For Immediate Release



Internet Initiative Japan Inc. E-mail: ir@iij.ad.jp Tel: +81-3-5259-6500 URL: http://www.iij.ad.jp/

# IIJ Announces First Three Months Financial Results for the Fiscal Year Ending March 31, 2010

**Tokyo, August 11, 2009 -** Internet Initiative Japan Inc. (NASDAQ:IIJI, TSE:3774) ("IIJ") today announced its consolidated financial results for the three months ended June 30, 2009 ("1Q09").<sup>1</sup>

# Highlights of First Quarter FY2009 Financial Results

- Revenue was JPY15,835 million (\$164 million), down 3.0% YoY. While recurring revenues increased YoY, systems construction revenue decreased as a result of the weak IT related investments in Japan.
- Operating income was JPY351 million (\$4 million), down 14.7% YoY due to increase in operating loss related to our new ATM operation business of JPY165 million YoY, while operating income from connectivity and outsourcing service and SI increased 21.9% YoY to JPY584 million.
- Net income attributable to IIJ<sup>2</sup> was JPY180 million (\$2 million), up 6.7% YoY.

# **Overview of 1<sup>st</sup> Quarter FY2009 Financial Results and Business Outlook**

"In a economic environment that continues to remain challenging, our operating income was above our original target largely because operating income from connectivity and outsourcing service and SI increased along with the increase in recurring revenues and the continuous tight cost control, while operating loss related to our ATM operation business increased as it is still in its course of business start up," said Koichi Suzuki, President and CEO of IIJ.

"As for the situation of our recurring revenue (87.7% of our 1Q09 total revenue), while it increased by 6.4% YoY, it dropped by 1.0% compared to 4Q08. There were price pressure which are common in the beginning of the fiscal year with corporate trying to reduce their running cost. However, we believe it will increase in the following quarters, especially because corporate need for cost reduction are a following wind toward our outsourcing services. Security related services such as SMX service or anti-DDoS service are also expected to grow because companies must prevent their network from getting attacked. Needs for reliable and stable connectivity services also remain strong. Connectivity of over 1Gbps has been increasing quarter by quarter and we believe this trend to continue."

"As for SI, although anticipated, our systems construction revenue decreased by 40.6% YoY. Corporate customers are withholding their investments due to the sudden change in economy from the latter half of FY2008. Yet we see some light towards its recovery compared to when the economy was at a halt during last fiscal year. While we strive to receive orders, we will continue with our resolute operation for tight cost control through the rest of the fiscal year and increase SI gross margin."

"For our mid-term growth, we'll continuously introduce new services, which we believe will result in strengthening the basis of our business. In July 2009, we've introduced a new service brand "LaIT" which offers reliable but affordable services packed with our technology to mid-to small sized enterprises. We are also preparing the launch of cloud computing related services and additional features for our services such as IIJ Mobile service, email related services and VPN services."

"We hope that these new service development will contribute to the innovation of the internet, as well as strengthening the basis of our business growth and lead to revenue growth."

<sup>&</sup>lt;sup>1</sup> Unless otherwise stated, all financial figures discussed in this announcement are prepared in accordance with U.S. GAAP. All financial figures are unaudited and consolidated. The translation of Japanese yen into U.S. dollars is solely for the convenience of readers outside of Japan. The rate used for the translation was JPY96.42 per US\$1.00, which was the noon buying rate on June 30, 2009.

<sup>&</sup>lt;sup>2</sup> Effective April 1, 2009, we have adopted SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements – an amendment of ARB No. 51". For details, please refer to page 6 in this presentation material.

### 1<sup>st</sup> Quarter FY2009 Financial Results Summary

| Operating Results Summary                    |              |              |                 |  |
|--|--------------|--------------|-----------------|--|
|  | 1Q08         | 1Q09         | YoY %<br>change |  |
|  | JPY millions | JPY millions |                 |  |
| Total Revenues                               | 16,328       | 15,835       | (3.0%)          |  |
| <b>Connectivity and Outsourcing Services</b> | 8,396        | 9,126        | 8.7%            |  |
| SI   | 7,689        | 6,565        | (14.6%)         |  |
| Equipment Sales                              | 238          | 137          | (42.6%)         |  |
| ATM Operation Business                       | 5            | 7            | 54.3%           |  |
| Total Costs                                  | 13,303       | 12,837       | (3.5%)          |  |
| Connectivity and Outsourcing Services        | 7,065        | 7,650        | 8.3%            |  |
| SI   | 6,024        | 4,876        | (19.1%)         |  |
| Equipment Sales                              | 199          | 119          | (40.2%)         |  |
| ATM Operation Business                       | 15           | 192          | 1,206.2%        |  |
| SG&A Expenses and R&D                        | 2,614        | 2,647        | 1.3%            |  |
| Operating Income                             | 411          | 351          | (14.7%)         |  |
| Income before Income Tax Expense             | 310          | 300          | (3.1%)          |  |
| Net income attributable to IIJ               | 169          | 180          | 6.7%            |  |

#### **Operating Results Summary**

#### Segment Summary

|                                  | 1Q08         | 1Q09         |
|----------------------------------|--------------|--------------|
|                                  | JPY millions | JPY millions |
| Net Revenues                     | 16,328       | 15,835       |
| Network services and SI business | 16,342       | 15,922       |
| ATM operation business           | 5            | 7            |
| Elimination                      | 19           | 94           |
| Operating Income (Loss)          | 411          | 351          |
| Network service and SI business  | 484          | 589          |
| ATM operation business           | (69)         | (233)        |
| Elimination                      | 4            | 5            |

We have omitted segment analysis because most of our revenues are dominated by Network services and systems integration business.

#### 1<sup>st</sup> Quarter FY2009 Results of Operation

#### **Revenues**

Revenues was JPY15,835 million, a decrease of 3.0% YoY.

<u>Connectivity and Outsourcing Services revenue</u> were JPY9,126 million, up 8.7% YoY. Connectivity service increased by 9.4% YoY to JPY5,146 million and outsourcing service increased by 7.8% YoY to JPY3,980 million. Connectivity service for corporate use grew followed by the steady increase in the use of broadband connectivity, especially connectivity of over 1Gbps and strong demands for IIJ Mobile Service. Contracts of over 1Gbps increased by 30 contracts YoY and total contracted bandwidth increased. Connectivity services for home use also grew YoY followed by the growth in mobile data communication service which was launched in Dec. 2008 and by the shift towards optical line services which charge higher monthly fees. Outsourcing service also increased followed by the steady demands for email security related services and network related services such as IIJ SMF service.

<u>SI revenues</u> were JPY6,565 million, down 14.6% YoY. Systems construction revenue, a one-time revenue, decreased by 40.6% YoY as Japanese companies are very careful towards new investments. The budget system in Japan, of which many ends in March, had also affected the weak systems construction revenues. Systems operation and maintenance, a recurring revenue, was a steady increase of 2.3% YoY.

Order backlog for SI and equipment sales as of June 30, 2009 was JPY16,341 million (down 2.9% YoY) compared to JPY16,836 million as of June 30, 2008, and orders received for 1Q09 was JPY8,171 million (down 7.7% YoY.) The order backlog and orders received for systems construction including equipment sales was JPY3,844 million (down 24.3% YoY) compared to JPY5,081 million as of June 30, 2008 and JPY2,921 million (down 18.7% YoY), respectively. The order backlog and orders received for systems operation and maintenance was JPY12,497 million (up 6.3%) compared to JPY11,755 million as of June 30, 2008 and JPY5,250 million (down 0.2% YoY), respectively.

Equipment sales revenues were JPY137 million, down 42.6% YoY (JPY238 million in 1Q08).

<u>ATM Operation Business revenues</u> were JPY7 million compared to JPY5 million in 1Q08. During 1Q09, Trust Networks began placing ATMs in *Kansai* areas. As of June 30, 2009, Trust Networks operates 26 ATMs.

#### Cost and expense

Cost of revenues was JPY12,837 million, a decrease of 3.5% YoY (JPY13,303 million in 1Q08).

<u>Cost of Connectivity and Outsourcing Services revenue</u> was JPY7,650 million (JPY7,065 million in 1Q08), an increase of 8.3% YoY largely affected by the increase in network operation related costs. Circuit related costs also increased corresponding with the growth of mobile data communication services. Backbone cost was JPY919 million, up 2.6% YoY. Gross margin was JPY1,475 million (JPY1,331 million in 1Q08), up 10.8% YoY and gross margin ratio was 16.2%.

<u>Cost of SI revenues</u> was JPY4,876 million, a decrease of 19.1% YoY (JPY6,024 million in 1Q08). Purchasing costs decreased along with the decrease in systems construction revenues. Outsourcing related costs also decreased as a result of reduction in full-time outsourcing personnel. Gross margin was JPY1,689 million, up 1.5% YoY (JPY1,665 million in 1Q08) and gross margin ratio was 25.7%.

<u>Cost of Equipment Sales revenues</u> was JPY119 million, a decrease of 40.2% YoY due to the decrease in equipment sales revenues. Gross margin was JPY18 million (JPY39 million in 1Q08) and gross margin ratio was 12.9%.

<u>Cost of ATM Operation Business revenues</u> was JPY192 million compared to JPY15 million in 1Q08 as the ATM operation business has moved on from business start up to business expansion phase.

#### SG&A Expenses and R&D

<u>Sales and marketing expenses</u> were JPY1,325 million (JPY1,173 million in 1Q08), an increase of 13.0% YoY largely due to the increase in disposal of customer relationship of non-amortized intangible assets. There were also increase in personnel related expenses.

<u>General and administrative expenses</u> were JPY1,245 million (JPY1,383 million in 1Q08), a decrease of 9.9% YoY mainly due to the decrease in outsourcing related expenses and general expenses as a result of tight cost control, especially from the latter half of FY2008.

<u>Research and development expenses</u> were JPY77 million (JPY58 million in 1Q08), an increase of 31.0% YoY as expenses related to IIJ Innovation Institute Inc increased.

#### **Operating income**

Operating income decreased by 14.7% YoY to JPY351 million (JPY411 million in 1Q08). While gross margin for connectivity and outsourcing services and SI increased, operating loss related to ATM operation business increased and SG&A and R&D expenses also increased.

#### Other income (expenses)

Other income (expenses) was net other expenses of JPY51 million compared to net other expenses of JPY102 million in 1Q08. There were decrease in interest expense and gains in foreign exchange.

#### Income before income tax expenses

Income before income tax expenses was JPY300 million, a decrease of 3.1% YoY (JPY310 million in 1Q08).

### Net Income

Net income was JPY87 million, down 23.3% YoY (JPY114 million in 1Q08).

<u>Income tax expense</u> was JPY244 million compared to JPY213 million in 1Q08. Deferred tax expenses was JPY186 million compared to expenses of JPY127 million in 1Q08.

Equity in net income of equity method investees was JPY32 million compared to JPY18 million in 1Q08.

#### Net income attributable to IIJ

Net income attributable to IIJ was JPY180 million, up 6.7% YoY (JPY169 million in 1Q08).

<u>Net losses attributable to noncontrolling interests</u> was JPY93 million compared to JPY55 million in 1Q08, both related to GDX Japan Inc. and Trust Networks Inc.

#### 1<sup>st</sup> Quarter FY2009 Financial Condition

#### **Balance Sheets**

As of June 30, 2009, the balance of total assets was JPY50,671 million, a decrease of JPY1,630 million from the balance as of March 31, 2009.

For current assets, as compared to each of the respective balances as of March 31, 2009, accounts receivable decreased by JPY1,724 million and prepaid expenses increased by JPY839 million mainly for bonus payments to our employees and maitenance expenses related to SI projects increased. As for current liabilities, short-term borrowings decreased by JPY200 million and accounts payable decreased by JPY1,291 million, from each of the respective balances as of March 31, 2009.

As of June 30, 2009, we had net deferred tax asset (current) of JPY586 million and net deferred tax asset (non-current) of JPY2,254 million, respectively.

The balance of other investments as of June 30, 2009 was JPY2,125 million, an increase of JPY211 million from the balance as of March 31, 2009. The breakdown of other investments were JPY900 million in available-for-sale securities, JPY861 million in nonmarketable equity securities and JPY364 million in other.

As of June 30, 2009, the balance of non-amortized intangible assets (excluding telephone rights) such as goodwill was JPY5,418 million and the balance of amortized intangible assets were JPY274 million. The breakdown of non-amortized intangible assets were JPY2,639 million in goodwill, JPY2,587 million in customer relationships and JPY192 million in trademark. The breakdown of amortized intangible assets were JPY154 million in customer relationships and JPY192 million in trademark.

Total IIJ shareholders' equity as of June 30, 2009 was JPY25,296 million, an increase of JPY127 million from the balance as of March 31, 2009. IIJ Shareholders' equity ratio (IIJ shareholders' equity/total assets) as of June 30, 2009 was 49.9%, up 1.8% compared to March 31, 2009.

#### Cash Flows

Cash and cash equivalents as of June 30, 2009 were JPY9,897 million compared to JPY9,943 million as of June 30, 2008.

<u>Net cash provided by operating activities</u> in 1Q09 was JPY2,164 million, compared to net cash provided by operating activities of JPY2,018 million in 1Q08. While operating income was JPY351 million (JPY411 million in 1Q08), a decrease compared to 1Q08, there were changes in operating assets and liabilities during 1Q09, mainly resulting from the decrease in accounts receivable of JPY1,735 million, decrease in inventories, decrease in prepaid expenses and other current and noncurrent assets of JPY501 million, decrease in accounts payable related to on-going SI projects of JPY937 million and payment of JPY208 million in income taxes.

<u>Net cash used in investing activities</u> in 1Q09 was JPY1,105 million, compared to net cash used in investing activities of JPY825 million in 1Q08, mainly due to payment of JPY1,094 million for the purchase of property and equipment (JPY768 million in 1Q08).

<u>Net cash used in financing activities</u> in 1Q09 was JPY1,332 million, compared to net cash used in financing activities of JPY2,695 million in 1Q08, mainly due to principal payments under capital leases of JPY930 million (payment of JPY839 million in 1Q08), net repayments of short-term borrowings with initial maturities less than three months of JPY200 million (net repayment of JPY1,400 million in 1Q08) and payments of JPY203 million for the year-end dividends for the fiscal year ended March 31, 2009.

#### **Supplemental Information**

| Number of Contracts for Connectivity Services |               |               |               |  |  |
|---|---------------|---------------|---------------|--|--|
|   | June 30, 2008 | June 30, 2009 | YoY<br>Change |  |  |
| Connectivity Services (Corporate Use)         | 32,939        | 53,513        | 20,574        |  |  |
| IP Service (-99Mbps)                          | 854           | 925           | 71            |  |  |
| IP Service (100Mbps-999Mbps)                  | 203           | 227           | 24            |  |  |
| IP Service (1Gbps-)                           | 72            | 102           | 30            |  |  |
| IIJ Data Center Connectivity Service          | 286           | 298           | 12            |  |  |
| IIJ FiberAccess/F and IIJ DSL/F               | 24,466        | 26,274        | 1,808         |  |  |
| IIJ Mobile Service <sup>3</sup>               | 5,399         | 24,201        | 18,802        |  |  |
| Others  | 1,659         | 1,486         | (173)         |  |  |
| Connectivity Services (Home Use)              | 467,453       | 428,171       | (39,282)      |  |  |
| Under IIJ Brand                               | 49,279        | 48,053        | (1,226)       |  |  |
| hi-ho   | 188,575       | 176,225       | (12,350)      |  |  |
| OEM   | 229,599       | 203,893       | (25,706)      |  |  |
| Total Contracted Bandwidth                    | 422.1Gbps     | 584.7Gbps     | 162.6Gbps     |  |  |

#### **Connectivity and Outsourcing Services Revenues Breakdown**

|  | 1Q08         | 1Q09         | YoY %<br>change |
|--|--------------|--------------|-----------------|
|  | JPY millions | JPY millions |                 |
| Connectivity Service (Corporate Use)           | 3,110        | 3,448        | 10.9%           |
| IP Service <sup>4</sup>                        | 2,270        | 2,347        | 3.4%            |
| IIJ FiberAccess/F and IIJ DSL/F                | 713          | 726          | 1.9%            |
| IIJ Mobile Service <sup>⁵</sup>                | 36           | 299          | 719.7%          |
| Others   | 91           | 76           | (15.6%)         |
| Connectivity Service (Home Use)                | 1,596        | 1,698        | 6.4%            |
| Under IIJ Brand                                | 257          | 253          | (2.0%)          |
| hi-ho  | 1,203        | 1,302        | 8.3%            |
| OEM  | 136          | 143          | 5.5%            |
| Outsourcing Services                           | 3,690        | 3,980        | 7.8%            |
| Total Connectivity and Outsourcing<br>Services | 8,396        | 9,126        | 8.7%            |

<sup>&</sup>lt;sup>3</sup> Contracts for mobile data communication service for home use is included in Connectivity service (home use).

<sup>&</sup>lt;sup>4</sup> IP Service revenues include revenues from the Data Center Connectivity Service.

<sup>&</sup>lt;sup>5</sup> Revenue from mobile data communication service for home use is included in Connectivity service (home use).

#### **Reconciliation of Non-GAAP Financial Measures**

The following table summarizes the reconciliation of adjusted EBITDA to net income in our consolidated statements of income that are prepared in accordance with U.S. GAAP.

|   | 1Q08         | 1Q09         |
|---|--------------|--------------|
|   | JPY millions | JPY millions |
| Adjusted EBITDA   | 1,656        | 1,711        |
| Depreciation and Amortization                             | 1,245        | 1,360        |
| Operating Income  | 411          | 351          |
| Other Income (Expense)                                    | (102)        | (51)         |
| Income Tax Expense  | 213          | 244          |
| Equity in Net Income (Loss) of Equity<br>Method Investees | 18           | 31           |
| Net income  | 114          | 87           |
| Net income attributable to noncontrolling interests       | 55           | 93           |
| Net Income attributable to IIJ                            | 169          | 180          |

#### **Adjusted EBITDA**

#### CAPEX

|  | 1Q08         | 1Q09         |
|--|--------------|--------------|
|  | JPY millions | JPY millions |
| CAPEX, including capital leases                          | 1,831        | 1,489        |
| Acquisition of Assets by Entering into<br>Capital Leases | 1,063        | 395          |
| Purchase of Property and Equipment                       | 768          | 1,094        |

#### <u>Changes in accounting principles, procedures and disclosures in quarterly consolidated</u> <u>financial statements</u>

#### **Business Combinations**

Effective April 1, 2009, IJJ adopted Statement of Financial Accounting Standards ("SFAS") No. 141 (revised 2007) "Business Combinations" ("SFAS No. 141 R"). SFAS No. 141R requires an acquirer in a business combination to generally recognize and measure all the identifiable assets acquired, the liabilities assumed, goodwill and any noncontrolling interest in the acquiree at their fair values as of the acquisition date. Also, SFAS 141R requires several new disclosure requirements that enable users of the financial statements to evaluate the nature and financial effects of the business combination. Also in April 2009, the FASB issued FASB Staff Positions ("FSP") No. FAS 141R-1, "Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies". No. FAS 141R-1 addresses the initial recognition, measurement and subsequent accounting for assets and liabilities arising from contingencies in a business combination, and requires that such assets acquired or liabilities assumed be initially recognized at fair value at the acquisition date if fair value can be determined during the measurement period. The adoption of SFAS No. 141 R and FSP No. FAS 141R-1 did not have any impact on IIJ's results of operations and financial position as there were no business combinations during the three months ended June 30, 2009, however the impact in the future would depend on the size and the detail of the business combination.

#### Noncontrolling Interests in Consolidated Financial Statements

Effective April 1, 2009, IJJ adopted SFAS No. 160 "Noncontrolling Interests in Consolidated Financial Statements -an amendment of ARB No 51". SFAS No. 160 requires noncontrolling interest held by parties other than the parent be clearly identified, labeled and presented in the consolidated statement of financial position within equity, but separate from the parent's equity. SFAS No. 160 also require changes in parent's ownership interest while the parent retains its controlling financial interest in its subsidiary be accounted for as equity transactions. Upon the adoption of AFAS No. 160, "Noncontrolling interests", which were previously referred to as "Minority interests" and classified between "Total liabilities" and "Shareholders' equity" in the consolidated statements of income now includes net income attributable to noncontrolling interests, which was previously referred to as "Minority interests" and deducted. As a result, the adoption of SFAS No. 160 changed the presentation and disclosure of noncontrolling interest in the consolidated financial statements retrospectively, but did not have a material impact on IIJ's results of operations and financial position.

#### **Presentation**

Presentation Materials will be posted on our web site (http://www.iij.ad.jp/en/IR/) on May 15, 2009.

#### About Internet Initiative Japan Inc.

Founded in 1992, IIJ is one of Japan's leading Internet-access and comprehensive network solutions providers. IIJ and its group of companies provide total network solutions that mainly cater to high-end corporate customers. IIJ's services include high-quality systems integration and security services, Internet access, hosting/housing, and content design. Moreover, IIJ has built one of the largest Internet backbone networks in Japan, and between Japan and the United States. IIJ was listed on the U.S. NASDAQ Stock Market in 1999 and on the First Section of the Tokyo Stock Exchange in 2006.

#### For inquiries, contact:

#### YUKO KAZAMA

IIJ Investor Relations Office Tel: +81-3-5259-6500 E-mail: ir@iij.ad.jp URL: http://www.iij.ad.jp/en/IR

Statements made in this press release regarding IIJ's or management's intentions, beliefs, expectations, or predictions for the future are forward-looking statements that are based on IIJ's and managements' current expectations, assumptions, estimates and projections about its business and the industry. These forward-looking statements, such as statements regarding FY2008 revenues and operating and net profitability, are subject to various risks, uncertainties and other factors that could cause IIJ's actual results to differ materially from those contained in any forward-looking statement. These risks, uncertainties and other factors include: IIJ's ability to maintain and increase revenues from higher-margin services such as systems integration and outsourcing services; the possibility that revenues from connectivity services may decline substantially as a result of competition and other factors; the ability to compete in a rapidly evolving and competitive marketplace; the impact on IIJ's profits of fluctuations in costs such as backbone costs and subcontractor costs; the impact on IIJ's profits of fluctuations in the price of available-for-sale securities; the impact of technological changes in its industry; IIJ's ability to raise additional capital to cover its indebtedness; the possibility that NTT, IIJ's largest shareholder, may decide to exercise substantial influence over IIJ; and other risks referred to from time to time in IIJ's filings on Form 20-F of its annual report and other filings with the United States Securities and Exchange Commission.

Tables to follow

# Internet Initiative Japan Inc. Quartely Consolidated Balance Sheets (Unaudited)

| (As of March 31, 2009 and June 30, 2009)   |                   |       |                           |                  |       |
|--|-------------------|-------|---------------------------|------------------|-------|
|  | As of March 31, 2 | 2009  | Aso                       | of June 30, 2009 |       |
|  | Thousands of JPY  | %     | Thousands of U.S. Dollars | Thousands of JPY | %     |
| ASSETS   |                   |       |                           |                  |       |
| CURRENT ASSETS:  |                   |       |                           |                  |       |
| Cash and cash equivalents  | 10,187,724        |       | 102,649                   | 9,897,436        |       |
| Accounts receivable, net of allowance for<br>doubtful accounts of JPY 22,072 thousand and<br>JPY 14,788 thousand at March 31, 2009<br>and June 30, 2009, respectively  | 10,256,527        |       | 88,489                    | 8,532,066        |       |
| Inventories  | 529,756           |       | 5,556                     | 535,764          |       |
| Prepaid expenses   | 1,771,955         |       | 27,081                    | 2,611,173        |       |
| Other current assets, net of allowance for<br>doubtful accounts of JPY 11,720 thousand and<br>JPY 10,120 thousand at March 31, 2009 and<br>June 30, 2009, respectively   | 1,610,807         |       | 13,695                    | 1,320,462        |       |
| Total current assets   | 24,356,769        | 46.6  | 237,470                   | 22,896,901       | 45.2  |
| INVESTMENTS IN EQUITY METHOD INVESTEES   | 947,626           | 1.8   | 10,149                    | 978,512          | 1.9   |
| OTHER INVESTMENTS  | 1,914,594         | 3.7   | 22,044                    | 2,125,487        | 4.2   |
| PROPERTY AND EQUIPMENT, net of accumulated<br>depreciation and amortization of JPY 16,444,517<br>thousand and JPY 17,260,967 thousand at March<br>31, 2009 and June 30, 2009, respectively   | 13,172,891        | 25.2  | 135,961                   | 13,109,350       | 25.9  |
| GOODWILL   | 2,639,319         | 5.0   | 27,373                    | 2,639,319        | 5.2   |
| OTHER INTANGIBLE ASSETS —Net   | 3,201,806         | 6.1   | 31,755                    | 3,061,818        | 6.0   |
| GUARANTEE DEPOSITS   | 2,072,652         | 4.0   | 21,853                    | 2,107,052        | 4.2   |
| OTHER ASSETS, net of allowance for doubtful<br>accounts of JPY 72,800 thousand and JPY 76,344<br>thousand at March 31, 2009 and June 30 2009,<br>respectively, and net of loan loss valuation<br>allowance of JPY 16,701thousand at March 31,<br>2009 and June 30 2009, respectively | 3,995,542         | 7.6   | 38,917                    | 3,752,363        | 7.4   |
| TOTAL  | 52,301,199        | 100.0 | 525,522                   | 50,670,802       | 100.0 |
|  |                   |       |                           |                  |       |

|   | As of March 31, 2   | 2009   | Aso                       | of June 30, 2009 |        |
|---|---------------------|--------|---------------------------|------------------|--------|
|   | Thousands of<br>JPY | %      | Thousands of U.S. Dollars | Thousands of JPY | %      |
| LIABILITIES AND SHAREHOLDERS' EQUITY  |                     |        |                           |                  |        |
| CURRENT LIABILITIES:  |                     |        |                           |                  |        |
| Short-term borrowings   | 7,350,000           |        | 74,155                    | 7,150,000        |        |
| Capital lease obligations —current portion  | 3,272,257           |        | 33,002                    | 3,182,099        |        |
| Accounts payable  | 6,064,829           |        | 49,513                    | 4,774,081        |        |
| Accrued expenses  | 1,069,310           |        | 12,038                    | 1,160,703        |        |
| Accrued retirement and pension costscurrent   | 11,959              |        | 124                       | 11,959           |        |
| Deferred income   | 1,255,749           |        | 13,255                    | 1,278,018        |        |
| Other current liabilities   | 763,544             |        | 8,775                     | 846,049          |        |
| Total current liabilities   | 19,787,648          | 37.8   | 190,862                   | 18,402,909       | 36.3   |
| CAPITAL LEASE OBLIGATIONS —Noncurrent   | 4,866,120           | 9.3    | 45,911                    | 4,426,767        | 8.7    |
| ACCRUED RETIREMENT AND PENSION COSTS<br>—Noncurrent   | 1,399,592           | 2.7    | 15,124                    | 1,458,274        | 2.9    |
| OTHER NONCURRENT LIABILITIES  | 1,004,920           | 1.9    | 10,539                    | 1,016,107        | 2.0    |
| Total Liabilities   | 27,058,280          | 51.7   | 262,436                   | 25,304,057       | 49.9   |
| COMMITMENTS AND CONTINGENCIES   |                     |        |                           |                  |        |
| SHAREHOLDERS' EQUITY:   |                     |        |                           |                  |        |
| INTERNET INITIATIVE JAPAN INC.<br>SHAREHOLDERS' EQUITY:   |                     |        |                           |                  |        |
| Common-stock—authorized, 377,600 shares;<br>issued and outstanding, 206,478 shares at<br>March 31, 2009 and June 30, 2009, respectively | 16,833,847          | 32.2   | 174,589                   | 16,833,847       | 33.2   |
| Additional paid-in capital  | 27,611,737          | 52.8   | 285,437                   | 27,521,819       | 54.3   |
| Accumulated deficit   | (18,549,142)        | (35.5) | (192,607)                 | (18,571,208)     | (36.7) |
| Accumulated other comprehensive loss  | (320,711)           | (0.6)  | (848)                     | (81,767)         | (0.1)  |
| Treasury stock—3,934 shares held by<br>the company at March 31, 2009 and<br>June 30, 2009, respectively                                 | (406,547)           | (0.8)  | (4,217)                   | (406,547)        | (0.8)  |
| Total Internet Initiative Japan Inc. shareholders' equity   | 25,169,184          | 48.1   | 262,354                   | 25,296,144       | 49.9   |
| NONCONTROLLING INTERESTS  | 73,735              | 0.2    | 732                       | 70,601           | 0.2    |
| Total equity  | 25,242,919          | 48.3   | 263,086                   | 25,366,745       | 50.1   |
| TOTAL   | 52,301,199          | 100.0  | 525,522                   | 50,670,802       | 100.0  |

(Note1) The U.S. dollar amounts represent translations of yen amounts at the rate of JPY 96.42 which was the noon buying rate in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York prevailing as of June 30, 2009.

(Note2) The above presentation as of March 31, 2009 has been changed to conform to the presentation as of June 30, 2009.

# <u>Internet Initiative Japan Inc.</u> Quartely Consolidated Statements of Income (Unaudited)

| (For the three month   | Three Months        | Three Months Ended<br>June 30, 2008 |                           | e Months Ended<br>une 30, 2009 |                     |  |
|--|---------------------|-------------------------------------|---------------------------|--------------------------------|---------------------|--|
|  | Thousands of<br>JPY | % of total revenues                 | Thousands of U.S. Dollars | Thousands of<br>JPY            | % of total revenues |  |
| REVENUES:  |                     |                                     |                           |                                |                     |  |
| Connectivity and outsourcing services:   |                     |                                     |                           |                                |                     |  |
| Connectivity (corporate use)   | 3,109,754           |                                     | 35,765                    | 3,448,493                      |                     |  |
| Connectivity (home use)  | 1,596,203           |                                     | 17,610                    | 1,697,894                      |                     |  |
| Outsourcing services   | 3,690,496           |                                     | 41,272                    | 3,979,443                      |                     |  |
| Total  | 8,396,453           |                                     | 94,647                    | 9,125,830                      |                     |  |
| Systems integration:   |                     |                                     |                           |                                |                     |  |
| Systems Construction   | 3,035,748           |                                     | 18,706                    | 1,803,635                      |                     |  |
| Systems Operation and Maintenance  | 4,653,076           |                                     | 49,378                    | 4,761,011                      |                     |  |
| Total  | 7,688,824           |                                     | 68,084                    | 6,564,646                      |                     |  |
| Equipment sales  | 238,021             |                                     | 1,416                     | 136,575                        |                     |  |
| ATM operation business   | 4,835               |                                     | 77                        | 7,459                          |                     |  |
| Total revenues   | 16,328,133          | 100.0                               | 164,224                   | 15,834,510                     | 100.0               |  |
| COST AND EXPENSES:   |                     |                                     |                           |                                |                     |  |
| Cost of connectivity and outsourcing services  | 7,065,072           |                                     | 79,346                    | 7,650,504                      |                     |  |
| Cost of systems integration  | 6,024,237           |                                     | 50,568                    | 4,875,725                      |                     |  |
| Cost of equipment sales  | 198,926             |                                     | 1,233                     | 118,927                        |                     |  |
| Cost of ATM operation business   | 14,681              |                                     | 1,989                     | 191,769                        |                     |  |
| Total cost   | 13,302,916          | 81.5                                | 133,136                   | 12,836,925                     | 81.1                |  |
| Sales and marketing  | 1,172,726           | 7.2                                 | 13,740                    | 1,324,880                      | 8.4                 |  |
| General and administrative   | 1,382,708           | 8.5                                 | 12,914                    | 1,245,145                      | 7.9                 |  |
| Research and development   | 58,521              | 0.3                                 | 795                       | 76,682                         | 0.4                 |  |
| Total cost and expenses  | 15,916,871          | 97.5                                | 160,585                   | 15,483,632                     | 97.8                |  |
| OPERATING INCOME   | 411,262             | 2.5                                 | 3,639                     | 350,878                        | 2.2                 |  |
| OTHER INCOME (EXPENSE):  |                     |                                     |                           |                                |                     |  |
| Interest income  | 7,956               |                                     | 59                        | 5,714                          |                     |  |
| Interest expense   | (106,203)           |                                     | (902)                     | (87,024)                       |                     |  |
| Foreign exchange gains (losses)  | (2,403)             |                                     | 100                       | 9,663                          |                     |  |
| Losses on write-down of other investments  | (7,391)             |                                     | (16)                      | (1,504)                        |                     |  |
| Other—net  | 6,350               |                                     | 230                       | 22,129                         |                     |  |
| Other expense — net  | (101,691)           | (0.6)                               | (529)                     | (51,022)                       | (0.3)               |  |
| INCOME FROM OPERATIONS BEFORE INCOME<br>TAX EXPENSE AND EQUITY IN NET INCOME IN<br>EQUITY METHOD INVESTEES | 309,571             | 1.9                                 | 3,110                     | 299,856                        | 1.9                 |  |
| INCOME TAX EXPENSE   | 213,215             | 1.3                                 | 2,530                     | 243,943                        | 1.5                 |  |
| EQUITY IN NET INCOME OF EQUITY METHOD<br>INVESTEES   | 17,694              | 0.1                                 | 327                       | 31,513                         | 0.2                 |  |
| NET INCOME   | 114,050             | 0.7                                 | 907                       | 87,426                         | 0.6                 |  |
| LESS: NET LOSS ATTRIBUTABLE TO<br>NONCONTROLLING INTERESTS   | 55,027              | 0.3                                 | 965                       | 93,052                         | 0.5                 |  |
| NET INCOME ATTRIBUTABLE TO INTERNET<br>INITIATIVE JAPAN INC.   | 169,077             | 1.0                                 | 1,872                     | 180,478                        | 1.1                 |  |

|  | Three Months Ended<br>June 30, 2008 |      | ee Months Ended<br>June 30, 2009 |
|--|-------------------------------------|------|----------------------------------|
| NET INCOME PER SHARE (ADS)   |                                     |      |                                  |
| BASIC WEIGHTED-AVERAGE NUMBER OF<br>SHARES (shares)  | 206,478                             |      | 202,544                          |
| DILUTED WEIGHTED-AVERAGE NUMBER<br>OF SHARES (shares)  | 206,598                             |      | 202,544                          |
| BASIC WEIGHTED-AVERAGE NUMBER OF<br>ADS EQUIVALENTS (ADSs)   | 82,591,200                          |      | 81,017,600                       |
| DILUTED WEIGHTED-AVERAGE NUMBER<br>OF ADS EQUIVALENTS (ADSs)   | 82,639,332                          |      | 81,017,600                       |
| BASIC NET INCOME ATTRIBUTABLE<br>TO INTERNET INITIATIVE JAPAN INC.<br>PER SHARE (JPY / U.S. Dollars / JPY)   | 818.86                              | 9.24 | 891.06                           |
| DILUTED NET INCOME ATTRIBUTABLE<br>TO INTERNET INITIATIVE JAPAN INC.<br>PER SHARE (JPY / U.S. Dollars / JPY) | 818.39                              | 9.24 | 891.06                           |
| BASIC NET INCOME ATTRIBUTABLE<br>TO INTERNET INITIATIVE JAPAN INC.<br>PER ADS (JPY / U.S. Dollars / JPY)     | 2.05                                | 0.02 | 2.23                             |
| DILUTED NET INCOME ATTRIBUTABLE<br>TO INTERNET INITIATIVE JAPAN INC.<br>PER ADS (JPY / U.S. Dollars / JPY)   | 2.05                                | 0.02 | 2.23                             |

(Note1) The U.S. dollar amounts represent translations of yen amounts at the rate of JPY 96.42 which was the noon buying rate in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York prevailing as of June 30, 2009.

(Note2) The above presentation for the three months ended June 30, 2008 has been changed to conform to the presentation for the three months ended June 30, 2009.

# Internet Initiative Japan Inc. Quartely Consolidated Statements of Cash Flows (Unaudited)

| (For the three months en   | Three Months Ended  |                           | nths Ended       |
|--|---------------------|---------------------------|------------------|
|  | June 30, 2008       |                           | 0, 2009          |
|  | Thousands of<br>JPY | Thousands of U.S. Dollars | Thousands of JPY |
| OPERATING ACTIVITIES:  |                     |                           |                  |
| Net Income   | 114,050             | 906                       | 87,426           |
| Adjustments to reconcile net income to net cash<br>provided by operating activities:                   |                     |                           |                  |
| Depreciation and amortization  | 1,244,913           | 14,103                    | 1,359,820        |
| Provision for retirement and pension costs, less payments  | 72,256              | 609                       | 58,682           |
| Provision for (reversal of) allowance for doubtful accounts and advances                               | 692                 | (52)                      | (5,049)          |
| Loss on disposal of property and equipment   | 29,688              | 93                        | 8,965            |
| Losses on write-down of other investments  | 7,391               | 16                        | 1,504            |
| Foreign exchange losses  | 6,921               | 123                       | 11,918           |
| Equity in net (income) loss of equity method investees (net of dividend)                               | 12,686              | (327)                     | (31,513)         |
| Deferred income tax expense  | 126,712             | 1,929                     | 185,982          |
| Changes in operating assets and liabilities net of effects from acquisition of business and a company: |                     |                           |                  |
| Decrease in accounts receivable  | 3,328,373           | 17,990                    | 1,734,601        |
| Increase in inventories, prepaid expenses<br>and other current and noncurrent assets                   | (832,472)           | (5,195)                   | (500,933)        |
| Decrease in accounts payable   | (1,811,304)         | (9,713)                   | (936,518)        |
| Decrease in income taxes payable   | (331,972)           | (1,612)                   | (155,467)        |
| Increase in accrued expenses, other<br>current and noncurrent liabilities                              | 49,900              | 3,572                     | 344,462          |
| Net cash provided by operating activities  | 2,017,834           | 22,442                    | 2,163,880        |
| INVESTING ACTIVITIES:  |                     |                           |                  |
| Purchase of property and equipment   | (768,077)           | (11,349)                  | (1,094,298)      |
| Purchase of available-for-sale securities  | -                   | (70)                      | (6,750)          |
| Proceeds from sales and redemption of short-term and other investments                                 | 5,281               | 140                       | 13,500           |
| Payments of guarantee deposits   | (64,863)            | (355)                     | (34,229)         |
| Refund of guarantee deposits   | 15,917              | 24                        | 2,337            |
| Payments for refundable insurance policies   | (12,938)            | (141)                     | (13,615)         |
| Refund from insurance policies   | -                   | 286                       | 27,613           |
| Other  | (52)                | -                         |                  |
| Net cash used in investing activities  | (824,732)           | (11,465)                  | (1,105,442)      |

|   | Three Months Ended<br>June 30, 2008 |                           | nths Ended<br>30, 2009 |
|---|-------------------------------------|---------------------------|------------------------|
|   | Thousands of<br>JPY                 | Thousands of U.S. Dollars | Thousands of<br>JPY    |
| FINANCING ACTIVITIES:   |                                     |                           |                        |
| Proceeds from issuance of short-term borrowings<br>with initial maturities over three months              | 5,100,000                           | 52,894                    | 5,100,000              |
| Repayments of short-term borrowings with initial<br>maturities over three months and long-term borrowings | (5,350,000)                         | (52,894)                  | (5,100,000)            |
| Principal payments under capital leases   | (838,935)                           | (9,641)                   | (929,625)              |
| Net increase (decrease) in short-term borrowings with initial maturities less than three months           | (1,400,000)                         | (2,074)                   | (200,000)              |
| Dividends paid  | (206,478)                           | (2,101)                   | (202,544)              |
| Net cash used in financing activities   | (2,695,413)                         | (13,816)                  | (1,332,169)            |
| EFFECT OF EXCHANGE RATE CHANGES ON<br>CASH AND CASH EQUIVALENTS   | (25,464)                            | (172)                     | (16,557)               |
| NET DECREASE IN CASH AND CASH EQUIVALENTS   | (1,527,775)                         | (3,011)                   | (290,288)              |
| CASH AND CASH EQUIVALENTS, BEGINNING OF<br>THE PERIOD   | 11,470,980                          | 105,660                   | 10,187,724             |
| CASH AND CASH EQUIVALENTS, END OF<br>THE PERIOD   | 9,943,205                           | 102,649                   | 9,897,436              |
| ADDITIONAL CASH FLOW INFORMATION:   |                                     |                           |                        |
| Interest paid   | 104,913                             | 988                       | 95,241                 |
| Income tax paid   | 511,927                             | 2,153                     | 207,572                |
| NONCASH INVESTING AND FINANCING ACTIVITIES:   |                                     |                           |                        |
| Acquisition of assets by entering into capital leases   | 1,063,149                           | 4,098                     | 395,145                |
| Facilities purchase liabilities   | 147,907                             | 3,686                     | 355,442                |

(Note 1) The U.S. dollar amounts represent translations of yen amounts at the rate of JPY 96.42 which was the noon buying rate in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York prevailing as of June 30, 2009.

(Note2) The above presentation for the three months ended June 30, 2008 has been changed to conform to the presentation for the three months ended June 30, 2009.

#### **Going Concern Assumption (Unaudited)**

For the three months ended June 30, 2008

Nothing to be reported.

For the three months ended June 30, 2009

Nothing to be reported.

#### Segment Information (Unaudited)

**Business Segments:** 

**Revenues:** 

|  | Three Months Ended June 30, 2008 | Three Months Ended June 30, 2009 |  |
|--|----------------------------------|----------------------------------|--|
|  | Thousands of JPY                 | Thousands of JPY                 |  |
| Network service and systems integration business | 16,341,901                       | 15,921,322                       |  |
| Customers  | 16,323,298                       | 15,827,051                       |  |
| Intersegment                                     | 18,603                           | 94,271                           |  |
| ATM operation business                           | 4,835                            | 7,459                            |  |
| Customers  | 4,835                            | 7,459                            |  |
| Intersegment                                     | -                                | -                                |  |
| Elimination                                      | 18,603                           | 94,271                           |  |
| Consolidated total                               | 16,328,133                       | 15,834,510                       |  |

#### Segment profit or loss:

|  | Three Months Ended June 30, 2008 | Three Months Ended June 30, 2009 |
|--|----------------------------------|----------------------------------|
|  | Thousands of JPY                 | Thousands of JPY                 |
| Network service and systems integration business | 484,028                          | 588,834                          |
| ATM operation business                           | (69,350)                         | (232,912)                        |
| Elimination                                      | 3,416                            | 5,044                            |
| Consolidated operating income                    | 411,262                          | 350,878                          |

Substantially all revenues are from customers operating in Japan. Geographic information is not presented due to immateriality of revenue attributable to international operations.

#### Material Changes In Shareholders' Equity (Unaudited)

For the three months ended June 30, 2008

Nothing to be reported.

For the three months ended June 30, 2009

Nothing to be reported.

Note: The following information is provided to disclose Internet Initiative Japan Inc. ("IIJ") financial results (unaudited) for the three month ended June 30, 2009 in the form defined by the Tokyo Stock Exchange.

#### Consolidated Financial Results for the Three Months Ended June 30, 2009 [Under accounting principles generally accepted in the United States ("U.S. GAAP")]

August 11, 2009

Company name: Internet Initiative Japan Inc.Exchange listed: Tokyo Stock Exchange First SectionStock code number: 3774URL: http://www.iij.ad.jp/Representative: Koichi Suzuki, President and Representative DirectorTEL: (03) 5259-6500

Filing of quarterly report (Shihanki-hokokusho) to the regulatory organization in Japan: August 12, 2009 (Scheduled)

(Amounts of less than JPY one million are rounded)

# 1. Consolidated Financial Results for the Three months Ended June 30, 2009 (April 1, 2009 to June 30, 2009)

| (1) Consolidated Results of Operations |              |       |              |        |                              | (% s   | hown is YoY cha           | ange)  |
|--|--------------|-------|--------------|--------|------------------------------|--------|---------------------------|--------|
|  | Total Reve   | nues  | Operating In | icome  | Income before<br>Tax Expense |        | Net Incor<br>attributable |        |
|  | JPY millions | %     | JPY millions | %      | JPY millions                 | %      | JPY millions              | %      |
| Three months ended June 30, 2009       | 15,835       | (3.0) | 351          | (14.7) | 300                          | (3.1)  | 180                       | 6.7    |
| Three months ended June 30, 2008       | 16,328       | 19.2  | 411          | (40.5) | 310                          | (59.1) | 169                       | (70.4) |

|                                  | Basic Net Income<br>attributable to IIJ per | Diluted Net Income<br>attributable to IIJ per |  |  |
|----------------------------------|---|---|--|--|
|                                  | Share                                       | Share   |  |  |
|                                  | JPY   | JPY   |  |  |
| Three months ended June 30, 2009 | 891.06                                      | 891.06  |  |  |
| Three months ended June 30, 2008 | 818.86                                      | 818.39  |  |  |

(Note) Effective April 1, 2009, we adopted SFAS No. 160 "Noncontrolling Interests in Consolidated Financial Statements – an amendment of ARB No. 51". SFAS No. 160 establishes accounting and reporting standards for the noncontrolling interest (previously referred to as minority interests) in a subsidiary and for the deconsolidation of a subsidiary. According to this, in this document, Income before income tax expense (benefit) represents income from operations before income tax expense and equity in net income in equity method investees in IIJ's consolidated financial statements. Additionally, Net income attributable to IIJ is equivalent to net income in the former presentation materials up to FY2008.

#### (2) Consolidated Financial Position

|                                     | Total Assets | IIJ Shareholders'<br>Equity | IIJ Shareholders'<br>Equity as a<br>percentage of<br>Total Assets | IIJ Shareholders'<br>Equity per share |
|-------------------------------------|--------------|-----------------------------|---|---------------------------------------|
|                                     | JPY millions | JPY millions                | %   | JPY                                   |
| Three months ended June 30, 2009    | 50,671       | 25,296                      | 49.9  | 124,892.09                            |
| Fiscal year ended<br>March 31, 2009 | 52,301       | 25,169                      | 48.1  | 124,265.27                            |

(Note) With the adoption of SFAS No. 160, Shareholders' equity, shareholders' equity as a percentage of total assets and shareholders' equity per share were renamed to IIJ Shareholders' equity, IIJ shareholders' equity as a percentage of total assets and IIJ shareholders' equity per share, respectively, from the three months ended June 30, 2009.

#### 2. Dividends

|  | Dividend per Shares |                     |                     |                 |                 |  |  |
|--|---------------------|---------------------|---------------------|-----------------|-----------------|--|--|
|  | 1st quarter-<br>end | 2nd quarter-<br>end | 3rd quarter-<br>end | Year-end        | Total           |  |  |
| Fiscal year ended March<br>31, 2009        | Yen<br>-            | Yen<br>1,000.00     | Yen<br>-            | Yen<br>1,000.00 | Yen<br>2,000.00 |  |  |
| Fiscal year ended March 31, 2010           | -                   |                     |                     |                 |                 |  |  |
| Fiscal year ending March 31, 2010 (Target) | -                   | 1,000.00            | -                   | 1,000.00        | 2,000.00        |  |  |

(Note) Changes to Dividend Target during the three months ended June 30, 2009: None

# 3. Target of Consolidated Financial Results for the Fiscal Year Ending March 31, 2010<br/>(April 1, 2009 through March 31, 2010)(% shown is YoY change)

|   | Total Revenues |     | Operating Inc | come   | Income before Income<br>Tax Expense (Benefit) |        |
|---|----------------|-----|---------------|--------|---|--------|
|   | JPY millions   | %   | JPY millions  | %      | JPY millions                                  | %      |
| Interim period ending<br>September 30, 2009 | 33,500         | 0.7 | 800           | (20.4) | 550   | (28.2) |
| Fiscal year ending March 31, 2010           | 73,000         | 4.7 | 3,300         | 13.1   | 2,700   | 32.7   |

Net income attributable to IIJ:

Interim period ending September 30, 2009: JPY300 million

Fiscal year ending March 31, 2010: JPY1,700 million

Basic net income per share attributable to IIJ shareholders:

Interim period ending September 30, 2009: JPY1,481.16

Fiscal year ending March 31, 2010: JPY8,393.24

(Note1) Changes to target for year-end consolidated financial results for the fiscal year ending March 31, 2010: None

#### 4. Others

- Change of Condition in Consolidated Subsidiaries during the Three Months Ended June 30, 2009 (Change of Condition in Specific Consolidated Subsidiaries with a Change of Scope of Consolidation): None
- (2) Application of Simplified Accounting Method or Specific Accounting Principles for quarterly consolidated financial statements : None
- (3) Changes in Significant Accounting and Reporting Policies for Consolidated Financial Statements
  - 1) Changes duet to the revision of accounting standards: Yes

2) Others: None

- (4) Number of Shares Outstanding (Shares of Common Stock)
  - 1) The number of shares outstanding (inclusive of treasy stock):

| As of June 30, 2009:  | 206,478 shares |
|-----------------------|----------------|
| As of March 31, 2009: | 206,478 shares |

2) The number of treasury stock:

| As of June 30, 2009:  | 3,934 shares |
|-----------------------|--------------|
| As of March 31, 2009: | 3,934 shares |

3) The weighted average number of shares outstanding:

| For the three months ended June 30, 2009: | 202,544shares  |
|---|----------------|
| For the three months ended June 30, 2008: | 205,165 shares |