Parque, a mixed-use project with planned residential and office towers, green area, with 52 thousand m² of built area in the first stage, in a land plot of 98 thousand m².

## 2.2 Shopping Center Expansions

*A new cycle begins: four projects announced in two malls*

Multiplan recently disclosed expansion projects for BarraShopping and RibeirãoShopping, both consolidated malls with over 30 years in operation.

| Shopping centers expansions under construction | | | | Multiplan's Interest (R$) | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Project | Opening | GLA (100%) | %Mult. | CAPEX | Invested CAPEX | Key Money | 3rd Year NOI | 3rd Year NOI Yield | IRR |
| 1 RibeirãoShopping Exp. VI, VII, VIII | Nov-13[1] | 20,564 m² | 76.2% | 171.3 M | 21.7% | 13.2 M | 16.3 M | 10.3% | 14.7% |
| 2 BarraShopping Exp. VII | May-14 | 9,479 m² | 51.0% | 100.0 M | 19.3% | 32.2 M | 14.2 M | 21.0% | 23.6% |
| **Total** | | **30,043 m²** | **68.2%** | **271.3 M** | **20.8%** | **45.4 M** | **30.5 M** | **13,5%** | **n.a.** |

1 Expansion VI is planned to open in November 2012, expansion VII in May 2013 and expansion VIII in November 2013

*BarraShopping: 45 new stores and 4.2 thousand m² of corporate office space in a consolidated giant*

BarraShopping will get its seventh expansion, with 9.5 thousand m² of total Gross Leasable Area (GLA). The mall's total GLA will increase to 78.9 thousand m² and the BarraShopping complex, which includes New York City Center, to 101.2 thousand m².

The expansion area includes the renovation of 1.3 thousand m² of GLA, resulting in a gross GLA growth of 10.8 thousand m². There will be 45 stores and 4.2 thousand m² of corporate office space for lease, split into two floors. The opening is scheduled for May 2014.

The CAPEX for the project, based on the interest held by Multiplan, is of R$100.0 million. The company estimates Key Money revenues of R$32.2 million and a third year Net Operating Income (NOI) of R$14.2 million, resulting in a third year NOI yield of 21.0%. The estimated internal rate of return (IRR) for the project is 23.6% per annum, real and unleveraged.

*RibeirãoShopping: Three expansions and more than 20 thousand m² of GLA*

RibeirãoShopping will receive three new expansions, in addition to the renovation already underway, including the construction of a deck parking with 1,200 spots.

Expansion VI will add 4.1 thousand m² of GLA to the shopping center and will use the area of an anchor store that was relocated to include 41 new satellite stores. This expansion should be delivered by November 2012. Expansion VII will contribute with another 6.3 thousand m² of GLA in 23 stores and a fitness center. This new area should be delivered in May 2013. Expansion VIII will increase GLA by 10.2 thousand m², with 65 stores and delivery is scheduled for November 2013.

The three expansions altogether will contribute with 20.6 thousand m² of total GLA and will increase the leasable area at RibeirãoShopping to 67.2 thousand m², an increase of 44.1% over the current area. If Multiplan´s interest of 76.2% is considered, the expansions should generate a third year NOI of R$16.3 million, with a yield of 10.3%, and an IRR of 14.7%, real and unleveraged.

### 2.3 Office Towers for Lease

*ParkShopping Corporate close to conclusion*

Multiplan should soon start the leasing phase of ParkShopping Corporate, a two-tower commercial real estate project, integrated with ParkShopping, in Brasília. The planned conclusion date is in November 2012, and the project is expected to generate a stabilized NOI of R$7.1 million, representing a NOI yield of 16.5%.

Morumbi Corporate, a 74.2 thousand m² two-tower project for lease is in advanced stage of construction and is planned to open in September 2013. Multiplan has 100% interest in the project and the towers are located across from MorumbiShopping, in São Paulo. The expected yearly NOI generated by this project is of R$83.7 million, with a NOI yield of 18.2%.

| Office Towers for Lease | | | Multiplan's Interest (R$) | | | | |
|---|---|---|---|---|---|---|---|
| Project | Opening | GLA (100%) | %Mult. | CAPEX | Invested CAPEX | Stabilized NOI | Stabilized NOI Yield (%) |
| ParkShopping Corporate | Nov-12 | 13,360 m² | 50.0% | 43.0 M | 54.6% | 7.1 M | 16.5% |
| Morumbi Corporate | Sep-13 | 74,198 m² | 100.0% | 461.0 M | 43.2% | 83.7 M | 18.2% |
| **Total** | | **87,558 m²** | **92.4%** | **504.0 M** | **44.2%** | **90.8 M** | 18.0% |

## 2.4 Office and Residential Towers for Sale

*Construction works begin in Porto Alegre*

Diamond Tower and Résidence du Lac, a commercial and a residential tower integrated to BarraShoppingSul, started construction in Porto Alegre. Both projects surpassed the 60% mark of units sold and should be delivered during the second half of 2014. The potential sales value (PSV) for both buildings is of R$229.7 million.

Centro Profissional RibeirãoShopping, the condo-office tower integrated to RibeirãoShopping in the countryside of São Paulo, has 97% of its units sold. The construction works are in the finishing details phase and the building should be delivered in December 2012. The PSV is of R$83.3 million.

| Towers for Sale | | | | | | | |
|---|---|---|---|---|---|---|---|
| Project | Location | Type | Opening | Area | %Mult. | PSV[1] (R$'000) | Average price/m² |
| Centro Profissional RBS | RibeirãoShopping | Condo Offices | Dec-12 | 12,563 m² | 100.0% | 83.3 M | 6,633 |
| Diamond Tower | BarraShoppingSul | Condo Offices | 2H14 | 13,800 m² | 100.0% | 125.0 M | 9,055 |
| Résidence du Lac | BarraShoppingSul | Residential | 2H14 | 9,960 m² | 100.0% | 104.7 M | 10,515 |
| **Total** | | | | **36,323 m²** | **100.0%** | **313.0 M** | **8,618** |

[1] Potential Sales Value

## 2.5 Land Bank

Multiplan holds 619.0 thousand m² of land for future projects. Most sites are integrated to shopping centers owned by Multiplan and should foster new project announcements in due time.

| City (State) | Land Area | Type | % Multiplan |
|---|---|---|---|
| Belo Horizonte (MG) | 2,606 m² | Retail | 97% |
| Curitiba (PR) | 843 m² | Apart-Hotel | 84% |
| Curitiba (PR) | 27,370 m² | Office/Retail | 94% |
| Jundiaí (SP) | 4,500 m² | Office/Retail | 100% |
| Maceió (AL) | 140,000 m² | Residential, Office/Retail, Hotel | 50% |
| Porto Alegre (RS) | 4,396 m² | Hotel, Office/Retail | 100% |
| Ribeirão Preto (SP) | 207,092 m² | Residential, Office/Retail | 100% |
| Rio de Janeiro (RJ) | 141,480 m² | Residential, Office/Retail | 90% |
| Rio de Janeiro (RJ) | 36,000 m² | Office/Retail | 100% |
| São Caetano do Sul (SP) | 24,948 m² | Office/Retail | 100% |
| São Paulo (SP) | 29,800 m² | Residential | 36% |
| **Total** | **619,035 m²** | | **82%** |

## 3. Operational Indicators

### 3.1 Tenant Sales

*Consistency growth in Multiplan's portfolio: Up 14.6% in 2Q12 versus 2Q11*

Multiplan shopping centers posted total sales of R$2.3 billion in 2Q12, a robust, mostly organic growth of 14.6% when compared to 2Q11. ParkShoppingSãoCaetano, which opened in November, 2011 continues to show higher than expected performance in sales, reaching R$99.6 million in 2Q12. Shopping Vila Olimpia and Shopping Santa Úrsula posted sales growth of 11.8% and 15.9%, respectively, reflecting the improvement in their portfolio mix and foot traffic increase.

BH Shopping (+12.5%), ParkShoppingBarigüi (+15.9%) and BarraShoppingSul (+14.0%) were also the highlights in the quarter, reporting strong sales performance, even when considering that the base of comparison was already high.

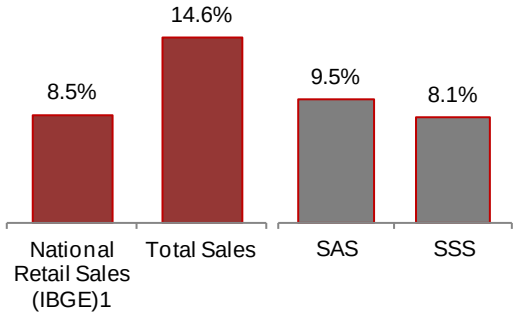
In 1H12, total sales reached R$4.3 billion, 14.6% higher than in 1H11.

| Sales 100% | | | | | | |
|---|---|---|---|---|---|---|
| Shopping Centers | 2Q12 | 2Q11 | Chg.% | 1H12 | 1H11 | Chg.% |
| BH Shopping | 234.7 M | 208.6 M | ▲12.5% | 453.1 M | 404.2 M | ▲12.1% |
| RibeirãoShopping | 127.9 M | 119.5 M | ▲7.1% | 246.8 M | 231.2 M | ▲6.7% |
| BarraShopping | 376.8 M | 349.3 M | ▲7.9% | 724.9 M | 667.1 M | ▲8.7% |
| MorumbiShopping | 319.7 M | 300.5 M | ▲6.4% | 600.3 M | 560.8 M | ▲7.0% |
| ParkShopping | 199.9 M | 187.7 M | ▲6.5% | 392.0 M | 363.2 M | ▲7.9% |
| DiamondMall | 121.7 M | 106.6 M | ▲14.1% | 230.9 M | 202.8 M | ▲13.8% |
| New York City Center | 47.3 M | 44.7 M | ▲5.7% | 100.2 M | 92.6 M | ▲8.3% |
| Shopping Anália Franco | 201.5 M | 186.6 M | ▲8.0% | 369.9 M | 348.1 M | ▲6.3% |
| ParkShoppingBarigüi | 184.4 M | 159.1 M | ▲15.9% | 345.7 M | 302.8 M | ▲14.2% |
| Pátio Savassi | 78.9 M | 73.5 M | ▲7.3% | 151.9 M | 142.6 M | ▲6.5% |
| Shopping Santa Úrsula | 36.6 M | 31.6 M | ▲15.9% | 69.5 M | 60.7 M | ▲14.5% |
| BarraShoppingSul | 150.5 M | 132.0 M | ▲14.0% | 290.1 M | 252.2 M | ▲15.0% |
| Shopping Vila Olímpia | 74.9 M | 67.0 M | ▲11.8% | 144.3 M | 128.4 M | ▲12.4% |
| ParkShoppingSãoCaetano | 99.6 M | - | N.A. | 185.6 M | - | N.A. |
| **Total** | **2,254.5 M** | **1,966.8 M** | **▲14.6%** | **4,305.1 M** | **3,756.8 M** | **▲14.6%** |

According to IBGE - Brazilian Institute for Geography and Statistics - national retail sales increased 8.5% in April and May, 2012 (June, 2012 figures have not yet been released by the time this report was released), when compared to the same period in 2011. National retail sales were 610 b.p. lower, when compared to Multiplan's shopping centers sales. Looking at stores under 1,000 $m^2$ only, sales per square meters were of R$1,934 per month, increasing 8.9% in the same period in 2011.

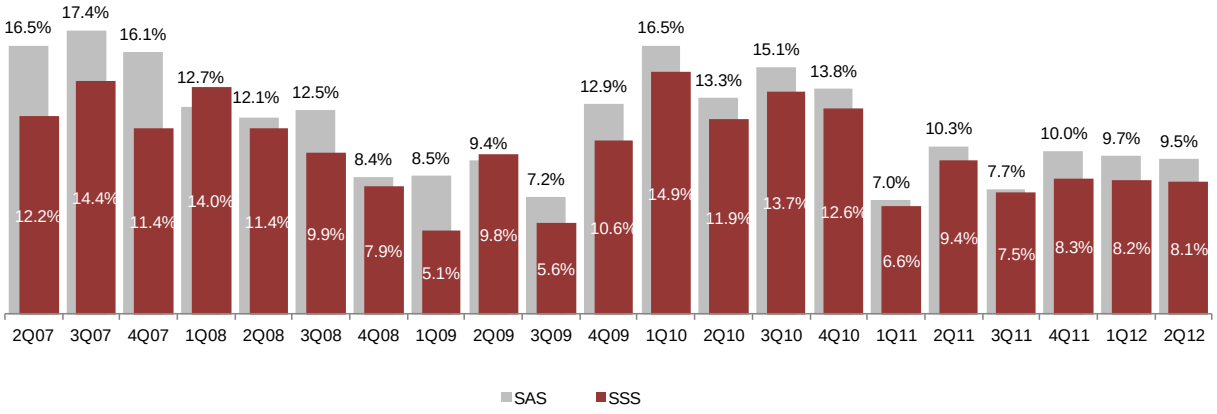
*Once again Same Area Sales shows growth consistency, up 9.5%*

Same Area Sales (SAS) and Same Store Sales (SSS) growth reached 9.5% and 8.1%, respectively, in 2Q12 when compared to 2Q11. The consistent growth in all sales metrics is a consequence of the high quality of portfolio and the intensive management of the malls, as can be observed by the higher performance of the SAS vis-à-vis SSS.




**Sales analysis (2Q12/2Q11)**

[1] April and may, 2012, compared to the same period in 2011




**Same Store Sales and Same Area Sales Evolution (year/year)**

Analyzing the Same Store Sales (SSS) breakdown, home & office together with food court and gourmet area were the highlights in the quarter, posting total SSS of 12.1% and 9.5%, respectively. Service also posted a robust SSS growth of 9.1%. When breaking down the figures between anchor and satellites stores, the latter showed better performance of 9.2% versus 5.2% of the anchor stores.

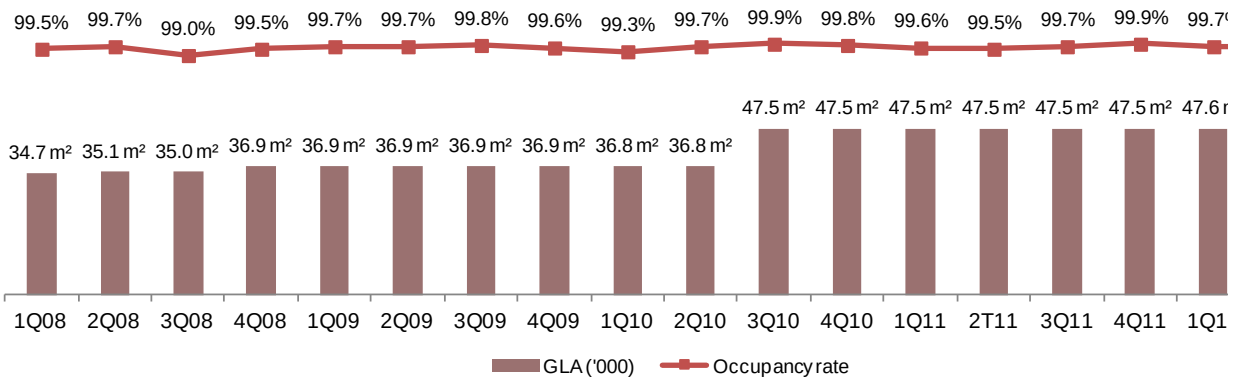
| 2Q12 x 2Q11 | | | |
|---|---|---|---|
| **Same Store Sales** | **Anchors** | **Satellites** | **Total** |
| Apparel | ▲2.2% | ▲7.1% | ▲5.9% |
| Home & Office | ▲11.6% | ▲12.4% | ▲12.1% |
| Miscellaneous | ▲1.0% | ▲11.1% | ▲7.9% |
| Food Court and Gourmet Area | n.a. | ▲9.5% | ▲9.5% |
| Services | ▲9.7% | ▲8.2% | ▲9.1% |
| **Total** | **▲5.2%** | **▲9.2%** | **▲8.1%** |

**Same Store Sales Growth**

### 3.2 Case Study: Growth through Expansions – The Successful BH Shopping Story

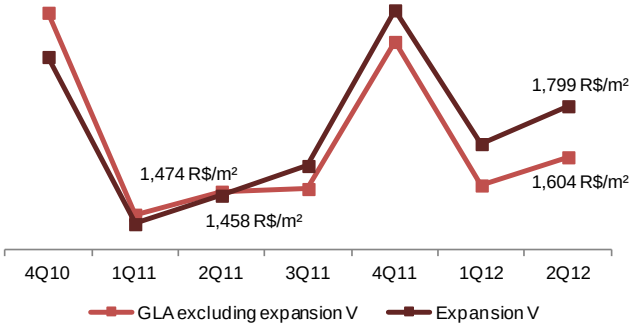
Opened in September, 1979, with 20,838 $m^2$ of GLA, BH Shopping was the first mall in Multiplan's portfolio. The mall reflects the concept adopted by Multiplan in its projects, which is to develop destination malls and fortresses. After its fifth expansion, delivered in October, 2010, which added over 10,000 $m^2$ of GLA, BH Shopping reached a GLA of 47.565 $m^2$, 128.3% bigger than when inaugurated. Currently, the shopping center alone has 16.6% of the gross commercial area in the city of Belo Horizonte, according to Abrasce statistics (Brazilian Shopping Centers Association).

With regard to space demand, BH Shopping has been operating very close to its capacity, with historically occupancy rate nearing 100.0%. Furthermore, sales per square meter, which also indicate the success of the mall, reached in 2Q12, an average of R$1,650/$m^2$ per month, an increase of 12.2% when compared to 2Q11. This analysis is even more interesting when comparing the breakdown of sales per square meter between "GLA without Expansion V" and "Expansion V" alone. The first reached an average of R$1,604/$m^2$ per month, 8.9% higher than in 2Q11, while the Expansion V, of R$1,799/$m^2$, was 12.1% above the GLA before expansion and 23.4% higher than in 2Q11.




**Historical occupancy rate in BH Shopping**

BH Shopping is a clear case of Multiplan's strategy of adding value to its assets through the development of expansions. After over 32 years in operation, BH Shopping continues to report strong performance, based on the combination of variables such as location, intensive management of the mall, keeping the asset in a state of the art condition and pursuing a high quality standard in customer services.

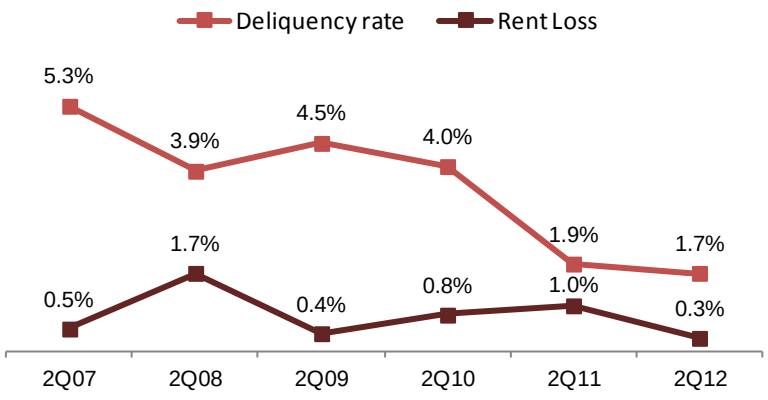



**Breakdown of Sales per $m^2$ – Original GLA versus Expansion V**

### 3.3 Occupancy Rate, Delinquency Rate and Rent Loss

Average occupancy rate was 97.8% in 2Q12, 60 b.p. higher than in 1Q12, mainly due to occupancy increases of 410 b.p in Shopping Vila Olímpia, 390 b.p. in Shopping Santa Úrsula and 170 b.p. in ParkShoppingSãoCaetano. If considering the figures by the end of June, 2012, occupancy rate would be 98.1%.

Multiplan shopping centers´ delinquency rate (rental payment delay beyond 25 days) reached 1.7% in 2Q12, 20 b.p. lower than in 2Q11 of 1.9%. As can be observed in the chart at the right, delinquency rate has been decreasing, which can be explained by the high quality and greatly demanded portfolio. Rent loss (delinquency over six months) also decreased, reaching 0.3%, 70 b.p. below 2Q11 figure of 1.0%.

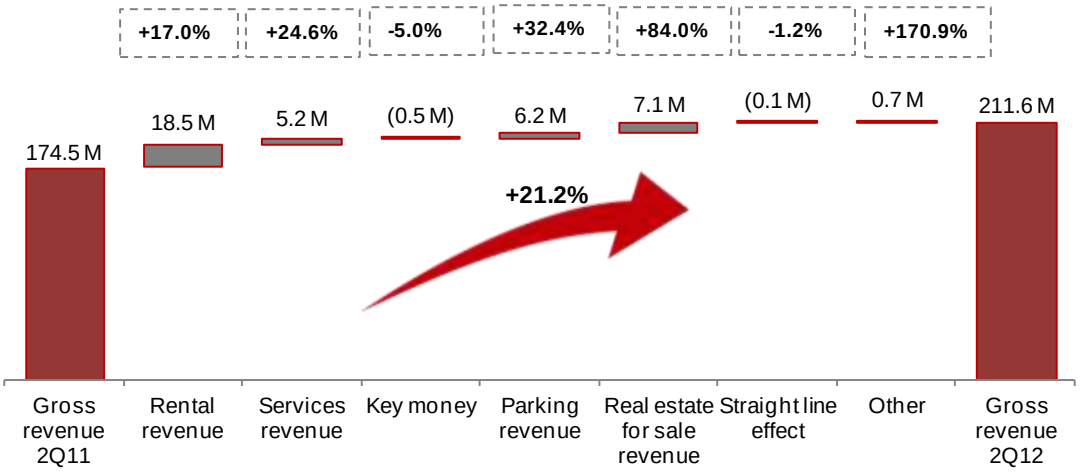



**Historical delinquency rate and rent loss: 2Q07-2Q12**

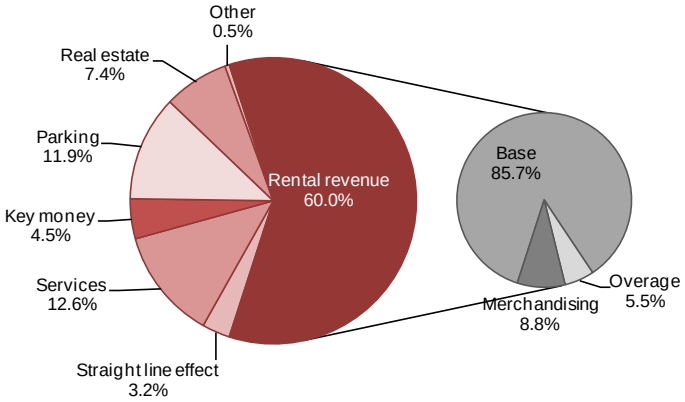
### 4. Gross Revenues

*Gross revenue reaches R$211.6 million, up 21.2%*

Gross revenue reached R$211.6 million in 2Q12, an increase of 21.2% when compared to 2Q11. Real estate revenue increased 84.0% and was one of the highlights of the quarter due to the sale of Morumbi Business Center, Centro Profissional Ribeirão Shopping and the towers in BarraShoppingSul complex. Parking, services and rental revenues also presented strong performances, increasing 32.4%, 24.6% and 17.0%, respectively. In 1H12, gross revenue was of R$557.6 million, up 60.4% when compared to 1H11.




**2Q12 Gross revenue growth breakdown (Y/Y) (R$)**




**Gross revenue breakdown – 2Q12**

## 5. Shopping Center Ownership Results

### 5.1 Rental Revenue

*Rental revenue reaches R$126.9 million. Overage increases 44.5%, proving the strength of Multiplan's portfolio*

Multiplan's rental revenue totaled R$126.9 million in 2Q12, increasing 17.0% when compared to 2Q11. This growth was predominantly organic. ParkShoppingSãoCaetano (operating since November, 2011) posted a rental revenue of R$8.0 million, contributing with 6.3% of the total rental revenue in the quarter.

Overage presented the highest growth in 2Q12, up 44.5%, reaching R$7.0 million in the quarter, representing 5.5% of rental revenue. This performance indicates that sales in Multiplan shopping centers grew strongly. Base rent reached R$108.7 million and contributed with 85.7% of Multiplan's rental revenue versus 86.3% in 2Q11. Merchandising posted revenues of R$11.2 million, 11.9% higher than in 2Q11.

| Rental Revenue | | | | |
|---|---|---|---|---|
| (R$ ) | Base | Overage | Merchand. | Total |
| **2Q12** | **108.7 M** | **7.0 M** | **11.2 M** | **126.9 M** |
| % of total rental revenue | 85.7% | 5.5% | 8.8% | 100.0% |
| **2Q11** | **93.6 M** | **4.8 M** | **10.0 M** | **108.4 M** |
| % of total rental revenue | 86.3% | 4.5% | 9.2% | 100.0% |
| **Total change %** | **▲16.2%** | **▲44.5%** | **▲11.9%** | **▲17.0%** |

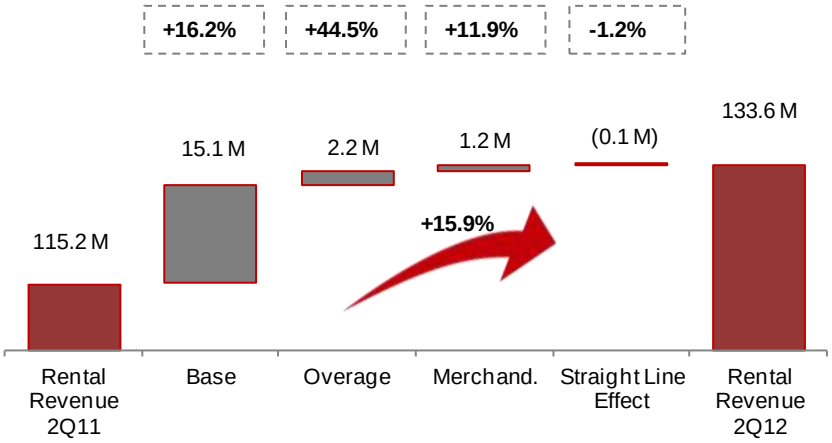
| Rental Revenue (R$ ) | 2Q12 | 2Q11 | Chg.% | 1H12 | 1H11 | Chg.% |
|---|---|---|---|---|---|---|
| BH Shopping | 16.6 M | 14.8 M | ▲12.5% | 31.7 M | 28.5 M | ▲11.2% |
| RibeirãoShopping | 7.7 M | 7.2 M | ▲6.7% | 15.3 M | 14.3 M | ▲7.4% |
| BarraShopping | 18.2 M | 17.4 M | ▲4.3% | 36.5 M | 33.9 M | ▲7.6% |
| MorumbiShopping | 21.0 M | 18.7 M | ▲12.3% | 40.8 M | 37.0 M | ▲10.4% |
| ParkShopping | 9.1 M | 8.4 M | ▲9.1% | 17.8 M | 17.1 M | ▲4.2% |
| DiamondMall | 7.9 M | 7.4 M | ▲6.0% | 15.6 M | 14.5 M | ▲7.6% |
| New York City Center | 1.5 M | 1.4 M | ▲7.4% | 3.2 M | 3.0 M | ▲6.7% |
| Shopping AnáliaFranco | 5.1 M | 4.8 M | ▲5.7% | 9.9 M | 9.3 M | ▲7.0% |
| ParkShoppingBarigüi | 10.3 M | 8.7 M | ▲17.6% | 19.6 M | 17.6 M | ▲11.5% |
| Pátio Savassi | 5.2 M | 4.8 M | ▲9.5% | 10.3 M | 9.6 M | ▲7.5% |
| Shopping Santa Úrsula | 1.3 M | 1.1 M | ▲10.3% | 2.4 M | 2.2 M | ▲10.0% |
| BarraShoppingSul | 10.5 M | 9.2 M | ▲13.4% | 20.0 M | 18.2 M | ▲10.0% |
| Shopping Vila Olímpia[1] | 4.5 M | 4.4 M | ▲2.9% | 9.5 M | 8.8 M | ▲7.9% |
| ParkShoppingSãoCaetano | 8.0 M | - | N.A. | 16.1 M | - | N.A. |
| **Subtotal** | **126.9 M** | **108.4 M** | ▲17.0% | **248.9 M** | **213.9 M** | ▲16.3% |
| Straight line effect | 6.7 M | 6.8 M | ▼1.2% | 12.8 M | 13.8 M | ▼6.9% |
| **Total** | **133.6 M** | **115.2 M** | ▲15.9% | **261.7 M** | **227.7 M** | ▲14.9% |

BH Shopping and MorumbiShopping, two of the most consolidated malls of the portfolio, showed rental revenue increases of 12.5% and 12.3%, respectively. ParkShoppingBarigüi (+17.6%) and BarraShoppingSul (+13.4%), both located in the south of the Country, were also the highlights of the quarter, reporting strong performance. In addition, Shopping Santa Úrsula and Shopping Vila Olímpia[1], which are improving their results quarter after quarter, reported rental revenue growths of 10.3% and 22.7%, respectively (adjusting the 2Q11 figure of Shopping Vila Olímpia for the additional stake acquired in 1Q12). [1] See note on page 24.

[1]Up to the 4th quarter of 2011, Multiplan held a 30% interest in Shopping Vila Olímpia and recognized its results when consolidating its subsidiary MPH, which had a 71.5% interest in the mall. As of February 2012, and with the acquisition of an additional 30% interest, Multiplan began recognizing only 60% of the shopping center. This change in interest causes some distortion when comparing the data for 2011 and 2012. Considering these changes, and when analyzing Vila Olímpia's quarter´s results (100%) in both years, the rental revenue for this mall increased 22.7% in 2Q12 over 2Q11.

Rental revenue, including the straight line effect in the calculation, grew to R$133.6 million from R$115.2 million, 15.9% higher than in 2Q11. In 1H12, total rental revenue reached R$261.7 million, up 14.9% from 1H11.

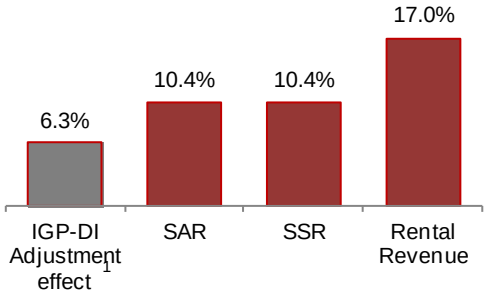
Additional data on shopping centers results can be downloaded from the Fundamentals Spreadsheet on Multiplan's investor relations website (www.multiplan.com.br/ir).



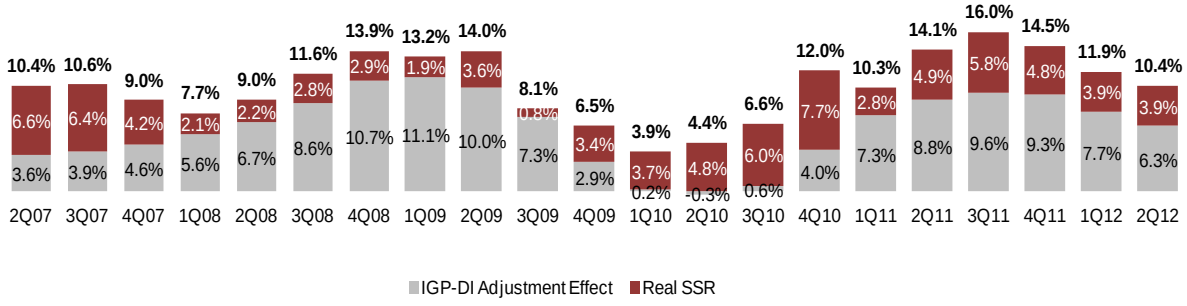

**Rental revenue growth breakdown (Y/Y) (R$)**

*Another quarter of double digit SSR growth, up 10.4% or +3.9% on top of inflation*

Once again Same Store Rent (SSR) posted a strong real growth of 3.9%. Both SSR and Same Area Rent (SAR) increased 10.4% in the quarter, when compared to the same period in 2011. IGP-DI adjustment effect was of 6.3%.




**Rent analysis (2Q12/2Q11)**
[1] See glossary for definition




**Same Store Rent (SSR) breakdown**
Nominal and real growth

## 5.2 Parking Revenue

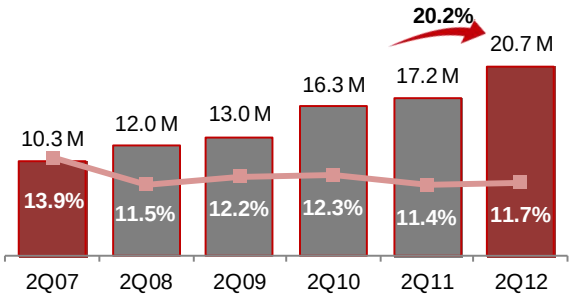
*Strong parking revenue of R$25.2 million, up 32.4%*

Parking revenue reached R$25.2 million in 2Q12, 32.4% higher than in 2Q11. ParkShoppingBarigüi, Shopping Santa Úrsula and Shopping Vila Olímpia were the main highlights presenting traffic flow of vehicles increases of 14.4%, 19.9% and 11.0%, respectively. Another driver for this growth was ParkShoppingSãoCaetano, inaugurated in November, 2011, adding over two thousand parking spaces. In 1H12 parking revenue reached R$47.6 million, an increase of 26.7% over 1H11.

## 5.3 Shopping Center Expenses

*Stable margin even with a greenfield consolidation process*

As expected, shopping center expenses increased 20.2% in 2Q12 over 2Q11, reaching R$20.7 million. As a percentage of shopping center net revenue, however, these expenses remained almost flat compared to 2Q11, at 11.7%. Most of the growth in these expenses refers to investment in marketing campaigns, in order to promote new areas and enhance foot traffic further more. In 1H12, shopping center expenses was of R$39.1 million versus R$32.7 million in 1H11.



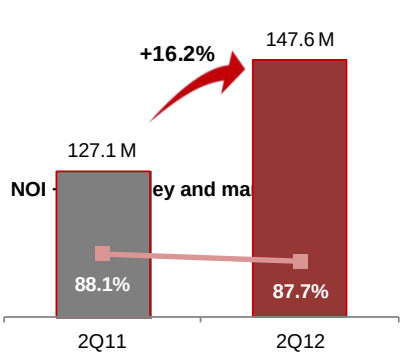

**Shopping center expenses evolution (R$)**
**and as percentage of shopping center net revenue in 2Q12**
(not including real estate for sale revenue and taxes)

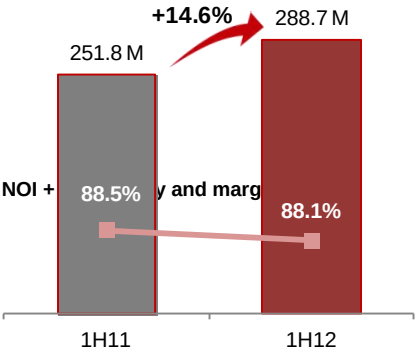
## 5.4 Net Operating Income – NOI

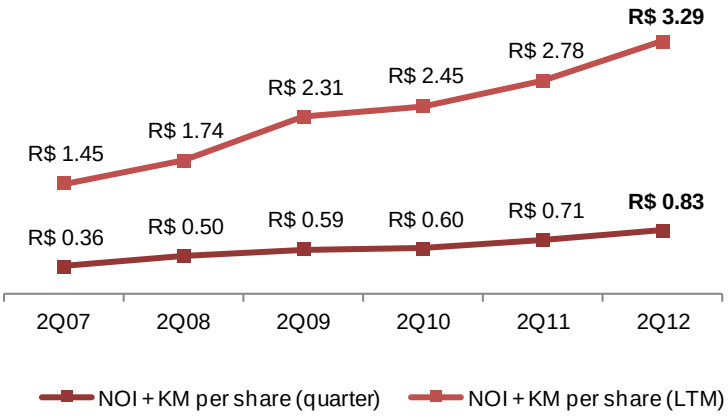
*NOI + Key Money reaches R$147.6 million, up 16.2%*

Multiplan recorded a Net Operating Income (NOI) + Key Money (KM) of R$147.6 million in 2Q12, 16.2% higher than in 2Q11. NOI + KM margin remained stable, at 87.7% in 2Q12, when compared to the same period in 2011. In 1H12, NOI + KM reached R$288.7 million, 14.6% higher than in 1H11.

| NOI Calculation (R$) | 2Q12 | 2Q11 | Chg. % | 1H12 | 1H11 | Chg. % |
|---|---|---|---|---|---|---|
| Rental revenue | 126.9 M | 108.4 M | ▲17.0% | 248.9 M | 213.9 M | ▲16.3% |
| Straight line effect | 6.7 M | 6.8 M | ▼1.2% | 12.8 M | 13.8 M | ▼6.9% |
| Parking revenue | 25.2 M | 19.0 M | ▲32.4% | 47.6 M | 37.6 M | ▲26.7% |
| **Operational revenue** | 158.8 M | 134.3 M | ▲18.3% | 309.3 M | 265.3 M | ▲16.6% |
| Shopping expenses | (20.7 M) | (17.2 M) | ▲20.2% | (39.1 M) | (32.7 M) | ▲19.6% |
| **NOI** | **138.1 M** | **117.0 M** | **▲18.0%** | **270.2 M** | **232.6 M** | **▲16.2%** |
| NOI margin | 87.0% | 87.2% | *▼20 b.p* | 87.4% | 87.7% | *▼32 b.p* |
| Key money | 9,540 | 10,045 | ▼5.0% | 18,447 | 19,207 | ▼4.0% |
| **NOI + Key Money** | **147.6 M** | **127.1 M** | **▲16.2%** | **288.7 M** | **251.8 M** | **▲14.6%** |
| NOI + Key Money margin | 87.7% | 88.1% | *▼36 b.p* | 88.1% | 88.5% | *▼44 b.p* |






**NOI + Key Money per share evolution (R$)**

## 6. Shopping Center Management Results

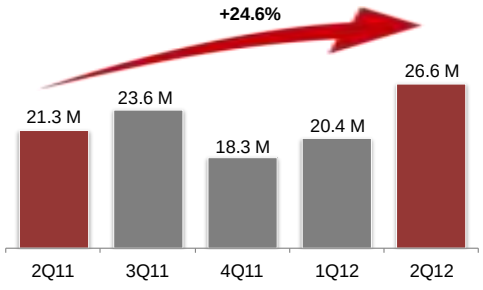
### 6.1 Services Revenue

*Services revenue increased 24.6% to R$26.6 million in 2Q12*

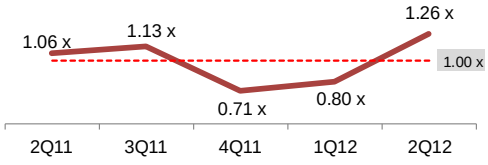
Services revenue - composed mainly by portfolio management, brokerage and transfer fees - presented a 24.6% increase in 2Q12, reaching its historical record high. Services revenue were equivalent to 125.6% of general and administrative expenses for the quarter.

In 2Q12, service revenues were boosted by a 28.6% increase in shopping center management fees, along with a 31.8% increase in transfer fees.

On a half-year basis' comparison, services revenue increased 16.4% in 1H12 when compared to 1H11.




**Quarterly services revenue evolution (R$)**



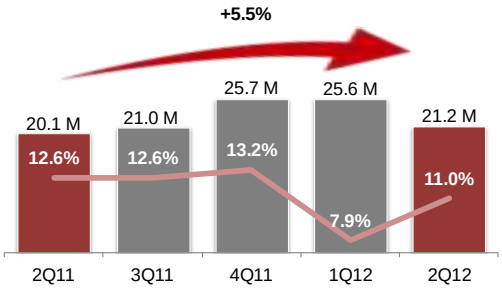

**Ratio between service revenues / G&A (x)**

## 6.2 General and Administrative Expenses (Headquarters)

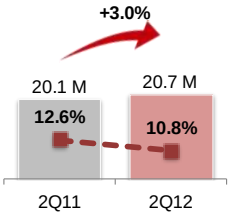
*160 bps reduction in G&A/Net revenues ratio, from 12.6% to 11.0%*

While net revenues went up 20.9% in 2Q12, the smaller increase in general and administrative (G&A) expenses, of 5.5%, resulted in a reduction of the G&A/Net revenues ratio from 12.6% in 2Q11 down to 11.0% in 2Q12.

Excluding the impact of non-recurring events and, for analysis purposes only, G&A would have increased 3.0% in 2Q12 when compared to 2Q11, running behind the inflation of 4.9% as measured by the Brazilian CPI (IPCA) for the period.




**Quarterly G&A expenses (R$) and G&A/Net revenues (%) evolution**



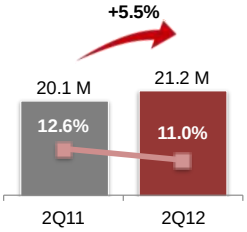

**2Q11/2Q12 Recurring G&A evolution (R$) and Recurring G&A-to-net revenues (%)**

(+)




**2Q11/2Q12 Non-recurring items (R$)**

=




**2Q11/2Q12 G&A evolution (R$) and G&A-to-net revenues (%)**

## 7. Shopping Center Development Results

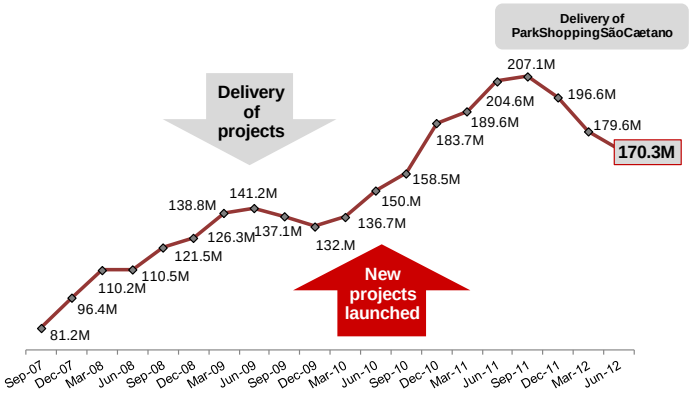
### 7.1 Deferred Income Line & Signed Key Money

*Reduction in deferred income line due to revenue accrual*

In 2Q12, the deferred income line decreased from R$179.6 million in March 2012 to R$170.3 million in June 2012, as a result of key money revenues accrued in the period.

In 2Q12, the deferred income line was impacted mainly by the (i) accrual of revenues from ParkShoppingSãoCaetano which reduced the balance, and (ii) lower volume of signing of new lease contracts in 2Q12, because most of the space available on greenfields has already been leased.

The deferred income balance is recognized as Key Money revenue in a straight line and throughout the 5-year leasing term, after the area is delivered.




**Deferred income line evolution (R$)**

The deferred income line (Key money) increases when new lease contracts are signed.

The deferred income line (Key money) decreases as it is accrued as key money revenues in a straight line throughout the term of the lease contract.

### 7.2 Key Money Revenue

| Key Money Revenue (R$) | 2Q12 | 2Q11 | Chg. % | 1H12 | 1H11 | Chg. % |
|---|---|---|---|---|---|---|
| Operational (Recurring) | 1.5 M | 2.3 M | ▼36.9% | 3.2 M | 4.2 M | ▼22.3% |
| Projects opened in the last 5 years | 8.1 M | 7.7 M | ▲4.6% | 15.2 M | 15.0 M | ▲1.1% |
| **Key Money Revenue** | **9.5 M** | **10.0 M** | **▼5.0%** | **18.4 M** | **19.2 M** | **▼4.0%** |

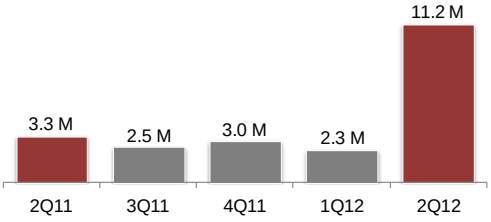
Key Money revenues in 2Q12 decreased by 5.0%, to R$9.5 million. Key Money revenues are composed of (i) recurring or operational revenue, from Key Money accrued from areas with more than five years in operation when re-leased, and reflects the Company's effort to improve the tenant mix in its malls, and (ii) non-recurring revenue, from Key Money of leasing contracts for new stores in greenfields and expansions delivered in the last five years.

### 7.3 New Projects for Lease Expenses

*New projects for lease expenses increased to R$11.2 million in 2Q12*

In 2Q12, new projects for lease expenses increased to R$11.2 million, from R$3.3 million in 2Q11, as a result of (i) expenses with the delivery of keys to tenants of JundiaíShopping, VillageMall and ParkShoppingCampoGrande, which happened in last June and July, (ii) expenses with the launching of new expansions in BarraShopping and RibeirãoShopping, (iii) greenfield property taxes ("IPTU"), and (iv) expenses with new projects studies.

As mentioned in previous earnings releases, in most cases these expenses are incurred mainly in the launching of the projects and are an important tool to implement the Company's strategy to attract the best tenants to form the best mix for each mall. Multiplan plans to open three shopping centers in 2H12, and should present a slight increase in new projects expenses in this period.




**New Projects for Lease Expenses (R$)**

## 8. Real Estate for Sale Results

### 8.1 Real Estate for Sale Revenues and Cost of Properties Sold

*Real Estate for Sale Revenue*

Multiplan recorded real estate for sale revenues of R$15.6 million in 2Q12, according to the percentage of completion method – PoC, composed mainly by revenues from Centro Profissional RibeirãoShopping and Morumbi Business Center.

*Cost of Properties Sold*

The Company recorded cost of properties sold of R$12.9 million in 2Q12, in line with the evolution of construction works, and composed mainly by costs from Centro Profissional RibeirãoShopping.

*New Projects for Sale Expenses*

New projects for sale expenses reached R$3.4 million in 2Q12, up from R$1.3 million in 2Q11, as a result of (i) expenses related to the selling of Morumbi Business Center and (ii) marketing efforts for the real estate projects in the BarraShoppingSul Complex.

## 9. Financial Results

### 9.1 EBITDA

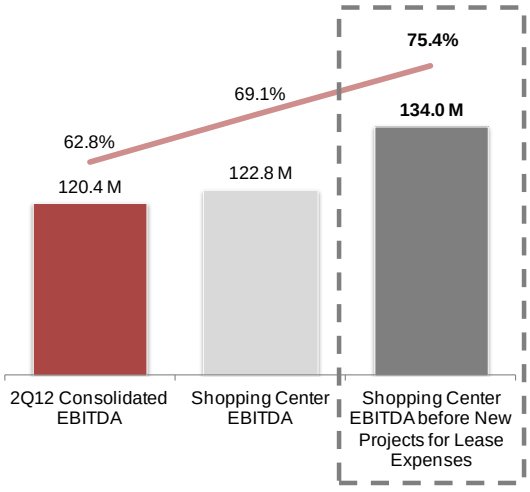
*Shopping Center EBITDA 12.3% higher in 2Q12*

Multiplan recorded in 2Q12 a 12.3% growth in Shopping Center EBITDA (excluding real estate for sale), while shopping center net revenues increased 17.7% in the same period. In 2Q12, the increase in pre-operational expenses, as expected, contributed to the reduction in Shopping Center EBITDA margin. As a result, Shopping Center EBITDA margin went from 72.4% in 2Q11 to 69.1% in 2Q12.

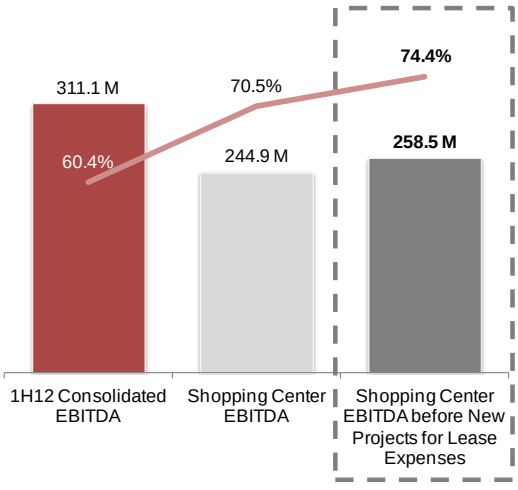
For illustration purposes only, if new projects for lease expenses were excluded from Shopping Center EBITDA calculation, Shopping Center EBITDA margin would increase from 74.6% in 2Q11 to 75.4% in 2Q12.

| Shopping Center EBITDA (R$) | 2Q12 | 2Q11 | Chg. % | 1H12 | 1H11 | Chg. % |
|---|---|---|---|---|---|---|
| **Shopping Center Gross Revenue [1]** | **196.0 M** | **166.0 M** | **▲18.0%** | **376.0 M** | **325.6 M** | **▲15.5%** |
| Taxes and contributions on sales and services | (18.3 M) | (15.1 M) | ▲21.8% | (28.6 M) | (29.2 M) | ▼1.9% |
| **Net Revenue** | **177.7 M** | **151.0 M** | **▲17.7%** | **347.3 M** | **296.4 M** | **▲17.2%** |
| Headquarters expenses | (21.2 M) | (20.1 M) | ▲5.5% | (46.7 M) | (41.7 M) | ▲12.1% |
| Stock-option-based remuneration expenses | (2.8 M) | (2.2 M) | ▲28.6% | (4.9 M) | (3.5 M) | ▲39.2% |
| Shopping centers expenses | (20.7 M) | (17.2 M) | ▲20.2% | (39.1 M) | (32.7 M) | ▲19.6% |
| New projects for lease expenses | (11.2 M) | (3.3 M) | ▲240.0% | (13.6 M) | (6.7 M) | ▲101.0% |
| Other operating income (expenses) | 1.0 M | 1.1 M | ▼7.5% | 1.9 M | 2.6 M | ▼28.4% |
| **Shopping Center EBITDA [2]** | **122.8 M** | **109.3 M** | **▲12.3%** | **244.9 M** | **214.4 M** | **▲14.3%** |
| Shopping Center EBITDA Margin | 69.1% | 72.4% | ▼328 b.p | 70.5% | 72.3% | ▼180 b.p |
| (+) New projects for lease expenses | 11.2 M | 3.3 M | ▲240.0% | 13.6 M | 6.7 M | ▲101.0% |
| **SC EBITDA before New Projects Expenses [3]** | **134.0 M** | **112.6 M** | **▲19.0%** | **258.5 M** | **221.1 M** | **▲16.9%** |
| SC EBITDA before New Projects Expenses Margin | 75.4% | 74.6% | ▲84 b.p | 74.4% | 74.6% | ▼18 b.p |

(1) Shopping Center Gross Revenue: does not consider real estate for sale revenues.
(2) Shopping Center EBITDA: does not consider revenues, taxes on sales, costs, and new projects for sale expenses from real estate activity.
(3) Shopping Center EBITDA before New Projects for Lease Expenses: the same methodology of Shopping Center EBITDA adding back new projects for lease expenses, as the expenses refers to shopping centers still not in operations.




**2Q12 Consolidated EBITDA, Shopping Center EBITDA, and Shopping Center EBITDA before New Projects for Lease Expenses (R$) and Margins (%)**




**1H12 Consolidated EBITDA, Shopping Center EBITDA, and Shopping Center EBITDA before New Projects for Lease Expenses (R$) and Margins (%)**

Consolidated EBITDA was 12.4% higher in 2Q12, reaching R$120.4 million, with margin of 62.8%. The Company's Consolidated EBITDA margin is normally lower than that of Shopping Centers, reflecting the lower margins of the real estate for sale activity, when compared to those of projects for lease.

| Consolidated EBITDA (R$) | 2Q12 | 2Q11 | Chg. % | 1H12 | 1H11 | Chg. % |
|---|---|---|---|---|---|---|
| **Net Revenue** | **191.8 M** | **158.7 M** | **▲20.9%** | **515.1 M** | **316.5 M** | **▲62.8%** |
| Headquarters expenses | (21.2 M) | (20.1 M) | ▲5.5% | (46.7 M) | (41.7 M) | ▲12.1% |
| Stock-option-based remuneration expenses | (2.8 M) | (2.2 M) | ▲28.6% | (4.9 M) | (3.5 M) | ▲39.2% |
| Shopping centers expenses | (20.7 M) | (17.2 M) | ▲20.2% | (39.1 M) | (32.7 M) | ▲19.6% |
| New projects for lease expenses | (11.2 M) | (3.3 M) | ▲240.0% | (13.6 M) | (6.7 M) | ▲101.0% |
| New projects for sale expenses | (3.4 M) | (1.3 M) | ▲165.1% | (9.4 M) | (2.5 M) | ▲278.1% |
| Cost of properties sold | (12.9 M) | (9.4 M) | ▲37.7% | (93.1 M) | (23.4 M) | ▲298.1% |
| Equity pickup | (0.2 M) | 0.8 M | na | 0.9 M | 1.4 M | ▼38.5% |
| Others | 1.0 M | 1.1 M | ▼7.5% | 1.9 M | 2.6 M | ▼28.4% |
| **Consolidated EBITDA** | **120.4 M** | **107.1 M** | **▲12.4%** | **311.1 M** | **210.0 M** | **▲48.2%** |
| Consolidated EBITDA Margin | 62.8% | 67.5% | ▼473 b.p | 60.4% | 66.3% | ▼595 b.p |

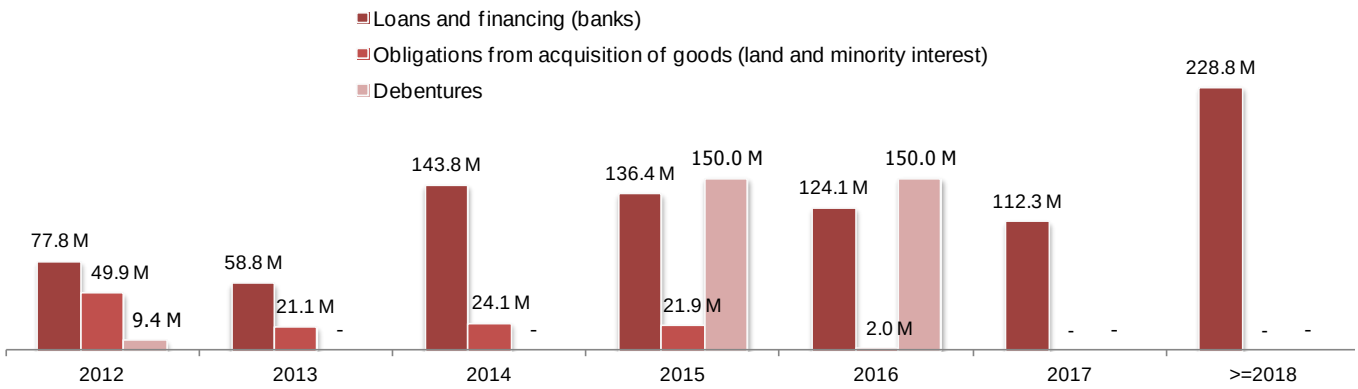
### 9.2 Financial Results, Debt and Cash

Multiplan ended 2Q12 with a net debt of R$864.5 million, compared to R$563.6 million in the previous quarter. This represents a net debt-to-EBITDA (last 12 months) ratio of 1.55x. In 2Q12, the balance between the interest from the invested cash position and the financial expenses generated a negative financial result of R$6.1 million.

| Indebtedness Breakdown (R$) | June 30, 2012 | March 31, 2012 | Chg. % |
|---|---|---|---|
| **Short Term Debt** | **137.1 M** | **113.9 M** | **▲20.4%** |
| Loans and financing | 77.8 M | 66.0 M | ▲17.9% |
| Debentures | 9.4 M | 2.3 M | ▲306.5% |
| Obligations from acquisition of goods | 49.9 M | 45.5 M | ▲9.6% |
| | | | |
| **Long Term Debt** | **1,173.3 M** | **1,104.8 M** | **▲6.2%** |
| Loans and financing | 804.2 M | 724.6 M | ▲11.0% |
| Debentures | 300.0 M | 300.0 M | ▲0.0% |
| Obligations from acquisition of goods | 69.1 M | 80.2 M | ▼13.8% |
| **Gross Debt** | **1,310.4 M** | **1,218.6 M** | **▲7.5%** |
| **Cash and Equivalents** | **445.9 M** | **655.0 M** | **▼31.9%** |
| **Net Debt (Cash Position)** | **864.5 M** | **563.6 M** | **▲53.4%** |

The 2Q12 cash position was impacted mainly by the cash outflows of (i) CAPEX of R$287.2 million in the period, (ii) payment (gross) of R$149.1 million in dividends and interest on shareholders' equity for fiscal year 2011, and (iii) payment of R$18.1 million in short term debt; which were offset by (iv) R$20.0 million of the last installment from sale of Morumbi Business Center, and (v) new funds from financing contracts of R$89.8 million (split into R$22.9 million for the development of Jundiaí Shopping, R$8.8 million for ParkShoppingCampoGrande, and R$58.1 million for VillageMall).

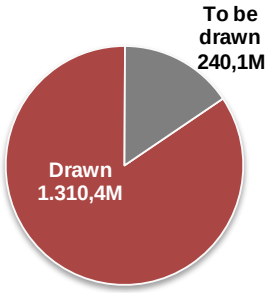
The increase in net debt contributed to change the net debt-to-EBITDA (last 12 months) ratio from 1.04x in 1Q12 to 1.55x in 2Q12. Gross debt-to-EBITDA (last 12 months) increased from 2.24x in 1Q12 to 2.36x in 2Q12. As the Company cashes in its loans and financing to face its planned investments, its gross debt is expected to further increase.




**Multiplan's debt amortization schedule on June 30th, 2012 (R$)**

*Funding strategy*

In addition to the future cash flow generation, loans and financing already contracted, the Company continues to analyze competitive funding alternatives for recently announced expansions. On June 30th, 2012, the Company had a gross debt of R$1.3 billion. It has R$240.1 million in already signed financing contracts, not yet withdrawn.



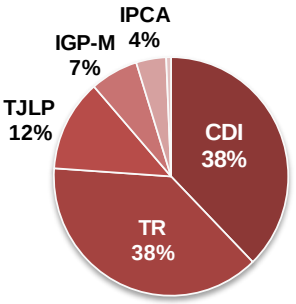

**Multiplan Funding Breakdown on June 30th, 2012 (R$)**

*Cost of debt positively impacted by interest rate reductions*

Compared to 2Q11, Multiplan increased the weight of CDI indexed debt from 2% of total indebtness in 2Q11 to 38% in 2Q12, to benefit from interest rate reductions in Brazil. During this period, the basic interest rate dropped from 12.25% p.a. as of June 30th, 2011 to 8.0% p.a. as of July 12, 2012.

The Company´s weighted average cost of funding decreased from 10.52% per annum on March 31st, 2012, to 9.98% p.a. on June 30th, 2012, compared with the basic interest rate (Selic) of 8.50% p.a. as of June 30th, 2012. In 2Q12, the Company maintained almost the same diversification of interest rate indexes of the previous quarter.

The TR indexed debt, which was equivalent to 64% of total indebtedness in 2Q11, decreased its weight in the total indebtedness in 2Q12 to 38%.




**Multiplan Debt Indices on June 30th, 2012**

The TJLP, which is the main index used by BNDES (The Brazilian National Development Bank), increased its weight in the total indebtness from 5% in 2Q11 to 12% of total indebtness in 2Q12. This indexed, which was set at 6% p.a. between July 2009 and June 2012, presented a reduction to 5.5% p.a. in July 2012.

**Indebtedness interest indices on June 30th, 2012**

| | Index Performance | Average Interest Rate [1] | Cost of Debt | Debt (R$) |
|---|---|---|---|---|
| CDI | 8.50% | 0.96% | 9.46% | 495.2 M |
| TR [2] | 0.91% | 9.78% | 10.69% | 502.0 M |
| TJLP | 6.00% | 3.32% | 9.32% | 164.3 M |
| IGP-M [2] | 5.14% | 3.78% | 8.92% | 86.4 M |
| IPCA [2] | 4.99% | 7.24% | 12.23% | 53.9 M |
| Others | 0.00% | 7.68% | 7.68% | 8.6 M |
| **Total** | **4.86%** | **5.12%** | **9.98%** | **1.310.4 M** |

[1] Annual interest rate weighted average.

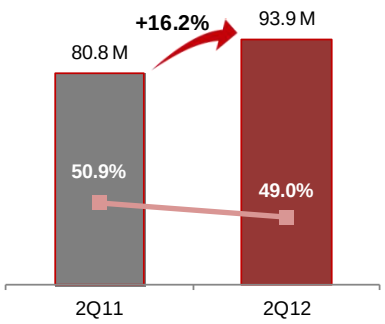
[2] Index performance for the last 12 months.

### 9.3 Net Income and Funds From Operations (FFO)

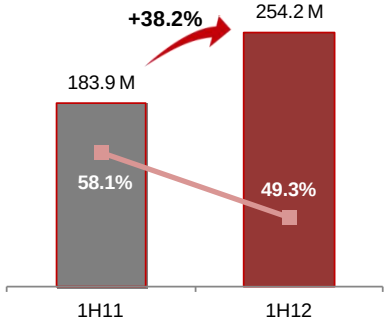
*FFO reaches R$93.9 million in 2Q12, up 16.2%*

FFO showed another robust growth in 2Q12, increasing 16.2% to R$93.9 million, despite the increase in leverage from a Net Debt/EBITDA LTM of -0.20x in 2Q11 to 1.55x 2Q12. Last twelve months FFO per share reached R$2.72 in 2Q12, representing a significant CAGR 07-12 of 19.7%. In 1H12, FFO increased 38.2%, reaching 254.2 million.

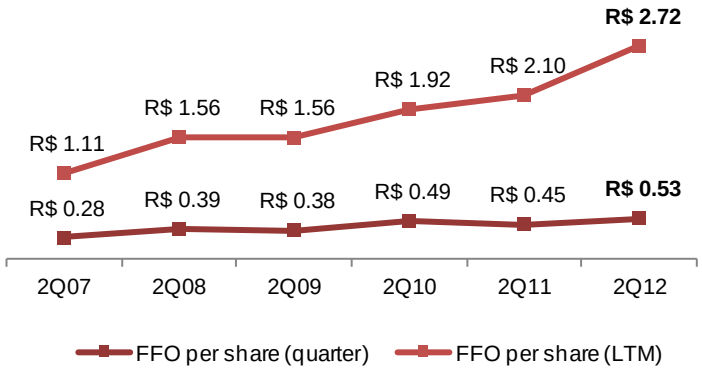
Adjusted net income reached R$76.2 million in 2Q12, a growth of 15.7% when compared to 2Q11, while net income in 2Q12 was of R$63.1 million. In 1H12, adjusted net income and net income reached R$219.2 million (+41.8%) and R$187.6 million (+50.3%).




**FFO and margin (2Q12/2Q11) – (R$)**




**FFO and margin (1H12/1H11) – (R$)**




**FFO per share evolution (R$)**

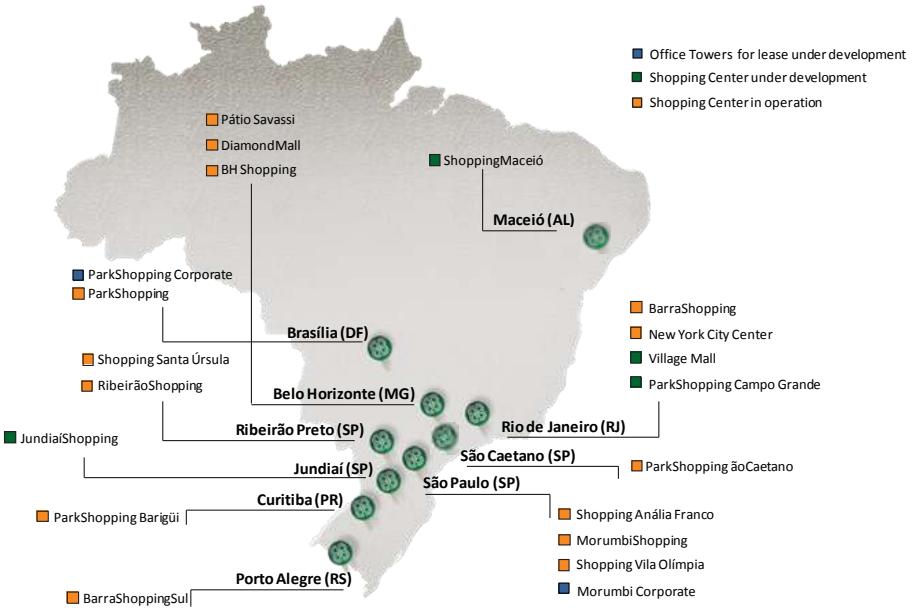
| Net Income & FFO Calculation (R$) | 2Q12 | 2Q11 | Chg. % | 1H12 | 1H11 | Chg. % |
|---|---|---|---|---|---|---|
| Net revenue | 191.8 M | 158.7 M | ▲20.9% | 515.1 M | 316.5 M | ▲62.8% |
| Operational expenses | (71.4 M) | (51.5 M) | ▲38.5% | (204.0 M) | (106.5 M) | ▲91.5% |
| Financial results | (6.1 M) | 7.6 M | ▼180.2% | (13.2 M) | 19.2 M | ▼168.9% |
| Depreciation & amortization | (17.7 M) | (14.9 M) | ▲18.2% | (34.9 M) | (29.3 M) | ▲19.3% |
| Income tax and social contribution | (20.4 M) | (31.9 M) | ▼36.1% | (42.5 M) | (40.6 M) | ▲4.8% |
| Minority interest | (0.0 M) | (2.0 M) | ▼99.1% | (1.3 M) | (4.7 M) | ▼73.3% |
| **Adjusted net income** | **76.2 M** | **65.9 M** | **▲15.7%** | **219.2 M** | **154.6 M** | **▲41.8%** |
| Deferred income and social contribution | (13.1 M) | (4.8 M) | ▲173.4% | (31.6 M) | (29.8 M) | ▲6.1% |
| **Net income** | **63.1 M** | **61.1 M** | **▲3.3%** | **187.6 M** | **124.8 M** | **▲50.3%** |
| Depreciation & amortization | 17.7 M | 14.9 M | ▲18.2% | 34.9 M | 29.3 M | ▲19.3% |
| Deferred income and social contribution | 13.1 M | 4.8 M | ▲173.4% | 31.6 M | 29.8 M | ▲6.1% |
| **FFO** | **93.9 M** | **80.8 M** | **▲16.2%** | **254.2 M** | **183.9 M** | **▲38.2%** |
| FFO per share (R$)[1] | 0.53 | 0.45 | ▲16.9% | 1.43 | 1.03 | ▲38.1% |

[1] Adjusted for shares held in treasury.

## 10. Portfolio

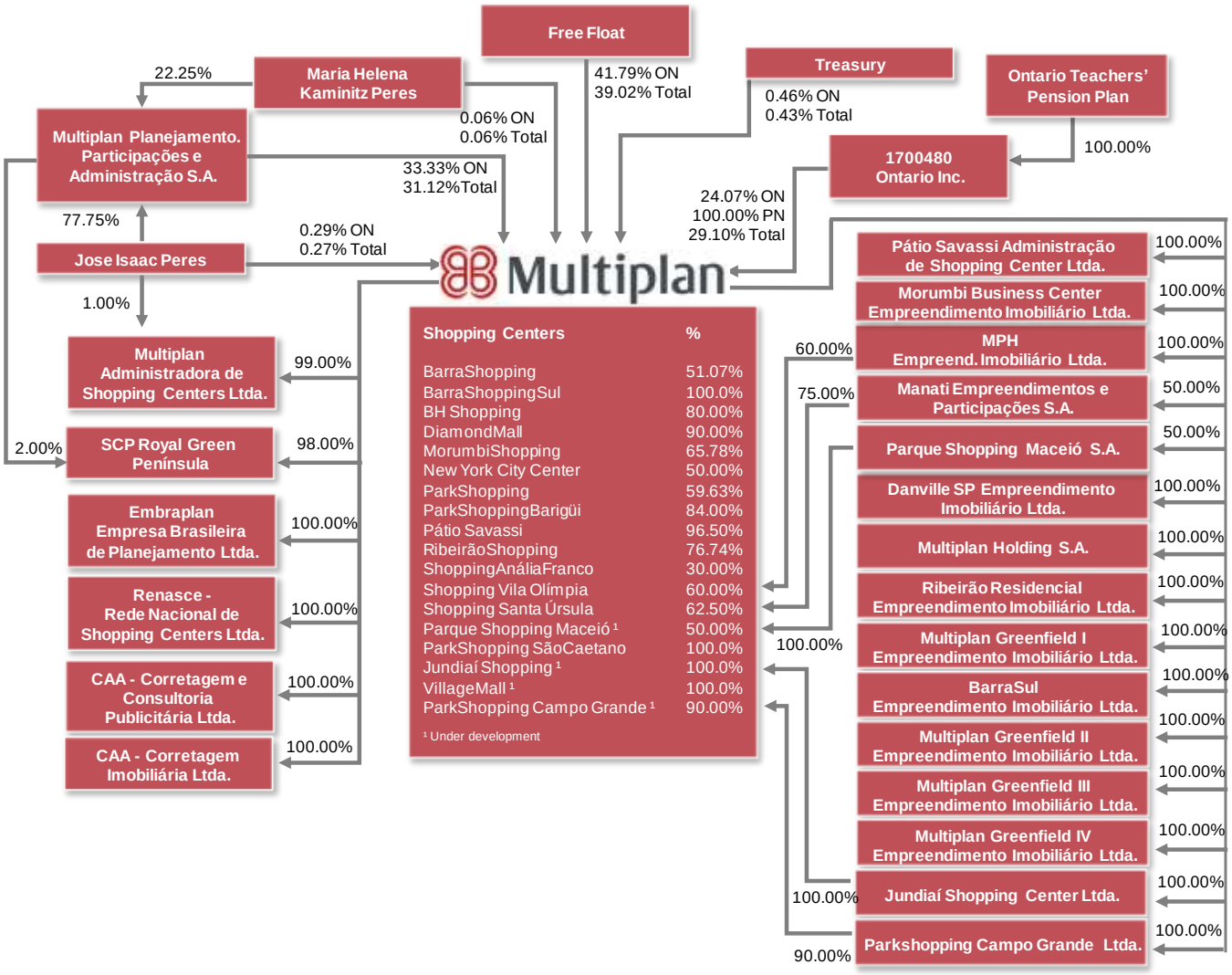
| Portfolio | State | Multiplan % | Total GLA | Rent 2Q12 (month) [2] | Sales 2Q12 (month) [3] | 2Q12 Avg. Occupancy Rate |
|---|---|---|---|---|---|---|
| **Operating SCs** | | | | | | |
| BHShopping | MG | 80.0% | 47,565 m² | 139 R$/m² | 1,695 R$/m² | 99.7% |
| RibeirãoShopping | SP | 76.7% | 46,592 m² | 73 R$/m² | 918 R$/m² | 99.8% |
| BarraShopping | RJ | 51.1% | 69,422 m² | 159 R$/m² | 2,078 R$/m² | 99.6% |
| MorumbiShopping | SP | 65.8% | 55,088 m² | 179 R$/m² | 2,064 R$/m² | 99.4% |
| ParkShopping | DF | 59.3% | 53,332 m² | 110 R$/m² | 1,464 R$/m² | 96.0% |
| DiamondMall | MG | 90.0% | 21,386 m² | 130 R$/m² | 1,931 R$/m² | 99.3% |
| New York City Center | RJ | 50.0% | 22,271 m² | 42 R$/m² | 726 R$/m² | 99.8% |
| Shopping AnáliaFranco | SP | 30.0% | 50,427 m² | 105 R$/m² | 1,392 R$/m² | 99.9% |
| ParkShoppingBarigüi | PR | 84.0% | 50,056 m² | 84 R$/m² | 1,343 R$/m² | 98.9% |
| Pátio Savassi | MG | 96.5% | 17,253 m² | 97 R$/m² | 1,524 R$/m² | 99.5% |
| Shopping SantaÚrsula | SP | 62.5% | 23,339 m² | 43 R$/m² | 644 R$/m² | 86.7% |
| BarraShoppingSul | RS | 100.0% | 68,212 m² | 72 R$/m² | 1,030 R$/m² | 99.1% |
| Shopping VilaOlímpia | SP | 60.0% | 28,201 m² | 104 R$/m² | 1,091 R$/m² | 87.8% |
| ParkShoppingSãoCaetano | SP | 100.0% | 39,345 m² | 70 R$/m² | 911 R$/m² | 95.5% |
| **Sub-total Operating SCs** | | **71.0%** | **592,489 m²** | **109 R$/m²** | **1,415 R$/m²** | **97.8%** |
| **Expansions under development** | | | | | | |
| BarraShopping | RJ | 51.1% | 5,296 m² | - | - | - |
| RibeirãoShopping | SP | 76.2% | 20,600 m² | | | |
| **Sub-total expansions** | | **71.1%** | **25,896 m²** | | | |
| **SCs under development** | | | | | | |
| JundiaíShopping | SP | 100.0% | 34,535 m² | - | - | - |
| Village Mall | RJ | 100.0% | 25,679 m² | - | - | - |
| ParkShoppingCampoGrande[1] | RJ | 90.0% | 42,226 m² | - | - | - |
| Parque Shopping Maceió | AL | 50.0% | 37,532 m² | - | - | - |
| **Sub-total SCs under Development** | | **83.6%** | **139,972 m²** | | | |
| **Office Towers for lease under development** | | | | | | |
| ParkShopping Corporate | DF | 50.0% | 13,360 m² | - | - | - |
| Morumbi Corporate | SP | 100.0% | 74,198 m² | - | - | - |
| BarraShopping Office | RJ | 51.06% | 4,204 m² | | | |
| **Subtotal Office T. for Lease under Develop.** | | **90.5%** | **91,762 m²** | | | |
| **Portfolio Total** | | **75.1%** | **850,119 m²** | **109 R$/m²** | **1,415 R$/m²** | **97.8%** |

[1] Multiplan is responsible for 100% of the CAPEX.
[2] Rent/m²/month divides rental revenue, excluding merchandising and stores that do not report sales by the occupied GLA.
[3] Sales/m²/month divides sales by area composed by stores which report monthly sales.




## 11. Ownership Structure

Multiplan's ownership structure on June 30th, 2012, is described in the chart below. From a total of 179,197,214 shares issued, 167,338,867 are common voting shares and 11,858,347 are preferred shares held exclusively by Ontario Teachers' Pension Plan and are not listed or traded on any stock exchange.




The interest Multiplan holds in the following Special Purpose Companies (SPC) is as follows:

**MPH Empreendimento Imobiliário Ltda.:** Owns 60.0% interest in Shopping Vila Olímpia. Multiplan holds directly and indirectly 100.0% interest in MPH.

**Manati Empreendimentos e Participações S.A.:** Owns 75% interest in Shopping Santa Úrsula, in Ribeirão Preto SP, in which Multiplan has a 50/50 partnership.

**Parque Shopping Maceió S.A.:** SPC for Shopping Maceió, in which Multiplan's interest is of 50%.

**Danville SP Empreendimento Imobiliário Ltda.**: SPC established for real estate developments in the city of Ribeirão Preto.

**Multiplan Holding S.A.**: Multiplan's whole subsidiary; holds interest in other Companies and assets.

**Ribeirão Residencial Empreendimento Imobiliário Ltda.**: SPC established for real estate developments in the city of Ribeirão Preto.

**Multiplan Greenfield I Empreendimento Imobiliário Ltda.:** SPC established to develop real estate projects in the city of Porto Alegre.

**BarraSul Empreendimento Imobiliário Ltda.:** SPC established to develop real estate projects in the city of Porto Alegre.

**Morumbi Business Center Empreendimento Imobiliário Ltda.:** SPC established to develop real estate projects in the city of São Paulo.

**Multiplan Greenfield II Empreendimento Imobiliário Ltda.:** SPC established to develop real estate projects in the city of São Paulo.

**Multiplan Greenfield III Empreendimento Imobiliário Ltda.:** SPC established to develop real estate projects in the city of Rio de Janeiro.

**Multiplan Greenfield IV Empreendimento Imobiliário Ltda.:** SPC established to develop real estate projects in the city of São Paulo.

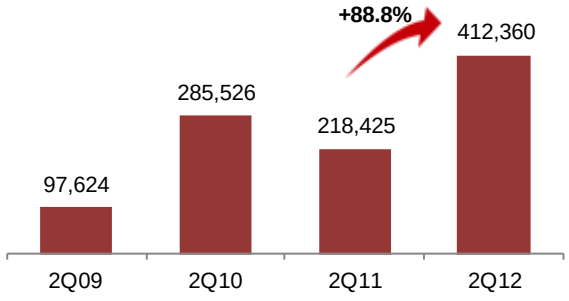
**Jundiaí Shopping Center Ltda.:** Owns 100.0% interest in JundiaíShopping. Multiplan holds 100.0% interest in Jundiaí Shopping Center Ltda.

**Park Shopping Campo Grande Ltda.:** SPC established to develop ParkShoppingCampoGrande.

## 12. MULT3 Indicators & Stock Market

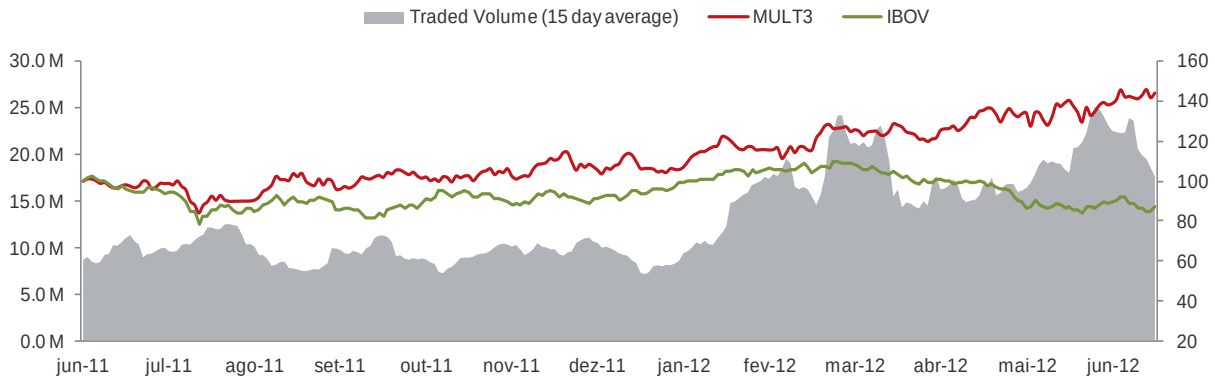
*150.0% increase in average daily traded volume in 2Q12 versus 2Q11*

Multiplan's stock (MULT3 at BM&FBOVESPA; MULT3 BZ at Bloomberg) ended 2Q12 quoted at R$49.16/share, an increase of 44.2% when compared to the second quarter of 2011 and outperforming the Ibovespa index by 5,710 b.p., which decreased 12.9% in the same period. In 2Q12, Multiplan's average daily traded volume showed a significant increase of 149.3%, reaching an average of R$18.8 million/day, compared to R$7.5 million in 2Q11. Considering the daily average number of shares traded in the quarter, the volume increased 88.8% over 2Q11.




**Evolution of daily average number of shares traded**

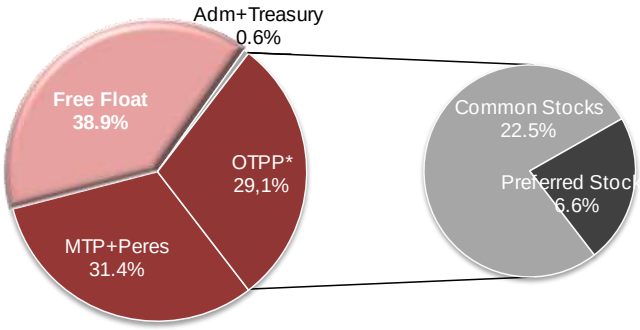
Multiplan shares are part of the following indexes: Brazil Index (IBRX), Tag Along Index (ITAG), Corporate Governance Index (IGC), Real Estate Index (IMOB), Mid-Large Cap Index (MLCX) and MSCI Brazil Index Fund.




**Spread analysis and volume: MULT3 and Ibovespa Index**
Base 100 = June 30th, 2011

| MULT3 at BM&FBOVESPA | 2Q12 | 2Q11 | Chg. | 1H12 | 1H11 | Chg. |
|---|---|---|---|---|---|---|
| Average closing price | R$ 45.41 | R$ 34.66 | ▲31.0% | R$ 42.62 | R$ 33.78 | ▲26.1% |
| Closing price | R$ 49.16 | R$ 34.10 | ▲44.2% | R$ 49.16 | R$ 34.10 | ▲44.2% |
| Average daily traded volume | R$ 18.8 M | R$ 7.5 M | ▲149.3% | R$ 17.3 M | R$ 8.5 M | ▲102.8% |
| Market cap | R$ 8,809 M | R$ 6,111 M | ▲44.2% | R$ 8,809 M | R$ 6,111 M | ▲44.2% |

At the end of the second quarter of 2012, 31.4% of the Company's shares were owned directly and indirectly by Mr. and Mrs. Peres. Ontario Teachers' Pension Plan (OTPP) owned 29.1% and the free-float was equivalent to 38.9%. Total shares issued are 179,197,214. Shares held in Treasury totaled 0.6% of the outstanding shares.




**Shareholders' capital stock breakdown on June 30th. 2012**
(*) OTPP – Ontario Teachers Pension Plan

## 13. Appendices

### Operational and Financial Highlights

| Performance | | | | | | |
|---|---|---|---|---|---|---|
| **Financial (MTE %)** | **2Q12** | **2Q11** | **Chg.%** | **1H12** | **1H11** | **Chg.%** |
| Gross revenue R$'000 | 211,579 | 174,505 | ▲21.2% | 557,605 | 347,658 | ▲60.4% |
| Net revenue R$'000 | 191,777 | 158,682 | ▲20.9% | 515,126 | 316,495 | ▲62.8% |
| Net revenue R$/m² | 472.5 | 444.3 | ▲6.3% | 1,273.7 | 890.2 | ▲43.1% |
| Net revenue USD/sq. foot | 21.8 | 26.4 | ▼17.3% | 58.8 | 52.9 | ▲11.2% |
| Rental revenue (with straight line effect) R$'000 | 133,582 | 115,208 | ▲15.9% | 261,671 | 227,658 | ▲14.9% |
| Rental revenue R$/m² | 329.1 | 322.6 | ▲2.0% | 647.0 | 640.3 | ▲1.0% |
| Rental revenue USD/sq. foot | 15.2 | 19.2 | ▼20.7% | 29.9 | 38.0 | ▼21.5% |
| Monthly rental revenue R$/m² | 109.7 | 107.5 | ▲2.0% | 107.8 | 106.7 | ▲1.0% |
| Monthly rental revenue USD/sq. foot | 5.1 | 6.4 | ▼20.7% | 5.0 | 6.3 | ▼21.5% |
| Net Operating Income (NOI) R$'000 | 138,078 | 117,011 | ▲18.0% | 270,224 | 232,581 | ▲16.2% |
| Net Operating Income R$/m² | 340.2 | 327.6 | ▲3.8% | 668.2 | 654.2 | ▲2.1% |
| Net Operating Income USD/sq. foot | 15.7 | 19.5 | ▼19.3% | 30.9 | 38.9 | ▼20.6% |
| Net Operating Income margin | 87.0% | 87.2% | ▼20 b.p | 87.4% | 87.7% | ▼32 b.p |
| NOI per Share R$ | 0.77 | 0.66 | ▲17.8% | 1.52 | 1.31 | ▲16.0% |
| Net Operating Income (NOI) + Key Money (KM) R$'000 | 147,618 | 127,056 | ▲16.2% | 288,671 | 251,788 | ▲14.6% |
| NOI + KM R$/m² | 363.7 | 355.7 | ▲2.2% | 713.8 | 708.2 | ▲0.8% |
| NOI + KM USD/sq. foot | 16.8 | 21.1 | ▼20.5% | 33.0 | 42.1 | ▼21.7% |
| NOI + KM margin | 87.7% | 88.1% | ▼36 b.p | 88.1% | 88.5% | ▼44 b.p |
| NOI + KM per Share R$ | 0.83 | 0.71 | ▲16.0% | 1.62 | 1.41 | ▲14.5% |
| Headquarter expenses R$'000 | 21,170 | 20,071 | ▲5.5% | 46,731 | 41,697 | ▲12.1% |
| Headquarter expenses / Net revenues | 11.0% | 12.6% | ▼161 b.p | 9.1% | 13.2% | ▼410 b.p |
| EBITDA R$'000 | 120,423 | 107,148 | ▲12.4% | 311,140 | 209,990 | ▲48.2% |
| EBITDA R$/m² | 296.7 | 300.0 | ▼1.1% | 769.3 | 590.6 | ▲30.3% |
| EBITDA USD/sq. foot | 13.7 | 17.8 | ▼23.1% | 35.5 | 35.1 | ▲1.2% |
| EBITDA margin | 62.8% | 67.5% | ▼473 b.p | 60.4% | 66.3% | ▼595 b.p |
| EBITDA per Share R$ | 0.68 | 0.60 | ▲12.2% | 1.74 | 1.18 | ▲48.0% |
| Adjusted net income R$'000 | 76,222 | 65,870 | ▲15.7% | 415,428 | 154,609 | ▲168.7% |
| Adjusted net income R$/m² | 187.8 | 184.4 | ▲1.8% | 1,027.2 | 434.9 | ▲136.2% |
| Adjusted net income USD/sq. foot | 8.7 | 11.0 | ▼20.9% | 47.4 | 25.8 | ▲83.6% |
| Adjusted net income margin | 39.7% | 41.5% | ▼177 b.p | 80.6% | 48.9% | ▲3180 b.p |
| Adjusted net income per share R$ | 0.43 | 0.37 | ▲15.6% | 2.33 | 0.87 | ▲168.3% |
| FFO R$'000 | 93,878 | 80,811 | ▲16.2% | 254,160 | 183,867 | ▲38.2% |
| FFO R$/m² | 231.3 | 226.3 | ▲2.2% | 628.4 | 517.1 | ▲21.5% |
| FFO US$'000 | 46,671 | 51,689 | ▼9.7% | 126,353 | 117,607 | ▲7.4% |
| FFO USD/sq. foot | 10.7 | 13.4 | ▼20.5% | 29.0 | 30.7 | ▼5.5% |
| FFO margin | 49.0% | 50.9% | ▼197 b.p | 49.3% | 58.1% | ▼876 b.p |
| FFO per share R$ | 0.53 | 0.45 | ▲16.0% | 1.43 | 1.03 | ▲38.0% |
| Dollar (USD) end of quarter | 2.01 | 1.56 | ▲28.7% | 2.01 | 1.56 | ▲28.7% |

## Operational and Financial Highlights

| Performance | | | | | | |
|---|---|---|---|---|---|---|
| **Market Performance** | **2Q12** | **2Q11** | **Chg.%** | **1H12** | **1H11** | **Chg.%** |
| Number of shares | 179,197,214 | 179,197,214 | ▲0.0% | 179,197,214 | 179,197,214 | ▲0.0% |
| Common shares | 167,338,867 | 167,338,867 | ▲0.0% | 167,338,867 | 167,338,867 | ▲0.0% |
| Preferred shares | 11,858,347 | 11,858,347 | ▲0.0% | 11,858,347 | 11,858,347 | ▲0.0% |
| Avg. share price R$ | 45.41 | 34.66 | ▲31.0% | 42.62 | 33.78 | ▲26.1% |
| Final share price R$ | 49.16 | 34.10 | ▲44.2% | 49.16 | 34.10 | ▲44.2% |
| Average daily traded volume (R$ '000) | 18,785 | 7,533 | ▲149.4% | 17,298 | 8,529 | ▲102.8% |
| Market cap (R$ '000) | 8,809,335 | 6,110,625 | ▲44.2% | 8,809,335 | 6,110,625 | ▲44.2% |
| Gross debt (R$ '000) | 1,310,414 | 518,371 | ▲152.8% | 1,310,414 | 518,371 | ▲152.8% |
| Cash (R$ '000) | 445,938 | 559,467 | ▼20.3% | 445,938 | 559,467 | ▼20.3% |
| Net debt (R$ '000) | 864,476 | (41,096) | N.A. | 864,476 | (41,096) | N.A. |
| P/FFO (Last 12 months) | 20.7 x | 15.2 x | ▲36.0% | 20.7 x | 15.2 x | ▲36.0% |
| EV/EBITDA (Last 12 months) | 17.4 x | 15.4 x | ▲12.8% | 17.4 x | 15.4 x | ▲12.8% |
| Net Debt/EBITDA (Last 12 months) | 1.55 x | (0.10) x | N.A. | 1.55 x | (0.10) x | N.A. |

| Performance | | | | | | |
|---|---|---|---|---|---|---|
| **Operational (100%)** | **2Q12** | **2Q11** | **Chg.%** | **1H12** | **1H11** | **Chg.%** |
| Final total GLA | 592,489 m² | 551,592 m² | ▲7.4% | 592,489 m² | 551,592 m² | ▲7.4% |
| Final owned GLA | 420,223 m² | 371,773 m² | ▲13.0% | 420,223 m² | 371,773 m² | ▲13.0% |
| Owned GLA % | 70.9% | 67.4% | ▲353 b.p | 70.9% | 67.4% | ▲353 b.p |
| Adjusted total GLA (avg.)[1] | 578,066 m² | 537,082 m² | ▲7.6% | 577,951 m² | 535,560 m² | ▲7.9% |
| Adjusted owned GLA (avg.)[1] | 405,907 m² | 357,175 m² | ▲13.6% | 404,425 m² | 355,541 m² | ▲13.7% |
| Total sales R$'000 | 2,254,494 | 1,966,778 | ▲14.6% | 4,305,069 | 3,756,782 | ▲14.6% |
| Total sales R$'000 R$/m² | 3,900.1 | 3,662.0 | ▲6.5% | 7,448.8 | 7,014.7 | ▲6.2% |
| Total sales USD/sq. foot | 180.1 | 217.6 | ▼17.2% | 344.0 | 416.8 | ▼17.5% |
| Same Store Sales | ▲8.1% | ▲9.4% | ▼130 b.p | ▲8.1% | ▲8.1% | 00 b.p |
| Same Area Sales | ▲9.5% | ▲10.3% | ▼80 b.p | ▲9.6% | ▲8.7% | ▲90 b.p |
| Same Store Rent | ▲10.4% | ▲14.1% | ▼370 b.p | ▲11.1% | ▲12.6% | ▼150 b.p |
| Same Area Rent | ▲10.4% | ▲12.9% | ▼250 b.p | ▲11.0% | ▲11.4% | ▼40 b.p |
| Occupancy costs | 13.1% | 12.8% | ▲30 b.p | 13.5% | 13.2% | ▲30 b.p |
| Rent as sales % | 7.6% | 7.5% | ▲10 b.p | 7.9% | 7.8% | ▲10 b.p |
| Other as sales % | 5.5% | 5.3% | ▲20 b.p | 5.6% | 5.4% | ▲20 b.p |
| Turnover | 1.3% | 1.7% | ▼40 b.p | 2.2% | 2.5% | ▼30 b.p |
| Occupancy rate | 97.8% | 98.1% | ▼28 b.p | 97.6% | 98.1% | ▼54 b.p |
| Delinquency (25 days delay) | 1.7% | 1.9% | ▼20 b.p | 1.9% | 1.8% | ▲10 b.p |
| Rent loss | 0.3% | 1.0% | ▼70 b.p | 0.3% | 0.7% | ▼40 b.p |

[1] Adjusted GLA corresponds to the period's average GLA excluding 14.400 m² of BIG supermarket at BarraShoppingSul

**Income Statement (R$'000)**

| (R$'000) | 2Q12 | 2Q11 | Chg. % | 1H12 | 1H11 | Chg. % |
|---|---|---|---|---|---|---|
| Rental revenue | 126,883 | 108,425 | ▲17.0% | 248,857 | 213,901 | ▲16.3% |
| Services revenue | 26,592 | 21,344 | ▲24.6% | 47,039 | 40,412 | ▲16.4% |
| Key money revenue | 9,540 | 10,045 | ▼5.0% | 18,447 | 19,207 | ▼4.0% |
| Parking revenue | 25,213 | 19,046 | ▲32.4% | 47,631 | 37,599 | ▲26.7% |
| Real estate for sale revenue | 15,583 | 8,468 | ▲84.0% | 181,637 | 22,060 | ▲723.4% |
| Straight line effect | 6,699 | 6,783 | ▼1.2% | 12,814 | 13,757 | ▼6.9% |
| Other revenues | 1,069 | 394 | ▲170.8% | 1,180 | 722 | ▲63.3% |
| **Gross Revenue** | **211,579** | **174,505** | **▲21.2%** | **557,605** | **347,658** | **▲60.4%** |
| Taxes and contributions on sales and services | (19,802) | (15,823) | ▲25.1% | (42,479) | (31,163) | ▲36.3% |
| **Net Revenue** | **191,777** | **158,682** | **▲20.9%** | **515,126** | **316,495** | **▲62.8%** |
| Headquarters expenses | (21,170) | (20,071) | ▲5.5% | (46,731) | (41,697) | ▲12.1% |
| Stock-option-based remuneration expenses | (2,782) | (2,164) | ▲28.6% | (4,883) | (3,509) | ▲39.2% |
| Shopping centers expenses | (20,718) | (17,243) | ▲20.2% | (39,078) | (32,676) | ▲19.6% |
| New projects for lease expenses | (11,207) | (3,296) | ▲240.0% | (13,550) | (6,741) | ▲101.0% |
| New projects for sale expenses | (3,375) | (1,273) | ▲165.1% | (9,357) | (2,475) | ▲278.1% |
| Cost of properties sold | (12,929) | (9,390) | ▲37.7% | (93,094) | (23,382) | ▲298.1% |
| Equity pickup | (214) | 778 | na | 850 | 1,382 | ▼38.5% |
| Other operating income/expenses | 1,041 | 1,125 | ▼7.5% | 1,857 | 2,593 | ▼28.4% |
| **EBITDA** | **120,423** | **107,148** | **▲12.4%** | **311,140** | **209,990** | **▲48.2%** |
| Financial revenue | 17,822 | 21,808 | ▼18.3% | 37,908 | 46,705 | ▼18.8% |
| Financial expenses | (23,926) | (14,194) | ▲68.6% | (51,120) | (27,534) | ▲85.7% |
| Depreciation and amortization | (17,656) | (14,941) | ▲18.2% | (34,919) | (29,258) | ▲19.3% |
| **Earnings Before Taxes** | **96,663** | **99,821** | **▼3.2%** | **263,009** | **199,903** | **▲31.6%** |
| Income tax and social contribution | (20,423) | (31,949) | ▼36.1% | (42,502) | (40,554) | ▲4.8% |
| Deferred income and social contribution taxes | (13,118) | (4,798) | ▲173.4% | (31,646) | (29,815) | ▲6.1% |
| Minority interest | (19) | (2,002) | ▼99.1% | (1,267) | (4,740) | ▼73.3% |
| **Net Income** | **63,103** | **61,072** | **▲3.3%** | **187,594** | **124,794** | **▲50.3%** |

| (R$'000) | 2Q12 | 2Q11 | Chg. % | 1H12 | 1H11 | Chg. % |
|---|---|---|---|---|---|---|
| **NOI** | **138,079** | **117,011** | **▲18.0%** | **270,224** | **232,581** | **▲16.2%** |
| *NOI margin* | 87.0% | 87.2% | ▼20 b.p | 87.4% | 87.7% | ▼32 b.p |
| **NOI + Key Money** | **147,619** | **127,056** | **▲16.2%** | **288,671** | **251,788** | **▲14.6%** |
| *NOI + Key Money margin* | 87.7% | 88.1% | ▼36 b.p | 88.1% | 88.5% | ▼44 b.p |
| **Shopping Center EBITDA** | **122,816** | **109,333** | **▲12.3%** | **244,941** | **214,382** | **▲14.3%** |
| *Shopping Center EBITDA margin* | 69.1% | 72.4% | ▼328 b.p | 70.5% | 72.3% | ▼180 b.p |
| **EBITDA (Shopping Center + Real Estate)** | **120,423** | **107,148** | **▲12.4%** | **311,140** | **209,990** | **▲48.2%** |
| *EBITDA margin* | 62.8% | 67.5% | ▼473 b.p | 60.4% | 66.3% | ▼595 b.p |
| **Net Income** | **63,103** | **61,072** | **▲3.3%** | **187,594** | **124,794** | **▲50.3%** |
| *Net Income margin* | 32.9% | 38.5% | ▼558 b.p | 36.4% | 39.4% | ▼301 b.p |
| **Adjusted Net Income** | **76,221** | **65,870** | **▲15.7%** | **219,240** | **154,609** | **▲41.8%** |
| *Adjusted Net Income margin* | 39.7% | 41.5% | ▼177 b.p | 42.6% | 48.9% | ▼629 b.p |
| **FFO** | **93,877** | **80,811** | **▲16.2%** | **254,159** | **183,867** | **▲38.2%** |
| *FFO margin* | 49.0% | 50.9% | ▼198 b.p | 49.3% | 58.1% | ▼876 b.p |

**Balance Sheet (R$'000)**

| ASSETS | 30/06/2012 | 31/03/2012 | % Change |
|---|---|---|---|
| **Current Assets** | | | |
| Cash and cash equivalents | 445,938 | 655,034 | ▼31.9% |
| Accounts receivable | 207,495 | 194,177 | ▲6.9% |
| Land and properties held for sale | 107,318 | 91,236 | ▲17.6% |
| Sundry loans and advances | 18,247 | 21,801 | ▼16.3% |
| Recoverable taxes and contributions | 48,631 | 90,769 | ▼46.4% |
| Other | 13,278 | 17,783 | ▼25.3% |
| **Total Current Assets** | **840,907** | **1,070,800** | ▼21.5% |
| **Non Current Assets** | | | |
| Accounts receivable | 19,142 | 21,540 | ▼11.1% |
| Land and properties held for sale | 314,235 | 312,602 | ▲0.5% |
| Sundry loans and advances | 9,630 | 8,459 | ▲13.8% |
| Securities held | 865 | - | na |
| Deposits in court | 25,301 | 25,274 | ▲0.1% |
| Other | 75 | 75 | ▲0.0% |
| | | | |
| Investments | 12,279 | 12,493 | ▼1.7% |
| Investment properties | 3,380,000 | 3,115,590 | ▲8.5% |
| Property and equipment | 19,312 | 19,497 | ▼0.9% |
| Intangible | 326,901 | 321,582 | ▲1.7% |
| **Total Non Current Assets** | **4,107,740** | **3,837,112** | ▲7.1% |
| | | | |
| **Total Assets** | **4,948,647** | **4,907,912** | **▲0.8%** |

| LIABILITIES | 30/06/2012 | 31/03/2012 | % Change |
|---|---|---|---|
| **Current Liabilities** | | | |
| Loans and financing | 77,832 | 66,025 | ▲17.9% |
| Debentures | 9,391 | 2,310 | ▲306.5% |
| Accounts payable | 146,918 | 118,571 | ▲23.9% |
| Property acquisition obligations | 49,893 | 45,542 | ▲9.6% |
| Taxes and contributions payable | 51,869 | 78,697 | ▼34.1% |
| Interest on shareholders' equity to pay | - | 85,072 | na |
| Deferred incomes | 46,464 | 41,886 | ▲10.9% |
| Clients anticipation | 30,967 | 17,245 | ▲79.6% |
| Other | 2,897 | 3,457 | ▼16.2% |
| **Total Current Liabilities** | **416,231** | **458,805** | **▼9.3%** |
| **Non Current Liabilities** | | | |
| Loans and financing | 804,180 | 724,587 | ▲11.0% |
| Debentures | 300,000 | 300,000 | ▲0.0% |
| Deferred income and social contribution taxes | 79,628 | 66,320 | ▲20.1% |
| Property acquisition obligations | 69,118 | 80,181 | ▼13.8% |
| Taxes paid in installments | 723 | 818 | ▼11.6% |
| Provision for contingencies | 21,343 | 21,427 | ▼0.4% |
| Deferred incomes | 123,854 | 137,712 | ▼10.1% |
| **Total Non Current Liabilities** | **1,398,846** | **1,331,045** | **▲5.1%** |
| **Shareholders' Equity** | | | |
| Capital | 1,761,662 | 1,761,662 | ▲0.0% |
| Capital reserves | 960,997 | 969,120 | ▼0.8% |
| Profit reserve | 365,381 | 414,228 | ▼11.8% |
| Share issue costs | (21,016) | (21,016) | ▲0.0% |
| Shares in treasure department | (30,605) | (39,691) | ▼22.9% |
| Capital transaction effects | (89,996) | (89,996) | ▲0.0% |
| Retained earnings | 186,951 | 123,579 | ▲51.3% |
| Minority interest | 196 | 176 | ▲11.4% |
| **Total Shareholder's Equity** | **3,133,570** | **3,118,062** | **▲0.5%** |
| | | | |
| **Total Liabilities and Shareholders' Equity** | **4,948,647** | **4,907,912** | **▲0.8%** |

**Cash Flow Statement (R$'000)**

| Cash Flow Statement (R$'000) | 1H12 | 1S11 |
|---|---|---|
| **Cash Flow from Operations** | | |
| Income before tax | 263,009 | 199,903 |
| Depreciation and amortization | 34,919 | 29,258 |
| Interest and monetary variations on debentures, loans, and property acquisition | 42,530 | 14,292 |
| Other net income adjustments | (14,360) | (18,269) |
| (Increase) decrease on current assets | 55,417 | 30,710 |
| (Increase) decrease on land held for sale | 35,630 | (37,821) |
| Increase (decrease) on current liabilities | (65,373) | (44,115) |
| **Cash Flow from Operations** | **351,772** | **173,958** |
| | | |
| **Cash Flow from Investments** | | |
| Increase in loans and sundry advances | 4,512 | (4,454) |
| (Increase) decrease of investment property | (442,579) | (269,121) |
| Increase of property, plant and equipment | (570) | (595) |
| Additions to intangibles | (11,584) | (305) |
| Others | (865) | 2,878 |
| **Cash Flows Used in Investing Activities** | **(451,086)** | **(271,597)** |
| | | |
| **Cash Flows from Financing Activities** | | |
| Increase (decrease) in loans and financing | 313,289 | 70,054 |
| Debentures paid | - | (100,000) |
| Acquisition of shares in treasure department | (34,281) | 1,608 |
| Increase (decrease) in payables to related parties | - | (93,949) |
| Paid dividends | (134,072) | (102,938) |
| Non-controllers´ interest | (128,539) | 93,947 |
| Others | (29,488) | (6,455) |
| **Cash Flows Generated by (Used in) Financing Activities** | **(13,091)** | **(137,733)** |
| | | |
| **Cash Flow** | **(112,405)** | **(235,372)** |
| Cash and cash equivalents at the beginning of the period | 558,343 | 794,839 |
| Cash and cash equivalents at end of the period | 445,938 | 559,467 |
| **Changes in Cash Position** | **(112,405)** | **(235,372)** |

## Glossary and Acronyms

**Adjusted Net Income:** Net income adjusted for non-recurring expenses with the IPO, restructuring costs and amortization of goodwill from acquisitions and mergers (including deferred taxes).

**Anchor Stores:** Large, well known stores with special marketing and structural features that can attract consumers, thus ensuring permanent attraction and uniform traffic in all areas of the mall. Stores must have more than 1,000 m² to be considered anchors.

**Brownfield:** Expansion project.

**CAGR:** Compounded Annual Growth Rate. Corresponds to a geometric mean growth rate, on an annualized basis.

**CAPEX:** Capital Expenditure. Correspond to the estimated resources to be disbursed in asset development, expansion or improvement. The capitalized value shows the variation of 'property and equipment' added of depreciation. CAPEX can also refer to others investments then real estate, such as IT projects, hardware and other unrelated investments.

**CDI:** ("*Certificado de Depósito Interbancário*" or Interbank Deposit Certificate). Certificates issued by banks to generate liquidity. Its average overnight annualized rate is used as a reference of interest rates in Brazilian Economy.

**Debenture:** debt instrument issued by companies to borrow money. Multiplan's debentures are non-convertible, which means that they cannot be converted into equity shares. Moreover, a debenture holder has no voting rights.

**Deferred Income:** Deferred key money and store buy back expenses.

**Double Rent:** Extra rent charged from the majority of tenants usually in December due to higher sales in consequence of Christmas and extra charges on the month.

**EBITDA Margin:** EBITDA divided by Net Revenue.

**EBITDA:** Earnings Before Interest, Tax, Depreciation and Amortization. Net income (loss) plus expenses with income tax and social contribution on net income, financial result, depreciation and amortization. EBITDA does not have a single definition, and this definition of EBITDA may not be comparable with the EBITDA used by other companies.

**EPS:** Earnings per Share. Net Income divided by the total shares of the Company.

**Equity Pickup:** Interest held in the associate will be shown in the income statement as equity pickup, representing the net income attributable to the associate's shareholders.

**Expected Owned GLA:** Multiplan's proportionate interest in each shopping mall, including projects under development and expansions.

**Funds from Operations (FFO):** Refers to the sum of adjusted net income, depreciation and amortization.

**GLA:** Gross Leasable Area, equivalent to the sum of all the areas available for lease in malls, excluding merchandising.

**Greenfield:** Development of new shopping center projects.

**IBGE:** The Brazilian Institute of Geography and Statistics.

**IGP-DI Adjustment Effect:** Is the weighted average of the monthly IGP-DI increase with a month of delay, multiplied by the percentage GLA that was adjusted on the respective month.

**IGP-DI:** ("*Índice Geral de Preços - Disponibilidade Interna*") General Domestic Price Index. Inflation index published by the Getúlio Vargas Foundation, referring to the data collection period between the first and the last day of the month in reference, with disclosure date near the 20th of the following month. It has the same composition as the IGP-M ("*Índice Geral de Preços do Mercado*"), though with a different data collection period.

**IPCA ("*Índice de Preços ao Consumidor Amplo*"):** Published by the IBGE (Brazilian institute of statistics), it is the national consumer price index, subject to the control of Brazil's Central Bank.

**Key Money (KM):** Key money is the money paid by a tenant in order to open a store in a shopping center. The key money contract when signed is accrued in the deferred revenue account and in accounts receivable, but its revenue is accrued in the key money revenue account in linear installments, only on the occasion of an opening, throughout the term of the leasing contract. Nonrecurring key money from new stores, of new developments or expansions (opened in the last 5 years), 'Operational' key money from stores that are moving to a mall already in operation.

**Landbank:** Areas acquired by Multiplan for the development of future projects.

**Management Fee:** fee charged from tenants and partners/owners to fund the shopping center administrative expenses.

**Merchandising:** consists of all leases in a mall not involving the GLA area of the mall. Merchandise includes revenue from kiosks, stands, posters, leasing of pillar space, doors and escalators and other display locations in a mall.

**Minimum Rent (or Base Rent):** Minimum rent paid by a tenant for a lease contract. Some tenants sign contracts with no fixed base rent, and in that case minimum rent corresponds to a percentage of their sales.

**Mixed-use:** Strategy based on the development of projects that integrate shopping centers with office and residential developments.

**Net Operating Income (NOI):** Refers to the sum of the operating income (Rental revenue and shopping expenses) and income from parking operations (revenue and expenses). Revenue taxes are not considered. The NOI + KM also includes the key money revenues in the same period.

**New Projects Expenses for lease:** Pre-operational expenses from shopping center greenfields, expansions and office tower projects. Refers to the portion of the CAPEX which is recorded as an expense in the income statement as determined by the CPC 04 pronouncement in 2009.

**New Projects Expenses for sale:** Pre-operational expenses generated by real estate for sale activity. Refers to the portion of the CAPEX which is recorded as an expense in the income statement as determined by the CPC 04 pronouncement in 2009.

**NOI Margin:** NOI divided by Rental Revenue and net parking revenue.

**Occupancy cost:** Is the occupancy cost of a store as a percentage of sales. It includes rent and other expenses (condo and promotion fund expenses).

**Occupancy rate:** leased GLA divided by total GLA.

**Organic Growth:** Revenues growth which is not generated by acquisitions, expansions and new areas added in the period.

**Overage Rent:** The difference paid as rent (when positive), between the base rent and the rent consisting of a percentage of sales, as determined in the lease agreement.

**Owned GLA:** or Company's GLA or Multiplan GLA, refers to total GLA weighted by Multiplan's interest in each mall.

**Parking Revenue:** Parking revenue is the net result of parking fees collected by the shopping centers less the amounts transferred to the Company's partners and condominiums.

**Potential Sales Value (PSV) or Total Sell Out:** Refers to the total number of units for sale in a real estate development, multiplied by the list price of each.

**Sales:** Sales reported by the stores in each of the malls.

**Same Area Rent (SAR):** Rent of the same area of the year before divided by the area's rent of the current year, less vacancy.

**Same Area Sales (SAS):** Sales of the same area of the year before divided by the area's GLA less vacancy.

**Same store Rent (SSR):** Rent earned from stores that were in operation for over a year.

**Same store Sales (SSS):** Sales of stores that were in operation for over a year.

**Satellite Stores:** Small stores with no special marketing and structural features located around the anchor stores and intended for general retailing.

**Straight Line Effect:** Accounting method that has the purpose of removing volatility and seasonality of minimum lease revenue. The criterion adopted to account for revenue rent is based on straight-line revenues during the effectiveness of the contract, regardless of the receipt term.

**Tenant Mix:** Portfolio of tenants strategically defined by the shopping center manager.

**TJLP:** ("*Taxa de Juros de Longo Prazo*", or Long Term Interest Rate). The usual cost of financing conceived by BNDES.

**TR:** ("Taxa Referencial", or Reference interest rate). Average interest rate used in the market.

**Turnover:** GLA of operating malls leased in the period divided by total GLA.

**Vacancy:** GLA of a shopping center available for lease.

**Shopping Center Segments:**

- Food Court & Gourmet Areas – Includes fast food and restaurants operations
- Diverse – Cosmetics, bookstores, hair salons, pet shops and etc
- Home & Office – Electronic stores, decoration, art, office supplies, etc
- Services – Sports centers, entertainment centers, theaters, cinemas, medical centers, banks operations, and etc.
- Apparel – Women and men clothing, shoes and accessories stores