

IRSA INVESTMENTS & REPRESENTATIONS INC

Form 20-F

December 29, 2004

Table of Contents

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**United States**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 20-F**

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: June 30, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 1-13542

**IRSA INVERSIONES Y REPRESENTACIONES**  
**SOCIEDAD ANÓNIMA**

(Exact name of Registrant as specified in its charter)

**IRSA INVESTMENTS AND REPRESENTATIONS INC.**

(Translation of Registrant's name into English)

**Republic of Argentina**

(Jurisdiction of incorporation or organization)

**Bolívar 108**

**(C1066AAB) Buenos Aires**

**Argentina**

(Address of principal executive offices)

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**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
<b>Global Depositary Shares, each representing ten shares of Common Stock Common Stock, par value one Peso per share</b>	<b>New York Stock Exchange  New York Stock Exchange*</b>

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\* Not for trading, but only in connection with the registration of Global Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission.

**Securities registered or to be registered pursuant to Section 12(g) of the Act: None**

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None**

The number of outstanding shares of the issuer's common stock as of June 30, 2004 was 248,802,993

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject

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to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark which financial statement item the Registrant has elected to follow.

Item 17  Item 18

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**Table of Contents**

**Table of Contents**

**IRSA INVERSIONES Y REPRESENTACIONES SOCIEDAD ANÓNIMA**

	<b><u>Page No.</u></b>
<u>Disclosure Regarding Forward-Looking Information</u>	4
<u>Certain Measurements and Terms</u>	4
<u>Presentation of Financial and Certain Other Information</u>	5
<u>Market Data</u>	7
<b>Part I</b>	
Item 1 <u>Identity of Directors, Senior Management and Advisers</u>	8
Item 2 <u>Offer Statistics and Expected Timetable</u>	8
Item 3 <u>Key Information</u>	8
<u>(a) Selected Financial Data</u>	8
<u>(b) Capitalization and Indebtedness</u>	14
<u>(c) Reasons for the Offer and Use of Proceeds</u>	14
<u>(d) Risk Factors</u>	14
Item 4 <u>Information on the Company</u>	37
<u>(a) History and Development of the Company</u>	37
<u>(b) Business Overview</u>	39
<u>(c) Organizational Structure</u>	67
<u>(d) Property, Plant and Equipment</u>	70
Item 5 <u>Operating and Financial Review and Prospects</u>	72
<u>(a) Operating Results</u>	72
<u>(b) Liquidity and Capital Resources</u>	121
<u>(c) Research and Development, Patents and Licenses, etc</u>	128
<u>(d) Trend Information</u>	128
<u>(e) Off-Balance Sheet Arrangements</u>	132
<u>(f) Tabular Disclosure of Contractual Obligations</u>	132
<u>(g) Safe Harbor</u>	132
Item 6 <u>Directors, Senior Management and Employees</u>	133
<u>(a) Directors and Senior Management</u>	133
<u>(b) Compensation</u>	137
<u>(c) Board Practices</u>	138
<u>(d) Employees</u>	139

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	<u>(e) Share Ownership</u>	139
Item 7	<u>Major Shareholders and Related Party Transactions</u>	140
	<u>(a) Major Shareholders</u>	140
	<u>(b) Related Party Transactions</u>	142

**Table of Contents**

	<u>(c) Interests of Experts and Counsel</u>	145
Item 8	<u>Financial Information</u>	145
	<u>(a) Consolidated Statements and Other Financial Information</u>	145
	<u>(b) Significant Changes</u>	149
Item 9	<u>The Offer and Listing</u>	150
	<u>(a) Offer and Listing Details</u>	150
	<u>(b) Plan of Distribution</u>	153
	<u>(c) Markets</u>	153
	<u>(d) Selling Shareholders</u>	156
	<u>(e) Dilution</u>	156
	<u>(f) Expenses of the Issue</u>	156
Item 10	<u>Additional Information</u>	156
	<u>(a) Share Capital</u>	156
	<u>(b) Memorandum and Articles of Association</u>	156
	<u>(c) Material Contracts</u>	161
	<u>(d) Exchange Controls</u>	161
	<u>(e) Taxation</u>	164
	<u>(f) Dividends and Paying Agents</u>	170
	<u>(g) Statement by Experts</u>	170
	<u>(h) Documents on Display</u>	170
	<u>(i) Subsidiary Information</u>	170
	<u>(j) Compliance with NYSE listing standards on corporate governance</u>	170
Item 11	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	172
Item 12	<u>Description of Securities Other than Equity Securities</u>	174
<b>Part II</b>		
Item 13	<u>Defaults, Dividend Arrearages and Delinquencies</u>	175
Item 14	<u>Material Modifications to the Rights of Security Holders and Use of Proceeds</u>	176
Item 15	<u>Controls and Procedures</u>	177
Item 16	<u>(a) Audit Committee Financial Expert</u>	177
	<u>(b) Code of Ethics</u>	178
	<u>(c) Principal Accountant Fees and Services</u>	178
	<u>(d) Exemptions from the Listing Standards for Audit Committees</u>	178
	<u>(e) Purchase of Equity Securities by the Issuer and Affiliated Purchasers</u>	178
<b>Part III</b>		
Item 17	<u>Financial Statements</u>	179
Item 18	<u>Financial Statements</u>	179
Item 19	<u>Exhibits</u>	179



**Table of Contents**

**DISCLOSURE REGARDING FORWARD-LOOKING INFORMATION**

This annual report contains or incorporates by reference statements that constitute forward-looking statements, regarding the intent, belief or current expectations of our directors and officers with respect to our future operating performance. Such statements include any forecasts, projections and descriptions of anticipated cost savings or other synergies. Words such as anticipate, expect, intend, plan, believe, seek, variations of such words, and similar expressions are intended to identify such forward-looking statements. You should be aware that any such forward-looking statements are not guarantees of future performance and may involve risks and uncertainties, and that actual results may differ from those set forth in the forward-looking statements as a result of various factors (including, without limitations, the actions of competitors, future global economic conditions, market conditions, foreign exchange rates, and operating and financial risks related to managing growth and integrating acquired businesses), many of which are beyond our control. The occurrence of any such factors not currently expected by us would significantly alter the results set forth in these statements.

Factors that could cause actual results to differ materially and adversely include, but are not limited to:

changes in general economic, business or political or other conditions in Argentina or changes in general economic or business conditions in Latin America;

changes in capital markets in general that may affect policies or attitudes toward lending to Argentina or Argentine companies;

changes in exchange rates or regulations applicable to currency exchanges or transfers;

unexpected developments in certain existing litigation;

increased costs;

unanticipated increases in financing and other costs or the inability to obtain additional debt or equity financing on attractive terms; and

the factors discussed under Risk Factors beginning on page 14.

You should not place undue reliance on such statements, which speak only as of the date that they were made. Our independent public accountants have not examined or compiled the forward-looking statements and, accordingly, do not provide any assurance with respect to such statements. These cautionary statements should be considered in connection with any written or oral forward-looking statements that we might issue in the future. We do not undertake any obligation to release publicly any revisions to such forward-looking statements after filing of this Form to reflect later events or circumstances or to reflect the occurrence of unanticipated events.

**CERTAIN MEASUREMENTS AND TERMS**



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As used throughout this annual report, the terms IRSA, the Company, we, us, and our refer to IRSA Inversiones y Representaciones Sociedad Anónima, together with our consolidated subsidiaries, except where we make clear that such terms refer only to the parent company.

In Argentina the standard measure of area in the real estate market is the square meter (m<sup>2</sup>), while in the United States and certain other jurisdictions, the standard measure of area is the square foot (sq. ft.). All units of area shown in this annual report (*e.g.*, gross leasable area of buildings and size of undeveloped land) are expressed in terms of square meters. One square meter is equal to approximately 10.764 square feet. One hectare is equal to approximately 10,000 square meters and approximately 2.47 acres.

## **Table of Contents**

As used herein:

GLA or gross leasable area , in the case of offices and other rental properties, refers to the total leasable area of the units in each property in which we own an interest, irrespective of our ownership interest in such units and excluding common and parking areas;

GLA or gross leasable area , in the case of shopping centers, refers to the total leasable area of the property, irrespective of our ownership interest in such property (excluding common areas and parking);

net leasable area , refers to the gross leasable area of the units in each property in which we own an interest, adjusted to give effect to our ownership interest in such units;

GSA or gross salable area , in the case of development properties refers to the total area of the units or undeveloped land in each property in which we own an interest, held for sale upon completion of development and prior to the sale of any units, irrespective of our ownership interest in such property (including parking areas and storage facilities but excluding common areas);

GSA or gross salable area , in the case of undeveloped parcels of land, refers to the total area of undeveloped property, irrespective of our ownership interest in such property (including parking areas and storage facilities but excluding common areas);

net salable area , in the case of development properties, refers to the total area of the units or undeveloped land in each property in which we own an interest held for sale upon completion of development and prior to the sale of any units; and

net salable area , in the case of undeveloped parcels of land, refers to total area of undeveloped property, adjusted to give effect to our ownership interest and includes parking areas and storage facilities but excludes common areas.

## **PRESENTATION OF FINANCIAL AND CERTAIN OTHER INFORMATION**

In this annual report, references to US\$ and U.S. Dollars are to United States Dollars, and references to Ps. , Peso or Pesos are to Argentine Pesos.

This annual report contains our audited consolidated financial statements as of June 30, 2004 and 2003 and for the years ended June 30, 2004, 2003 and 2002 ( Consolidated Financial Statements ). Our Consolidated Financial Statements have been audited by Price Waterhouse & Co. S.R.L., member firm of PricewaterhouseCoopers, independent auditors, whose report is included herein. The independent auditors' report on our Consolidated Financial Statements includes an explanatory paragraph describing uncertainties which might affect the value of our equity investment in Banco Hipotecario S.A. ( BHSA ). As of June 30, 2004, our equity investment in BHSA accounts for approximately 7% of our total consolidated assets. See Risk Factors Our investment in BHSA subjects us to risks affecting the banking sector .

Except as discussed in the following paragraph, we prepare our Consolidated Financial Statements in thousand of Pesos and in accordance with Argentine GAAP and the regulations of the *Comisión Nacional de Valores* ( CNV ), which differ in certain significant respects from U.S. GAAP. Such differences involve methods of measuring the amounts shown in the financial statements, as well as additional disclosures required by U.S. GAAP and regulations of the SEC. See Note 20 to our Consolidated Financial Statements contained elsewhere in this annual report for a description of the principal differences between Argentine GAAP and U.S. GAAP, as they relate to us, and reconciliation to U.S. GAAP of net

income (loss) and shareholders' equity.

As discussed in Note 3.n to our Consolidated Financial Statements, contained elsewhere in this annual report, in order to comply with regulations of the CNV, we recognized deferred income tax assets and liabilities on a non-discounted basis. This accounting practice represents a departure from generally

## Table of Contents

accepted accounting principles in Argentina. However, such departure has not had a material effect on our Consolidated Financial Statements.

Additionally, as discussed in Notes 2.c. to our Consolidated Financial Statements, contained elsewhere in this annual report, after considering inflation levels for the second half of 2002 and the first months of 2003, on March 25, 2003, the Argentine government repealed the provisions of the previous decree related to the inflation adjustment and instructed the CNV to issue the necessary regulations to preclude companies under its supervision from presenting price-level restated financial statements. Therefore, on April 8, 2003, the CNV issued a resolution providing for the discontinuance of inflation accounting as of March 1, 2003. The company complied with the CNV resolution and accordingly recorded the effects of inflation until February 28, 2003. Comparative figures were restated until that date, using a conversion factor of 1.1237.

Since Argentine GAAP required companies to discontinue inflation accounting as from October 1, 2003, the application of the CNV resolution represents a departure from generally accepted accounting principles in Argentina. However, due to the low level of inflation rates during the period from March to September 2003, such a departure has not had a material effect on our Consolidated Financial Statements.

As a result of this matter, our Consolidated Financial Statements were prepared on the basis of general price-level accounting which reflects changes in the purchasing power of the Peso until February 28, 2003 in our historical financial statements using changes in the Argentine wholesale price index, as published by the *Instituto Nacional de Estadística y Censos*, as follows:

we adjusted non-monetary items and consolidated statements of income amounts to reflect the then current general purchasing power;

we did not adjust monetary items as such items were, by their nature, stated in terms of current general purchasing power in our Consolidated Financial Statements;

we recognized monetary gains or losses in our consolidated statements of income, reflecting the effect of holding monetary items, and

we included the gain or loss on exposure to inflation (monetary gain or loss) in our consolidated statements of income within financing results.

Also contained in this annual report are the consolidated financial statements of BHSA as of June 30, 2004 and 2003 and for the years ended June 30, 2004, 2003 and 2002, which also have been audited by Price Waterhouse & Co. S.R.L., member firm of PricewaterhouseCoopers, independent auditors, whose report is included herein. As a result of the purchase of additional shares and the exercise of warrants of BHSA, effective June 30, 2004 we changed the method of accounting for our investment in BHSA from market value to the equity method of accounting. We recognized the cumulative effect of the change in earnings during the year ended June 30, 2004. The independent auditors' report on the consolidated financial statements of BHSA includes an explanatory paragraph describing that the quality of BHSA's financial condition and results of operations depend to a significant extent on macroeconomic and political conditions prevailing from time to time in Argentina. The political and economic crisis of late 2001 and early 2002 and the Argentine Government's actions to address such crisis have had a significant adverse effect on BHSA's business activity. Currently, BHSA is significantly dependent on the Argentine Government's ability to perform on its obligations to BHSA and to the entire financial system in Argentina, in connection with Federal secured loans, federal government securities and on its obligation to approve and deliver government securities under various laws and regulations.

As a result of the increase in the ownership interest and the consolidation of our subsidiary Alto Palermo S.A. (APSA), during 2003 we discontinued the application of the proportional consolidation method that was used for reporting results of our jointly controlled subsidiaries in prior years. Therefore, when issuing our 2003 financial statements, we restated our prior year financial statements and related data to reflect such

investments under the equity method of accounting.

## **Table of Contents**

Also contained in this annual report are the consolidated financial statements of APSA as of June 30, 2004 and 2003 and for the years ended June 30, 2004, 2003 and 2002, which have been audited by Price Waterhouse & Co. S.R.L., member firm of PricewaterhouseCoopers, independent auditors, whose report is included herein. Our investment in APSA has been consolidated since fiscal year 2003. In prior years, APSA was an unconsolidated equity investee of the Company. As of June 30, 2004, 2003 and 2002 we owned 53.81%, 54.79% and 49.69% of APSA, respectively.

Except as discussed in the following paragraph, APSA prepares its financial statements in accordance with Argentine GAAP under regulations of the CNV, which differ in certain significant respects from U.S. GAAP. Such differences involve methods of measuring the amounts shown in the consolidated financial statements, as well as additional disclosures required by U.S. GAAP and regulations of the SEC. See Note 16 to APSA's Consolidated Financial Statements contained elsewhere in this annual report for a description of the principal differences between Argentine GAAP and U.S. GAAP, as they relate to APSA, and a reconciliation to U.S. GAAP of net income (loss) and shareholders' equity.

As discussed in Notes 2.a. to APSA's Consolidated Financial Statements, contained elsewhere in this annual report, in order to comply with regulations of the CNV, APSA discontinued inflation accounting as of March 1, 2003 as well as recognized deferred tax assets and liabilities on a non-discounted basis. These accounting practices represent a departure from generally accepted accounting principles in Argentina. However, such departure has not had a material effect on its consolidated financial statements.

During the year ended June 30, 2004 we adopted Technical Resolution No. 21 and, as a result, we began consolidating Llao Llao Resort S.A.. As required by the transition provisions of this standard, we restated our prior year's consolidated financial statements and related data to reflect such investment on a consolidated basis.

Certain amounts which appear in this annual report (including percentage amounts) may not sum due to rounding. You should not construe the translations as a representation that the amounts shown could have been, or could be, converted into U.S. Dollars at that or any other rate.

References to fiscal years 2000, 2001, 2002, 2003 and 2004 are to the fiscal years ended June 30 of each such year.

## **MARKET DATA**

Market data used throughout this annual report were derived from reports prepared by unaffiliated third-party sources. Such reports generally state that the information contained therein has been obtained from sources believed by such sources to be reliable. Certain market data which appear herein (including percentage amounts) may not sum due to rounding.

**Table of Contents**

**PART I**

**ITEM 1. Identity of Directors, Senior Management and Advisers**

This item is not applicable.

**ITEM 2. Offer Statistics and Expected Timetable**

This item is not applicable.

**ITEM 3. Key Information**

**A. Selected Financial Data**

The following selected consolidated financial data has been derived from our Consolidated Financial Statements as of the dates and for each of the periods indicated below. This information should be read in conjunction with and is qualified in its entirety by reference to our Consolidated Financial Statements and the discussion in Operating and Financial Review and Prospects included elsewhere in this annual report. The selected consolidated statement of income data for the years ended June 30, 2004, 2003 and 2002 and the selected consolidated balance sheet data as of June 30, 2004 and 2003 have been derived from our Consolidated Financial Statements included in this annual report which have been audited by Price Waterhouse & Co. S.R.L., member firm of PricewaterhouseCoopers, independent auditors. The independent auditors' report on our Consolidated Financial Statements includes an explanatory paragraph describing uncertainties which might affect the value of our equity investment in BHSA. As of June 30, 2004, our equity investment in BHSA accounted for approximately 7% of our total consolidated assets. See Risk Factors Our investment in BHSA subjects us to risks affecting the banking sector .

The consolidated statements of income for the years ended June 30, 2001 and 2000 and the selected consolidated balance sheet data as of June 30, 2002, 2001 and 2000 have been derived from our audited consolidated financial statements that are not included herein.

As discussed in Notes 2.d. to our Consolidated Financial Statements, contained elsewhere in this annual report, on January 14, 2003, the *Consejo Profesional de Ciencias Económicas de la Ciudad Autónoma de Buenos Aires* ( CPCECABA ) and the CNV approved, with certain amendments, Technical Resolutions No. 16, 17, 18, 19 and 20 issued by the *Federación Argentina de Consejos Profesional en Ciencias Económicas* ( FACPCE ), which establish new accounting and disclosure principles under Argentine GAAP. We adopted such standards on July 1, 2002, except for Technical Resolution No. 20, which we adopted on July 1, 2003. As required by Argentine GAAP, when issuing the 2003 Consolidated Financial Statements, we restated our prior year financial statements to give retroactive effect to the newly adopted accounting standards.

In addition, during 2003 the CPCECABA approved and the Comisión Nacional de Valores adopted with certain amendments Technical Resolution No. 21, which became effective to us for the fiscal year ended June 30, 2004. As a result of the adoption of RT No. 21, we started to

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consolidate Llao Llao during fiscal year 2004. As required by the transition provisions of this standard, we restated our prior year's consolidated financial statements and related data to reflect such investment on a consolidated basis.

Our financial statements are presented in thousands of Pesos. Except as discussed in the following paragraph, our financial statements are prepared in accordance with Argentine GAAP and the regulations of the CNV, which differs in certain significant respects from U.S. GAAP. Note 20 to our Consolidated Financial Statements provides a description of the principal differences between Argentine GAAP and U.S. GAAP affecting our consolidated figures and a reconciliation to U.S. GAAP of net income (loss) reported under Argentine GAAP for the years ended June 30, 2004, 2003 and 2002, and of shareholders' equity reported under Argentine GAAP as of June 30, 2004 and 2003. The differences involve methods of



## Table of Contents

measuring the amounts shown in the financial statements as well as additional disclosures required by U.S. GAAP and regulations of the SEC.

As discussed in Note 3.n. to our financial statements, contained elsewhere in this annual report, in order to comply with regulations of the CNV, we recognized deferred income tax assets and liabilities on a non-discounted basis. This accounting practice represents a departure from generally accepted accounting principles in Argentina. However, such departure has not had a material effect on our Consolidated Financial Statements.

Additionally, as discussed in Note 2.c. to our Consolidated Financial Statements, contained elsewhere in this annual report, after considering inflation levels for the second half of 2002 and the first months of 2003, on March 25, 2003, the Argentine government repealed the provisions of the previous decree related to the inflation adjustment and instructed the CNV to issue the necessary regulations to preclude companies under its supervision from presenting price-level restated financial statements. Therefore, on April 8, 2003, the CNV issued a resolution providing for the discontinuance of inflation accounting as of March 1, 2003. The company complied with the CNV resolution and accordingly recorded the effects of inflation until February 28, 2003. Comparative figures were restated until that date, using a conversion factor of 1.1237.

Since Argentine GAAP required companies to discontinue inflation accounting as from October 1, 2003, the application of the CNV resolution represents a departure from generally accepted accounting principles in Argentina. However, due to the low level of inflation rates during the period from March to September 2003, such a departure has not had a material effect on our Consolidated Financial Statements.

As a result of this, our Consolidated Financial Statements were prepared on the basis of general price-level accounting which reflected changes in the purchasing power of the Peso until February 28, 2003 in our historical financial statements using changes in the Argentine wholesale price index, as published by the *Instituto Nacional de Estadística y Censos*, as follows:

we adjusted non-monetary items and consolidated statements of income amounts to reflect the then-current general purchasing power;

we did not adjust monetary items, as such items were by their nature stated in terms of current general purchasing power in our Consolidated Financial Statements;

we recognized monetary gains or losses in our consolidated statements of income, reflecting the effect of holding monetary items; and

we included the gain or loss on exposure to inflation (monetary gain or loss) in our consolidated statements of income within financing results.

Also contained elsewhere in this annual report are the consolidated financial statements of BHSA as of June 30, 2004 and 2003 and for the years ended June 30, 2004, 2003 and 2002, which also have been audited by Price Waterhouse & Co. S.R.L., member firm of PricewaterhouseCoopers, independent auditors, whose report is included herein. As a result of the purchase of additional shares and the exercise of warrants of BHSA, effective June 30, 2004 we changed the method of accounting for our investment in BHSA from market value to the equity method of accounting. We recognized the cumulative effect of the change in earnings during the year ended June 30, 2004. The independent auditors' report on the consolidated financial statements of BHSA includes an explanatory paragraph describing that the quality of BHSA's financial condition and results of operations depend to a significant extent on macroeconomic and political conditions prevailing from time to time in Argentina. The political and economic crisis of late 2001 and early 2002 and the Argentine Government's actions to address such crisis have had a significant adverse effect on BHSA's business activity. Currently, BHSA is significantly dependent on the Argentine Government's ability to perform on its obligations to BHSA and to the entire financial system in Argentina, in connection with Federal secured

loans, federal government securities and on its obligation to approve and deliver government securities under various laws and regulations.

**Table of Contents**

As a result of the increase in the ownership interest and the consolidation of our subsidiary APSA, during 2003, we discontinued the application of the proportional consolidation method that was used for reporting results of our jointly controlled subsidiaries in prior years. Therefore, when issuing our 2003 financial statements, we restated our financial statements of prior years and related data to reflect such investments under the equity method of accounting.

Also contained elsewhere in this annual report are the consolidated financial statements of APSA as of June 30, 2004 and 2003 and for the years ended June 30, 2004, 2003 and 2002, which have been audited by Price Waterhouse & Co. S.R.L., member firm of PricewaterhouseCoopers, independent auditors, whose report is included herein. Our investment in APSA has been consolidated since fiscal year 2003. In prior years, APSA was an unconsolidated equity investee of the Company. At June 30, 2004, 2003 and 2002 we owned 53.81%, 54.79% and 49.69% of APSA, respectively.

Except as discussed in the following paragraph, APSA prepares its financial statements in accordance with Argentine GAAP which differ in certain significant respects from U.S. GAAP. Such differences involve methods of measuring the amounts shown in the consolidated financial statements, as well as additional disclosures required by U.S. GAAP and regulations of the SEC. See Note 16 to APSA's Consolidated Financial Statements contained elsewhere in this annual report for a description of the principal differences between Argentine GAAP and U.S. GAAP, as they relate to APSA, and a reconciliation to U.S. GAAP of net income (loss) and shareholders' equity.

As discussed in Notes 2.a. to APSA's Consolidated Financial Statements, contained elsewhere in this annual report, in order to comply with regulations of the CNV, APSA discontinued inflation accounting as of March 1, 2003 as well as recognized deferred tax assets and liabilities on a non-discounted basis. These accounting practices represented a departure from generally accepted accounting principles in Argentina. However, such departure has not had a material effect on its consolidated financial statements.

During the fiscal year ended June 30, 2004 we adopted Technical Resolution No. 21 and, as a result, we began consolidating Llao Llao Resort S.A.. As required by the transition provisions of this standard, we restated our prior year's consolidated financial statements and related data to reflect such investment on a consolidated basis.

Certain amounts which appear in this annual report (including percentage amounts) may not sum due to rounding. You should not construe the translations as a representation that the amounts shown could have been, or could be, converted into U.S. Dollars at that or any other rate.

**Table of Contents**

As of and for the year ended June 30,

	2004	2004	2003	2002	2001	2000
	<i>(US\$ 000)</i> <sup>(2)</sup>	<i>(Ps.000)</i> <sup>(3)</sup>	<i>(As restated)</i> <sup>(1)</sup> <i>(Ps.000)</i> <sup>(3)</sup>	<i>(As restated)</i> <sup>(1)</sup> <i>(Ps.000)</i> <sup>(3)</sup>	<i>(As restated)</i> <sup>(1)</sup> <i>(Ps.000)</i> <sup>(3)</sup>	<i>(As restated)</i> <sup>(1)</sup> <i>(Ps.000)</i> <sup>(3)</sup>
<b>INCOME STATEMENT DATA</b>						
<i>Argentine GAAP</i>						
Revenues	88,169	260,805	236,495	156,244	244,052	256,608
Costs	(49,836)	(147,416)	(154,667)	(96,962)	(140,226)	(131,766)
Gross profit	38,333	113,389	81,828	59,282	103,826	124,842
Selling expenses	(7,787)	(23,033)	(28,555)	(14,246)	(26,284)	(22,624)
Administrative expenses	(16,984)	(50,240)	(45,194)	(36,258)	(44,798)	(47,373)
Gain on purchasers rescissions of sales contracts			9			
Gain (loss) in credit card trust	88	261	(4,077)			
Gain (loss) from operations and holdings of real estate assets, net <sup>(4)</sup>	21,752	64,343	21,507	(46,840)	(7,127)	(3,029)
Operating income (loss)	35,402	104,720	25,518	(38,062)	25,617	51,816
Amortization of goodwill	(982)					