

Akfen Gayrimenkul Yatırım Ortaklığı AŞ

Convenience Translation to
English of
Consolidated Interim Financial Statements
As at and for the Six-Month Period Ended
30 June 2011
With Independent Auditors' Report on
Review of Consolidated Interim Financial Statements
(Originally issued in Turkish)

Akis Bağımsız Denetim ve Serbest
Muhasebeci Mali Müşavirlik
Anonim Şirketi

25 August 2011

*This report contains 2 pages of independent
auditors' report on review of consolidated
interim financial statements and 69 pages of
consolidated financial statements and notes*

Akfen Gayrimenkul Yatırım Ortaklığı AŞ

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**CONVENIENCE TRANSLATION TO ENGLISH OF
INDEPENDENT AUDITORS' REPORT ON REVIEW OF CONSOLIDATED
INTERIM FINANCIAL STATEMENTS
(ORIGINALLY ISSUED IN TURKISH)**

To the Board of Directors of
Akfen Gayrimenkul Yatırım Ortaklığı Anonim Şirketi,

Introduction

We have reviewed the accompanying consolidated interim financial statements of Akfen Gayrimenkul Yatırım Ortaklığı AŞ, its subsidiaries and jointly controlled entities ("the Group"), which comprise the consolidated interim statement of financial position as at 30 June 2011, and the consolidated interim statements of comprehensive income, changes in equity and cash flows for the six month period then ended, and a summary of significant accounting policies and other explanatory notes. Management is responsible for the preparation and fair presentation of these consolidated interim financial statements in accordance with the Financial Reporting Standards promulgated by Capital Markets Board of Turkey. Our responsibility is to express a conclusion on these consolidated interim financial statements based on our review.

Our review is conducted in accordance with the Independent Auditing Standards promulgated by Capital Markets Board of Turkey. A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Independent Auditing Standards promulgated by Capital Markets Board of Turkey and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion based on our review.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying consolidated interim financial statements do not give a true and fair view of the financial position of the Group as at 30 June 2011, and of its consolidated financial performance and its consolidated cash flows for the six month period then ended in accordance with the Financial Reporting Standards promulgated by Capital Markets Board of Turkey (Note 2).

Additional paragraph for convenience translation to English

As discussed in Note 2.1, differences between the accounting principles promulgated by the Capital Markets Board of Turkey discussed in Note 2.1, and accounting principles generally accepted in countries in which the accompanying consolidated interim financial statements are to be distributed and the International Financial Reporting Standards ("IFRS") have influence on the accompanying consolidated interim financial statements. Accordingly, the accompanying consolidated interim financial statements are not intended to present the consolidated financial position and results of operations in accordance with the accounting principles generally accepted in such countries and IFRS.

İstanbul, 25 August 2011

Akis Bağımsız Denetim ve
Serbest Muhasebeci Mali Müşavirlik
Anonim Şirketi



Hatice Nesrin Tuncer
Partner

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AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ

CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2011

(Amounts are expressed in Turkish Lira ("TL") unless otherwise stated.)

ASSETS	Notes	<i>Reviewed</i>	<i>Audited</i>
		30 June 2011	31 December 2010
CURRENT ASSETS		78,412,903	8,365,971
Cash and cash equivalents	5	56,309,336	1,304,927
Trade receivables	7	7,936,596	6,155,758
- Due from related parties	25	1,381,314	1,291,871
- Other trade receivables	7	6,555,282	4,863,887
Other receivables	8	8,074,307	--
- Other receivables		8,074,307	--
Other current assets	16	6,092,664	905,286
NON-CURRENT ASSETS		837,672,600	678,636,026
Other receivables	8	99,697	87,396
Investment property	9	792,523,202	644,063,152
Property and equipment	10	108,184	117,937
Intangible assets	11	9,150	7,622
Deferred tax assets	23	240,011	89,343
Other non-current assets	16	44,692,356	34,270,576
TOTAL ASSETS		916,085,503	687,001,997

The accompanying notes form an integral part of these consolidated interim financial statements.

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ

CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2011

(Amounts are expressed in Turkish Lira ("TL") unless otherwise stated.)

LIABILITIES	Notes	<i>Reviewed</i>	<i>Audited</i>
		30 June 2011	31 December 2010
CURRENT LIABILITIES		77,647,107	63,017,344
Loans and borrowings	6	71,801,787	47,628,674
Trade payables	7	2,272,968	854,847
- Due to related parties	25	1,632,680	58,433
- Other trade payables	7	640,288	796,414
Other payables	8	236,533	12,291,507
- Due to related parties	25	--	12,247,437
- Other payables	8	236,533	44,070
Employee benefits	15	82,032	64,619
Other current liabilities	16	3,077,221	1,731,386
Current tax liability		176,566	446,311
NON-CURRENT LIABILITIES		180,450,708	173,236,249
Loans and borrowings	6	168,081,365	164,563,313
Employee benefits	15	7,074	6,486
Deferred tax liability	23	10,804,467	7,321,185
Other non-current liabilities	16	1,557,802	1,345,265
EQUITY	17	657,987,688	450,748,404
Paid in capital		184,000,000	138,000,000
Adjustment to share capital		317,344	317,344
Purchase of share of entity under common control		53,748,727	53,748,727
Share premium		58,880,000	--
Foreign currency translation reserve		3,841,131	524,372
Legal reserves		4,147	4,147
Retained earnings		255,940,250	137,819,739
Profit for the period		73,965,484	120,362,989
Non-controlling interests		27,290,605	(28,914)
TOTAL EQUITY AND LIABILITIES		916,085,503	687,001,997

The accompanying notes form an integral part of these consolidated interim financial statements.

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ

**CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME FOR THE SIX MONTHS
ENDED 30 JUNE 2011**

(Amounts are expressed in Turkish Lira ("TL") unless otherwise stated)

		<i>Reviewed</i>	<i>Reviewed</i>	<i>Audited</i>	<i>Reviewed</i>
	Notes	1 January - 30 June 2011	1 April - 30 June 2011	1 January - 30 June 2010	1 April - 30 June 2010
CONTINUING OPERATIONS					
Revenue	18	13,174,949	7,362,224	8,742,190	4,500,314
Cost of sales	18	(1,312,452)	(688,379)	(884,380)	(470,972)
GROSS PROFIT		11,862,497	6,673,845	7,857,810	4,029,342
Administrative expenses	19	(2,455,942)	(1,359,857)	(1,909,898)	(987,747)
Fair value gain on operating investment property, net	20	44,835,848	999,572	8,953,220	8,953,220
Fair value gain on investment property under development	20	78,729,814	76,160,449	7,046,377	7,046,377
Other operating income	20	38,250	14,763	163,546	107,179
Other operating expense	20	(3,153,650)	(2,284,834)	(544,688)	(378,996)
OPERATING PROFIT		129,856,817	80,203,938	21,566,367	18,769,375
Finance income	21	3,013,078	1,100,584	22,697,114	11,503,481
Finance costs	22	(32,497,131)	(16,780,713)	(10,659,127)	(5,411,135)
PROFIT BEFORE TAXATION		100,372,764	64,523,809	33,604,354	24,861,721
Tax (expense) / benefit	23	(3,074,822)	233,805	(2,045,615)	(1,110,310)
- Current tax expense		--	32,576	(336,576)	(245,819)
- Deferred tax (expense) / income		(3,074,822)	201,229	(1,709,039)	(864,491)
PROFIT FOR THE PERIOD		97,297,942	64,757,614	31,558,739	23,751,411
Other comprehensive income /					
Change in foreign currency translation differences		3,316,759	3,291,791	119,728	91,151
OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX		3,316,759	3,291,791	119,728	91,151
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		100,614,701	68,049,405	31,678,467	23,842,562
Profit attributable to:					
Non-controlling interest		23,332,458	23,333,505	--	--
Owners of the company		73,965,484	41,424,109	31,558,739	23,751,411
Profit for the period		97,297,942	64,757,614	31,558,739	23,751,411
Total comprehensive income attributable to					
Non-controlling interest		23,332,458	23,333,505	--	--
Owners of the company		77,282,243	44,715,900	31,678,467	23,842,562
Profit for the period		100,614,701	68,049,405	31,678,467	23,842,562
Basic and diluted earnings per share	24	0.48	0.30	0.37	0.24

The accompanying notes form an integral part of these consolidated interim financial statements.

Convenience Translation to English of Consolidated Financial Statements Originally Issued in Turkish

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ

**CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY
FOR THE SIX MONTHS ENDED 30 JUNE 2011**

(Amounts are expressed in Turkish Lira ("TL") unless otherwise stated)

	Paid in capital	Adjustment to share capital	Share premium	Purchase of share of entity under common control	Foreign currency translation reserve	Legal Reserves	Retained earnings	Profit for the period	Total	Non controlling interest	Total equity
Balances as at 1 January 2010	72,147,000	380,186	--	53,748,727	217,708	4,147	139,726,591	18,206,539	284,430,898	--	284,430,898
Transfers	--	--	--	--	--	--	18,206,539	(18,206,539)	--	--	--
Capital increase	27,853,000	--	--	--	--	--	--	--	27,853,000	--	27,853,000
	100,000,000	380,186	--	53,748,727	217,708	4,147	157,933,130	--	312,283,898	--	312,283,898
Profit for the period	--	--	--	--	--	--	--	31,558,739	31,558,739	--	31,558,739
Foreign currency translation differences	--	--	--	--	119,728	--	--	--	119,728	--	119,728
Total comprehensive income	--	--	--	--	119,728	--	--	31,558,739	31,678,467	--	31,678,467
	100,000,000	380,186	--	53,748,727	337,436	4,147	157,933,130	31,558,739	343,962,365	--	343,962,365
Balances as at 1 January 2011	138,000,000	317,344	--	53,748,727	524,372	4,147	137,819,739	120,362,989	450,777,318	(28,914)	450,748,404
Transfers	--	--	--	--	--	--	120,362,989	(120,362,989)	--	--	--
Capital increase	46,000,000	--	--	--	--	--	--	--	46,000,000	--	46,000,000
Share premiums	--	--	58,880,000	--	--	--	--	--	58,880,000	--	58,880,000
Public offering expenses	--	--	--	--	--	--	(2,242,478)	--	(2,242,478)	--	(2,242,478)
Change in non-controlling interests	--	--	--	--	--	--	--	--	--	3,987,061	3,987,061
	184,000,000	317,344	58,880,000	53,748,727	524,372	4,147	255,940,250	--	553,414,840	3,958,147	557,372,987
Profit for the period	--	--	--	--	--	--	--	73,965,484	73,965,484	23,332,458	97,297,942
Foreign currency translation differences	--	--	--	--	3,316,759	--	--	--	3,316,759	--	3,316,759
Total comprehensive income	--	--	--	--	3,316,759	--	--	73,965,484	77,282,243	23,332,458	100,614,701
	184,000,000	317,344	58,880,000	53,748,727	3,841,131	4,147	255,940,250	73,965,484	630,697,083	27,290,605	657,987,688

The accompanying notes form an integral part of these consolidated interim financial statements.

AKİS

BAĞIMSIZ DENETİM VE
SERBEST MÜHÜRLEME
MALİ MÜŞAVİRLİK A.Ş.

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ
CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS ENDED 30 JUNE 2011

(Amounts are expressed in Turkish Lira ("TL") unless otherwise stated.)

	<i>Notes</i>	<i>Reviewed</i> 30 June 2011	<i>Audited</i> 30 June 2010
A. Cash flows from operating activities			
Profit for the period		97,297,942	31,558,740
<i>Adjustments to:</i>			
Depreciation of property, plant and equipment	10	29,809	29,080
Amortization of intangibles	11	1,530	12,800
Reversal of provision for employee severance indemnity	15	18,001	(14,012)
Fair value adjustment on investment property		(123,565,662)	(15,999,597)
Interest expense	22	6,010,607	7,340,636
Unrealized foreign currency (gain) / (loss)		29,315,578	(7,813,751)
Rent expense accrual	16	314,874	117,762
Other accruals		1,064,808	3,854,350
Income tax expenses	23	3,074,822	1,709,039
Operating profit before changes in working capital		13,562,309	20,795,047
Change in trade receivables		(1,780,838)	(1,229,506)
Change in other receivables		(8,086,608)	(4,798,698)
Change in other current and non-current assets		(15,609,159)	(570,409)
Change in trade payables		1,418,121	2,266,128
Payment of employee benefits		--	(9,985)
Changes in other payables and liabilities		(11,876,284)	3,641,113
Interest payment of loans and borrowings		(6,010,607)	(7,340,636)
Net cash provided by/(used in) operating activities		(28,383,066)	12,753,054
B. Cash flows from investing activities			
Equity accounted investees		--	(719,885)
Acquisition of property, plant and equipment	10	(20,056)	(1,969)
Acquisition of intangible assets	11	(11,090)	(13,619)
Proceeds from sale of intangible assets		8,032	--
Acquisition of investment property	9	(24,894,388)	(23,227,292)
Net cash used in investment activities		(24,917,502)	(23,962,765)
C. Cash flows from financing activities			
Capital increase		46,000,000	15,696,300
Proceeds from issuance of loans and borrowings		1,499,999	7,506,489
Repayment of loans and borrowings		(3,136,364)	(8,200,290)
Public offering expenses		(2,242,478)	--
Share premiums		58,880,000	--
Change in non-controlling interests		3,987,061	--
Net cash from financing activities		104,988,218	15,002,499
Foreign exchange differences on financial position items		3,316,759	119,728
Net increase in cash and cash equivalents		55,004,409	3,912,516
Cash and cash equivalents at 1 January		1,304,927	499,009
Cash and cash equivalents at 30 June	5	56,309,336	4,411,525

The accompanying notes form an integral part of these consolidated interim financial statements.

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS AT 30 JUNE 2011

(Amounts are expressed in Turkish Lira ("TL") unless otherwise stated)

1. REPORTING ENTITY

Akfen Gayrimenkul Yatırım Ortaklığı AŞ ("the Company" or "Akfen GYO") was restructured as a real estate investment trust by transforming Aksel Turizm Yatırımları ve İşletmecilik AŞ ("Aksel"). Aksel was originally established on 25 June 1997 for the purpose of undertaking investments in domestic tourism sector. The restructuring was completed subsequent to the Board of Directors resolution dated 25 April 2006 and Capital Markets Board of Turkey's ("CMB") approval numbered 31/894 and dated 14 July 2006. The change of title and activities was published on Official Trade Gazette on 31 August 2006.

The Company's main operations and activities are investing in real estates, real estate projects and other capital markets instruments, as described on CMB Communiqué Series: VI No: 11, Clause 23 and 25 regulating Real Estate Investment Trusts. Akfen Holding AŞ, ("Akfen Holding") signed a Memorandum of Understanding ("MoU") with a 100% owned subsidiary of ACCOR S.A., one of the world's leading hotel groups. Based on the MoU the entities will join their efforts to establish a partnership to develop hotel projects in Turkey. The Company will develop primarily Novotel and Ibis Hotel branded hotels and lease them to ACCOR S.A. According to the "Development Program" stated in the "Amendment to MoU" signed on 12 April 2010 in the following five years period starting from 1 January 2011 to 31 December 2015, minimum 8 hotels shall be developed and leased to ACCOR S.A. by the Company in Turkey. Two of these hotels should be constructed in İstanbul, the other hotels should be constructed in Beylikdüzü, Ankara, İzmir, Adana and in two other cities which should be mutually determined by the parties. The lands have been provided for hotels to be developed in Esenyurt, İzmir, Adana, Ankara and Karaköy. The parties may reduce the number of hotels to be developed under the Development Program by their mutual agreement writing during the first year of the relevant five year period, provided that the reduced number of hotels to be developed under the Development Program shall not be less than 6 hotels. The parties shall use their best efforts to agree on a new development program at the latest on 30 June 2015.

The Company was enlisted on the stock exchange on 11 May 2011.

The Company acquired 100% of Akfen Gayrimenkul Ticareti ve İnşaat AŞ ("Akfen Ticaret") on 21 February 2007 which was 100% owned by Akfen Holding. Akfen Ticaret's main operations are also are investing in real estates, forming real estate portfolio and develop real estate projects.

The Company and Eastern European Property Investment Ltd. ("EEPI Ltd.") formed joint ventures in the Netherlands under the name of Russian Hotel Investment BV ("Russian Hotel" or "RHI") and Russian Property Investments BV ("Russian Property" or "RPI") on 21 September 2007 and 3 January 2008, respectively. EEPI Ltd assigned its 45% shares in RHI and RPI to Kasa Investments ("Kasa BV"), and 5% shares to Cüneyt Baltaoğlu in December 2010. The main objective of Russian Hotel is to develop hotels in Russia and Ukraine and lease them to ACCOR S.A while the main objective of Russian Property is to develop office projects in Russia. The capital structures of the joint ventures are both designated as 50% of participation for the Company, 45% of participation Kasa BV and 5% participation of Cüneyt Baltaoğlu as of 30 June 2011.

50% of the shares of Russian Property Investment BV ("Russian Property" or "RPI"), which was established in the Netherlands with the purpose of developing office and residence projects in Russia, was purchased by the Company from Akfen Gayrimenkul Geliştirme ve Ticaret AŞ ("Akfen Gayrimenkul Geliştirme"), a company of Akfen Group, on 5 June 2009. EEPI Ltd assigned its 45% shares in RPI to Kasa Investments ("Kasa BV"), and 5% shares to Cüneyt Baltaoğlu in December 2010. The capital structure of the joint venture is designated as 50% of participation for the Company, 45% of participation Kasa BV and 5% participation of Cüneyt Baltaoğlu as of 30 June 2011.

The Company has set up a subsidiary in the Netherlands, Hotel Development and Investment BV ("HDI"), to develop hotel projects in Russia on 18 March 2011.

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS AT 30 JUNE 2011

(Amounts are expressed in Turkish Lira ("TL") unless otherwise stated)

1. REPORTING ENTITY (continued)

The Company has set up a subsidiary, Akfen Karaköy Otel Yatırımları A.Ş. ("Akfen Karaköy"), to develop a hotel project in Istanbul Karaköy on 31 May 2011. The capital structure of Akfen Karaköy is designated as 70% of participation for the Company.

"The Group" phrase will be used for Akfen GYO, its subsidiaries and joint venture enterprises in this report.

The number of employees of Akfen GYO with its subsidiary and joint ventures is 15 (31 December 2010:14) and 30 (31 December 2010:16), respectively as of 30 June 2011. The Company is currently registered at Levent Loft, Büyükdere Caddesi C Blok No: 201, Kat: 8, Daire: 151, Levent- İstanbul.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

2.1. Basis of preparation

a Statement of compliance

The Company and its subsidiary, Akfen Ticaret head office maintains its legal books of account and prepares its statutory financial statements in accordance with accounting principles set out in the Turkish Commercial Code ("TTC"), tax legislation and uniform chart of account. Akfen Ticaret, is also operating in Turkish Republic of Northern Cyprus ("Northern Cyprus"), its branch has been registered by the decision of the Cabinet of Northern Cyprus as a foreign company under the limited liability companies Code Article 346, with the registry number YŞ00148, Chapter 113 of Northern Cyprus Corporate Registration Office. Akfen Ticaret's branch operating in Northern Cyprus maintains its legal books of account and prepares its statutory financial statements in accordance with accounting principles set out in the Commercial Code accepted in Northern Cyprus.

The Group's foreign entities Russian Hotel and Russian Property maintain their records and prepare their statutory financial statements in accordance with the generally accepted accounting principles and the related legislation applicable in the countries they operate.

The accompanying consolidated financial statements of the Group are prepared in accordance with accounting and reporting principles published by CMB, namely "CMB Financial Reporting Standards". The accompanying consolidated financial statements are prepared in accordance with the Communiqué XI No:29 announcement of Capital Markets Board ("CMB") dated 9 April 2008 related to "Capital Market Communiqué on Principles Regarding Financial Reporting" which is published in official gazette, no 26842 and effective since 1 January 2008. In accordance with Communiqué No: XI-29, the companies are required to prepare their financial statements in accordance with the International Accounting Standards (IAS) / International Financial Reporting Standards (IFRS) as accepted by European Union. However, until Turkish Accounting Standards Board (TASB) publishes the differences between the European Union accepted IAS/IFRS and International Financial Reporting Standards ("IFRS") issued by International Accounting Standards Board ("IASB"). Within the above mentioned scope, Turkish Financial Reporting Standards ("TFRS") issued by TASB will be applied if there is not inconsistency in the standards applied.

The accompanying consolidated statement of financial position as at 30 June 2011 and the consolidated statement of comprehensive income for the year then ended have been approved by the Board of Directors of the Company on 25 August 2011. The General Assembly and the related legal authorities have the authority to revise the statutory and the reported consolidated financial statements.

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS AT 30 JUNE 2011

(Amounts are expressed in Turkish Lira ("TL") unless otherwise stated)

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

2.1. Basis of preparation (continued)

b Form of preparation of financial statement

The consolidated financial statements and notes as at 30 June 2011 are prepared according to the Communiqué XI No 29 of CMB which was announced by the decision numbered 11/467 at 17 April 2008 related to the Principles Regarding Financial Reporting on capital market.

c Functional and presentation currency

The presentation currency of the accompanying financial statements is TL. The table below shows the functional currency of each Company:

The Company	Functional Currency
Akfen GYO	TL
Akfen Ticaret	TL
Akfen Karaköy	TL
Russian Hotel	Euro
Russian Property	Euro
HDI	Euro

All financial information presented in TL unless otherwise stated. All other currencies are stated full unless otherwise stated.

d Basis of consolidation

Subsidiaries

The consolidated financial statements of the Company include its subsidiaries, which it controls directly or indirectly. This control is normally evidenced when the Company owns control power, either directly or indirectly, over company's share capital and is able to govern the financial and operating policies of an enterprise so as to benefit from its activities. This control power is determined based on current and convertible voting rights. The financial statements of the subsidiaries are consolidated from the beginning of the control power over the affiliate to end of that power.

Financial statements of the subsidiaries are prepared in line with the financial statements of the Company in the same accounting period using uniform accounting policies.

The table below shows Akfen GYO's ownership ratio in subsidiaries as at 30 June 2011:

The Company	Direct or indirect shares of company (%)
Akfen Ticaret	100
HDI	100
Akfen Karaköy	70

Jointly controlled entities

Jointly controlled entities are those entities over whose activities the Group has common or joint control, established by contractual agreement requiring unanimous consent for strategic financial and operating decision. The consolidated financial statements include the Group's share of the assets, liabilities, income and expenses of commonly or jointly controlled entities are combined with the equivalent items in the consolidated financial statements on a line-by-line basis.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

2.1. Basis of preparation (continued)

d Basis of consolidation (continued)

Jointly controlled entities (continued)

Jointly controlled entities which are constituted as Russian Hotel and Russian Property in the accompanying consolidated interim financial statements are consolidated for using the proportional method.

Financial statements of the jointly controlled entities are prepared in line with the financial statements of the Company in the same accounting period using uniform accounting policies.

The table below shows Akfen Gayrimenkul's ownership ratio in Russian Hotel and Russian Property as at 30 June 2011, and 31 December 2010, respectively:

Entity	30 June 2011	31 December 2010
RHI	50%	50%
RPI	50%	50%

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with jointly controlled entities are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Foreign currency

Foreign currency transaction

Transactions in foreign currencies are translated to the functional currencies of the Group entities at the exchange rates ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at reporting date are translated to the functional currency at the exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign exchange differences arising on translation are recognized in the consolidated statement of comprehensive income.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

2.1. Basis of preparation (continued)

d Basis of consolidation (continued)

Foreign currency transaction (continued)

The Group entities use Euro or TL, as functional currency since these currencies are used to a significant extent in, or have a significant impact on, the operations of the related Group entities and reflect the economic substances of the underlying events and circumstances relevant to these entities. All currencies other than the currency selected for measuring items in the financial statements are treated as foreign currencies.

Accordingly, transactions and balances not already measured in the functional currency have been re-measured to the related functional currencies in accordance with the relevant provisions of IAS 21, *the effect of changes in foreign exchange rates*. The Group uses TL as the reporting currency.

Assets and liabilities of the Group entities with a different functional currency than the reporting currency of the Group are translated into the reporting currency of the Group at the rate of exchange ruling at the reporting date. The income and expenses of the Group entities are translated into the reporting currency at the average exchange rates for the period. Equity items are presented at their historical costs. The foreign currency differences are recognized directly in equity, under "Foreign Currency Translation Reserve" (FCTR). When the related Group entity is disposed of, in part or in full, the relevant amount in the FCTR is transferred to profit or loss.

The Euro/ TL and USD/ TL exchange rate as at the end of each period are as follows:

	30 June 2011	31 December 2010
Euro/ TL	2.3492	2.0491
USD / TL	1.6302	1.5460

The Euro/ TL and USD/ TL yearly average exchange rates are as follows:

	30 June 2011	31 December 2010
Euro/ TL	2.1954	2.0154
USD / TL	1.5644	1.5165

e Comparative information

The accompanying consolidated interim financial statements are presented comparatively in order to identify the tendency of the Group's financial position, performance and its cash flows. The accounting policies applied in the preparation of the accompanying interim consolidated financial statements have been consistently applied to all periods presented by the Group.

f Additional paragraph for convenience translation to English

Differences between the accounting principles promulgated by the Capital Markets Board of Turkey discussed in Note 2.1, and accounting principles generally accepted in countries in which the accompanying consolidated financial statements are to be distributed and the International Financial Reporting Standards ("IFRS") have influence on the accompanying consolidated interim financial statements. Accordingly, the accompanying consolidated financial statements are not intended to present the consolidated interim financial position and results of operations in accordance with the accounting principles generally accepted in such countries and IFRS.

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NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS AT 30 JUNE 2011

(Amounts are expressed in Turkish Lira ("TL") unless otherwise stated)

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS *(continued)*

2.2 Changes in accounting estimates and accounting errors

The preparation of the financial statements in conformity with Communiqué No: XI-29 requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. The estimates are used particularly in the following notes:

Note 2.4.4 – Useful lives of property, plant and equipment

Note 2.4.5 – Useful lives of intangible assets

Note 9 – Fair value measurement of investment property

Note 14 – Commitment and contingencies

Note 15 – Employee benefits

Note 23 – Deferred tax asset and liabilities

2.3 New standards and interpretations not yet adopted as at 30 June 2011

2.3.1. *New standards and interpretations implemented as at 30 June 2011*

The Company has applied all the standards issued by IASB and all the interpretations issued by IASB's International Financial Reporting Interpretation Committee ("IFRIC") which are effective as at 30 June 2011.

2.3.2. *New standards and interpretations not yet adopted as at 30 June 2011*

In November 2009, the first part of IFRS 9 relating to the classification and measurement of financial assets was issued. IFRS 9 will ultimately replace IAS 39, "Financial Instruments: Recognition and Measurement". The standard requires an entity to classify its financial assets on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, and subsequently measure the financial assets as either at amortized cost or at fair value. The new standard is mandatory for annual periods beginning on or after 1 January 2013. The Group has not had an opportunity to consider the potential impact of the adoption of this standard.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

2.4 Summary of significant accounting policies

Significant accounting policies used in the preparation of the financial statements are summarised as follows.

2.4.1 Revenue

Revenue includes rental income.

Rental income

Rental income from investment property leased out under operating lease is recognised in profit or loss on a straight-line basis over the lease period.

Revenue is measured at the fair value of the consideration received or receivable.

2.4.2 Inventories

Trading properties are valued at lower of net realisable value or cost. Lands that are held by the Group for new project developments, raw material and supply expenses, labour and other expenses are the cost elements that are included in the inventory. Cost of the inventory is calculated by using moving weighted average method.

2.4.3 Investment property

a Operating investment properties

Investment properties are those which are held either to earn income or for capital appreciation or for both. Investment properties are stated at fair value. An external, independent valuation company, having an appropriate recognised professional qualification and recent experience in the location and category of property being valued, values the portfolio each year. The fair values are based on market values, being the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

The fair value of the investment properties determined by discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease. Fair value models are designed by taking into consideration the type and the credibility of current or potential tenants, the allocation of maintenance and insurance expenses among lessor and lessee; and the remaining economic life of the property.

It has been assumed that whenever rent reviews or lease renewals are pending with anticipated reversionary increases, all notices and where appropriate counter notices have been served validly and within the appropriate time.

Any gain or loss arising from a change in fair value is recognised in profit or loss. Rental income from investment property is accounted for as described in accounting policy in Note 2.4.1.

2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

2.4 Summary of significant accounting policies (continued)

2.4.3 Investment property (continued)

b Investment property under development

Investment properties under development are those which are held either to earn income or for capital appreciation or for both. Investment properties under development are stated at fair value as operating investment property. An external, independent valuation company, having an appropriate recognised professional qualification and recent experience in the location and category of property being valued, values the portfolio each year.

Borrowing costs are capitalised if they are directly attributable to the acquisition, construction or production of a qualifying asset. Capitalisation of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are being incurred. Capitalisation of borrowing costs may continue until the assets are substantially ready for their intended use.

The fair value of the investment properties under development are determined by discounted cash flow projections based on reliable estimates of future cash flows, using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows and also includes the expenditures required to complete the project.

2.4.4. Property and equipment

Tangible assets acquired before 1 January 2005 are carried at restated cost for the effects of inflation in TL units current at the 31 December 2004 less accumulated depreciation and impairment losses, and tangible assets acquired after 1 January 2005 are carried at acquisition cost less accumulated depreciation and impairment losses.

Depreciation

Depreciation on the tangible assets is provided on straight-line method according to their useful lives from the date of recognition or assembly of the related assets.

The estimated useful lives of the related assets are as follows:

Buildings	50 years
Equipment	6 years
Furniture and fixtures	3-10 years
Motor vehicles	5 years

Subsequent expenditure

Expenditures incurred to replace a component of tangible assets that is accounted for separately, including major inspection and overhaul costs, are capitalised. Other subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the item of tangible assets. All other expenditures are recognised in the income statement as expense as incurred.

The gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

2.4 Summary of significant accounting policies (continued)

2.4.5. Intangible assets

Intangible assets include computer software. Intangible assets acquired before 1 January 2005 are carried at restated cost for the effects of inflation in TL units current at the 31 December 2004 less accumulated amortisation and impairment losses, and intangible assets acquired after 1 January 2005 are carried at acquisition cost less accumulated amortisation and impairment losses. Amortisation is charged to the profit or loss on a straight-line basis over the estimated useful lives of the related assets of 3 or 5 years.

2.4.6. Impairment of assets

At each balance sheet date, the carrying of Group's assets, other than investment property (see accounting policy 2.5.3) is reviewed to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

2.4 Summary of significant accounting policies (continued)

2.4.7. Financial instruments

i) Non-derivative financial assets

The Group initially recognises loans and receivables and deposits on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognised initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Group has the following non-derivative financial assets: financial assets recognised in profit/loss, financial assets held to maturity, loans and borrowings, receivables, financial assets available for sale.

Financial assets at fair value through profit or loss

A financial asset is classified at fair value through profit or loss if it is classified as held for trading or is designated as such upon initial recognition. Financial assets are designated at fair value through profit or loss if the Group manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Group's documented risk management or investment strategy. Attributable transaction costs are recognised in profit or loss as incurred. Financial assets at fair value through profit or loss are measured at fair value, and changes therein are recognised in profit or loss. The Group has no financial assets at fair value through profit or loss as of 30 June 2011 and 31 December 2010.

Held-to-maturity financial assets

If the Group has the positive intent and ability to hold debt securities to maturity, then such financial assets are classified as held to maturity. Held-to-maturity financial assets are recognised initially at fair value plus any directly attributable transaction.

As at 30 June 2011, the Group has no held-to-maturity financial assets.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables comprise trade and other receivables, including service concession receivables.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

2.4 Summary of significant accounting policies (continued)

2.4.7. Financial instruments (continued)

i) Non-derivative financial assets (continued)

Cash and cash equivalents comprise cash balances and call deposits with original maturities of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of cash flows.

The Group recognises a financial asset arising from a service concession arrangement when it has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction or upgrade services provided. Such financial assets are measured at fair value upon initial recognition. Subsequent to initial recognition, the financial assets are measured at amortised cost.

If the Group is paid for the construction services partly by a financial asset and partly by an intangible asset, then each component of the consideration is accounted for separately and is recognised initially at the fair value of the consideration.

Other

Other non-derivative financial instruments are measured at amortised cost using the effective interest method, less any impairment losses.

ii) Non-derivative financial liabilities

The Group initially recognises debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities are recognised initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Group has the following non-derivative financial liabilities: loans and borrowings, and trade and other payables.

Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortised cost using the effective interest method.

iii) Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

2.4.8. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

2.4 Summary of significant accounting policies (continued)

2.4.9 Acquisition from entities under common control

50% of the shares of Russian Property, which was established in the Netherlands with the purpose of developing office and residence projects in Russia, is transferred to the Company from Akfen Gayrimenkul Geliştirme on 5 June 2009. No goodwill is recognised, since the acquisition of the entity is under common control.

2.4.10 Foreign currency transactions

The financial statements of the Group are presented in the currency of the primary economic environment in which the entity operates.

The results and financial position of the Group are expressed in TL, which is the functional currency of the Group, and the presentation currency for the financial statements.

Income and expenses deriving from transactions in foreign currencies have been converted at the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies have been translated into TL at the exchange rates prevailing at the balance sheet dates. Exchange gains or losses arising from settlement and conversion of foreign currency items have been included in the consolidated income statement. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated into TL at foreign exchange rates ruling at the dates the values were determined.

The assets and liabilities excluding equity items of jointly controlled entity, whose functional currencies are not currency of a hyperinflationary country and different from the Company's functional currency, are translated into TL at the exchange rates prevailing at the balance sheet dates. Equity items are translated into TL by taking into consideration the exchange rates prevailing at the transaction dates. The differences that arise from this transaction are shown in the "Foreign currency translation reserve" account in equity.

2.4.11 Earnings per share

Earnings per share, which is stated income statement, is calculated by dividing net profit by the weighted average number of ordinary shares outstanding during the period. The number of common share available during the period is the sum of number of common share at the beginning of the period and the product of number of common shares exported during the period and a time weighted factor (Note 24).

2.4.12 Subsequent events

Events after the balance sheet date are those events, favorable and unfavorable, that occur between the balance sheet date and the date when the financial statements are authorised for issue. Two types of events can be identified:

- those that provide evidence of conditions that existed on the balance sheet date (adjusting events after the balance sheet date); and
- those that are indicative of conditions that arose after the balance sheet date (non-adjusting events after the balance sheet date).

If there is evidence of such events as of balance sheet date or if such events occur after balance sheet date and if adjustments are necessary, Group's financial statements are adjusted according to the new situation. The Group discloses the post-balance sheet events that are not adjusting events but material.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

2.4 Summary of significant accounting policies (continued)

2.4.13 Provisions, contingent liabilities and contingent assets

A provision is recognised when the Group has a present implicit or legal obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. If the specified criteria are not met, the Group discloses the related issues in the accompanying notes.

If the inflow of economic benefits is probable contingent assets have been disclosed in the notes to the financial statements. If the inflow of the economic benefit is more than likely to occur such asset and income statement effect has been recognized in the financial statements at the relevant period that income change effect occurs.

2.4.14 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

The Group as lessee

Rental payables under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

2.4.15 Related parties

For the purpose of the accompanying consolidated financial statements, shareholders, key management and board members, in each case together with companies controlled by or affiliated with them, and associated companies are considered and referred to as related parties. Transactions with the related parties consist of the transfer of the assets and liabilities between related parties by a price or free of charge.

2.4.16 Segment reporting

The Group has three reporting segments, which are the Group's strategic business units. The Group management evaluates the performance and determines allocation of resources based on these business units. The Group management reviews the business units based on resource allocation and performance results regularly, since they are affected from different economic conditions and geographical locations each of the strategic business units, although the strategic business units offer same services.

The Group's operating segments are in Turkey, Northern Cyprus and Russia in which the Group is operating in real estate investments.

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(Amounts are expressed in Turkish Lira ("TL") unless otherwise stated)

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

2.4. Summary of significant accounting policies (continued)

2.4.17 Discontinued operations

None.

2.4.18 Government grants and incentives

According to the Investment Incentive Law numbered 47/2000, the Group has a 100% of investment incentive on capital expenditures made until 31 December 2008 in Northern Cyprus for an indefinite time.

2.4.19 Taxation

According to Article 5/1(d) (4) of the New Corporate Tax Law 5520, the income of Real Estate Investment Trusts ("REIT") is exempt from Corporate Income Tax in Turkey. This exemption is also applicable to Quarterly Advance Corporate Tax.

According to Article 15/ (3) the income of REITs is subject to 15% withholding tax irrespective of its distribution. The Council of Ministers has the authority to increase the withholding tax rate on REIT income to corporate income tax rate or reduce it to 0% or change it within the limits defined through Article 15/(34) of New Corporate Tax Law. In accordance with New Corporate Tax Law Article 15 / (2), income subject to corporate tax is also exempt from withholding tax.

According to temporary Article (1) of the New Corporate Tax Law, resolutions of the Council of Ministers related with Income Tax Law numbered 193 and Tax Law No: 5422 are valid up to new Decrees published by the Council of Ministers. Determined rates cannot exceed statutory limits defined at New Corporate Tax Law.

Based on the resolution of the Council of Ministers numbered 2009/14594 related to the withholding tax rates which were determined as 15% according to the New Corporate Tax Law Article 15/ (3) published in the Official Gazette dated 3 February 2009 numbered 27130, the withholding tax rate is determined as 0% and this resolution is effective on the same date. According to Article 5/1(d) (4) the income of REITs is subject to 0% withholding tax irrespective of its distribution.

Akfen Ticaret's head office operating in Turkey and Akfen Karakoy are subject to the 20% of taxation on its taxable income. Akfen Ticaret's branch operating in Northern Cyprus is subject to a corporate tax rate of 23.5%.

In Turkey, the transfer pricing provisions have been stated under the Article 13 of Corporate Tax Law with the heading of "disguised profit distribution via transfer pricing". The General Communiqué on disguised profit distribution via Transfer Pricing, dated 18 November 2007 sets details about implementation.

If a taxpayer enters into transactions regarding sale or purchase of goods and services with related parties, where the prices are not set in accordance with arm's length principle, then related profits are considered to be distributed in a disguised manner through transfer pricing. Such disguised profit distributions through transfer pricing are not accepted as tax deductible for corporate income tax purposes.

Deferred tax liability or asset is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts reported for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

2.4. Summary of significant accounting policies (continued)

2.4.19 Taxation (continued)

Deferred tax liabilities and assets are recognized in the financial statements from the enacted or substantially enacted tax rates to the extent that the temporary differences in the subsequent periods will be reversed. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the deferred tax asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised. The current tax rates are used in the computation of deferred tax. Deferred tax assets and liabilities are offset if, and only if, there is a legally enforceable right to set off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

2.4.20 Employee benefits / reserve for employee severance indemnity

In accordance with the existing labour code in Turkey, the Group is required to make lump-sum payments to employees whose employment is terminated due to retirement or for reasons other than resignation or misconduct.

The Group calculated the severance pay liability for the retirement of its employees by discounting the future liabilities to their present values, by using actuarial method and reflected to the financials.

Reserve for severance payment is calculated according to the ceiling rate announced by the Government. At 30 June 2011 and 31 December 2010 the ceiling rates are TL 2,623 and TL 2,517, respectively.

2.4.21 Pension plans

None.

2.4.22 Agriculture

None.

2.4.23 Statement of cash flows

The Group presents statement of cash flows as an integral part of other financial statements to inform the users of financial statements about the changes in its net assets, its financial structure and its ability to manage the amount and timing of its cash flows under new conditions.

2.4.24 Expenses

Expenses are recognised in profit or loss on accrual basis.

2.4.25 Finance income and costs

Finance income and costs are recognised as it accrues, using the effective interest method or considering an appropriate variable interest rate. Finance income and costs comprise the difference between the value of interest bearing instrument at inception date and its value at the maturity date calculated using effective interest rate method or net present value of premium or discounts.

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NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS AT 30 JUNE 2011

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3. JOINTLY CONTROLLED ENTITIES

%50 (2010: %50) equity shareholding with equal voting power, RPI, a joint venture established in the Netherlands. As of 30 June 2011 and 31 December 2010 total assets and liabilities and summary income statement for the three months ended 30 June 2011 and 30 June 2010 of RPI, are as follows:

Statement of Financial Position	30 June 2011	31 December 2010
Current assets	7,152,494	5,686,093
Non-current assets	21,820,828	19,152,208
Current liabilities	(19,862,208)	(15,985,347)
Non-current liabilities	(26,746)	(5,150)

Statement of comprehensive income	30 June 2011	30 June 2010
Total revenues and income	296,431	1,647,416
Total expenses and costs	(1,226,609)	(1,531,803)
Loss for the period	(930,178)	115,613

%50 (2010: %50) equity shareholding with equal voting power, RHI, a joint venture established in the Netherlands. As of 30 June 2011 and 31 December 2010 total assets and liabilities and summary income statement for the year ended 30 June 2011 and 30 June 2010 of RHI, are as follows:

Statement of Financial Position	30 June 2011	31 December 2010
Current assets	6,749,374	1,277,968
Non-current assets	107,578,571	80,109,574
Current liabilities	(69,942,508)	(33,627,525)
Non-current liabilities	(2,865,750)	(18,419,777)

Statement of comprehensive income	30 June 2011	30 June 2010
Total revenues and income	217,381	2,580,136
Total expenses and costs	(3,269,739)	(5,079,354)
Profit / (Loss) for the period	(3,052,358)	(2,499,219)

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(Amounts are expressed in Turkish Lira ("TL") unless otherwise stated)

4. SEGMENT REPORTING

The Group has three reporting segments, which are the Group's strategic business units. The Group management evaluates the performance and determines allocation of resources based on these business units. The Group management reviews the business units based on resource allocation and performance results regularly, since they are affected from different economic conditions and geographical locations each of the strategic business units, although the strategic business units offer same services. Since the Group operates only in real estate investments in Turkey, Northern Cyprus and Russia, operating segments are provided in geographical segment.

30 June 2011:

	Turkey	Northern Cyprus	Russia	Elimination	Total
Sales revenue	7,939,721	5,235,228	--	--	13,174,949
Cost of sales	(1,299,610)	(12,842)	--	--	(1,312,452)
GROSS PROFIT	6,640,111	5,222,386	--	--	11,862,497
Administrative expenses	(1,825,315)	(113,460)	(517,167)	--	(2,455,942)
Fair value gain on operating investment property	30,551,848	14,284,000	--	--	44,835,848
Fair value gain on investment property under development	78,729,814	--	--	--	78,729,814
Other operating income	3	171	38,076	--	38,250
Other operating expenses	(1,895,089)	(1,092)	(1,257,469)	--	(3,153,650)
OPERATING PROFIT	112,201,372	19,392,005	(1,736,560)	--	129,856,817
Finance income	2,646,695	406,403	25,700	(65,720)	3,013,078
Finance costs	(25,805,060)	(6,514,176)	(243,615)	65,720	(32,497,131)
PROFIT BEFORE TAX	89,043,007	13,284,232	(1,954,475)	--	100,372,764
Taxation	(14,419)	(3,123,219)	62,816	--	(3,074,822)
-Current tax expense	--	--	--	--	--
-Deferred tax benefit / (expense)	(14,419)	(3,123,219)	62,816	--	(3,074,822)
PROFIT FOR THE PERIOD	89,028,588	10,161,013	(1,891,659)	--	97,297,942

30 June 2011:

Reportable segment assets	837,723,010	182,152,944	75,558,609	(179,349,060)	916,085,503
Reportable segment liabilities	205,809,356	79,738,530	46,348,605	(73,798,676)	258,097,815
Capital expenditures	7,552,222	--	17,373,311	--	24,925,534
Depreciation and amortization expenses	15,904	5,654	9,781	--	31,339

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NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS AT 30 JUNE 2011

(Amounts are expressed in Turkish Lira ("TL") unless otherwise stated)

4. SEGMENT REPORTING (continued)

30 June 2010:

	Turkey	Northern Cyprus	Russia	Elimination	Total
Sales revenue	4,473,330	4,268,860	--	--	8,742,190
Cost of sales	(871,390)	(12,990)	--	--	(884,380)
GROSS PROFIT	3,601,940	4,255,870	--	--	7,857,810
Administrative expenses	(1,101,365)	(99,968)	(708,565)	--	(1,909,898)
Fair value gain on operating investment property	6,942,022	2,011,198	--	--	8,953,220
Fair value gain on investment property under development	7,046,377	--	--	--	7,046,377
Other operating income	162,766	--	780	--	163,546
Other operating expenses	(80,400)	(106,853)	(357,435)	--	(544,688)
OPERATING PROFIT	16,571,340	6,060,247	(1,065,220)	--	21,566,367
Finance income	16,106,833	4,652,638	1,942,797	(5,154)	22,697,114
Finance costs	(6,033,628)	(2,807,463)	(1,823,190)	5,154	(10,659,127)
PROFIT BEFORE TAX	26,644,545	7,905,422	(945,613)	--	33,604,354
Taxation	8,256	(1,887,494)	(166,377)	--	(2,045,615)
-Current tax expense	--	--	(336,576)	--	(336,576)
-Deferred tax expenses	8,256	(1,887,494)	170,199	--	(1,709,039)
PROFIT FOR THE PERIOD	26,732,610	6,017,932	(1,191,803)	--	31,558,739

31 December 2010:

Reportable segment assets	612,584,911	168,510,846	49,193,658	(143,287,418)	687,001,997
Reportable segment liabilities	201,513,758	76,257,350	30,451,807	(71,969,322)	236,253,593

30 June 2010:

Capital expenditures	13,417,430	42,802	9,771,262	--	23,231,494
Depreciation and amortization expenses	16,523	14,878	275	--	31,676

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NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS AT 30 JUNE 2011

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5. CASH AND CASH EQUIVALENTS

	30 June 2011	31 December 2010
Cash on hand	3,224	2,132
Cash at banks	56,306,112	1,302,795
- Demand deposits	867,869	1,302,795
- Time deposits	55,438,243	--
Cash and cash equivalents	56,309,336	1,304,927

As at 30 June 2011, there is no blockage on cash and cash equivalents (31 December 2010: None).

Demand deposits

As at 30 June 2011 and 31 December 2010 demand deposits comprised the following currencies:

	30 June 2011	31 December 2010
Russian Ruble	582,578	214,460
TL	285,110	665,642
USD	164	155
Euro	17	422,538
	867,869	1,302,795

Time deposit

As at 30 June 2011, the interest rate and the maturity of the Turkish Lira time deposits range between 6% and 9% and in July 2011 and September 2011, respectively, which are amounting TL 55,438,243 (31 December 2010: None)

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6. LOANS AND BORROWINGS

As at 30 June 2011 and 31 December 2010 the details of loans and borrowings are as follows:

	30 June 2011	31 December 2010
<u>Current:</u>		
Current portion of long-term bank borrowings	71,801,787	47,628,674
Total	71,801,787	47,628,674
<u>Non-current:</u>		
Long-term bank borrowings	168,081,365	164,563,313
Total bank borrowings	239,883,152	212,191,987

The repayment schedule of bank borrowings is as follows:

	30 June 2011	31 December 2010
Less than one year	71,801,786	47,628,674
Between one and two years	31,981,992	35,881,967
Between two and three years	27,803,202	24,802,337
Between three and four years	27,118,554	23,716,745
Between four and five years	23,253,787	23,381,352
In five years and longer	57,923,831	56,780,912
	239,883,152	212,191,987

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6. LOANS AND BORROWINGS (continued)

30 June 2011:

Currency	Interest rate (%)	Original currency	Current	Non-current
Euro ⁽¹⁾	Euribor+3.75	65,904,735	21,008,253	133,815,150
Euro ⁽²⁾	Euribor+7.5	12,341,460	28,992,559	--
TL ⁽³⁾	10.00	14,405,098	4,805,483	9,599,615
Euro ⁽⁴⁾	Euribor+3.70	13,728,923	7,585,386	24,666,600
Euro ⁽⁵⁾	Euribor+7.5	4,005,664	9,410,106	--
			71,801,787	168,081,365

⁽¹⁾ The Company signed a loan agreement of Euro 100 million on 30 July 2008 with Türkiye İş Bankası AŞ ("Türkiye İş Bankası") and Türkiye Sınai Kalkınma Bankası AŞ ("TSKB") to finance the ongoing hotel projects based on the Memorandum of Understanding ("MoU") signed between the Company and ACCOR S.A. to develop hotel projects in Turkey. Based on the loan agreement, the Company pays commitment commission which is calculated as an annual rate of 1.25% on the unused portion of the loan at each quarter from the agreement date till the maturity date. The Company also pays 0.50% of the amount used in the portion as arrangement commission at each disbursement from TSKB and 1.00% of the related amount as commission. As at 30 June 2011, the Company used the portion of the loan amounting to Euro 69.86 million. The Company recognises loan commission accrual amounting to TL 180,392 for the unused portion of Euro 30.14 million in other current liabilities (Note 16). Bank borrowings obtained with this agreement is secured by the followings:

- Right of tenancy of the hotels in Gaziantep, Kayseri, Trabzon, Bursa and Zeytinburnu and the land on which hotels are going to be built in Esenyurt and Adana are pledged in favor of the creditors,
- Rental revenue of these hotels is pledged to the creditors,
- Demand deposits in banks and financial institutions related with these projects are pledged in favour of the creditors,
- Sureties of Akfen Holding and Akfen İnşaat, the shareholders' of the Company, is given for the completion guarantee of the related projects,
- 1st, 2nd and 3rd independent divisions recognised in the inventories (Note 9) and 50% owned by the Akfen Gayrimenkul Yatırımları ve Ticaret AŞ are pledged on behalf of the Company in favour of banks.

⁽²⁾ Russian Hotel has obtained the loan from Credit Europe Bank. The land in Samara City which project to be developed and shares of YaroslavlOtelInvest and SamstroyKom is pledged. Sureties of Akfen GYO and Akfen Ticaret are given for the total outstanding loan amount.

⁽³⁾ Bank borrowings obtained from Türkiye Kalkınma Bankası AŞ for financing construction of Mercure Hotel in Northern Cyprus is secured by the followings:

- Letter of guarantees from various banks are obtained for the 105% of total outstanding loan amount,
- Sureties Akfen İnşaat, the shareholders' of the Company, is given for the total outstanding loan amount.

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6. LOANS AND BORROWINGS (continued)

(4) Letter of guarantee obtained from ING European Financial Services Plc for refinancing of the bank borrowings obtained from various banks for financing the construction of Mercure Hotel in Northern Cyprus.

Letter of guarantee obtained from ING European Financial Services Plc is secured by the followings:

- According to the share pledge agreement between Akfen GYO and ING Bank A.Ş. dated 8 September 2008, the Company pledged 279,996 number of shares of Akfen Ticaret amounting TL 6,999,900 to ING Bank A.Ş. Kızılay branch as a surety,
- Rental revenue of the casino in Mercure Hotel in Northern Cyprus is transferred to the creditors,
- Rental revenue of Mercure Hotel in Northern Cyprus is transferred to the creditors,
- Sureties of Akfen GYO is given for the total outstanding loan amount,
- Right of tenancy of Mercure Hotel in Northern Cyprus is pledged in favour of ING Bank A.Ş.

(5) Russian Property has obtained the loan from Credit Europe Bank. The land in Samara City which project to be developed and shares of Volgostroykom are pledged. Sureties of Akfen GYO and Akfen Ticaret are given for the total outstanding loan amount.

31 December 2010:

Currency	Interest rate (%)	Original currency	Current	Non-current
Euro ⁽¹⁾	Euribor + 4.75	67,530,791	17,767,264	120,610,080
Euro ⁽²⁾	Euribor + 3.70	15,236,867	6,632,664	24,589,200
TL ⁽³⁾	10.00	15,562,548	4,181,760	11,380,788
Euro ⁽⁴⁾	Euribor+7.5	9,776,468	12,049,714	7,983,245
Euro ⁽⁵⁾	Euribor+7.5	3,414,803	6,997,272	--
			47,628,674	164,563,313

(1) The Company signed a loan agreement of Euro 100 million on 30 July 2008 with Türkiye İş Bankası and TSKB to finance the ongoing hotel projects based on the MoU signed between the Company and ACCOR S.A. to develop hotel projects in Turkey. Based on the loan agreement, the Company pays commitment commission which is calculated as an annual rate of 1.25% on the unused portion of the loan at each quarter from the agreement date till the maturity date. The Company also pays 0.50% of the amount used in the portion as arrangement commission at each disbursement from TSKB and 1.00% of the related amount as commission. As at 31 December 2010, the Company used the portion of the loan amounting to Euro 68.36 million. The Company recognises loan commission accrual amounting to TL 181,850 for the unused portion of Euro 31.64 million in other current liabilities (Note 16). Bank borrowings obtained with this agreement is secured by the followings:

- Right of tenancy of the hotels in Gaziantep, Kayseri, Trabzon and Zeytinburnu and the land on which a hotel is going to be built in Esenyurt are pledged in favour of the creditors,
- Rental revenue of these hotels is pledged to the creditors,
- Demand deposits in banks and financial institutions related with these projects are pledged in favour of the creditors,

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NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS AT 30 JUNE 2011

(Amounts are expressed in Turkish Lira ("TL") unless otherwise stated)

6. LOANS AND BORROWINGS (continued)

- Sureties of the shareholders' of the Company is given for the completion guarantee of the related projects,
 - 1st, 2nd and 3rd independent divisions recognised in the inventories and 50% owned by the Company are pledged in favour of the creditor.
- (2) Letter of guarantee obtained from ING European Financial Services Plc for refinancing of the bank borrowings obtained from various banks for financing the construction of Mercure Hotel in Northern Cyprus.
- According to the Board of Directors resolution numbered 2008/16 and dated 3 July 2008, the Company pledged 279,996 number of shares of Akfen Ticaret amounting TL 6,999,900 as a surety,
 - Rental revenue of the casino in Mercure Hotel in Northern Cyprus is transferred to the creditors,
 - Rental revenue of Mercure Hotel in Northern Cyprus is transferred to the creditors,
 - Sureties of Akfen GYO is given for the total outstanding loan amount,
 - Letter of guarantee is obtained from ING Bank AŞ for the total outstanding loan amount. Right of tenancy of Mercure Hotel in Northern Cyprus is pledged in favour of ING Bank AŞ as a guarantee for the letter of guarantee.
- (3) Bank borrowings obtained from Türkiye Kalkınma Bankası AŞ for financing construction of Mercure Hotel in Northern Cyprus is secured by the followings:
- Letter of guarantees from various banks are obtained for the 105% of total outstanding loan amount,
 - Surety of one of the shareholders' of the Company, is given for the total outstanding loan amount.
- (4) Russian Hotel has obtained the loan from Credit Europe Bank. The land in Samara City which project to be developed and shares of YaroslavlOtelInvest and SamstroyKom is pledged. Sureties of Akfen GYO and Akfen Ticaret are given for the total outstanding loan amount.
- (5) Russian Property has obtained the loan from Credit Europe Bank. The land in Samara City which project to be developed and shares of Volgostroykom are pledged. Sureties of Akfen GYO and Akfen Ticaret are given for the total outstanding loan amount.

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NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS AT 30 JUNE 2011

(Amounts are expressed in Turkish Lira ("TL") unless otherwise stated)

7. TRADE RECEIVABLES AND PAYABLES

a) Short-term trade receivables

As at 30 June 2011 and 31 December 2010, short-term trade receivables comprised the followings:

	30 June 2011	31 December 2010
Trade receivables	6,555,282	4,863,887
Due from related parties (Note 25)	1,381,314	1,291,871
Doubtful receivables	48,054	48,054
Less: Allowance for doubtful receivables	(48,054)	(48,054)
	7,936,596	6,155,758

There is no movement in the allowance for doubtful receivables for the periods ended 30 June 2011 and 31 December 2010.

b) Short-term trade payables

As at 30 June 2011 and 31 December 2010, short-term trade payables comprised the followings:

	30 June 2011	31 December 2010
Due to related parties (Note 25)	1,632,680	58,433
Other trade payables	640,288	796,414
	2,272,968	854,847

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8. OTHER RECEIVABLES AND PAYABLES

a) Other current receivables

As at 30 June 2011 and 31 December 2010 other current receivables comprised the followings:

	30 June 2011	31 December 2010
Other receivables	8,074,307	--
	8,074,307	--

As at 30 June 2011, other current receivables are mainly comprised of capital receivables of Akfen Karaköy and RHI from other shareholders amounting to TL 3,913,432 and TL 3,906,601 respectively.

b) Other non-current receivables

As at 30 June 2011 and 31 December 2010 other non-current receivables comprised the followings:

	30 June 2011	31 December 2010
Deposits and guarantees given	87,934	87,396
Other receivables	11,763	--
	99,697	87,396

c) Other current payables

As at 30 June 2011 and 31 December 2010 other current payables comprised the followings:

	30 June 2011	31 December 2010
Due to related parties (Note 25)	--	12,247,437
Other payables	236,533	44,070
	236,533	12,291,507

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NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS AT 30 JUNE 2011

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9. INVESTMENT PROPERTY AND INVESTMENT PROPERTY UNDER DEVELOPMENT

As at 30 June 2011 and 31 December 2010 details of investment property and investment property under development are as follows:

	30 June 2011	31 December 2010
Operating investment properties	586,367,702	541,327,000
Investment properties under development	206,155,500	102,736,152
Total	792,523,202	644,063,152

Operating investment properties:

As at 30 June 2011 and 31 December 2010 details of operating investment property is as follows:

	30 June 2011	31 December 2010
Opening balance	541,327,000	439,448,500
Additions	204,854	946,430
Transfer from development projects	--	44,358,000
Fair value adjustment (Note 20)	44,835,848	56,574,070
Carrying amount	586,367,702	541,327,000

As at 31 December 2010, the transfer from development projects composed of Bursa Ibis Hotel which was completed during the period.

As at 30 June and 31 December 2010, the fair value adjustment on investment property was recognised based on the fair values of the investment property. The fair values of the investment properties in Turkey and Northern Cyprus are calculated on the basis of a valuation carried out by a certified company that included in the approved list of CMB for "Property Appraisal Companies". These property appraisal companies determined the fair value of the investment properties as the present value of aggregate of the estimated cash flows expected to be received from renting out the property. In the valuation process, a projection period which covers the lease term for right of tenancy of each hotel is taken into consideration. The fair value is calculated by discounting the estimated cash flows at a rate which is appropriate for the risk level of the economy, market and the business to determine its present value.

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9. INVESTMENT PROPERTY AND INVESTMENT PROPERTY UNDER DEVELOPMENT
(continued)

As at 30 June 2011 and 31 December 2010, the fair value comparison of investment property is as follows:

Name of the investment property	30 June 2011			31 December 2010	
	Date of appraisal report	Value as per appraisal report	Fair value	Date of appraisal report	Fair value
Mercure Hotel – Girne	28 February 2011	177,757,000	177,757,000	31 December 2010	163,473,000
Zeytinburnu Novotel ve Ibis Hotel	28 February 2011	167,000,000	167,005,406	31 December 2010	157,045,000
Kayseri Novotel ve Ibis Hotel	28 February 2011	59,205,000	59,204,053	31 December 2010	54,445,000
Trabzon Novotel Hotel	28 February 2011	57,790,000	57,801,563	31 December 2010	53,102,000
Gaziantep Novotel ve Ibis Hotel	28 February 2011	57,835,000	57,839,680	31 December 2010	51,383,000
Bursa Ibis Hotel	28 February 2011	47,900,000	47,900,500	31 December 2010	44,358,000
Eskişehir Ibis Hotel ve Fitness Center	28 February 2011	18,856,000	18,859,500	31 December 2010	17,521,000
Total		586,343,000	586,367,702		541,327,000

The fair values of investment properties as of 30 June 2011 comprise the value as per the appraisal report dated 28 February 2011 and the expenditures made for investment property since then up until 30 June 2011 amounting to TL 24,702. As at 31 December 2010 the fair value is the equivalent of the value as per the appraisal report.

As of 30 June 2011, total insurance amount on investment properties is TL 425,836,617 (31 December 2010: TL 320,685,097).

Investment properties under development:

As at 30 June 2011 and 31 December 2010 details of investment property under development are as follows:

	30 June 2011	31 December 2010
Opening balance	102,736,152	33,709,802
Acquisitions	24,689,534	43,003,132
Fair value adjustment (Note 20)	78,729,814	71,725,733
Transfer to operating investment properties	--	(44,358,000)
Write off of investment property under development ⁽¹⁾	--	(1,344,515)
Carrying amount	206,155,500	102,736,152

⁽¹⁾ As of 31 December 2010, the Group management have cancelled the Krasnoyarsk project in Russia and written off the carrying amount.

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9. INVESTMENT PROPERTY AND INVESTMENT PROPERTY UNDER DEVELOPMENT
(continued)

As at 30 June 2011 and 31 December 2010, the fair value comparison of investment property under development is as follows:

Investment property	30 June 2011			31 December 2010	
	Date of appraisal report	Value as per appraisal report	Fair value	Date of appraisal report	Fair value
Karaköy Hotel Project	30 June 2011	78,000,000	78,000,000	--	--
İzmir Ibis Hotel Project	28 February 2011	23,328,000	23,597,211	31 December 2010	22,292,000
Esenyurt Ibis Hotel Project	28 February 2011	21,583,000	23,291,185	31 December 2010	20,297,000
Adana Ibis Hotel Project	28 February 2011	15,190,000	18,225,166	31 December 2010	14,308,000
Total		138,101,000	143,113,562		56,897,000

Investment properties under development of RHI and RPI of which Akfen GYO has 50% of shares are calculated on the basis of their fair values. As at 30 June 2011 the group portion of fair values of Samara Hotel project, Yaroslavl Hotel project and Kaliningrad Hotel project of RHI are TL 25,506,344 (31 December 2010: 19,036,803), TL 23,508,222 (31 December 2010: TL 15,946,546) and TL 3,431,568 (31 December 2010: TL 2,610,921), respectively. The group portion of fair value of Samara office project of RPI is TL 10,595,804 (31 December 2010: TL 8,244,882).

The fair values of investment properties as of 30 June 2011 comprise value as per the appraisal report dated 28 February 2011 and 30 June 2011 and the expenditures made for investment property since then up until 30 June 2011 amounting to TL 5,012,562. As at 31 December 2010 the fair value is the equivalent of the value as per the appraisal report.

As of 30 June 2011, total insurance amount on investment properties under development is TL 56,897,000 (31 December 2010: TL 66,759,457).

As of 30 June 2011 the pledge amount on investment property under development is TL 483,769,800 (31 December 2010: TL 454,387,925).

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10. PROPERTY AND EQUIPMENT

As at 30 June 2011 and 31 December 2010, the movement of property, plant and equipment is as follows:

	Equipments	Furniture and fixtures	Motor vehicles	Total
Balance at 1 January 2010	845	167,586	150,002	318,433
Acquisitions	3,843	37,475	4,529	45,847
Disposals	--	--	(93,000)	(93,000)
Balance at 31 December 2010	4,688	205,061	61,531	271,280
Balance at 1 January 2011	4,688	205,061	61,531	271,280
Acquisitions	--	20,056	--	20,056
Disposals	--	--	--	--
Balance at 30 June 2011	4,688	225,117	61,531	291,336
Accumulated depreciation				
Balance at 1 January 2010	(840)	(69,821)	(79,891)	(150,552)
Depreciation charge for the period	(154)	(37,864)	(11,399)	(49,417)
Disposals	--	--	46,626	46,626
Balance at 31 December 2010	(994)	(107,685)	(44,664)	(153,343)
Balance at 1 January 2011	(994)	(107,685)	(44,664)	(153,343)
Depreciation charge for the period	(191)	(23,964)	(5,654)	(29,809)
Disposals	--	--	--	--
Balance at 30 June 2011	(1,185)	(131,649)	(50,318)	(183,152)
Carrying amount				
1 January 2010	5	97,765	70,111	167,881
31 December 2010	3,694	97,376	16,867	117,937
1 January 2011	3,694	97,376	16,867	117,937
30 June 2011	3,503	93,468	11,213	108,184

As at 30 June 2011 there is no pledge on property and equipment (31 December 2010: None).

As at 30 June 2011, depreciation expenses amounting to TL 29,809 are recognised in administrative expenses (31 December 2010: TL 49,717).

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11. INTANGIBLE ASSETS

As at 30 June 2011 and 31 December 2010, the movement of intangible assets is as follows:

	Softwares
Cost	
Balance at 1 January 2010	35,500
Transfers	--
Acquisitions	2,636
Balance at 31 December 2010	38,136
Balance at 1 January 2011	38,136
Transfers	--
Acquisitions	11,090
Disposals	(8,032)
Balance at 30 June 2011	41,194
Accumulated amortisation	
Balance at 1 January 2010	(24,901)
Charge for the period	(5,613)
Balance at 31 December 2010	(30,514)
Balance at 1 January 2011	(30,514)
Charge for the period	(1,530)
Balance at 30 June 2011	(32,044)
Carrying amounts	
1 January 2010	10,599
31 December 2010	7,622
1 January 2011	7,622
30 June 2011	9,150

As of 30 June 2011, amortisation expenses amounting to TL 1,530 are recognised in administrative expenses (31 December 2010: TL 5,613).

12. GOVERNMENT GRANTS AND INCENTIVES

According to the Investment Incentive Law numbered 47/2000, the Group has a 100% of investment allowance on capital expenditures made until 31 December 2008 in Northern Cyprus.

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NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS AT 30 JUNE 2011

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13. PROVISIONS, CONTINGENT ASSETS AND LIABILITIES

There are no ongoing or finalized significant lawsuits against the Group as at 30 June 2011 and 31 December 2010.

14. COMMITMENT AND CONTINGENCIES

As at 30 June 2011 and 31 December 2010, Group's position related to letter of guarantees given, pledges and mortgages were as follows:

Commitments, Pledges, Mortgages ("CPM") are given by the Group	30 June 2011	31 December 2010
A. Total amount of CPM is given on behalf of own legal personality	569,570,647	502,985,847
B. Total amount of CPM is given in favour of subsidiaries which are fully consolidated	15,868,518	13,999,800
C. Total amount of CPM is given for assurance of third party's debts in order to conduct of usual business activities	--	--
D. Total Amount of other CPM	77,452,824	53,987,090
i. Total amount of CPM is given in favour of parent company	--	--
ii. Total amount of CPM is given in favour of other group companies, which B and C doesn't include	77,452,824	53,987,090
iii. The amount of CPM is given in favour of third party which C doesn't include	--	--
	662,891,989	570,972,737

Total original amount of foreign currency denominated CPM given on behalf of the Group's own legal personality are Euro 235,250,000 and USD 800,000 as of 30 June 2011 (31 December 2010: Euro 236,750,000 and USD 800,000). Total original amount of foreign currency denominated other CPM is Euro 32,648,000 as of 30 June 2011 (31 December 2010: Euro 26,000,000). As at 30 June 2011, total amount of CPM given by the group is 100,7% of the Group's equity (31 December 2010: 126%).

The Company pledged 279,996 units of shares of Akfen Ticaret amounting TL 6,999,900 as a surety for the letter of guarantees issued by Türkiye Vakıflar Bankası T.A.O. amounting to TL 8,463,565. Other sureties given by the shareholders and the transfer of rental revenue which will be generated from the hotels are presented at Note 6.

The Group is the joint guarantor of all commitments and liabilities arising from the loan obtained by Russian Hotel from Credit Europe Bank Russia to finance Samara Hotel Project. As at 30 June 2011, Euro 14,150,000 of the total borrowing amounting to Euro 15,000,000 has been obtained (31 December 2010: Euro 11,710,000). The Group is the joint guarantor of all commitments and liabilities arising from the loan obtained by Russian Hotel from Credit Europe Bank Russia to finance Yaroslav Hotel Project. As at 30 June 2011, Euro 10,498,000 of the total borrowing amounting to Euro 12,400,000 has been utilized (31 December 2010: Euro 7,490,000).

The Group is the joint guarantor of all commitments and liabilities arising from the loan obtained by Russian Property from Credit Europe Bank Russia to finance Samara Office Project. As at 30 June 2011, Euro 8,000,000 of the total borrowing amounting to Euro 8,000,000 has been utilized (31 December 2010: Euro 6,800,000).

14. COMMITMENT AND CONTINGENCIES (continued)

14.1. The Group as lessee

Operating lease arrangements

As at 30 June 2011, the Group has undergone 13 operating lease arrangements as lessee;

- The Group signed a rent agreement with Finance Ministry of Turkish Republic of Northern Cyprus to lease a land for constructing a hotel in Kyrenia and establishing right of tenancy in 15 July 2003. The lease payments started in 2003 and the payments are made annually. The lease term is 49 years.
- The Group signed a rent agreement with the Ministry of Treasury and Finance, on 4 December 2003 to lease a land and for constructing a hotel in Zeytinburnu, Istanbul. The term of the servitude right obtained with this agreement is 49 years. The lease payment composed of yearly fixed lease payments determined by Ministry of Treasury and Finance and 1% of the total yearly revenue generated by the hotel constructed on the land.
- The Group signed a rent agreement with Municipality of Eskişehir on 8 August 2005 to lease an incomplete hotel construction site located at Eskişehir for 22 years. Related lease agreement is expounded in land registry office. The hotel started to be operated in 2007 after the construction was completed. The lease payment is the yearly fixed lease amount determined by the agreement and 5% of the total yearly revenue generated by the hotel constructed on the land.
- The Group signed a rent agreement with Trabzon Dünya Ticaret Merkezi AS on 30 October 2006 to lease a land and to construct a hotel in Trabzon. The term of the servitude right obtained with this agreement is 49 years. The lease payments will start after a five year rent free period subsequent to acquisition of the operational permissions from the Ministry of Culture and Tourism. The Group has priority over the companies which submit equivalent proposals for the extension of the lease term.
- The Group signed a rent agreement with Kayseri Chamber of Industry on 4 November 2006 to lease a land and to construct a hotel in Kayseri. The term of the servitude right obtained with this agreement is 49 years. Lease payments will start after a five year rent free period. The Group has priority over the companies which submit equivalent proposals for the extension of the lease term.
- The Group signed a rent agreement with Municipality of Gaziantep on 31 May 2007 to lease a land and to construct a hotel in Gaziantep. The term of the servitude right obtained with this agreement is 30 years. The lease payment for the first 5 years is paid in advance after obtaining building permit.
- The Group signed a rent agreement with Bursa International Textile Trading Centre Business Cooperative ("BUTTİM") on 9 May 2008 to lease a land and to construct and operate an Ibis Hotel. The term of the servitude right obtained with this agreement is 30 years. Lease payments will start after a five year rent free period.
- The Group signed a rent agreement with Municipality of Georgia Batumi on 30 July 2009 to lease a land and to construct a hotel in Georgia Batumi. The term of the servitude right obtained with this agreement is 49 years. The lease payments are made as two installments in June and December for each year; the yearly payments are Georgian Lari 15,000.
- The Group signed a rent agreement with Prime Ministry General Directorate of Foundations on 16 September 2010 to lease a land and to construct a hotel in İzmir for 49 years. The lease payments made for the first three years are TL 2,340 per month and TL 25,155 for the fourth year per month. After the fourth year, the previous year rent increases at the beginning of the period as the average of annual Producer Price Index ("PPI").

14. COMMITMENT AND CONTINGENCIES (continued)

14.1. The Group as lessee (continued)

Operating lease arrangements (continued)

- The Group signed lease agreements for land of Yaroslavl and Kaliningrad projects amounting to TL 19,103 and TL 37,917 per year.
- The Group took over the 167,830 m2,tourism zoning land in Bafra,KKTC which is owned by KKTC Ministry of Agriculture and Natural Resources and assigned to Akfen İnşaat for 49 years KKTC with the approval of KKTC Cabinet.
- The Group took over the lease agreement for a period of 49 years on 22 June 2011, which was signed between the 1. Regional Directorate of Foundations and Hakan Madencilik ve Elektrik Üretim Sanayi Ticaret A.Ş. for the land in Beyoglu district of Istanbul under the build-operate-transfer model.

All operating lease contracts contain clauses on review of market conditions in the event that the Group exercises its option to renew. The Group does not have an option to purchase the leased assets at the expiry of the lease period.

Payments recognised as an expense

	30 June 2011	30 June 2010
Lease payments	1,170,248	752,374
	1,170,248	752,374

Non-cancellable operating lease commitments

	30 June 2011	31 December 2010
Less than one year	948,149	832,367
Between one and five years	6,571,491	4,055,098
More than five years	129,902,728	70,352,420
	137,422,368	75,239,885

In respect of non-cancellable operating leases the following liabilities have been recognized:

	30 June 2011	31 December 2010
Accrued rent expense		
Current (Note16)	440,366	338,029
Non-current (Note 16)	1,557,802	1,345,265
	1,998,168	1,683,294

14.2. The Group as lessor

Operating lease arrangements

As at 30 June 2011, the Group has undergone 16 operating lease arrangements as;

- The Group has signed a rent agreement with ACCOR S.A. on 18 November 2005 to lease a hotel which was completed in 2007 and started operations in Eskişehir.

14. COMMITMENT AND CONTINGENCIES (continued)

14.2. The Group as lessor (continued)

Operating lease arrangements (continued)

- The Group has signed a rent agreement with ACCOR S.A. on 12 December 2005 to lease two hotels which were completed in 2007 and started operations in Istanbul.
- The Group has signed a rent agreement with ACCOR S.A. on 26 July 2006 to lease a hotel which was completed in 2008 and started operations Trabzon.
- The Group has signed a rent agreement with ACCOR S.A. on 24 March 2008 to lease a hotel which was completed in 2009 and started operations in 2010 in Kayseri.
- The Group has signed a rent agreement with ACCOR S.A. on 24 March 2008 to lease a hotel which was completed in 2009 and started operations in 2010 in Gaziantep.
- The Group has signed a rent agreement with ACCOR S.A. on 31 July 2009 to lease a hotel which is completed in 2010 and started operations in November 2010 in Bursa.
- The Group has signed a rent agreement with ACCOR S.A. on 16 August 2010 to lease a hotel which is planned to complete and start its operations in 2012 in Esenyurt.
- The Group has signed a rent agreement with ACCOR S.A. on 7 September 2010 to lease a hotel which is planned to complete and start its operations in 2012 in Adana.
- The Group has signed a rent agreement with ACCOR S.A. on 2 February 2011 to lease a hotel which is planned to complete and starts its operations in 2012 in Izmir.

All of the nine agreements have similar clauses described below;

The agreements are signed with Tamaris Turizm operating in Turkey and owned 100% by ACCOR S.A and ACCOR S.A. has 100% guarantee over these agreements.

The lease term is sum of the period between the opening date and the end of that calendar year plus, twenty five full calendar years with an optional extension of ten years. ACCOR S.A. has the right to terminate the agreement at the end of the fifteenth full fiscal year upon by their mutual agreement. ACCOR S.A. has the right to terminate the agreement, if the Company fails to meet the defined completion date (after 6 months additional period over the completion date). In this case, the parties shall be freed of all mutual obligations, and ACCOR S.A. will receive immediate payment of any due amounts upon the date of termination and liquidated damages up to EUR 750,000. According to the "Amendment to MoU" signed on 12 April 2010, annual lease payment:

As of 1 January 2010;

- Kayseri Ibis, Gaziantep Ibiş, Bursa Ibiş and for the new Ibis and Novotel hotels to be opened after 1 January 2010 25% of gross revenue or the higher of 70% of the Adjusted Gross Operating Profit ("AGOP") pays from Tamaris Turizm A.Ş. to Akfen GYO as a rent.
- Kayseri Novotel ve Gaziantep Novotel and any Novotels for the new Ibis and Novotel hotels to be opened after 1 January 2010 22% of gross revenue or the higher of 70% of the Adjusted Gross Operating Profit ("AGOP") pays from Tamaris Turizm A.Ş. to Akfen GYO as a rent.

As of 1 January 2011;

- In Zeytinburnu Ibis and Eskişehir Ibiş 25% of gross revenue or the higher of 65% of the Adjusted Gross Operating Profit ("AGOP") pays from Tamaris Turizm A.Ş. to Akfen GYO as a rent.
- In Zeytinburnu Novotel and Trabzon Novotel 22% of gross revenue or the higher of 65% of the Adjusted Gross Operating Profit ("AGOP") pays from Tamaris Turizm A.Ş. to Akfen GYO as a rent.

14. COMMITMENT AND CONTINGENCIES (continued)

14.2. The Group as lessor (continued)

Operating lease arrangements (continued)

AGOP is calculated as deduction of 4% of the Gross Operating Profit ("GOP") corresponding to operational costs borne by ACCOR S.A. and 4% of GOP corresponding to furniture, fixture and equipment (FF&E) reserve fund from GOP.

If the Group will not develop at least four hotels, of which one in İstanbul at the latest on 31 December 2013, the annual lease payment of the hotels Novotel/Ibis Gaziantep, Novotel/Ibis Kayseri ve Ibis Bursa will be reduced to 65% of AGOP as at 1 January 2014. If the Group would not have developed one hotel in Moscow to be leased to ACCOR S.A. at the latest on 31 December 2011, the annual lease payment of Novotel/Ibis İstanbul, Ibis Eskişehir and Novotel Trabzon will be reduced to 60% of the AGOP as at 1 January 2012. Completion date is the date on which a hotel is completed, furnished and equipped and all necessary authorizations such as certificate of occupancy and operating licence, for its operations have been obtained. For each fiscal year ACCOR S.A. shall pay the annual lease payment on the basis of AGOP in compliance with the rates determined for each hotel by "Amendment to MoU" in four payments (January, April, July and October). The Group has undergone six operating lease arrangements as lessor other than operating lease agreements signed with ACCOR S.A. in Turkey:

- The Group has signed a rent agreement with Voyager Kıbrıs Limited ("Voyager") on 15 March 2007 to lease a casino. Lease period has started on 1 July 2007 with the opening of casino. The lease term is 5 years. According to the additional rent agreement signed on 1 May 2010, the annual lease payment is Euro 3,059,840 which is effective for the period between 1 July 2009 and 30 June 2010. The annual rent is paid quarterly (March, June, September and December). At 1 July 2010 annual lease payment amounting to Euro 3,209,840 will be effective, after discount of Euro 150,000 determined by the amendment is cancelled. The parties mutually agree that rent increase at the beginning of the period depending on annual Euribor rate is ceased and any rent increase will not be applied during the period when the main rent agreement is effective.
- The Group has signed a rent agreement with Serenas Turizm Kongre ve Organizasyon Hizmetleri Limited Şirketi ("Serenas Turizm") to lease Mercure Hotel for five full calendar years started from 1 January 2008 with an optional extension of 5 years. Annual rent amount is Euro 1,500,000 for 2011 and Euro 2,000,000 for 2012. Letter of guarantees amounting Euro 3,000,000 is provided by Serenas Turizm. An annual rent will be paid quarterly (February, May, August and November).
- The Group has signed rent agreement with Sportif Makine AŞ for Eskişehir İbis Hotel Fitness Center on 1 September 2006. The rent payments begin after two months from 1 January 2007 which the fitness centre is delivered. The monthly rent is Euro 6,500 and the length of rent the agreement is 7 years. The rent increases at the beginning of the period depending on Euribor rate. The Group has signed an additional agreement with Sportif Makine AŞ for the rent payments of 2011 at December 2010. Based on the agreement, the monthly VAT excluded rent amount is decreased to Euro 4,000 for June, July and August and Euro 5,500 for the remaining.
- The Group has signed rent agreement with Seven Turizm İnşaat ve Reklam Sanayi Ticaret Limited Şirketi for the bar/café in Eskişehir İbis Hotel on at 11 May 2007. The rent payments begin after two months after the bar/café is delivered. The monthly rent is TL 3,000 and the rent term is 10 years. The rent increases at the beginning of the period as the average of annual PPI and CPI

14. COMMITMENT AND CONTINGENCIES (continued)

14.2. The Group as lessor (continued)

Operating lease arrangements (continued)

• Russian Hotel through its subsidiary Samstroykom signed a lease agreement for IBIS Hotel building located in Samara, Russia, with Russian Management Hotel Company, a company which ACCOR S.A. operates in Russia. It was signed on 11 July 2008 in Moscow. The main lease agreement shall be signed and registered in the in the 3rd quarter 2011. The lease shall be for the period of 25 years with right of 10 years' of prolongation of ACCOR S.A. The rent shall be equal to 70% of the Adjusted Gross Operating Revenue. The Parties agreed that the Minimum Annual Guaranteed Rent for first year is Euro 5,000 per a room, for second year Euro 6,000 per a room, from third year to fifteenth year Euro 7,000 per a room. According to the Minimum Annual Guaranteed Rent the highest price is Euro 14,000 per a room. ACCOR S.A. has the right to cancel the lease agreement at the end of fifteenth year of the lease agreement

• Russian Hotel through its subsidiary LLC YaroslavlOtelInvest signed a lease agreement for IBIS Hotel building located in Yaroslavl, Russia, with Russian Management Hotel Company, a company which ACCOR S.A. operates in Russia. It was signed on 15 October 2009 in Moscow. The building shall be delivered to ACCOR S.A. in the second quarter of 2011. The main lease agreement shall be signed and registered in the in the 3rd quarter 2011. The lease shall be for the period of 25 years with right of 10 years' of prolongtion of ACCOR S.A. The rent shall be equal to 70% of the Adjusted Gross Operating Revenue. The Parties agreed that the Minimum Annual Guaranteed Rent for first year is Euro 5,000 per a room, for second year Euro 6,000 per a room, from third year to fifteenth year Euro 7,000 per a room. According to the Minimum Annual Guaranteed Rent the highest price is Euro 14,000 per a room. ACCOR S.A. has the right to cancel the lease agreement at the end of fifteenth year of the lease agreement

• Russian Hotel through its subsidiary LLC KaliningradInvest signed a lease agreement for IBIS Hotel building located in Kaliningrad, Russia Russian Management Hotel Company, a company which ACCOR S.A. operates in Russia. It was signed on 8 September 2010 in Moscow. The building shall be delivered to ACCOR S.A. in the second quarter of 2012. The main lease agreement shall be signed and registered in the 2nd quarter 2012. The lease shall be for the period of 25 years with right of 10 years' of prolongtion of ACCOR S.A. The rent shall be equal to 70% of the Adjusted Gross Operating Revenue. The Parties agreed that the Minimum Annual Guaranteed Rent for first year is Euro 4,000 per a room, for second year Euro 5,000 per a room, from third year to fifteenth year Euro 6,000 per a room. According to the Minimum Annual Guaranteed Rent the highest price is Euro 12,000 per a room. ACCOR S.A. has the right to cancel the lease agreement at the end of fifteenth year of the lease agreement.

Non-cancellable operating lease receivables

	30 June 2011	31 December 2010
Less than one year	9,870,914	11,381,701
Between one and five years	18,728,474	20,276,781
More than five years	47,986,076	43,229,257
	76,585,464	74,887,739

14. COMMITMENT AND CONTINGENCIES (continued)

14.2. The Group as lessor (continued)

Memorandum of understanding signed between Akfen Holding and ACCOR S.A.

Akfen Holding signed a Memorandum of Understanding ("MoU") with a 100% owned subsidiary of ACCOR S.A., one of the world's leading hotel groups. Based on the MoU, the entities will join their efforts to establish a partnership to develop hotel projects in Turkey. The Company will build and lease number of hotels. According to the "Development Program" stated in the "Amendment to MoU" signed on 12 April 2010 in the following five years period starting from 1 January 2011 to 31 December 2015, minimum 8 hotels shall be developed and leased to ACCOR S.A. by the Company in Turkey. Two of these hotels should be constructed in İstanbul, the other hotels should be constructed in Esenyurt, Ankara, İzmir, Adana and in two other cities which should be mutually determined by the parties. The parties may reduce the number of hotels to be developed under the Development Program by their mutual agreement writing during the first year of the relevant five year period, provided that the reduced number of hotels to be developed under the Development Program shall not be less than 6 hotels. If the parties would not agree on a new development plan for the following 5 years at the latest on 30 June 2015, each party entitles to terminate agreement or terminate the provisions of the agreement regarding the right of first refusal or continue with the other terms and conditions of the agreement. All of the operating lease arrangements that the Company is lessor are based on MoU. According to MoU:

- Any sale of a controlling shareholding of the Company by Akfen Holding to a third party, not a member of its shareholder's and/or family group shall be submitted to a first refusal right agreement of ACCOR S.A. under the same terms and conditions proposed by the third party offer or, except in case that the Company becomes a publicly listed entity.
- For securitisation of further investments, Akfen Holding and ACCOR S.A. agree that the share capital of the Company be increased by the entry of new shareholders but at all times while ACCOR S.A. and Akfen Holding are partners, Akfen Holding should directly or indirectly keep control of the shareholding and the outside investor permitted by the above mention terms will not be another national or international hotel operator.
- ACCOR S.A. can terminate the agreement if ACCOR S.A. does not use its refusal right or this right is not the case and does not want to continue with the new shareholder under the same terms and conditions. If the agreement is terminated by ACCOR S.A., the ongoing lease agreements will continue until their maturity terms.
- If the above stated development program is not realised until 31 December 2015 or new development program for the following five years would not be effective at the latest on 30 June 2015, either party will be free to terminate their partnership.

Memorandum of understanding signed between Kayı Insa Insaat AŞ & Akfen Ticaret and ACCOR S.A.

Akfen Ticaret and Kayı Insaat AŞ ("Kayı") signed a Memorandum of Understanding ("MoU") with ACCOR S.A. The parties agreed to develop hotels in Russia, located particularly within the city walls of the cities listed in the agreement. Such hotels will be constructed by the Akfen Ticaret and Kayı on plots of lands approved by ACCOR S.A. in order to be leased and operated by ACCOR S.A. under the Ibis brand. The parties envisage the extension of the terms set in the present Memorandum of understanding, on a case by case basis, to the brand Novotel for Selected Cities of Russia.

14. COMMITMENT AND CONTINGENCIES (continued)

14.3. Real estate investment trust investment portfolio constraints

According to the Part b of the Article 27 of the CMB Communiqué Serial VI, No 11 governing the real estate investment trusts, the Company has a limitation to invest a maximum of 10% of its portfolio value in demand and time deposits denominated on domestic and foreign currencies. The Article 35 of the same communiqué restricts the Company's use of bank loans with 3 times of its net asset value declared in the latest 6 month consolidated portfolio report.

As at 30 June 2011 and 31 December 2010 the Company is within the defined limits.

In accordance with Part B of the Article 27 of the same Communiqué, the participation into Akfen Ticaret does not exceed 50% of the portfolio value of the Company as at 30 June 2011 and 31 December 2010.

As amended by the Part C of the Article 27 of the same Communiqué, fair value of Akfen Ticaret, 100% owned subsidiary does not exceed 50% of the portfolio value of the Company for six month period as at 30 June 2011 and 31 December 2010.

15. EMPLOYEE BENEFITS

	30 June 2011	31 December 2010
Provision for vacation pay liability-short term	82,032	64,619
Provision for employee termination indemnity-long term	7,074	6,486
	89,106	71,105

In accordance with the existing laws, the Group is required to make a lump-sum payment for employee termination to each employee whose employment is terminated for reasons other than resignation or misconduct as stipulated in the Labour Law. This requirement is calculated using the sum of gross salary and other rights, up to a ceiling amount of TL 2,623 (31 December 2010: TL 2,517) per each year of employment. The ceiling amount is adjusted every six months in parallel with inflation.

The liability is not funded, as there is no funding requirement.

In accordance with IAS 19 "Employee Benefits", it is required to use actuarial valuation methods in estimating the liability related with current retirement plans of the Group. The Group has calculated the provision for employee termination indemnity using the "Projected Unit Cost Method" based on its experience in the personnel service period completion and obtaining the termination indemnity right and reflected in the financial statements. Provision for employee termination indemnity is calculated by taking into account the net present value of the total amount of the liability arising due to retirement of all employees.

15. EMPLOYEE BENEFITS (continued)

As at 30 June 2011 and 31 December 2010 the liability is calculated using the following assumptions:

	30 June 2011	31 December 2010
Discount rate	%4,66	%4,66
Anticipated retirement turnover rate	%81.00	%75.00

Reserve for employee termination indemnity is calculated according to the net present value of liability to occur in the future due to retirement of all employees and it is reflected in accompanying consolidated financial statements.

Movement of provision for employee termination benefits is as follows:

	30 June 2011	31 December 2010
Opening balance	6,486	37,099
Payment during the period	--	(9,985)
Additions/ (deductions) during the period	588	(20,628)
Closing balance	7,074	6,486

Movement of vacation pay liability is as follows:

	30 June 2011	31 December 2010
Opening balance	64,619	24,573
Payment during the period	--	--
Additions/ (deductions) during the period	17,413	40,046
Closing balance	82,032	64,619

16. OTHER CURRENT / NON-CURRENT ASSETS AND LIABILITIES

a) Other current assets

	30 June 2011	31 December 2010
VAT carried forward	2,677,535	122,855
Prepaid expenses ⁽²⁾	2,133,120	553,314
Advances given to suppliers	1,113,260	207,950
Prepaid taxes and funds	127,000	19,358
Job advances	38,678	1,809
Other	3,071	--
	6,092,664	905,286

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS AT 30 JUNE 2011

(Amounts are expressed in Turkish Lira ("TL") unless otherwise stated)

16. OTHER CURRENT / NON-CURRENT ASSETS AND LIABILITIES (continued)

b) Other non-current assets

	30 June 2011	31 December 2010
VAT carried forward	27,498,245	29,431,638
Prepaid expenses ⁽²⁾	11,428,097	73,280
Advances given to subcontractors ⁽¹⁾	5,720,980	4,765,658
Other	45,035	--
	44,692,356	34,270,576

⁽¹⁾ As at 30 June 2011 and 31 December 2010, advances given to subcontractors comprised of advances given to Akfen İnşaat for the construction of hotel projects.

⁽²⁾ Akfen Karaköy took over the "Conditional Construction Lease Agreement" on 22 June 2011, that was signed between 1. Regional Directorate of Foundations and 'Hakan Madencilik ve Elektrik Üretim Sanayi Ticaret A.Ş. ("Hakan Madencilik") under the build-operate-transfer model for a period of 49 years on 01 September 2009 for the land in Istanbul, Beyoglu, Kemankes district, Rıhtım Street, 121-77 map section, 28-60 parcels. Transfer payment which also includes the 5 years of rent prepaid by Hakan Madencilik, is recognized under the prepaid expenses and recorded as profit or loss by the straight-line basis over the lease term. As of 30 June 2011 the amount of expenses paid in advance for short and long-term is TL 1,562,136 and TL 11,398,811, respectively.

c) Other current liabilities

	30 June 2011	31 December 2010
Provision for construction costs ⁽²⁾	1,903,902	731,406
Rent expense accrual (Note 15)	440,366	338,029
Taxes and funds payable	208,310	175,090
Other expense accruals	183,396	289,626
Loan commission accrual ⁽¹⁾	180,392	181,850
Advances received	77,622	--
Social security premiums payable	25,834	11,085
Other	57,399	4,300
	3,077,221	1,731,386

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS AT 30 JUNE 2011***(Amounts are expressed in Turkish Lira ("TL") unless otherwise stated)***16. OTHER CURRENT / NON-CURRENT ASSETS AND LIABILITIES (continued)****c) Other current liabilities (continued)**

- (1) Loan commission accrual is arising from the loan agreement which was signed between TSKB and Türkiye İş Bankası and the Company. The Company pays commitment commission which is calculated as an annual rate of 1.25% on the unused portion of the loan at each quarter from the agreement date till the maturity date (Note 6).
- (2) As at 30 June 2011 and 31 December 2010 provision for construction costs comprised of the progress invoices related with the continuing projects of Esenyurt, Adana and RHI's projects in Russia.

d) Other non-current liabilities

	30 June 2011	31 December 2010
Rent expense accrual (Note 15)	1,557,802	1,345,265
	1,557,802	1,345,265

17. EQUITY**17.1. Paid in capital**

The capital structure as at 30 June 2011 and 31 December 2010 is as follows:

Shareholders	(%)	30 June 2011	(%)	31 December 2010
Akfen Holding	56.09	95,156,384	74.84	103,273,884
Publicly held	25.04	54,117,500	--	--
Hamdi Akın	18.47	33,991,838	24.63	33,991,838
Mustafa Ceyhan	0.19	345,380	0.25	345,380
İbrahim Süha Güçsav	0.19	345,380	0.25	345,380
Akınısı Makina Sanayi ve Tic. AŞ	0.02	43,513	0.03	43,513
Akfen İnşaat	0.00	2	0.00	2
Mehmet Semih Çiçek	0.00	1	0.00	1
Mustafa Dursun Akın	0.00	1	0.00	1
Ahmet Seyfi Usluoğlu	0.00	1	0.00	1
Total	100.00	184,000,000	100.00	138,000,000
Restatement effect		317,344		317,344
Restated capital		184,317,344		138,317,344

17. EQUITY (continued)

17.1. Paid in capital (continued)

As at 30 June 2011, the issued capital of the Company is TL 184,000,000 (31 December 2010: TL 138,000,000). As at 30 June 2011, the issued capital of the Company comprises of 184,000,000 registered units with a nominal value of TL 1 each (31 December 2010: TL 1, units, 138,000,000 units). The share group of A, C, D has the privilege to select nominees for the board of directors member selection.

According to the Extraordinary General Assembly resolution dated 22 March 2010, share capital is increased from TL 72,147,000 to TL 100,000,000. The resolution is registered on 30 June 2010. THO B.V. did not participate in capital increase and exercise right of preference as a shareholder. The exercise right of preference of THO BV is used by Akfen Holding and share capital increase amounting to TL 27,853,000 is paid in cash by the other shareholders of the Company.

A share transfer agreement related to purchase of 32,466,150 units of D group shares corresponding to 32.47% of Akfen GYO from THO B.V. by Akfen Holding was signed on 19 July 2010. Share transfer was realized subsequent to approval by legal authorities.

According to the Board of Directors resolution numbered 14 and dated 9 August 2010, the Company has decided to increase share capital from TL 100,000,000 to TL 138,000,000. TL 20,113,391 of the share capital increase is provided from retained earnings, TL 62,842 is provided from inflation adjustment on equity, TL 17,823,767 is paid in cash by the shareholders of the Company according to their partnership rates.

According to the Board of Directors resolution numbered 3 and dated 24 January 2011, the Company has decided to increase share capital from TL 138,000,000 to TL 184,000,000.

The public offering of shares was held on 11 May 2011 for 54,117,500 units of shares with a nominal value of TL 54,117,500 including the Company's existing 8,117,500 units of shares with a nominal value of TL 8,117,500 and the share capital increased by 46,000,000 units of shares with a nominal value of TL 46,000,000.

17.2. Business combination under common control

100% of Akfen Ticaret and 50% of RPI were acquired with the nominal value from parents of the Company in 2007 and 2009, respectively. The acquired subsidiary, Akfen Ticaret could be treated as an integrated operation of Akfen GYO by nature or by transfer of knowledge, were under common control with Akfen GYO since the beginning of their operations. The acquisition of this entity being under common control is accounted for using book values, where in its consolidated financial statements the acquirer, is permitted, but not required, to restate its comparatives as if the combination had been in existence throughout the reporting periods presented. Management decided not to restate its comparative information. The acquisition of this entity being under common control is recognised with cost method, since this treatment is the best way to present the economic substance of the transaction since the transaction is moving the shares of one party from one part of the group to another, there is no independent third party involvement and in particular the purchase price is not determined on an arm's length basis. Excess of net assets over cash paid at the acquisition date is recognised in "Business combination under common control" directly in equity.

17. EQUITY (continued)

17.3. Translation reserve

The translation reserve comprise of foreign exchange difference arising from the translation of the financial statements of Russian Hotel and Russian Property from their functional currency to the presentation currency TL which is recognised in equity.

17.4. Share Premium

The surplus of sales price over the nominal value of the shares amounted to TL 58,800,000 during the initial public offering of the shares at 11 May 2011 were accounted as share premium. Commission expenses, advertising expenses and consultancy expenses which are related with the initial public offering amounting to TL 2,242,478 were associated with retained earnings in accordance with the communique and related CMB announcements.

17.5. Legal reserves

Profit reserves comprised of the legal reserves as of 30 June 2011 and 31 December 2010.

	30 June 2011	31 December 2010
Legal reserves	4,147	4,147
Closing balance	4,147	4,147

The legal reserves consist of first and second legal reserves, according to the Turkish Commercial Code ("TCC"). The TCC stipulates that the first legal reserve is appropriated out of historical statutory profits at the rate of 5% per annum, until the total reserve reaches 20% of the Group's historical paid-in share capital. The second legal reserve is appropriated at the rate of 10% per annum of all cash distributions in excess of 5% of the historical paid-in share capital. Under TCC, the legal reserves are not available for distribution unless they exceed 50% of the historical paid-in share capital but may be used to offset losses in the event that historical general reserve is exhausted.

In accordance with the Communiqué No: XI-29 issued on 9 April 2008 in the Official Gazette; equity items of paid-in capital, share premiums, and legal reserves and special reserves under restricted reserves should be presented at their nominal amounts. Accordingly the inflation adjustments provided for within the framework of IAS/IFRS, for paid-in capital has been presented under inflation adjustment on capital, where as for share premium and legal reserves and special reserves under restricted reserves inflation effects has been presented under retained earnings. Other equity items have been presented with their IAS/IFRS values.

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18. SALES AND COST OF SALES

For the periods ended 30 June, sales and cost of sales are as follows:

	1 January - 30 June 2011	1 April - 30 June 2011	1 January - 30 June 2010	1 April - 30 June 2010
Rent income	13,174,949	7,362,224	8,742,190	4,500,314
	13,174,949	7,362,224	8,742,190	4,500,314
Operating lease expenses	(894,940)	(483,514)	(626,909)	(325,987)
Outsourced service expenses	(196,523)	(98,118)	(14,487)	(14,478)
Insurance expenses	(188,270)	(96,014)	(202,958)	(101,655)
Taxes and duties expenses	(28,705)	(10,563)	(39,295)	(28,852)
Others	(4,014)	(170)	(731)	--
	(1,312,452)	(688,379)	(884,380)	(470,972)

19. ADMINISTRATIVE EXPENSES

For the periods ended 30 June, administrative expenses are as follows:

	1 January - 30 June 2011	1 April - 30 June 2011	1 January - 30 June 2010	1 April - 30 June 2010
Personnel expenses	1,005,984	511,309	565,104	281,572
Outsourced service expenses	590,118	359,095	37,559	25,738
Operating lease expenses	311,392	233,532	793,718	428,198
Consultancy expenses	268,770	134,304	125,465	65,665
Advertising expenses	63,299	58,031	158,386	47,409
Travel and hosting expenses	58,909	11,503	34,967	22,133
Tax and duties expenses	53,191	3,538	138,678	101,442
Depreciation expense	29,809	18,190	29,080	14,240
Amortisation expense	9,882	9,149	2,596	1,305
Other	64,588	21,206	24,345	45
Total	2,455,942	1,359,857	1,909,898	987,747

19.1. Personnel expenses

	1 January - 30 June 2011	1 April - 30 June 2011	1 January - 30 June 2010	1 April - 30 June 2010
Wages and salaries	884,606	446,958	509,245	247,883
Social security premiums	79,251	41,233	35,585	20,014
Change in vacation pay liability	17,413	10,025	6,293	6,293
Change in employee severance indemnity	588	588	--	--
Other	24,126	12,505	13,981	7,382
Total	1,005,984	511,309	565,104	281,572

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20. OTHER OPERATING INCOME / EXPENSES

a) Other operating income

	1 January - 30 June 2011	1 April - 30 June 2011	1 January - 30 June 2010	1 April - 30 June 2010
Fair value gain on operating investment property, net	44,835,848	999,572	8,953,220	8,953,220
Fair value gain on investment property under development	78,729,814	76,160,449	7,046,377	7,046,377
Other income	38,250	14,763	163,546	107,179
Total	123,603,912	77,174,784	16,163,143	16,106,776

b) Other operating expenses

	1 January - 30 June 2011	1 April - 30 June 2011	1 January - 30 June 2010	1 April - 30 June 2010
Public Offering Expenses	1,831,639	1,831,639	--	--
Non-deductible VAT	1,119,691	404,335	--	--
Other expense	202,320	48,860	544,688	378,996
Total	3,153,650	2,284,834	544,688	378,996

As of 30 June 2011, non-deductible VAT stems from provision provided for the VAT carry forward resulting from projects in Russia and may not be deducted from VAT payable that will occur in the future.

21. FINANCE INCOME

For the periods ended 30 June, finance incomes are as follows:

	1 January - 30 June 2011	1 April - 30 June 2011	1 January - 30 June 2010	1 April - 30 June 2010
Foreign exchange gain	2,281,897	425,126	22,692,438	11,503,480
Interest income	731,181	675,458	4,326	--
Profit on sale of marketable securities	--	--	350	1
Total	3,013,078	1,100,584	22,697,114	11,503,481

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22. FINANCE COSTS

For the periods ended 30 June, finance costs are as follows:

	1 January - 30 June 2011	1 April - 30 June 2011	1 January - 30 June 2010	1 April - 30 June 2010
Foreign exchange loss	26,486,524	13,881,388	2,362,658	873,651
Interest expenses	5,377,105	2,269,113	7,128,426	3,710,273
Commission expenses	442,059	441,055	872,928	593,178
Expenses for letter of guarantees	191,443	189,157	295,115	234,033
Total	32,497,131	16,780,713	10,659,127	5,411,135

For the six months ended 30 June 2011, the Group capitalises interest expenses amounting to TL 338,911 on investment properties under development (31 December 2010: TL 1,608,815).

23. DEFERRED TAX ASSETS AND LIABILITIES

According to Article 5/1(d) (4) of the New Corporate Tax Law 5520, the income of Real Estate Investment Trusts ("REIT") is exempt from Corporate Income Tax in Turkey. This exemption is also applicable to Quarterly Advance Corporate Tax. Therefore, deferred tax is not recognized for the income of the Company from the operations as a real estate investment trust since those are exempt from income tax.

Deferred tax has been recognised for the temporary differences of Akfen Ticaret and its branch operating in Northern Cyprus arising between its financial statements as reported in compliance with CMB standards and its statutory financial statements. The corporate tax rate is 23.5% in Northern Cyprus.

As at 30 June 2011, RPI has current tax liability provision amounting to TL 176,566.

As at 30 June 2011 and 2010, the main components of tax expenses/income are as follows:

	1 January - 30 June 2011	1 April - 30 June 2011	1 January - 30 June 2010	1 April - 30 June 2010
Current tax (expense)/income	--	32,576	(336,576)	(245,819)
Deferred tax (expense)/income	(3,074,822)	201,229	(1,709,039)	(864,491)
Total taxation	(3,074,822)	233,805	(2,045,615)	(1,110,310)

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23. DEFERRED TAX ASSETS AND LIABILITIES (continued)

Movements of deferred tax assets and liabilities during the period

The reported taxation charge for the periods ended 30 June are different than the amounts computed by applying the statutory tax rate to income before tax as shown in the following:

		1 January -30 June 2011		1 January -30 June 2010
	%		%	
Profit for the period		97,297,942		31,558,739
Tax expense		(3,074,822)		(2,045,615)
Profit excluding income tax		100,372,764		33,604,354
Income tax using the domestic tax rate	(20)	(20,074,553)	(20)	(6,720,871)
Tax-exempt income ⁽¹⁾	3.04	3,054,374	15.75	5,293,918
Non-deductible expenses	(0.72)	(720,742)	(0.12)	(40,390)
Recognition of previously unrecognized tax losses	--	--	0.23	76,446
Current year losses for which no deferred tax asset was recognized	0.04	36,961	--	--
Permanent differences for which no deferred tax was recognized ⁽²⁾	15.52	15,574,849	--	--
Effect of different tax rates in foreign jurisdictions	(0.50)	(505,197)	(0.84)	(283,255)
Other	(0.44)	(440,514)	(1.11)	(371,463)
Taxation charge	(3.06)	(3,074,822)	(6.09)	(2,045,615)

⁽¹⁾ Tax-exempt income is related with Akfen GYO since the Company is exempt from Corporate Tax.

⁽²⁾ Deferred tax was not recognized for the difference resulting from Karaköy Hotel Project since it is estimated as non-taxable.

Unrecognised deferred tax assets

As at 30 June 2011, Akfen Ticaret has accumulated statutory tax losses that can be netted from future fiscal profits amounting to TL 2,517,232 (31 December 2010: TL 2,333,304). Since there is not any possible and reliable taxable profit projection regarding the utilization of accumulated losses, the deferred tax asset amounting to TL 503,446 (31 December 2010: TL 446,661) has not been recognised. The expiry dates of the unrecognised accumulated losses are as follows:

	30 June 2011	31 December 2010	Year of expiry
2006	190,358	190,358	31 December 2011
2007	432,457	432,457	31 December 2012
2008	--	--	31 December 2013
2009	1,607,522	1,607,522	31 December 2014
2010	102,967	102,967	31 December 2015
2011	183,928	--	31 December 2016
	2,517,232	2,333,304	

23. DEFERRED TAX ASSETS AND LIABILITIES (continued)

Recognised deferred tax assets and liabilities

Deferred tax assets and deferred tax liabilities as at 30 June 2011 and 31 December 2010 were attributable to the items detailed in the table below:

	Deferred tax assets		Deferred tax liabilities		Net deferred tax assets / (liabilities)	
	30 June 2011	31 December 2010	30 June 2011	31 December 2010	30 June 2011	31 December 2010
Investment incentive ⁽¹⁾	16,011,549	16,011,562	--	--	16,011,549	16,011,562
Fair value gain on investment property	--	--	(29,986,649)	(23,922,308)	(29,986,649)	(23,922,308)
Bank borrowings	74,817	--	--	(656)	74,817	(656)
Tax losses carried forward	906,166	679,560	--	--	906,166	679,560
Intangible assets	2,519,553	--	--	--	2,519,553	--
Other	--	--	(89,892)	--	(89,892)	--
Deferred tax asset/(liability)	19,512,085	16,691,122	(30,076,541)	(23,922,964)	(10,564,456)	(7,231,842)
Net off tax	(19,272,074)	(16,601,779)	19,272,074	16,601,779	--	--
Net deferred tax asset / (liability)	240,011	89,343	(10,804,467)	(7,321,185)	(10,564,456)	(7,231,842)

⁽¹⁾ The Group has recognised deferred tax assets on the capital expenditures subject to 100% of investment allowance completed until 31 December 2008 in Northern Cyprus.

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24. EARNINGS PER SHARE

Earnings per share are calculated by dividing net income for the period by the weighted average number of shares of the Company during the period. For the period ended 30 June, the earnings per share computation are as follows:

	1 January - 30 June 2011	1 April - 30 June 2011	1 January - 30 June 2010	1 April - 30 June 2010
Number of shares in circulation				
Issued shares at 1 January	138,000,000	138,000,000	72,147,000	100,000,000
Increase in share capital, in cash	46,000,000	--	27,853,000	--
Total shares at 30 June	184,000,000	138,000,000	100,000,000	100,000,000
Weighted average number of shares	154,265,193	138,000,000	86,150,442	100,000,000
Net profit for the period	73,965,484	41,424,109	31,558,739	23,751,411
Earnings per share	0.48	0.30	0.37	0.24

25. RELATED PARTY DISCLOSURES

25.1. Related party balances

Due from related parties (trade):

As of 30 June 2011 and 31 December 2010, due from related parties (trade) comprised the following:

	30 June 2011	31 December 2010
Akfen Gayrimenkul Yatırımları ve Ticaret AŞ ⁽¹⁾	1,381,314	1,291,871
	1,381,314	1,291,871

⁽¹⁾ As of 30 June and 31 December 2010, receivable from Akfen Gayrimenkul Yatırımları ve Ticaret AŞ is resulted from inventory sales.

Due to related parties (trade):

	30 June 2011	31 December 2010
Kasa Stroy	1,586,371	980
Akfen Turizm Yatırımları ve İşletmeleri AŞ	46,309	57,453
	1,632,680	58,433

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25. RELATED PARTY DISCLOSURES *(continued)*

25.1. Related party balances *(continued)*

Due to related parties (other):

	30 June 2011	31 December 2010
Akfen Holding ⁽¹⁾	--	11,608,602
Razveev ⁽²⁾	--	617,180
Other	--	21,655
	--	12,247,437

⁽¹⁾ As at 31 December 2010, payable to Akfen Holding amounting to TL 6,644,934 is due from the transfer of the payable to Akfen İnşaat, TL 2,022,532 is to finance operations of the Group and TL 4,272,269 is the capital advances to Russian Hotel and Russian Property, respectively attributed on behalf of the Company by Akfen Holding during the period. Additionally, payable amounting to TL 616,975 and TL 74,424 have arisen from the interest and rent invoices issued by Akfen Holding during the period, respectively.

⁽²⁾ As at 30 June 2011, this amount shows the payable to land owner of Samara project in Russia.

Guarantees given to and provided from related parties is explained in Note 6.

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25. RELATED PARTY DISCLOSURES (continued)

25.2. Related party transactions

a) Operating investment purchases (Investment properties under development)

	1 January - 30 June 2011	1 April - 30 June 2011	1 January - 30 June 2010	1 April - 30 June 2010
Akfen İnşaat	5,503,747	4,543,232	11,892,307	8,107,598
	5,503,747	4,543,232	11,892,307	8,107,598

b) Rent expenses

	1 January - 30 June 2011	1 April - 30 June 2011	1 January - 30 June 2010	1 April - 30 June 2010
Hamdi Akın	141,750	70,965	63,071	30,468
	141,750	70,965	63,071	30,468

c) Interest income

	1 January - 30 June 2011	1 April - 30 June 2011	1 January - 30 June 2010	1 April - 30 June 2010
Akfen Gayrimenkul Yatırımları ve Ticaret A.Ş.	65,720	30,680	--	--
	65,720	30,680	--	--

d) Interest expenses

	1 January - 30 June 2011	1 April - 30 June 2011	1 January - 30 June 2010	1 April - 30 June 2010
Akfen Holding	282,208	32,873	666,981	196,041
Akfen Gayrimenkul Geliştirme	--	--	74,985	--
	282,208	32,873	741,966	196,041

e) Remuneration of top management

	1 January - 30 June 2011	1 April - 30 June 2011	1 January - 30 June 2010	1 April - 30 June 2010
Current portion of remuneration of top management	777,026	575,164	321,941	205,158
	777,026	575,164	321,941	205,158

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26. NATURE AND LEVEL OF RISK ARISING FROM FINANCIAL INSTRUMENTS

(i) General

The Group exposed to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk
- operational risk

This note presents information about the Group's exposure to each of the above risks and explains the Group's objectives, policies and processes for measuring and managing risks, and the Group's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

The Group's risk management vision is defined as, identifying variables and uncertainties that will impact the Group's objectives, conducting proactively and managing through the most appropriate steps, supervising the implementation of steps in line with the shareholders' risk preference.

Corporate Risk Management activities are executed within the Group as a whole in the following fields:

- Determining risk management standards and policies,
- Developing a uniform risk management oriented work culture and capabilities,
- Conducting risk analysis of existing and potential investments,
- Creating a senior administration vehicle reporting on the risks of new investments of a company, sector or group
- Determining risk limitations and action plans,
- Supporting the implementation of these action plans ,
- Supporting strategic processes with a risk management approach.

The Board of Directors ("BOD") has overall responsibility for the establishment and oversight of Akfen GYO's risk management framework. The latter determines shareholder risk preference, ensuring that appropriate risk management applications are in place. Akfen GYO's BOD has the ultimate responsibility for Corporate Risk Management.

(ii) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investment securities.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Group's customer base, including the default risk of the industry and country in which customers operate has an influence on credit risk. Since the Group operates in real estate businesses geographically the concentration of credit risk for the Group's entities operating in the mentioned businesses are mainly in Turkey.

The companies operating under these segments have set a credit policy under which each new customer is analysed individually for the creditworthiness before each company's standard payment and delivery terms and conditions are offered.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, geographic location, industry, ageing profile, maturity and existence of previous financial difficulties.

The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of accounts receivable. The allowance is provided for receivables that are legally insolvent.

26. NATURE AND LEVEL OF RISK ARISING FROM FINANCIAL INSTRUMENTS (continued)

(iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, and interest rates, will affect the Group's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

The Group is exposed to currency risk on various foreign currency denominated income and expenses and resulting receivables, payables and borrowings that are denominated in a currency other than the respective functional currencies of Group entities.

In respect of monetary assets and liabilities denominated in foreign currencies, the Group ensures that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

To minimize risk arising from foreign currency denominated balance sheet items, the Group keeps part of its idle cash in foreign currencies.

As at 30 June 2011, the companies in the Group have foreign currency balances other than their functional currencies such as Euro, as mentioned in the related notes of the consolidated financial statements.

The Group keeps cash in USD, Euro, GBP and TL to manage the foreign currency risk.

The Group realises the medium and long term bank borrowings in the currency of project revenues. Additionally, the Group realises short term bank borrowings in TL, Euro and USD in balance by pooling/ portfolio model.

Interest rate risk

As at 30 June 2011, the Group's operations are subject to the risk of interest rate fluctuations to the extent that 94% of the Group's bank borrowings are obtained by floating interest rates.

The Group is also exposed to basis risk for its floating rate borrowings, which is the difference in repricing characteristics of the various floating rate indices. Risk management activities are aimed at optimizing net interest income, given market interest rate levels consistent with the Group's business strategies.

(iv) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Typically, the Group's entities ensure that they have sufficient cash on demand to meet expected operational expenses in terms of the relevant characteristics of the businesses they operate, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

For the Group entities, risk of funding current and potential requirements is mitigated by ensuring the availability of adequate number of creditworthy lending parties. The Group entities, in order to minimize liquidity risk, hold adequate cash and available line of credit.

26. NATURE AND LEVEL OF RISK ARISING FROM FINANCIAL INSTRUMENTS (continued)

(v) Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Group's processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behavior. Operational risks arise from all of the Group's operations.

The Group's objective is to manage operational risk so as to balance the avoidance of financial losses and damage to the Group's reputation with overall cost effectiveness and to avoid control procedures that restrict initiative and creativity.

The primary responsibility for the development and implementation of controls to address operational risk is assigned to senior management within each business unit. This responsibility is supported by the development of overall Group standards for the management of operational risk in the following areas:

- requirements for appropriate segregation of duties, including the independent authorisation of transactions
- requirements for the reconciliation and monitoring of transactions
- compliance with regulatory and other legal requirements
- documentation of controls and procedures
- requirements for the periodic assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified
- requirements for the reporting of operational losses and proposed remedial action
- development of contingency plans
- training and professional development
- ethical and business standards
- risk mitigation, including insurance where this is effective

Capital management

The Board's policy is to maintain a strong capital base so as to maintain creditor and market confidence and to sustain future development of the business.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

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26. NATURE AND LEVEL OF RISK ARISING FROM FINANCIAL INSTRUMENTS (continued)

26.1. Credit risk

The ownership of the financial assets brings the risk of not meeting the obligations of the agreement of the counter party.

The maximum exposure to credit risk as at 30 June 2011 and 31 December 2010 is as follows:

	Receivables					
	Trade receivables			Other receivables		
	Related party	Third party	Third party	Related party	Third party	Deposits on banks
30 June 2011						
Exposure to maximum credit risk as of reporting date (A+B+C+D+E)	1,381,314	6,555,282		--	8,174,005	56,306,112
- The portion of maximum risk covered by guarantee	--	--	--	--	--	--
A. Net carrying value of financial assets which are neither impaired nor overdue	1,381,314	6,555,282		--	8,174,005	56,306,112
B. Net carrying value of financial assets that are restricted, otherwise which will be regarded as overdue or impaired						
C. Net carrying value of financial assets which are overdue but not impaired	--	--	--	--	--	--
- The portion covered by any guarantee	--	--	--	--	--	--
D. Net carrying value of impaired assets	--	48,054		--	--	--
- Overdue (gross book value)	--	(48,054)		--	--	--
- Impairment (-)	--	--		--	--	--
- Covered portion of net book value (with letter of guarantee etc)	--	--		--	--	--
- Undue (gross book value)	--	--		--	--	--
- Impairment (-)	--	--		--	--	--
- Covered portion of net book value (with letter of guarantee etc)	--	--		--	--	--
E. Off balance sheet items with credit risks	--	--		--	--	--

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26. NATURE AND LEVEL OF RISK ARISING FROM FINANCIAL INSTRUMENTS (continued)

26.1. Credit risk (continued)

	Receivables					
	Trade receivables			Other receivables		
	Related party	Third party	Third party	Related party	Third party	Deposits on banks
31 December 2010						
Exposure to maximum credit risk as of reporting date (A+B+C+D+E)	1,291,871	4,863,887		--	87,396	1,302,795
- The portion of maximum risk covered by guarantee	--	--	--	--	--	--
A. Net carrying value of financial assets which are neither impaired nor overdue	1,291,871	4,863,887		--	87,396	1,302,795
B. Net carrying value of financial assets that are restricted, otherwise which will be regarded as overdue or impaired	--	--	--	--	--	--
C. Net carrying value of financial assets which are overdue but not impaired	--	--	--	--	--	--
- The portion covered by any guarantee	--	--	--	--	--	--
D. Net carrying value of impaired assets	--	--	--	--	--	--
- Overdue (gross book value)	--	48,054	--	--	--	--
- Impairment (-)	--	(48,054)	--	--	--	--
- Covered portion of net book value (with letter of guarantee etc)	--	--	--	--	--	--
- Undue (gross book value)	--	--	--	--	--	--
- Impairment (-)	--	--	--	--	--	--
- Covered portion of net book value (with letter of guarantee etc)	--	--	--	--	--	--
E. Off balance sheet items with credit risks	--	--	--	--	--	--

As at 30 June 2011 and 31 December 2010, the Group does not have any financial assets which are overdue but not impaired

26. NATURE AND LEVEL OF RISK ARISING FROM FINANCIAL INSTRUMENTS (continued)

26.2. Liquidity risk

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements. The table analyses the financial liabilities of the Group by grouping the terms. The contractual cash flow is not discounted:

30 June 2011:

Contractual maturities	Carrying amount	Contractual cash flows	3 months or less	3-12 months	1-5 years	More than 5 years
		(I)+(II)+(III)+(IV)	(I)	(II)	(III)	(IV)
Non-derivative financial liabilities						
Bank borrowings	239,883,152	275,344,074	10,407,715	68,063,672	125,001,254	71,871,432
Trade payables	2,272,968	2,272,968	--	--	--	--
Other payables (other liabilities included)	4,637,412	4,637,412	3,079,610	--	1,557,802	--

31 December 2010:

Contractual maturities	Carrying amount	Contractual cash flows	3 months or less	3-12 months	1-5 years	More than 5 years
		(I)+(II)+(III)+(IV)	(I)	(II)	(III)	(IV)
Non-derivative financial liabilities						
Bank borrowings	212,191,987	262,099,260	9,675,551	44,380,179	144,493,973	63,549,557
Trade payables	854,847	854,847	--	--	--	--
Other payables (other liabilities included)	15,181,983	15,181,983	13,836,718	--	1,345,265	--

The Group does not have any derivative financial liabilities as at 30 June 2011 and 31 December 2010. Since taxes and funds payable and social security premiums payable are non-financial liabilities, they are not included in other payables.

26. NATURE AND LEVEL OF RISK ARISING FROM FINANCIAL INSTRUMENTS (continued)

26.3. Market risk

a) Foreign currency position table and sensitivity analysis

30 June 2011	TL Equivalent (Functional currency)	USD	EURO	GBP	Other
Foreign currency position					
1 Trade receivables	6,450,347	--	2,744,431	--	3,130
2a Monetary financial assets (cash and bank accounts included)	362,912	101	143,607	--	25,385
2b Non-monetary financial assets	--	--	--	--	--
3 Other	14,417,538	123	6,045,734	--	214,700
4 Current assets (1+2+3)	21,230,797	224	8,933,772	--	243,214
5 Trade receivables	--	--	--	--	--
6a Monetary financial assets	6,308	--	--	2,416	--
6b Non-monetary financial assets	--	--	--	--	--
7 Other	36,786	--	--	--	36,786
8 Non-current assets (5+6+7)	43,094	--	--	2,416	36,786
9 Total assets (4+8)	21,273,891	224	8,933,772	2,416	280,000
10 Trade payables	5,994,890	--	2,478,649	--	172,048
11 Financial liabilities	66,996,304	--	28,518,774	--	--
12a Other monetary financial liabilities	2,056,915	--	875,581	--	--
12b Other non-monetary financial liabilities	--	--	--	--	--
13 Short-term liabilities (10+11+12)	75,100,644	--	31,873,004	--	172,048
14 Trade payables	--	--	--	--	--
15 Financial liabilities	158,489,219	--	67,465,188	--	--
16a Other monetary financial liabilities	1,529,338	896,762	28,706	--	--
16b Other non-monetary financial liabilities	--	--	--	--	--
17 Long-term liabilities (14+15+16)	160,019,142	896,762	67,493,894	--	--
18 Total liabilities (13+17)	235,119,786	896,762	99,366,898	--	172,048
19 Net asset / (liability) position of off-balance sheet items (19a-19b)	--	--	--	--	--
19a Amount of derivative off-balance sheet items in foreign currency in asset characteristics	--	--	--	--	--
19b Amount of off derivative-balance sheet items in foreign currency in liability characteristics	--	--	--	--	--
20 Net foreign currency position (9-18+19)	--	--	--	2,416	107,952
21 Net foreign currency position of monetary assets / (liabilities) (1+2a+5+6a-10-11-12a-14-15-16a)	(213,845,895)	(896,538)	(90,433,126)	2,416	(143,533)
22 Fair value of the financial instruments used in foreign currency hedging	(228,300,219)	(896,661)	(96,478,860)	2,416	--
23 Amount of foreign currency assets hedged	--	--	--	--	--
24 Amount of foreign currency liabilities hedged	--	--	--	--	--

Convenience Translation to English of Consolidated Financial Statements Originally Issued in Turkish
AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ
 NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS AT 30 JUNE 2011
(Amounts are expressed in Turkish Lira ("TL") unless otherwise stated)

26. NATURE AND LEVEL OF RISK ARISING FROM FINANCIAL INSTRUMENTS (continued)

26.3. Market risk (continued)

31 December 2010		TL Equivalent	USD	EURO	GBP	Other
Foreign currency position		(Functional currency)				
1	Trade receivables	4,826,356	--	2,355,354	--	--
2a	Monetary financial assets (cash and bank accounts included)	62,174	155	30,224	--	--
2b	Non-monetary financial assets	--	--	--	--	--
3	Other	1,158	215	401	--	--
4	Current assets (1+2+3)	4,889,688	370	2,385,979	--	--
5	Trade receivables	--	--	--	--	--
6a	Monetary financial assets	5,771	--	--	2,416	--
6b	Non-monetary financial assets	--	--	--	--	--
7	Other	--	--	--	--	--
8	Non-current assets (5+6+7)	5,771	--	--	--	--
9	Total assets (4+8)	4,895,459	370	2,385,979	2,416	--
10	Trade payables	102,455	--	50,000	--	--
11	Financial liabilities	43,446,915	--	21,202,925	--	--
12a	Other monetary financial liabilities	3,176,994	--	1,550,434	--	--
12b	Other non-monetary financial liabilities	--	--	--	--	--
13	Short-term liabilities (10+11+12)	46,726,364	--	22,803,359	--	--
14	Trade payables	--	--	--	--	--
15	Financial liabilities	153,182,525	--	74,756,003	--	--
16a	Other monetary financial liabilities	1,345,637	724,959	103,363	--	--
16b	Other non-monetary financial liabilities	--	--	--	--	--
17	Long-term liabilities (14+15+16)	154,528,162	724,959	74,859,366	--	--
18	Total liabilities (13+17)	201,254,526	724,959	97,662,725	--	--
19	Net asset / (liability) position of off-balance sheet items (19a-19b)	--	--	--	--	--
19a	Amount of derivative off-balance sheet items in foreign currency in asset characteristics	--	--	--	--	--
19b	Amount of off derivative-balance sheet items in foreign currency in liability characteristics	--	--	--	--	--
20	Net foreign currency position (9-18+19)	(196,359,067)	(724,589)	(95,276,746)	2,416	--
21	Net foreign currency position of monetary assets / (liabilities) (1+2a+5+6a-10-11-12a-14-15-16a)	(196,360,225)	(724,804)	(95,277,147)	2,416	--
22	Fair value of the financial instruments used in foreign currency hedging	--	--	--	--	--
23	Amount of foreign currency assets hedged	--	--	--	--	--
24	Amount of foreign currency liabilities hedged	--	--	--	--	--

26. NATURE AND LEVEL OF RISK ARISING FROM FINANCIAL INSTRUMENTS (continued)

26.3. Market risk (continued)

a) Foreign currency position table and sensitivity analysis (continued)

Foreign currency sensitivity analysis

30 June 2011				
	Profit or loss		Equity^(*)	
	Appreciation of foreign currency	Devaluation of foreign currency	Appreciation of foreign currency	Devaluation of foreign currency
10% change of the USD against TL				
1- Net USD denominated asset/liability	(146,154)	146,154	(146,154)	146,154
2- Hedged portion of TL against USD risk (-)	--	--	--	--
3- Net effect of USD (1+ 2)	(146,154)	146,154	(146,154)	146,154
10% change of the Euro against TL				
4- Net Euro denominated asset/liability	(21,244,549)	21,244,549	(21,244,549)	21,244,549
5- Hedged portion of TL against Euro risk (-)	--	--	--	--
6- Net effect of Euro (4+5)	(21,244,549)	21,244,549	(21,244,549)	21,244,549
10% change of other foreign currencies against TL				
7- Net other foreign currencies denominated asset/liability	6,122	(6,122)	6,122	(6,122)
8- Hedged portion of TL against other currencies risk (-)	--	--	--	--
9- Net effect of other foreign currencies (7+8)	6,122	(6,122)	6,122	(6,122)
TOTAL(3+6+9)	(21,384,581)	21,384,581	(21,384,581)	21,384,581

^(*) Profit / loss effect is included.

As at 30 June 2011, the Group has undiscounted non-cancellable lease receivables amounting TL 76,585,464 in equivalent of Euro 32,733,027 and non-cancellable undiscounted lease liabilities amounting TL 30,553,679 in equivalent of total of Euro 1,757,249 and USD 16,459,433 which are not included in the table above and to be recognised in the following periods (Note 14).

26. NATURE AND LEVEL OF RISK ARISING FROM FINANCIAL INSTRUMENTS (continued))

26.3. Market risk (continued)

a) Foreign currency position table and sensitivity analysis (continued)

Foreign currency sensitivity analysis (continued)

31 December 2010				
	Profit or loss		Equity^(*)	
	Appreciation of foreign currency	Devaluation of foreign currency	Appreciation of foreign currency	Devaluation of foreign currency
10% change of the USD against TL				
1- Net USD denominated asset/liability	(113,326)	113,326	(113,326)	113,326
2- Hedged portion of TL against USD risk (-)	--	--	--	--
3- Net effect of USD (1+ 2)	(113,326)	113,326	(113,326)	113,326
10% change of the Euro against TL				
4- Net Euro denominated asset/liability	(19,473,603)	19,473,603	(19,473,603)	19,473,603
5- Hedged portion of TL against Euro risk (-)	--	--	--	--
6- Net effect of Euro (4+5)	(19,473,603)	19,473,603	(19,473,603)	19,473,603
10% change of other foreign currencies against TL				
7- Net other foreign currencies denominated asset/liability	577	(577)	577	(577)
8- Hedged portion of TL against other currencies risk (-)	--	--	--	--
9- Net effect of other foreign currencies (7+8)	577	(577)	577	(577)
TOTAL (3+6+9)	(19,586,352)	19,586,352	(19,586,352)	19,586,352

^(*) Profit / loss effect is included.

As at 31 December 2010, the Group has undiscounted non-cancellable lease receivables amounting TL 74,887,739 in equivalent of Euro 36,546,649 and non-cancellable undiscounted lease liabilities amounting TL 30,025,885 in equivalent of total of Euro 1,978,538 and USD 16,799,265 which are not included in the table above and to be recognised in the following periods (Note 14).

26. NATURE AND LEVEL OF RISK ARISING FROM FINANCIAL INSTRUMENTS (continued)

26.3. Market risk (continued)

a) Foreign currency position table and sensitivity analysis (continued)

The following significant exchange rates applied during the periods ended 30 June 2011, 30 June 2010 and 31 December 2010:

TL	Average		As at reporting date	
	30 June 2011	30 June 2010	30 June 2011	31 December 2010
USD	1.5644	1.5165	1.6302	1.5460
Euro	2,1954	2.0154	2.3492	2.0491

b) Interest rate risk table and sensitivity analysis

The interest rate profile of the Group's interest-bearing financial instruments is as follows:

	30 June 2011	31 December 2010
Fixed rate instruments		
Financial assets	--	--
Financial liabilities	14,405,098	15,562,548
Variable rate instruments		
Financial assets	--	--
Financial liabilities	225,478,054	196,629,439

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss, and the Group does not designate derivatives (interest rate swaps) as hedging instruments under a fair value hedge accounting model. Therefore; a change in interest rates at the reporting date would not affect profit or loss.

Additionally, the Group does not account for any fixed rate financial assets and liabilities as available-for-sale. Therefore; a change in interest rates at the reporting date would not directly affect equity.

26. NATURE AND LEVEL OF RISK ARISING FROM FINANCIAL INSTRUMENTS (continued)

26.3. Market risk (continued)

Cash flow sensitivity analysis for variable rate instruments

As at 30 June 2011, a change of 100 basis points in interest rates at the reporting date would have increased/ (decreased) equity and profit or loss before tax by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 31 December 2010.

	Profit or (loss)		Equity ^(*)	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
30 June 2011				
Variable rate instruments	(1,550,457)	1,550,457	(1,550,457)	(1,550,457)
31 December 2010				
Variable rate instruments	(551,644)	551,644	(551,644)	(551,644)

^(*)Profit / loss effect is included.

27. FINANCIAL INSTRUMENTS

27.1. Fair value risk

The fair value of an asset is the amount at which that asset could be bought or sold in a current transaction between willing parties.

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities.

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Following assumptions and methods are used to estimate fair value of financial instruments, if fair values are applicable.

Financial assets

The Company assumes that the carrying values of cash equivalents are close to their fair value because of their short-term nature and insignificant amount of impairment risk. Trade receivables after netting the allowance for doubtful receivables are close to their fair value due to short-term nature.

Financial liabilities

The Company assumes that the carrying values of the trade payables and other liabilities are close to their fair value because of their short-term nature. Bank borrowings are measured with their amortised cost value and transaction costs are added to their acquisition costs. It is assumed that the borrowings' fair values are equal to their carrying values since interest rates of variable rate instruments are updated with changing market conditions and the maturities of fixed rate instruments are short term.

28. SUBSEQUENT EVENTS

The Company purchased a land that is 2 km from Esenboga Airport and 14,443 m² in the frontage of protocol road with a cost of TL 4,500,000 on 21 July 2011. The Company is planning to construct a 125-180 room hotel on the land.

Akfen Ticaret, 100% subsidiary of the Company, which owns 50% of RHI and RPI, has taken over 45% shares of RHI and RPI previously owned by Kasa Investments BV at an amount of EUR 4,352,000. RHI is 100% shareholder of the companies that were established related to Ibis Hotel Samara, Yaroslavl and Kaliningrad Ibis Hotel projects. RPI is 100% shareholder of the companies that were established related to Samara Office Project. The transfer process was completed on 29 July 2011 and The Group's ownership of shares increased to 95% in RHI and RPI.

Within the framework of the clause N of the article "The policy and procedures to be applied for the companies related to the purchases of own shares traded in the Istanbul Stock Exchange" numbered 26/767 and dated 10 August 2011 and its sub-paragraphs; by evaluating the current market conditions, the Company has decided to re-purchase its own shares if deemed necessary by the Board of Directors, for which the funding shall be met from the revenues of the Company's sources and operations and the upper limit shall not exceed the total of TL 10,000,000 and the transactions shall be carried out within the maximum rate allowed by the legislation with the lower price limit being TL 0 and the upper price limit being TL 2,28, provided that the decision is presented to the General Assembly in their first meeting.