# COVER SHEET

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|---|---|---|---|---|---|---|---|---|---|

SEC Registration Number

ROBINSONS LAND CORPORATION AND SUBSIDIARIES

(Company's Full Name)

43rd Floor, Robinsons Equitable Tower, ADB Avenue, Ortigas Center, Pasig City

(Business Address: No. Street City/Town/Province)

**Rodolfo T. Malit**

(Contract Person)

**397-1888**

(Company Telephone Number)

| 0 | 9 | | 3 | 0 |
|---|---|---|---|---|

*Month* *Day*

(Fiscal Year)

| A | A | F | S | |
|---|---|---|---|---|

(Form Type)

*Month* *Day*

(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

---

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

SEC Number 93269-A
File Number ______________

# ROBINSONS LAND CORPORATION AND SUBSIDIARIES

(Company's Full Name)

**43F Robinsons Equitable Tower, ADB Ave.**
**Ortigas Center, Pasig City**

(Company's Address)

**3971-888**

(Telephone Number)

**SEPTEMBER 30**

(Fiscal Year Ending)
(month & day)

**FORM 17-A (ANNUAL REPORT)**

Form Type

______________

Amendment Designation (if applicable)

**September 30, 2010**

Period Ended Date

**CN 000452-R-Listed**

(Secondary License Type and File Number)

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-A

## ANNUAL REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SECTION 141 OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended : **September 30, 2010**

2. SEC Identification Number : **93269-A**

3. BIR Tax Identification No. **000-361-376-000**

4. Exact name of issuer as specified in its charter

   **ROBINSONS LAND CORPORATION**

5. **Manila, Philippines**
   Province, Country or other jurisdiction of incorporation or organization

6. [ ] (SEC Use Only)
   Industry Classification Code:

7. **43F Robinsons Equitable Tower, ADB Ave. Ortigas Center, Pasig City**
   Address of principal office Postal Code

8. **3971-888**
   Issuer's telephone number, including area code

9. **N.A** ……………….........................................................................
   Former name, former address, and former fiscal year, if changed since last report.

10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA2

| Title of Each Class | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding |
|---|---|
| Common Stock | 2,729,220,457 shares |
| Registered bonds payable | ₱ 15,000,000,000.00 |

11. Are any or all of these securities listed on a Stock Exchange.

    Yes [✓] No [ ]

If yes, state the name of such stock exchange and the classes of securities listed therein:

**Philippine Stock Exchange** **Common Shares**

12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports);

Yes [✓] No [ ]

(b) has been subject to such filing requirements for the past ninety (90) days.

Yes [✓] No [ ]

13. Agregate market value of the voting stock held by non-affiliates: **₱ 17,055,077,746**

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# PART I- BUSINESS AND GENERAL INFORMATION

## Item 1. Business

### a) Overview

Robinsons Land Corporation (the Parent Company) is a stock corporation organized under the laws of the Philippines and has four wholly-owned consolidated subsidiaries namely, Robinson’s Inn, Inc. (RII), Robinsons Realty and Management Corporation (RRMC), Robinsons (Cayman) Limited (RCL), and Robinsons Properties Marketing and Management Corporation (RPMMC), a 51%-owned company, Altus Angeles, Inc. (AAI) and an 80% owned company, Altus San Nicolas Corp. (ASNC), (collectively known as RLC Group).

The Company’s principal executive office is located at 43rd Floor Robinsons Equitable Tower, ADB Avenue Ortigas Center, Pasig City.

The Group has 1,421 and 1,424 employees as of September 30, 2010 and 2009, respectively.

RLC is one of the Philippines’ leading real estate developers in terms of revenues, number of projects and total project size. It is engaged in the development and operation of shopping malls and hotels, and the development of mixed-use properties, office and residential buildings, as well as land and residential housing developments, including socialized housing projects located in key cities and other urban areas nationwide. RLC adopts a diversified business model, with both an “investment” component, in which the Company develops, owns and operates commercial real estate projects (principally shopping malls, office buildings and hotels) and a “development” component, in which RLC develops residential real estate projects for sale (principally residential condominiums, upper-middle to high-end residential developments and low-and-middle-cost lots and houses in its subdivision developments).

RLC’s operations are divided into its four business divisions:

- The Commercial Centers Division develops, leases and manages shopping malls throughout the Philippines. As of September 30, 2010, RLC operated 29 shopping malls, comprising six malls in Metro Manila and 23 malls in other urban areas throughout the Philippines, and had another six projects that are in the planning and development stage scheduled for completion in the next two years.

- The Residential Division develops and sells residential developments for sale/pre-sale. As of September 30, 2010, RLC's Residential Division had completed twenty seven (27) residential projects, 48 ongoing projects, and 9 projects awaiting the receipt of License to Sell (LS). It currently has several projects in various stages for future development that are scheduled for completion in the next one to five years.

- The Office Buildings Division develops office buildings for lease. As of September 30, 2010, this division has completed seven office buildings, all located in Metro Manila. These offices projects are primarily developed as investment properties, to be leased to tenants by the Company.

- The Hotels Division owns and operates hotels within Metro Manila, Cebu City, Tagaytay City and Mandaluyong City. RLC's Hotels Division currently has a portfolio of five hotels, the Crowne Plaza Manila Galleria, Holiday Inn Manila Galleria, Cebu Midtown Hotel, Tagaytay Summit Ridge Hotel and Go Hotel.

RLC was incorporated on June 4, 1980 as the real estate investment arm of JG Summit Holdings Inc, ("JG Summit"), and its shares were offered to the public in an intital public offfering and were subsequently listed in the Manila Stock Exchange and Makati Stock Exchange (predecessors of the Philippine Stock Exchange) on October 16, 1989. The Company had succesful follow-on offering of primary and secondary shares in October 2006 where a total of 932.8 million shares were offered to domestic and international investors, generating USD 223 million or ₱10.87 Billion in proceeds. Of this amount, approximately ₱5.3 Billion was raised from the primary portion, intended to be used to fund its capital expenditure programs for fiscal year 2007. The additional shares were listed on October 4, 2006. JG Summit, RLC's controlling shareholder, owned approximately 60.40% of RLC's outstanding shares as of fiscal year 2010.

On November 19,2010, the Board Directors approved the increase in the authorized capital stock of RLC from three billion common shares into eight billion two hundred million commons shares, with a par value of one peso per share.

## b) Business

RLC has four business divisions – Commercial Centers, Residential, Office Buildings, and Hotels.

### i. Commercial Centers Division

RLC's Commercial Centers Division develops, leases and manages shopping malls throughout the Philippines. The Commercial Centers Division accounted for ₱5.74 Billion or 51% of RLC's revenues and ₱ 4.14 Billion or 65% of RLC's EBITDA in fiscal 2010 and ₱4.21 Billion or 39% of RLC's revenues and ₱ 3.22 Billion or 54% of RLC's EBITDA in fiscal 2009. As of September 30, 2010, the Company's Commercial Centers Division had assets, valued on a historical cost less depreciation basis, of ₱32.7 Billion.

During fiscal year 2010, the Commercial Centers Division had opened three malls; Robinsons Place Dumaguete, Robinsons Ilocos Norte and Robinsons Cybergate Cebu and had an on-going major redevelopment in Robinsons Galleria. It currently operates 29 shopping malls, comprising six malls in Metro Manila and 23 malls in other urban areas throughout the Philippines, with a gross floor area of approximately 1.508 million square meters.

As of September 30, 2010 RLC had a portfolio of 29 shopping malls:

| Name, Location | | Fiscal Year opened | Approximate gross floor area |
|---|---|---|---|
| | | | (in '000 sq.m.) |
| **Metro Manila** | | | |
| Robinsons Galleria | EDSA corner Ortigas Avenue, Quezon City | 1991 | 221 |
| Robinsons Place Manila | M. Adriatico Street, Ermita, Manila | 1998 | 241 |
| Robinsons Nova Market | Quirino Highway, Novaliches, Quezon City | 2001 | 56 |
| Robinsons Metro East | Marcos Highway, Brgy. Dela Paz, Pasig City | 2002 | 121 |
| Forum Robinsons | EDSA Corner Pioneer Road, Mandaluyong City | 2005 | 54 |
| Robinsons Otis | P.M. Guanzon St., Paco, Manila | 2008 | 30 |
| **Outside Metro Manila** | | | |
| Robinsons Place Bacolod | Lacson Street, Mandalagan, Bacolod City | 1997 | 48 |
| Robinsons Place Imus | Aguinaldo Highway, Tanzang Luma V, Imus, Cavite | 1999 | 65 |
| Robinsons Place Cebu | Fuente Osmena, Bo. Capitol, Cebu City | 2000 | 17 |
| Robinsons Town Mall Los Baños | Lopez Avenue, Batong Malaki, Los Baños, Laguna | 2000 | 10 |
| Robinsons Place Iloilo | Quezon-Ledesma Street, Rojas Village, Iloilo City | 2002 | 75 |
| Robinsons Star Mills Pampanga | San Jose, San Fernando, Pampanga | 2002 | 62 |
| Robinsons Santa Rosa Market | Old Nat'l Hi-way, Brgy Tagapo, Sta Rosa, Laguna | 2003 | 37 |
| Robinsons Place Dasmariñas | Pala-Pala, Dasmarinas, Cavite | 2003 | 96 |
| Robinsons Cagayan de Oro | Limketkai Complex, Lapasan, Cagayan De Oro City | 2003 | 18 |
| Robinsons Place Lipa | Mataas Na Lupa, Lipa City, Batangas | 2004 | 59 |
| Robinsons Place Cainta | Ortigas Avenue Extension, Junction, Cainta, Rizal | 2004 | 31 |
| Robinsons Place Angeles | McArthur Hi-way, Balibago, Angeles City, Pampanga | 2004 | 31 |
| Robinsons Cybergate Bacolod | Barrio Tangub, National Road, Bacolod City | 2005 | 18 |
| Robinsons Luisita | McArthur Highway, Brgy. San Miguel, Tarlac City | 2007 | 17 |
| Robinsons Cabanatuan | Km. 3, Maharlika Highway, Cabanatuan City | 2008 | 18 |
| Robinsons Pulilan | Trinidad Highway, Brgy. Cutcot, Pulilan, Bulacan | 2009 | 12 |

| | | | |
|---|---|---|---|
| Summit Ridge Tagaytay ........................ | Km. 58, Tagaytay-Nasugbu Road, Tagaytay City | 2009 | 12 |
| Robinsons Cybergate Davao ................ | J. P. Laurel Avenue, Davao City | 2009 | 14 |
| Robinsons Place Tacloban .................... | National Highway, Marasbaras, Tacloban City | 2009 | 31 |
| Robinsons Place General Santos .......... | Jose Catolico Sr. Ave., Lagao, General Santos City | 2009 | 33 |
| Robinsons Place Dumaguete................ | Calindagan Business Park, Dumaguete City | 2010 | 38 |
| Robinsons Ilocos Norte......................... | Brgy. 1 San Francisco, San Nicolas, Ilocos Norte | 2010 | 22 |
| Robinsons Cybergate Cebu.................. | Don Gil Garcia St., Capitol, Cebu City | 2010 | 21 |
| Total........................................................ | | | 1,508 |

The Commercial Centers Division's main revenue stream is derived from the lease of commercial spaces. Revenues from the Commercial Centers Division, which represent recurring lease rentals, comprise significant part of RLC's revenues. Historically, revenues from lease rentals have been a steady source of operating cash flows for the Company. RLC expects that the revenues and operating cash flows generated by the commercial centers business shall continue to be the driver for the Company's growth in the future.

As of fiscal year 2010, the Company had 6 new shopping malls in the planning and development stage for completion in the next 2 years. The company's business plan for the commercial centers division over the next five years, subject to market conditions, is to sustain its growth momentum via development of new shopping malls and expansion of existing ones.

## ii. Residential Division

The Residential Division focuses on the construction of residential condominium projects. The Division accounted for ₱3.22 Billion or 29% of RLC's revenues and ₱ 777.6 Million or 13% of RLC's EBITDA in fiscal 2010, and ₱ 4.37 Billion or 41% of RLC's revenues and ₱1.38 Billion or 23% of RLC's EBITDA in fiscal 2009. As of September 30, 2010, the Company's Residential Division had assets, valued on a historical cost less depreciation basis, of ₱14.34 Billion.

The Residential Division is now categorized into four brands. The different brands differ in terms of target market, location, type of development and price ranges to allow clear differentiation among markets. These four brands are:

- Luxuria
- Robinsons Residences
- Robinsons Communities
- Robinsons Homes

### 1) LUXURIA

The Luxuria segment sells and develops prestigious residential developments in prime locations. Currently, there are seven (7) residential projects under the Luxuria portfolio, of which one (1) had been completed and six (6) projects are under various stages of development. Projects under this segment are located in Cebu , Ortigas Center and Makati.

Key details of Company's Luxuria residential projects are set forth in the table below:

| Name | Storeys | Number of Units |
|---|---|---|
| **Current projects** | | |
| AmiSa Private Residences Tower A [1] | 14 | 134 |
| AmiSa Private Residences Tower B [1] | 18 | 155 |
| AmiSa Private Residences Tower C [1] | 18 | 191 |
| Sonata Private Residences – Building 1 [1] | 30 | 270 |
| Sonata Private Residences – Building 2 [1] | 30 | 270 |
| Signa Designer Residences Tower 1 | 30 | 312 |
| **Completed Projects** | | |
| Galleria Regency [1] [2] | 13 | 107 |

[1] *Part of a mixed-used development*
[2] *Located in a 33-storey building, 20 floors of which are occupied by the Crowne Plaza Hotel*

The Luxuria projects are detailed as follows:

1. ***Galleria Regency*** is part of the Galleria mixed-use development which includes the Robinsons Galleria mall, two office buildings (Galleria Corporate Center and Robinsons - Equitable Tower) and two hotels (the Crowne Plaza Manila Galleria and the Holiday Inn Manila Galleria).

2. ***AmiSa Private Residences Towers A, B and C*** are part of a mixed – use resort development in Mactan, Cebu that has been masterplanned to consist of six mid-rise residential condominiums, a hotel, and an entertainment center.

3. ***Sonata Private Residences – Buildings 1 and 2*** are part of a mixed-use community in Ortigas Center that has been masterplanned to consist of two (2) residential condominiums, and two (2) other components.

4. ***Signa Designer Residences Tower 1*** is part of a two tower development in Makati City. It is a joint venture project between Robinsons Land Corporation and Security Land Corporation.

The Company's Business Plan for its Luxuria Brand is to continue to acquire and launch properties in key central and strategic locations within Metro Manila ideal for low density vertical or horizontal developments. It sees potential to differentiate by combining prestigious addresses with distinctive features and amenities.

The Company intends to take advantage of these opportunities and believes its sales operations can absorb up to three projects a year. The following table sets forth RLC's existing land bank allocations for the development of new projects in the Luxuria segment as of September 30, 2010:

| **Location** | **Acquisition Date** | **Approximate gross land area (1)** |
|---|---|---|
| | | ***(in hectares)*** |
| Fort Bonifacio, Taguig City ............................................... | March 2007 (2) | 1.0 |
| Total ................................................................................ | | 1.0 |

[1] *"Gross Land Area" means the total area of land acquired by the Company*
[2] *This indicates the date the purchase agreement was executed between RLC and the landowner*

2) ROBINSONS RESIDENCES

Projects under Robinsons Residences are strategically located within business districts and emerging cities and mostly are mixed-use developments.

As of September 30, 2010, Robinsons Residences segment had a portfolio of 22 residential projects, of which 11 had been completed and 11 projects are under various stages of development.

Key details of Company's residential projects under the Robinsons Residences brand are as follows:

| Name | Storeys | Number of Units |
|---|---|---|
| **Current projects** | | |
| The Fort Residences | 30 | 223 |
| The Trion Towers – Building 1 | 49 | 736 |
| The Trion Towers – Building 2 | 49 | 721 |
| Gateway Regency (1) | 32 | 336 |
| The Magnolia Residences Tower A (1) | 36 | 386 |
| The Magnolia Residences Tower B (1) | 38 | 419 |
| The Sapphire Residences Tower 1 | 37 | 408 |
| Woodsville Residences | 2 | 117 |
| Vimana Verde Residences Tower A | 5 | 20 |
| Vimana Verde Residences Tower B | 5 | 20 |
| Vimana Verde Residences Tower C | 5 | 45 |
| **Completed Projects** | | |
| Robinsons Place Residences 1 (1) | 38 | 388 |
| Robinsons Place Residences 2 (1) | 38 | 388 |
| One Gateway Place (1) | 28 | 459 |
| Gateway Garden Heights (1) | 32 | 554 |
| One Adriatico Place (1) | 38 | 601 |
| Two Adriatico Place (1) | 38 | 589 |
| Three Adriatico Place (1) | 38 | 594 |
| Fifth Avenue Place | 38 | 691 |
| Otis 888 Residences (1) | 3 | 195 |
| McKinley Park Residences | 44 | 394 |
| East of Galleria | 44 | 745 |

[1] *Part of a mixed-use development*

The Robinsons Residences projects are detailed as follows:

1. ***One Gateway Place, Gateway Garden Heights and Gateway Regency*** are part of the Pioneer mixed-use development, which includes the Robinsons Forum – Pioneer mall, four office buildings (Robinsons Cybergate Center Tower 1, Robinsons Cybergate Center Tower 2, Robinsons Cybergate Center Tower 3 and Robinsons Cybergate Plaza) and the newly launched GoHotels.Ph;

2. ***One Adriatico Place, Two Adriatico Place, Three Adriatico Place and Robinsons Place Residences 1 and 2*** are part of the Ermita mixed-use development, which includes the Robinsons Place Manila mall.

3. ***Otis 888 Residences*** is part of a mixed-used development in Paco, Manila, which includes a mall;

4. ***The Magnolia Residences Towers A and B*** are part of a mixed – use development on what was the former Magnolia Ice Cream Plant in New Manila, Quezon City. It has been masterplanned to consist of a shopping mall and four (4) residential buildings.

5. ***Fifth Avenue Place*** is a 38-storey development in Fort Bonifacio Global City. Composed of 693 units, it is the first completed project of RLC in the area.

6. ***McKinley Park Residences*** is a 43-storey development in Fort Bonifacio Global City. It is composed of 394 units.

7. ***The Fort Residences*** is a 28-storey development in Fort Bonifacio Global City. It is composed of 243 units - flat and loft type.

8. ***The Trion Towers 1 and 2*** are part of a three tower development in Fort Bonifacio Global City. It is the fourth project of RLC in the area.

9. ***East of Galleria*** is a one tower development located at Topaz Street, Ortigas Center. It is conveniently located near RLC's Robinsons Galleria mall.

10. ***Woodsville Residences*** is the townhouse development under the Robinsons Residences portfolio. It is strategically located in Merville, Paranaque.

11. ***The Sapphire Tower 1*** is a two tower development located in Sapphire Road, Ortigas Center. It is also conveniently located near RLC's Robinsons Galleria mall.

12. ***Vimana Verde Residences Towers A, B and C*** is a three building development located in St. Martin Street, Valle Verde, Pasig City.

The Company's Business Plan for its Robinsons Residences is to cater to urban professionals with projects geared towards a live-work-play lifestyle that this market values. It capitalizes on the company's expertise in delivering mixed-use mid- to high-rise developments located within business districts and emerging cities.

The Company intends to take advantage of these opportunities and believes its sales operations can absorb up to three projects a year. The following table sets forth RLC's existing land bank allocations for the development of new projects in the residential condominiums division as of September 30, 2010:

| Location | Acquisition Date | Approximate gross land area [1] |
|---|---|---|
| | | *(in hectares)* |
| Maxilom Avenue, Cebu City ............................................ | September 2008 | 1.0 |
| Pasay City ........................................................................ | September 2010 [2] | 0.8 |
| Total .................................................................................. | | 1.8 |

[1] *"Gross Land Area" means the total area of land acquired by the Company*
[2] *This indicates the date the purchase agreement was executed between RLC and the landowner.*

### 3) ROBINSONS COMMUNITIES

**Robinsons Communities** is the residential brand of RLC which offers community living by providing functional and compact condominium units with generous open spaces and amenities. It develops affordable to mid-cost residential developments in locations with proximity to major cities or central business districts. As of September 30, 2010, Robinsons Communities had completed ten (10) residential condominium projects and five (5) subdivision projects. It has various projects on-going in different stages that are scheduled for completion in the next one to four years.

Robinsons Communities is currently focusing on the development of both Mid-rise and High-rise residential condominium projects that primarily offer compact units with price levels below P3.0 million. As of September 30, 2010, the brand had a portfolio of 26 residential projects, 21 of which are condominium buildings and 5 are subdivisions. All its condominium projects are located in Metro Manila while the subdivisions are in Novaliches, Tagaytay, Cebu and Davao.

Key details of Company's residential projects under Robinsons Communities are set forth in the table below:

| Name | Storeys | Number of Units |
|---|---|---|
| **Current projects** | | |
| Escalades at 20th Avenue - Tower 1 | 10 | 120 |
| Escalades at 20th Avenue - Tower 3 | 10 | 120 |
| Escalades at 20th Avenue - Tower 4 | 10 | 120 |
| Escalades at 20th Avenue - Tower 6 | 10 | 120 |
| Escalades South Metro - Tower A | 10 | 132 |
| Escalades South Metro - Tower B | 10 | 132 |
| The Pearl Place - Tower A | 34 | 1,367 |
| Wellington Courtyard - Bldg C | 6 | 45 |
| Wellington Courtyard - Bldg D | 6 | 41 |
| Wellington Courtyard - Bldg E | 6 | 38 |
| Woodsville Viverde Mansions - Bldg 6 | 9 | 96 |
| **Completed Projects** | | |
| Escalades at 20th Avenue - Tower 2 | 10 | 120 |
| Wellington Courtyard - Bldg A | 6 | 34 |
| Wellington Courtyard - Bldg B | 6 | 34 |
| Gateway Garden Ridge | 30 | 373 |
| Woodsville Viverde Mansions - Bldg 1 | 9 | 96 |
| Woodsville Viverde Mansions - Bldg 2 | 9 | 72 |
| Woodsville Viverde Mansions - Bldg 3 | 11 | 96 |
| Woodsville Viverde Mansions - Bldg 4 | 13 | 72 |

| Name | Storeys | Number of Units |
|---|---|---|
| **Current projects** | | |
| Woodsville Viverde Mansions - Bldg 5 | 9 | 96 |
| Woodsville Viverde Mansions - Bldg 8 | 9 | 108 |
| Bloomfields Novaliches | | 461 |
| Bloomfields Tagaytay | | 107 |
| Bloomfields Davao | | 315 |
| Blue Cost Residences | | 70 |
| Centennial Place | | 50 |

The Robinsons Communities projects are detailed as follows:

1. ***Woodsville Viverde Mansions Buildings 1 to 6 and 8*** is a mixed use development located South of Metro Manila. It includes a village mall, a cluster of residential mid-rise buildings and horizontal housing enclaves,

2. ***Escalades at 20$^{th}$ Avenue Buildings 1 to 4 and 6*** - A mid-rise residential building complex featuring a Tropical-inspired central garden, strategically located along 20th Avenue and nearby Aurora Boulevard. A total of 720 units, 120 per building; Building 1 consists of 12 storeys composed of 10 residential floors, upper ground amenity floor and lower ground parking. While Building 2 to 6 are composed of 10 residential floors and a ground parking area.

3. ***The Wellington Courtyard Buildings A to E*** - Country-style in design, another vacation condominium in Tagaytay City within the 1-hectare property of OMICO Corporation. This project of residential Low-Rise Buildings (LRBs) covers two Phases, Phase I (2 LRBs) and Phase II (3 LRBs). These LRBs, with approximately 170 units, feature cozy one-to-two bedroom units with average floor area of 30 to 65 square meters, which cost approximately P2M to P4M. To be pursued separately by the OMICO Corporation, a commercial strip will be developed at the frontage of the property.

4. ***Gateway Garden Ridge*** is part of the Pioneer mixed use development in the Mandaluyong which includes the Robinsons Place - Pioneer mall and three office buildings (Robinsons Cybergate Center Tower 1, Robinsons Cybergate Center Tower 2 and Robinsons Cybergate Center Tower 3)

5. ***Escalades South Metro*** is a residential development located in Sucat, Muntinlupa. Comprising of eight (8) mid rise residential buildings, it, also, boasts of generous open spaces with 75% of total land area allocated to amenities and facilities. Project amenities include a central clubhouse, swimming pool, and adequate play spaces for the kids.

6. ***The Pearl Place*** is a two-tower high-rise residential development located at the heart of Ortigas Center, Pasig City. Primarily intended for start-up families and urban professionals, The Pearl Place boasts of affordable compact residential units in a modern setting. The development contains various amenities at the 6th floor, Summit Lounge at the 40th floor of Tower A and retail spaces at the ground floor.

7. ***Bloomfields Novaliches*** is a horizontal residential development situated behind Robinsons Place - Novaliches mall;

8. ***Bloomfields Davao*** - Following the success of Robinsons Highlands, RLC continued to maintain its strong presence in the region by signing up a joint venture agreement with Security Bank Corp. to develop and market their 10-hectare prime property in Lanang, Davao City. The project will showcase an American flower-field concept to benefit an exclusive 318-household upscale community. The subdivision will include 200-square meter residential lots and a few commercial strips.

9. ***Bloomfields Tagaytay*** - This is an exclusive residential community within a 6.5-hectare mixed-use development of RLC, accentuated at the frontage with a street mall, a hotel and covered badminton courts. Set in an American flower-field theme, the community will have 107 residential lots at a generous 240 square meter minimum lot cut. The 4.4-hectare residential portion of the project has been substantially sold out, after its launching in April 2005, and is currently at about 50% completion.

10. ***Blue Coast Residences*** - A nature-endowed residential resort community located in the Mactan Island of Cebu, within 3.37-hectare, where you can experience the picturesque sea view, the fresh tropical breeze and a variety of nature adventure. With 91 lots at lot cuts ranging from 96 to 400 square meters. The project is less than 5 minutes drive from the Mactan International Airport.

11. ***Centennial Place*** - This is a 0.5-hectare upscale townhouse development located in Bgy. Horseshoe, C. Benitez Street, Quezon City. It consists of fifty (50) 200 square-meter townhouses, with lots ranging from 65 to 70 square meters. House construction has been completed while the units have been practically sold out.

The Company's business plan for its Robinsons Communities brand is to develop new projects in response to actual and anticipated market demand. The Company believes that there is a significant potential for growth is in the affordable to middle-cost condominium developments. The Company intends to take advantage of these opportunities and believes its sales operations can absorb up to three projects a year. It plans to acquire additional properties thru purchase and joint venture. The following table sets forth RLC's existing land bank allocations for the development of new projects for Robinsons Communities as of September 30, 2010:

| Location | Acquisition Date | Approximate gross land area [1] |
| --- | --- | --- |
| | | *(in hectares)* |
| Cubao, Quezon City | 2004/2008 | 1.3354 |
| Merville, Parañaque | March 2006 [2] | 6 |
| Sucat, Muntinlupa [3] | November 2002 | 2.3261 |
| Pearl Drive, Pasig City | 2010 | 0.3073 |
| Manggahan, Pasig City | 2010 | 1.0477 |

[1] *"Gross Land Area" means the total area of land acquired by the Company*
[2] *This indicates the date the purchase agreement was executed between RLC and the landowner.*
[3] *This property is part of a mixed-use development of RLC, and represents the unused portion of a larger tract of land allocated to Commercial Centers division.*

## 4) ROBINSONS HOMES

Robinsons Homes is one of the four (4) residential brands of Robinsons Land Corporation (RLC). It offers choice lots in themed subdivisions with option for house construction to satisfy every Filipino's dream of owning his own home.

As of September 30, 2010, Robinsons Homes has 29 projects in its portfolio. Twenty (20) of these projects are on-going, while nine (9) are awating for the receipt of License to Sell (LS) to launch. Among the on-going projects, fourteen (14) have been completed and substantially sold. Key details of RLC's projects in Robinsons Homes as of fiscal year 2010 are set forth in the table below:

| Name | Location | Started [1] | Approximate gross land area [2] | Number of Lots/Units |
|---|---|---|---|---|
| | | | *(in hectares)* | |
| Robinsons Homes East.................. | Antipolo City | August 1995 | 39.1 | 3,216 |
| Robinsons Vineyard ....................... | Cavite | May 1996 | 82.4 | 2,928 |
| South Square Village...................... | Cavite | August 1998 | 35.0 | 3,925 |
| San Lorenzo Homes....................... | Antipolo City | September 1999 | 2.8 | 372 |
| Robinsons Highlands ..................... | Davao City | May 1999 | 46.0 | 818 |
| Manchester Midlands ..................... | Cavite | July 2000 | 13.9 | 999 |
| Robinsons Hillsborough Pointe´...... | Cagayan De Oro City | November 2002 | 20.0 | 320 |
| Forest Parkhomes.......................... | Angeles City | August 2004 | 8.9 | 320 |
| San Jose Estates ........................... | Antipolo City | May 2005 | 1.9 | 79 |
| Robinsons Residenza Milano.......... | Batangas City | August 2005 | 7.3 | 358 |
| Fernwood Parkhomes .................... | Pampanga | November 2005 | 14.5 | 654 |
| Rosewood Parkhomes ................... | Angeles City | November 2005 | 2.9 | 117 |
| Richmond Hills ............................... | Cagayan De Oro City | May 2005 | 8.3 | 283 |
| Mirada Dos..................................... | Pampanga | September 2006 | 4.5 | 256 |
| Brighton Parkplace ........................ | Laoag City | December 2006 | 5.0 | 172 |
| Brighton Parkplace North .............. | Laoag City | April 2007 | 3.8 | 90 |
| Montclair Highlands ....................... | Davao City | July 2007 | 15.3 | 351 |
| Aspen Heights................................ | Consolacion, Cebu | July 2007 | 25.0 | 586 |
| Fresno Parkview ............................ | Cagayan de Oro City | February 2008 | 15.0 | 520 |
| St. Bernice Estates ........................ | Antipolo City | March 2008 | 3.5 | 212 |
| Monte Del Sol ............................... | Misamis Oriental | - | 3.3 | 256 |
| Costa Verde .................................. | Davao City | - | 15.0 | 1,104 |
| Hanalei Heights ............................. | Laoag City | - | 22.2 | 558 |
| Sitio Andalucia ............................... | Bantay, Ilocos Sur | - | 7.5 | 236 |

[1] *The Company considers a project "started" when it has obtained permits necessary that allow it to pre-sell lots.*
[2] *"Gross Land Area" means the total area of land acquired by the Company*

| Name | Location | Started [1] | Approximate gross land area [2] | Number of Lots/Units |
|---|---|---|---|---|
| | | | *(in hectares)* | |
| Forrest Parkhomes North .............. | Angeles City | - | 7.0 | 303 |
| Nizanta Gardens .......................... | Davao City | - | 12.9 | 477 |
| Grand Tierra .................................. | Tarlac | - | 16.0 | 647 |
| St. Judith Hills................................ | Antipolo City | - | 9.1 | 480 |
| Bloomfields Lipa ............................ | Lipa, Batangas | - | 12.4 | 340 |

The Robinsons Homes portfolio of projects are described as follows:

1. ***Robinsons Homes East***. A 39.1-hectare, self-contained community development located in Bo. San Jose, Antipolo City, Rizal. The development consists of three (3) enclaves: a.) Robinsons Homes East, a project of about 3,000 mixed houseand-lot packages; b.) San Jose Heights, a subdivision of more than 200 townhouse units, with option for lot-only purchase; and finally, c.) Robinsons Commercial Arcade, a 14-unit shop houses containing a total of 190 square meters per unit of leasable space, and 8 commercial lots of at least 216 square meters each.

2. ***Robinsons Vineyard***. An 82.4-hectare joint-venture project with Vine Development Corporation located in Dasmariñas, Cavite. It consists of over 2,900 residential lots with an average lot size of approximately 120 square meters each. Although middle-cost lots are the main products being offered in Vineyard, Robinsons Homes is also offering its clients the option for house and lot packages.

3. ***SouthSquare Village***. This is a 35-hectare socialized housing project located in General Trias, Cavite. On the average, each housing unit has a floor area of 20 square meters lying on a minimum 32 square meter lot. The project has almost 4,000 residential units. Southsquare Plaza, a commercial development within the subdivision, offers lots only, with minimum lot area of 100 square meters.

4. ***San Lorenzo Homes***. This is a 2.8-hectare expansion project of Robinsons Home East. It is a 372-unit neighborhood of 2-storey houses with floor area of 48 square meters, built on a minimum 40 square-meter lot. This project has been fully completed.

5. ***Robinsons Highlands***. This is a 46-hectare, middle-cost residential development project located in Buhangin, Davao City, which was undertaken in joint venture with Lopzcom Realty Corporation. This project consists of three (3) enclaves, namely Robinsons Highlands, Highland Crest, and Highlands Peak. Average lot cut is 180 square meters.

6. ***Manchester Midlands in Grosvenor Place***. This is a 13.9-hectare residential/commercial development project located in Tanza, Cavite. It consists of 999 lots with average lot cut of 120 square meters.

7. ***Robinsons Hillsborough Pointé***. This is a 20-hectare joint venture development project with Pueblo de Oro Development Corporation. The project is situated within the 360-hectare Pueblo de Oro Township project in Cagayan de Oro City. RLC's share in the joint venture is 320 lots in four (4) phases, which have been fully completed. The lots have an average size of 150 square meters.

8. ***Forest Parkhomes***. A mid-cost residential subdivision in Bgy. Pampang, Angeles City, Pampanga. Forest Parkhomes is RLC's first housing venture in the North. The project is a joint venture with Don Pepe Henson Enterprises, Inc.. It offers 320 units with a minimum area of 150 square meters.

9. ***San Jose Estates***. This is a 1.9-hectare residential enclave in front of Robinsons Homes East in Antipolo City; the project consists of 79 units. Minimum cuts for residential lots is 120 square meters per unit.

10. ***Robinsons Residenza Milano***. Set in the rustic village of San Isidro, Batangas City, this 7.3-hectare Italian-inspired residential subdivision primarily caters to OFWs in Italy. The community, which is the division's first venture in Batangas, will have 358 households with a minimum lot cut of 100 square meters per unit.

11. ***Fernwood Parkhomes***. This 15-hectare residential development in the industrial town of Mabalacat, Pampanga is strategically located right next to Sta. Ines exit of the NLEX. In partnership with Mayen Development Corp. and Mayen Paper Inc., this Mediterranean-greens-inspired subdivision has a residential community of 654 households, each with a minimum 120 square meter lot cut, and a commercial development along its frontage.

12. ***Rosewood Parkhomes.*** Located along Fil-Am Friendship Highway in Barrio Cutcut, Angeles City, this 2.98-hectare American flower-field themed joint venture project with Ms. Rosalie Henson-Naguiat, offers exclusivity to 117 units. Product offering is lot-only, with option for housing, where the average-per-unit lot cut is 150 square meters for residential and 195 square meters for commercial.

13. ***Richmond Hills.*** Located within an 8.3-hectare property of Dongallo Family, this mid-cost subdivision in Brgy. Camaman-an, Cagayan De Oro City, offers both the scenic view of the urban core and the serene and exclusive living of modern community. Approximately offering a total of 283 lots with option for housing and with an average lot cut of 150 square meters.

14. ***Monte del Sol.*** A 3.3-hectare residential subdivision located at El Salvador, Misamis Oriental. This offers 256 lots, with lot areas ranging from 72 to 250 square meters.

15. ***Mirada Dos.*** Spanish-themed clustered parkhomes in Northern Luzon within the 4.5-hectare property of the Miranda Family. Located at MacArthur Highway, Barangay Sindalan, San Fernando, Pampanga, it is a mid-cost residential/commercial subdivision with 256 lots; lot area ranges from 150 to 230 square meters.

16. ***Costa Verde.*** This 15-hectare mid-cost residential subdivision in Bago Gallera, Davao, offers 1104 lots at an average lot cut of 120 square meters. The property is 12 kms away from Davao City downtown area and 1 km from Sta Lucia's South Pacific Golf and Leisure Estates.

17. ***Forest Parkhomes North.*** An expansion of Forest Parkhomes, another exclusive prime residential community located at Barangay Pampang, Angeles City, Pampanga. This is a mid-cost residential subdivision with approximately 277 lots at an average lot cut of 150 square meters.

18. ***Hanalei Heights.*** A 22.2- hectare prime residential enclave located just a few kilometers away from Laoag International Airport and the famous Fort Ilocandia Hotel Complex. With approximately 558 lots at an average lot cut of 120 square meters, the project is located at Barangay Balacad, Laoag City, Ilocos Norte.

19. ***Brighton Parkplace.*** A 5-hectare joint venture project with the Ablan Family, this 172 mid-cost residential development is located at Bgy. Gabu, Laoag City, Ilocos Norte. With predominant lot cuts ranging from 150 to 200 square meters, it is less than a kilometer away from the Laoag International Airport.

20. ***Brighton Parkplace North.*** A 3.8-hectare joint venture project with the Lazo Family, this 90-unit mid-cost subdivision is located at Bgy. Cavit, Laoag City, Ilocos Norte. Lot cuts range from 195 to 445 square meters.

21. ***Montclair Highlands.*** A 15-hectare joint venture project with the Abrina Family, this 351-unit mid-cost residential cum commercial development is located at Diversion Road, Buhangin, Davao City. Lot cuts range from 192 to 440 square meters.

22. ***Aspen Heights.*** A 25-hectare joint venture project with Lopzcom Realty Corp., this mid-cost development, located in Barangays Tolo-tolo and Danglag, Consolacion, Cebu, offers 586 units with predominant lot cut of 120 square meters.

23. ***Sitio Andalucia***. A joint venture project with BCS Realty Holdings with an initial development of 7.5 hectares, which is part of a 44.5-hectare property located in Bantay, Ilocos Sur. This mid-cost residential subdivision offers 236 units with minimum lot cuts of 200 square meters.

24. ***Fresno Parkview***. A 15-hectare joint venture project with Phinma Property Holdings Corporation, this mid-cost development is located in Bgy Lumbia, Cagayan de Oro. It offers 520 residential units with predominant lot cut of 150 square meters.

25. ***St. Bernice Estates***. Adjacent to the San Jose Estates, this 3.5-hectare residential project along the Antipolo-Teresa Highway in Bgy. San Jose, Antipolo City, offers 212 residential units with options for lot-only and house-and-lot package.

26. ***Nizanta Gardens***. A project of Asian-inspired architecture located in Barangays Tigatto and Waan, Davao City, this 12.9-hectare property is a joint venture project with Lapanday Prime Development Corporation. Lot cuts range from 150 to 220 sqm.

27. ***Grand Tierra***. A 16-hectare joint venture project with the Coronel-Zarate Families, this western-ranch-inspired residential development in Capas, Tarlac offers 647 lots with predominant lot cut of 140 sqm.

28. ***Bloomfields Lipa.*** A 12.4-hectare premium residential development located in Brgy. Tibig, Lipa City, Batangas. Strategically located, it is inspired by a modern tropical theme that offers 320 residential units. With a typical lot area of 192 square meters that offers naturally wide-open spaces and exclusive amenities, it compliments a sophisticated lifestyle.

29. ***St. Judith Hills.*** A 9.12-hectare mid-cost development located in Brgy. San Jose, Antipolo City. It is a mediterranean-western themed subdivision with 321 residential lots and 159 townhouse units, with lot cuts of approximately 150 square meters per unit.

Some of these developments include lots zoned for commercial use. For projects undertaken through joint venture arrangements, these commercial lots are allocated equitably between RLC and its joint venture partners.

As of September 30, 2010, RLC was awaiting the receipt of License to Sell (LS) to launch nine (9) new projects by Robinsons Homes. These projects, Monte Del Sol, Costa Verde, Forest Parkhomes North, Hanalei Heights, Sitio Andalucia, Nizanta Gardens, Grand Tierra, St. Judith Hills and Bloomfields Lipa, will comprise a total of 4,375 units.

The Company's business plan for Robinsons Homes, subject to market conditions, is to launch at least three (3) new projects per year. To this end, the Company is expanding the geographic region in which it seeks land, primarily by pursuing joint venture opportunities in select regional areas. As of September 30, 2010, it was in various stages of negotiations for the acquisition of approximately 200 hectares in key regional cities throughout the Philippines.

### iii. Office Buildings Division

RLC's Office Buildings Division develops office buildings for lease. The Office Buildings Division accounted for ₱1.18 Billion or 10% of RLC's revenues and ₱ 1.14 Billion or 18% of RLC's EBITDA in fiscal 2010, and ₱1.11 Billion or 10% of RLC's revenues and ₱ 1.03 Billion or 17% of RLC's EBITDA in fiscal 2009. As of September 30, 2010, the Company's Office Buildings Division had assets, valued on a historical cost less depreciation basis, of ₱4.35 Billion.

RLC engages outside architects and engineers for the design of its office buildings developments. One recent trend affecting the Company's office tower design is the increasing presence of customer call centers and BPOs in the Philippines. The Company has secured a number of major customer call centers and BPOs as long-term tenants in its office building space and has focused on attracting their business, including custom-designing its office space with call center and BPO design requirements in mind. The Company believes, based on its own market research, that it is a leading provider of office space to BPOs in the Philippines.

As of September 30, 2010, the Office Buildings Division has completed seven office buildings, and has a plan to develop additional buildings. All of the Company's completed office building projects are located in Metro Manila, and are described below.

| Name, | Location | Size & Designation | Approximate gross floor area |
|---|---|---|---|
| Galleria Corporate Center .......................... | Along EDSA corner Ortigas Avenue, Quezon City | 30-storey | 30,000 sq.m |
| Robinsons Equitable Tower ........................ | Corner of ADB and Poveda Streets, Pasig City | 45-storey | 82,000 sq.m |
| Robinsons Summit Center .......................... | Ayala Avenue, Makati City | 37-storey | 61,000 sq.m |
| Robinsons Cybergate Center Tower 1 ....... | Pioneer Street, Mandaluyong City | 18-storey | 33,000 sq.m |
| Robinsons Cybergate Center Tower 2 ....... | Pioneer Street, Mandaluyong City | 27-storey | 58,000 sq.m |
| Robinsons Cybergate Center Tower 3 ....... | Pioneer Street, Mandaluyong City | 27-storey | 56,000 sq.m |
| Robinsons Cybergate Plaza...................... | EDSA, Mandaluyong City | 12-storey | 52,000 sq.m |

The Company's current office buildings are described as follows:

1. ***Galleria Corporate Center***. This is a 30-storey office tower located along EDSA corner Ortigas Avenue in Quezon City which is directly connected to the Robinsons Galleria shopping mall. The office tower has an approximate gross floor area of 30,000 square meters and an approximate net floor area (comprising only leasable space) of 25,000 square meters. As of September 30, 2009, approximately 83% of the Galleria Corporate Center had been sold while the remaining areas, which are owned by RLC, had a 100% occupancy rate.

2. ***Robinsons-Equitable Tower***. This is a 45-storey office tower located at the corner of ADB Avenue and Poveda Street in Pasig City. The office tower has an approximate gross floor area of 82,000 square meters and an approximate net floor area (comprising only leasable space) of 52,000 square meters. As of September 30, 2009, RLC had sold approximately 76% of the net floor area within Robinsons-Equitable Tower and retains the rest for lease. Robinsons-Equitable Tower had a 87% occupancy rate as of September 30, 2009.

3. ***Robinsons Summit Center***. This is a 37-storey office tower located along Ayala Avenue in the Makati central business district. The office tower has an approximate gross floor area of 61,000 square meters and an approximate net floor area (comprising only leasable space) of 31,000 square meters. RLC owns and is currently leasing out substantially all of the net floor area of this building. Robinsons Summit Center had a 90.6% occupancy rate as of September 30, 2009.

4. ***Robinsons Cybergate Center Tower 1***. This is an 18-storey office building complex located at Pioneer St., Mandaluyong. The office building has an approximate gross floor area of 35,000 square meters and an approximate net floor area (comprising only leasable space) of 27,000 square meters. RLC owns 100% of the net floor area. Robinsons Cybergate Center Tower 1 had a 100% occupancy rate as of September 30, 2009.

5. ***Robinsons Cybergate Center Tower 2***. This is a 27-storey office building, located in the Robinsons Pioneer mixed-use complex next to Robinsons Cybergate Center Tower 1. The office building has an approximate gross floor area of 58,000 square meters and an approximate net floor area (comprising only leasable space) of 44,000 square meters. RLC owns 100% of the net floor area. Robinsons Cybergate Center Tower 2 had a 100% occupancy rate as of September 30, 2009.

6. ***Robinsons Cybergate Center Tower 3***. This is a 27-storey office buildings, located in the Robinsons Pioneer mixed-use complex. The office has an approximate gross floor area of 56,000 square meters and an approximate net floor area (comprising only leasable space) of 45,000 square meters. The building was substantially completed by March 31, 2008. RLC owns 100% of the net floor area. Robinsons Cybergate Center Tower 3 had a 59.2% occupancy rate as of September 30, 2009.

7. ***Robinsons Cybergate Plaza***. This is a 12-storey building, located within the Robinsons Pioneer mixed-use complex, along EDSA. The building has 2 hotel floors with an approximate area of 7,000 square meters and 2 retail floors with an approximate area of 7,000 square meters. The office floors are located at the $7^{th}$ to $12^{th}$ floors with a gross leasable area of 22,000 square meters. RLC owns 100% of the net floor area.

### iv. Hotels

RLC's hotels division owns and operates hotels within Metro Manila, Tagaytay City and Cebu City. RLC also, to a lesser extent, is developing new, smaller hotels in connection with its other mixed-use development properties. RLC's hotels division currently has a portfolio of five hotels.

The hotels division accounted for ₱1.15 Billion or 10% of RLC's revenues and ₱353.7 Million or 6% of RLC's EBITDA in fiscal 2010, and ₱1.04 Billion or 10% of RLC's revenues and ₱313.3 Million or 5% of RLC's EBITDA in fiscal 2009.

Although the hotels division is an important part of RLC's business, the Company considers its primary value to be as a complement to its other developments and it has no imminent plans to significantly increase its presence in this market segment.

The table below sets out certain key details of RLC's hotel portfolio as of September 30, 2010:

| HOTEL | LOCATION | CLASSIFICATION | NUMBER OF ROOMS |
|---|---|---|---|
| Crowne Plaza Manila Galleria … | Ortigas Avenue, Cor ADB Avenue, Quezon City | De Luxe | 263 |
| Holiday Inn Manila Galleria ........ | One ADB Avenue, Ortigas Center, Pasig City | De Luxe | 285 |
| Cebu Midtown Hotel…………….. | Fuente Osmena, Bo. Capitol, Cebu City | Standard | 210 |
| Summit Ridge Hotel …………….. | Aguinaldo Highway, Tagaytay City | De Luxe | 108 |
| Go Hotel ………………………….. | EDSA, Mandaluyong City | Tourist Inn | 223 |

As of September 2010, the Company's Hotels Division has an average occupancy rate of 66%.

RLC's Crowne Plaza and Holiday Inn hotels are managed by Holiday Inn (Philippines), Inc., a subsidiary of the InterContinental Hotels Group ("InterContinental"), pursuant to a long-term management contract. The contract, which commenced in 2003, has a term of ten years and is extendible at the option of RLC for a further ten years. Holiday Inn has the sole and exclusive right to control the operational activities of each hotel. Holiday Inn's key management duties include, inter alia, handling all personnel matters, including those pertaining to the general manager and financial controller of each hotel, carrying out accounting and budgeting activities in consultation with RLC and operating each hotel in accordance with the operating standards for the appropriate hotel brand. It must also carry out advertising activities in connection with the international sales and marketing programs of the Holiday Inn and Crowne Plaza hotel chains (including use of web-based reservations systems). Holiday Inn receives management and incentive fees for managing these two properties. RLC employs all hotel employees except for key management personnel, including the general manager and financial controller of each hotel and other key personnel as determined by Holiday Inn.

RLC manages the Cebu Midtown Hotel,Tagaytay Summit Ridge Hotel and Go Hotel directly.

## c) Significant Subsidiaries

As of September 30, 2009, RLC has four wholly-owned subsidiaries, a 51%-owned subsidiary and an 80%-owned subsidiary, all of which are consolidated with the Company's financial statements.

On March 4, 2009, the Securities and Exchange Commission (SEC) approved the plan of merger of the Parent Company with wholly owned subsidiaries, Robinsons Homes, Inc. (RHI), Trion Homes Development Corporation (THDC) and Manila Midtown Hotels and Land Corporation (MMHLC). The merger resulted to enhanced operating efficiencies and economies, increased financial strength through pooling of resources and more favorable financing and credit facilities. No Parent Company shares were issued in exchange for the net assets of RHI, THDC and MMHLC.

The merger was accounted for similar to a pooling of interest method because the combined entities were under common control, therefore, has no effect on the consolidated financial statements. The subsidiaries after the merger are RII, RRMC, RCL, RPMMC and AAI.

Key details of each of RLC's operating subsidiary companies are set forth below.

1. ***Robinsons Inn, Inc***. : Robinson's Inn, Inc. ("RII") was incorporated on October 19, 1988, has a registered share capital of 25,000,000 and is 100% owned by RLC. RII's principal business is to engage in the development and operation of apartelles, inns, motels, condominiums, apartments and other allied business, and to acquire, purchase, sell, assign or lease land, buildings and other improvements. RII is part of the Company's hotels division, and runs the Robinsons Apartelle which closed operations effective August 31, 2007.

2. ***Robinsons Realty and Management Corporation (RRMC).*** Robinsons Realty and Management Corporation ("RRMC") was registered with the Philippine Securities and Exchange Commission on May 16, 1988 primarily to acquire by purchase, lease, donation or otherwise, and to own, use , improve, develop, subdivide, sell, mortgage, exchange, lease and hold for investment or otherwise, real estate of all kinds.

3. ***Robinsons (Cayman) Limited (RCL).*** Robinsons (Cayman) Limited ("RCL") was incorporated in Cayman Islands, British West Indies on March 25, 1997 with a registered authorized capital stock of US$50,000.00 at $1.00 per share, 1,000 shares of which is subscribed and paid up by Robinsons Land Corporation. The company acts a real estate agent on the international market, among others, for the High Rise and Housing Divisions.

4. ***Robinsons Properties Marketing and Management Corporation***: Robinsons Properties Marketing and Management Corporation ("RPMMC") was incorporated on November 25,1998, has a registered share capital of 1,000,000 and is 100% owned by RLC. RPMMC is part of the Company's high-rise buildings division. RPMMC manages the marketing of the portfolio of residential and office building units that are available for sale through the high-rise buildings division. RPMMC's primary purpose is to acquire, own, use, sell,

exchange, lease and develop real property of all kinds, and to market, manage or otherwise sell and convey buildings, houses, apartments and other structures of whatever kind together with their appurtenances.

5. ***Altus Angeles, Inc.*** : Altus Angeles, Inc. ("AAI") was incorporated on October 30, 2002, has a registered share capital of 400,000 and is 51% owned by RLC. AAI is a joint venture within the Company's commercial centers division. AAI's principal business is to establish, manage and maintain commercial complexes, offer such services and merchandise of all kinds and to do and perform such acts as necessary or incidental to the accomplishment of the foregoing corporate business objects insofar as may be allowed by applicable rules and regulations.

6. ***Altus San Nicolas Corp.***: Altus San Nicolas Corp. ("ASNC") was incorporated on March 28, 2007, has a registered share capital of 40,000,000 and is 80% owned by RLC. ASNC is a joint venture within the Company's commercial centers division. ASNC's principal business is to establish, manage and maintain a commercial complex and to enter into all kinds of contracts, agreements, and obligations for the leasing of commercial space or the disposition, sale of goods and merchandise of all kinds and perform such acts and things necessary or incidental to the accomplishment of the foregoing corporate business and objects as may be allowed by applicable laws, rules and regulations, without engaging in retail business.

## d) Competition

### i. Commercial Centers Division

RLC has two major competitors in its commercial centers division. There are a number of other players in the shopping mall business in the Philippines, but they are significantly smaller and, because of the high barriers to entry into the business (which include cost, branding, reputation, scale and access to prime real estate), RLC expects that it will continue to compete principally with these two major companies in this market sector for the foreseeable future. RLC has, however, recently seen an increase in the development of specialty malls by companies that are not traditional players in the industry, and it is unclear whether or how this trend might affect the competitive landscape. Shopping mall operators also face competition from specialty stores, general merchandise stores, discount stores, warehouse outlets and street markets.

RLC believes its strength is in its mixed-use, retail, commercial and residential developments. RLC operates on the basis of its flexibility in developing malls with different sizes depending on the retail appetite of the market per location. It is focused on balancing its core tenant mix and providing a more distinctive shopping mall experience to its loyal customers, as well as its ability to leverage the brand equity and drawingpower of its affiliated companies in the retail trade business.

### ii. Residential Division

1. ***Luxuria***

   The Luxuria segment continues to develop projects that caters to the high-end market. It strives to compete with developers who have already established their names in tapping this slice of the market. RLC, being new in this segment of the market, continues to learn from the strong players. There is also competition with regards to the buyers to tap, since it is only a small portion of real estate market.

2. ***Robinsons Residences***

   RLC's close competitors under this segment targets the same market and offers similar products. There are also small players who try to compete for this segment of the market. But because of the significant barriers to entry into the business, such as requirements for industry-specific technological know-how, the considerable capital expenditure required for the acquisition and development of land, the reputation needed to be able to adopt a pre-sale model and the requirement of a large and experienced sales and distribution network, RLC continues to be one of the leading choices of potential buyers.

3. ***Robinsons Communities***

   RLC Robinsons Communities in particular, has numerous competitors in the middle income segment. This is in part a function of the fact that as compared to other business areas, RLC does not enjoy the same "early mover" advantage. Currently, Robinsons Communities' competitors include companies like Avida Land, Filinvest Land, SM Development Corporation and DMCI Homes. Based on public records and independent industry reports and its own market knowledge, the Company believes that it is among the top five middle-ranged condominium developers in the Philippines in terms of revenues from sales. The Company believes that it can successfully compete in this market segment on the basis of its brand name, technical expertise, financial standing and track record of successfully completed, quality projects.

4. ***Robinsons Homes***

RLC has more competitors in its homes division than it does in its commercial centers, office buildings or other residential divisions. This is in part a function of the fact that, as compared to these other business areas, RLC does not enjoy the same “early mover” advantage. In addition, in comparison to the commercial centers, office buildings or residential divisions, which require the resources to acquire land in expensive urban areas and the experience to manage these projects through unit pre-sales, it is relatively easy for smaller players to enter into this business. There is also competition among these players for residential real estate brokers.

Based on public records, independent industry reports and its own market knowledge, the Company believes that it is among the top five housing and land project developers in the Philippines in terms of revenues from sales and further believes that it is able to offer competitive commissions and incentives for brokers, and that it is able to successfully compete on the basis of its brand name and its track record of successful completed quality projects.

RLC competes on the basis of price and the location of its properties (including their proximity to other of the Company’s developments). The Company also believes that its reputation for reliability and delivering quality products on schedule and at good value has contributed to its ability to retain the services of its exclusive and non-exclusive brokers and to its overall success.

**iii. Office Buildings Division**

The Company believes that competition for office space is principally on the basis of location, availability of space and quality of office space. The Company competes in this market on the basis of the strategic locations of its buildings, including their proximity to the Company’s malls and residences as part of mixed-use developments, and has also began to design its office space with BPO- and call center-specific requirements in mind, in order to better serve that market and make its office buildings more attractive to those potential tenants. The company also believes that its established reputation for completing projects on time and at the committed specifications, as well as delivering quality products at good value has contributed to its ability to retain the services of its exclusive and non-exclusive brokers and to its overall success.

### iv. Hotels Division

Hotel occupancy trends in the Philippines are affected by a variety of factors, including the general levels of business and tourist travel to the Philippines, which are in turn influenced by general political and economic conditions within the country. The hotel business has seen a stabilized situation with strong remittances from Filipino overseas workers, the blossoming of business outsource processing in the Philippines and the continuous drive of the Department of Tourism to pursue medical and eco tourism. Year 2010 sets to end with a 15% growth in tourism arrival, and this positive development can also be attributed to the recognition of the Philippines as one of the world's rising value for money destination by the Country Brand Index.

Many major local and global hotel players continue to be active in the Philippines. Consumer considerations are still driven by price, quality, service and location of accommodation. In support of this to further drive and strengthen share, RLC's Holiday Inn Manila Galleria is undergoing a "Refresh" program , a global Holiday Inn campaign set out to drive consistency in the brand knowing that guests will receive the same quality service and experience in every Holiday Inn hotel.

RLC also continues on marketing tie-ups, with its affiliated airline Cebu Pacific, to boost its market share and promote domestic tourism.

## e) Sources and availability of raw materials and names of principal suppliers

Construction and development of malls, high-rise office and condominium units as well as land and housing construction are awarded to various reputable construction firms subject to a bidding process and management's evaluation of the price and qualifications of and its relationship with the relevant contractor. Most of the materials used for construction are provided by the contractors themselves in accordance with the underlying agreements, although sometimes the Company will undertake to procure the construction materials when it believes that it has an advantage in doing so. The Company typically will require the contractor to bid for a project on an itemized basis, including separating the costs for project materials that it intends to charge the Company. If the Company believes that it is able to acquire any of these materials (such as cement or steel) at a more competitive cost than is being quoted to it, it may remove these materials from the project bid and enter into a separate purchase order for the materials itself, to reduce project costs.

## f) Employees and labor

As of September 30, 2010, RLC and its subsidiaries had a total of 4,084 employees, including 1,421 permanent full-time managerial and support employees and approximately 2,663 contractual and agency employees, grouped by business divisions as follows:

| Business | Permanent Employees | Contract Employees | Total Employees |
|---|---|---|---|
| Commercial Centers Division .................. | 622 | 1,939 | 2,561 |
| High Rise Buildings Division .................... | 177 | 211 | 388 |
| Housing & Land Development Division ... | 84 | 182 | 266 |
| Hotels Division ......................................... | 538 | 331 | 869 |
| Total ........................................................ | 1,421 | 2,663 | 4,084 |

The 1,421 permanent full-time managerial and support employees of RLC and its subsidiaries as of September 30, 2010 can be broken down by function as follows:

| FUNCTION | NO. OF EMPLOYEES |
|---|---|
| Operational | 685 |
| Administrative | 450 |
| Technical | 286 |
| **Total** | **1,421** |

The Company foresees an increase in its manpower complement to 1,573 employees in the ensuing twelve months.

Almost all of the Company's hotels division employees are covered by a collective bargaining agreement which matures on September 30, 2011 for the Cebu Midtown Hotel and September 30, 2015 for the Holiday Inn Manila Galleria hotel. The Company's other employees are not unionized or party to collective bargaining agreements with the Company.

## e) Industry Risk

The Company conducts substantially all of its business activities in the Philippines and all of its major assets are located in the Philippines, which exposes the Company to the performance of the Philippine economy and to Philippine property market risk.

RLC derives substantially all of its revenue and operating profits from its property investment and development activities in the Philippines and its business is therefore highly dependent on the state of the Philippine economy and the Philippine property market. RLC has adopted a diversified business model with both an “investment” component, in which the Company develops, owns and operates real estate projects (principally shopping malls, high-rise office buildings and hotels) and a “development” component, in which RLC develops real estate projects for commercial sale (principally high-rise condominiums and horizontal residential subdivision developments).

Demand for, and prevailing prices of, shopping mall and office leases are, and the performance of the Philippine hotel business is, directly related to the strength of the Philippine economy and the overall levels of business activity in the Philippines. The Company’s commercial centers division is also directly affected by social trends, changing spending patterns and consumer sentiment in the Philippines, which are in turn heavily influenced by economic, political and security conditions in the Philippines. On the development side of the Company’s business, the Philippine property market has in the past been cyclical and property values have been affected by supply of and demand for comparable properties, the rate of economic growth in the Philippines and political developments. The Company is particularly reliant on business from OFWs and expatriate Filipinos, which constitutes a significant portion of the demand for its projects in the residential condominiums division and housing and land development division. This also exposes the Company to the performance of specific economies in which these concentrated groups of potential customers are located, including the United States, Italy and Saudi Arabia. Demand for new residential housing projects in the Philippines, in particular, has also fluctuated in the past as a result of prevailing economic conditions (including overall growth levels and interest rates), the political and security situation in the Philippines and other related factors.

The Philippine economy generally, and the Philippine property market specifically, went through a sharp downturn brought about by the effects of the Asian financial crisis in the late 1990s. The abrupt drop in demand following the Asian financial crisis resulted in reduced levels of retail spending, poor consumer sentiment, a glut in the property market, depressed property prices and reduced demand for new residential projects. Although market conditions have recovered to a certain extent, there can be no assurance that this recovery will continue or that there will not be a recurrence of the conditions experienced during the Asian financial crisis of the late 1990s or similar conditions.

Considerable economic and political uncertainties currently exist in the Philippines that could have adverse effects on consumer spending habits, construction costs, availability of labor and materials and other factors affecting the Company and its businesses. Significant expenditures associated with investment in real estate, such as real estate taxes, maintenance costs and debt payments, generally cannot be correspondingly reduced if changes in the Philippine property market or the Philippine economy cause a decrease in revenues from the Company’s properties. Because of RLC's business concentration in the Philippines, reduced levels of economic growth, adverse changes in the country's political or security situation, or weaker performance of the country's property development market generally could materially adversely affect RLC's profitability.

RLC operates in a highly competitive industry. The Company's future growth and development is dependent, in large part, on the availability of large tracts of land suitable for development. As the Company, particularly its commercial centers, office building and residential condominium divisions, and its competitors attempt to locate sites for development, it may become more difficult to locate parcels of suitable size in locations and at prices acceptable to the Company, particularly in Metro Manila and other urban areas. To the extent that the Company is unable to acquire suitable land at acceptable prices, its growth prospects could be limited and its business and results of operations could be adversely affected.

A number of other commercial center and residential developers and real estate services companies, some with greater financial and other resources and more attractive land banks than the Company, compete with RLC in various aspects of its business. Competition from other real estate developers and real estate services companies may adversely affect RLC's ability to develop and sell its properties or attract and retain tenants, and continued development by these and other market participants could result in saturation of the market for real estate, and in particular shopping malls.

**ADDITIONAL REQUIREMENTS AS TO CERTAIN ISSUES OR ISSUER**

**Not Applicable**

## Item 2. Properties

Over the years, the Company has invested in a number of properties located across the Philippines for existing and future development projects. All of these properties are fully owned by the Company and none of which are subject to any mortgage, lien or any form of encumbrance. The Company also enters into joint venture arrangements with land owners in order to optimize their capital resources. Not only does this encourage raw land development for future projects but it also provides them exclusive development and marketing rights.

The following are locations of the Company's properties:

| Location | Use | Status |
|---|---|---|
| **Land** | | |
| **Metro Manila** | | |
| Aurora Boulevard, Quezon City | Residential | No encumbrances |
| Aurora Boulevard, Quezon City | Mixed-use (mall/residential) | No encumbrances |
| Ayala Avenue, Makati City | Office Building | No encumbrances |
| EDSA, Mandaluyong City | Mixed-use (mall/hotel/residential) | No encumbrances |
| EDSA, Ortigas, Quezon City | Mixed-use (mall/hotel/residential) | No encumbrances |
| Ortigas, Pasig City | Mixed-use (mall/residential/hotel) | No encumbrances |
| Ortigas Center, Pasig City | Mixed-use (mall/residential/hotel) | No encumbrances |
| Ermita, Manila | Mixed-use (mall/residential) | No encumbrances |
| Fort Bonifacio, Taguig | Residential | No encumbrances |
| Horseshoe Village, Cubao, Quezon City | Residential | No encumbrances |
| Novaliches, Quezon City | Mixed-use (mall/residential) | No encumbrances |
| Ortigas, Pasig | Residential | No encumbrances |
| Ortigas, Pasig (formerly Uniwide) | Mall | No encumbrances |
| Paco, Manila | Mixed-use (mall/residential) | No encumbrances |
| Parañaque City | Residential | No encumbrances |
| Roxas Blvd., Pasay City | Residential | No encumbrances |
| Sucat, Muntinlupa City | Mixed-use (mall/residential) | No encumbrances |
| **Luzon** | | |
| Antipolo Rizal | Residential | No encumbrances |
| Calasiao, Pangasinan | Mall | No encumbrances |
| Cabanatuan , Nueva Ecija | Mall | No encumbrances |
| Dasmariñas, Cavite | Mall | No encumbrances |
| General Trias, Cavite | Residential | No encumbrances |
| Imus, Cavite | Mall | No encumbrances |
| Lipa City, Batangas | Mall | No encumbrances |
| Lipa City, Batangas | Residential | No encumbrances |

| Location | Use | Status |
|---|---|---|
| Los Baños, Laguna | Mall | No encumbrances |
| Luisita , Tarlac City | Mall | No encumbrances |
| Malolos, Bulacan | Mall | No encumbrances |
| Naga City, Camarines Sur | Land bank | No encumbrances |
| Pinamucan, Ibaba, Batangas | Land bank | No encumbrances |
| San Isidro, Batangas City | Residential | No encumbrances |
| San Fernando, Pampanga | Mall | No encumbrances |
| San Fernando, La Union | Residential | No encumbrances |
| Santa Rosa, Laguna | Mall | No encumbrances |
| Soro-soro, Tanauan, Batangas | Residential | No encumbrances |
| Tagaytay City, Cavite | Mixed-use (mall/hotel/residential) | No encumbrances |
| Taytay, Rizal | Land bank | No encumbrances |
| Palawan | Mixed-use (mall/hotel/residential) | No encumbrances |
| **Visayas** | | |
| Bacolod City | Mall | No encumbrances |
| Cebu | Mixed-use (mall/hotel/residential) | No encumbrances |
| Dumaguete City | Mixed-use (mall/hotel) | No encumbrances |
| Iloilo City | Mall | No encumbrances |
| Tacloban City | Mall | No encumbrances |
| **Mindanao** | | |
| Butuan, Agusan Del Norte | Mall | No encumbrances |
| Davao City, Davao del Sur | Mall | No encumbrances |
| General Santos City, South Cotabato | Mall | No encumbrances |
| General Santos City, South Cotabato | Residential | No encumbrances |
| **Building & Improvements** | | |
| **Metro Manila** | | |
| EDSA, Mandaluyong City | Mixed-use (mall/hotel/residential) | No encumbrances |
| EDSA, Ortigas, Quezon City | Mixed-use (mall/hotel/residential) | No encumbrances |
| Ermita, Manila | Mixed-use (mall/residential) | No encumbrances |
| Novaliches, Quezon City | Mixed-use (mall/residential) | No encumbrances |
| Ortigas, Pasig City | Mixed-use (mall/hotel/residential) | No encumbrances |
| Paco, Manila | Mixed-use (mall/residential) | No encumbrances |
| Ayala Avenue, Makati City | Office Building | No encumbrances |
| **Luzon** | | |
| Angeles City, Pampanga | Mall | No encumbrances |
| Cainta, Rizal | Mall | No encumbrances |
| Dasmariñas, Cavite | Mall | No encumbrances |
| Imus, Cavite | Mall | No encumbrances |

| Location | Use | Status |
|---|---|---|
| Lipa City, Batangas | Mall | No encumbrances |
| Los Baños, Laguna | Mall | No encumbrances |
| Luisita, Tarlac City | Mall | No encumbrances |
| San Fernando, Pampanga | Mall | No encumbrances |
| Santa Rosa, Laguna | Mall | No encumbrances |
| Cabanatuan , Nueva Ecija | Mall | No encumbrances |
| Pulilan, Bulacan | Mall | No encumbrances |
| Tagaytay City, Cavite | Mixed-use (mall/hotel) | No encumbrances |
| San Nicolas, Ilocos Norte | Mall | No encumbrances |
| **Visayas** | | |
| Bacolod City | Mall | No encumbrances |
| Fuente Osmena, Cebu City | Mixed-use (mall/hotel) | No encumbrances |
| Iloilo City | Mall | No encumbrances |
| Tacloban City, Leyte | Mall | No encumbrances |
| Dumaguete City | Mall | No encumbrances |
| Don Gil Garcia, Cebu City | Mixed-use (mall/clinics/office) | No encumbrances |
| **Mindanao** | | |
| Cagayan De Oro City, Misamis Oriental | Mall | No encumbrances |
| Davao City | Mall | No encumbrances |
| General Santos City | Mall | No encumbrances |

The Company owns all the properties upon which all of its existing commercial centers are located, except for the following: (i) Robinsons Place Iloilo, (ii) Robinsons Cagayan de Oro, (iii) Robinsons Cainta and (iv) Robinsons Pulilan. These four properties are leased at prevailing market rates. The leases for the Iloilo and Cagayan de Oro properties are for 50 years each and commenced in October 2001 and December 2002, respectively. The leases for the Cainta and Pulilan properties are for 25 years and commenced in December 2003 and January 2008, respectively. Renewal options for Cainta and Pulilan are available to the Company. Total rent expense amounted to ₱131 Million in 2010, ₱156 Million in 2009, and ₱159 Million in 2008.

## Item 3. Legal Proceedings

The Company and its subsidiaries and affiliates are subject to various civil and criminal lawsuits and legal actions arising in the ordinary course of business. In the opinion of RLC's management, none of the lawsuits or legal actions to which it is currently subject will materially affect the daily operations of its business nor will they have a material effect on the Company's consolidated financial position.

## Item 4. Submission of Matters to A Vote of Security Holders

There were no matters submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this report.

## Item 5. Regulatory and Environmental Matters

### a) Shopping Malls

Shopping mall centers are regulated by the local government unit of the city or municipality where the establishment is located. In line with this, mall operators must secure the required mayor's permit or municipal license before operating. In addition, no mall shall be made operational without complying first with the provisions of the fire code and other applicable local ordinances. Furthermore, shopping malls with food establishments must obtain a sanitary permit from the Department of Health. It is also compulsory for shopping malls discharging commercial wastewater to apply for a wastewater discharge permit from the DENR and to pay the fee incidental to the permit.

As a tourism-related establishment, shopping malls may obtain accreditation from the Department of Tourism. A shopping mall can only be accredited upon conformity with the minimum physical, staff and service requirements promulgated by the Department of Tourism.

### b) Residential condominium and housing and land projects

Presidential Decree No. 957 as amended, is the principal statute which regulates the development and sale of real property as part of a condominium project or subdivision. Presidential Decree No. 957 covers subdivision projects and all areas included therein for residential, commercial, industrial and recreational purposes as well as condominium projects for residential or commercial purposes. The HLURB is the administrative agency of the Government which, together with local government units, enforces this decree and has jurisdiction to regulate the real estate trade and business.

All subdivision and condominium plans for residential, commercial, industrial and other development projects are subject to approval by the relevant local government unit in which the project is situated. The development of subdivision and condominium projects can commence only after the relevant government body has issued the development permit.

Further, all subdivision plans and condominium project plans are required to be filed with and approved by the HLURB. Approval of such plans is conditional on, among other things, the developer's financial, technical and administrative capabilities. Alterations of approved plans which affect significant areas of the project, such as infrastructure and public facilities, also require the prior approval of the relevant local government unit. Owners of or dealers in real estate projects are required to obtain licenses to sell before making sales or other dispositions of lots or real estate projects. Dealers, brokers and salesmen are also required to register with the HLURB. Project permits and licenses to sell may be suspended, cancelled or revoked by the HLURB by itself or upon a verified complaint from an interested party for reasons such as non-delivery of title to fully-paid buyers or deviation from approved plans. A license or permit to sell may only be suspended, cancelled or revoked afer a notice to the developer has been served and all parties have been given an opportunity to be heard in compliance with the HLURB's rules of procedure and other applicable laws. Subdivision or condominium units may be sold or offered for sale only after a license to sell has been issued by the HLURB. The license to sell may be issued only against a performance bond posted to guarantee the completion of the construction of the subdivision or condominium project and compliance with applicable laws and regulations.

There are essentially two different types of residential subdivision developments, which are distinguished by different development standards issued by the HLURB. The first type of subdivision, aimed at low-cost housing, must comply with Batas Pambansa Blg. 220, which allows for a higher density of building and relaxes some construction standards. Other subdivisions must comply with Presidential Decree 957, which set out standards for lower density developments. Both types of development must comply with standards regarding the suitability of the site, road access, necessary community facilities, open spaces, water supply, the sewage disposal system, electrical supply, lot sizes, the length of the housing blocks and house construction.

Under current regulations, a developer of a residential subdivision is required to reserve at least 30% of the gross land area of such subdivision for open space for common uses, which include roads and recreational facilities. A developer of a commercial subdivision is required to reserve at least 3.5% of the gross project area for parking and pedestrian malls.

Further, Republic Act No. 7279 requires developers of proposed subdivision projects to develop an area for socialized housing equivalent to at least 20% of the total subdivision area or total subdivision project cost, at the option of the developer, within the same or adjacent regions, whenever feasible, and in accordance with the standards set by the HLURB. Alternatively, the developer may opt to buy socialized housing bonds issued by various accredited government agencies or enter into joint venture arrangements with other developers engaged in socialized housing development. The Company has benefited from providing low-income housing or projects of such types which are financially assisted by the government. These policies and programs may be modified or discontinued in the future. The Government may also adopt regulations which may have the effect of increasing the cost of doing business for real estate developers. Under current law, income derived by domestic corporations from the development and sale of socialized housing which currently, among other things, must have a basic selling price of no more than ₱300,000, is exempt from project related income taxes. Under the current Investment Priorities Plan issued by the Board of Investments, mass housing projects including development and fabrication of housing components, are eligible for government incentives subject to certain policies and guidelines. In the future, since the sale of socialized housing units comprise a portion of homes sold by the Company, any changes in the tax treatment of income derived from the sale of socialized housing units may affect the effective rate of taxation of the Company.

**c) Hotels**

The Philippine Department of Tourism promulgated the Hotel Code of 1987 (the "Hotel Code") in order to govern the business and operation of all hotels in the Philippines. Investors that wish to operate a hotel must first register and apply for a license with the local government of the city or municipality where the hotel is located. For purposes of registration and licensing, hotels are classified into four groups: De Luxe Class, First Class, Standard Class and Economy Class. The Hotel Code provides minimum standards for the establishment, operation and maintenance of hotels depending on the hotel's classification.

A certificate of registration and license as a hotel will not be granted unless the relevant establishment has passed all the conditions of the Hotel Code, the Fire and Building Codes, Zoning Regulations and other municipal ordinances. Furthermore, hotels can only be opened for public patronage upon securing of a sanitary permit from the city or municipal health office having jurisdiction over the establishment. The Department of Tourism is the government agency which is tasked with the accreditation of hotels. The Department promulgates the minimum standards and procedures for hotel accreditation. While accreditation is non-compulsory, accredited hotels are given incentives by the Department of Tourism.

**d) Zoning and Land Use**

Under the agrarian reform law currently in effect in the Philippines and the regulations issued thereunder by the DAR, land classified for agricultural purposes as of or after 15 June 1988, cannot be converted to non-agricultural use without the prior approval of DAR.

Land use may be also limited by zoning ordinances enacted by local government units. Once enacted, land use may be restricted in accordance with a comprehensive land use plan approved by the relevant local government unit. Lands may be classified under zoning ordinances as commercial, industrial, residential or agricultural. While a procedure for change of allowed land use is available, this process may be lengthy and cumbersome.

**e) Special Economic Zone**

The Philippine Economic Zone Authority ("PEZA") is a government corporation that operates, administers and manages designated special economic zones ("Ecozones") around the country. Ecozones, which are generally created by proclamation of the President of the Philippines, are areas earmarked by the government for development into balanced agricultural, industrial, commercial, and tourist/recreational regions.

An Ecozone may contain any or all of the following: industrial estates, export processing zones, free trade zones, and tourist/recreational centers. PEZA registered enterprises locating in an Ecozone are entitled to fiscal and non-fiscal incentives such as income tax holidays and duty free importation of equipment, machinery and raw materials.

Information technology ("IT") enterprises offering IT services (such as call centers, and business process outsourcing using electronic commerce) are entitled to fiscal and non-fiscal incentives if they are PEZA-registered locators in a PEZA-registered IT Park, IT Building, or Ecozone. An IT Park is an area which has been developed into a complex capable of providing infrastructures and other support facilities required by IT enterprises, as well as amenities required by professionals and workers involved in IT enterprises, or easy access to such amenities. An IT Building is an edifice, a portion or the whole of which, provides such infrastructure, facilities and amenities.

PEZA requirements for the registration of an IT Park or IT Building differ depending on whether it is located in or outside Metro Manila. These PEZA requirements include clearances or certifications issued by the city or municipal legislative council, the DAR, the National Water Resources Board, and the DENR.

The Company actively seeks PEZA registration of its buildings, as this provides significant benefits to the Company's tenants. PEZA registration provides significant tax incentives to those of the Company's customers that are PEZA-registered (they can, for example, avail themselves of income tax incentives such as income tax holidays or 5% gross income taxation), thereby making tenancy in the Company's PEZA-registered buildings potentially more attractive to them. As of fiscal September 2010, the Robinsons Pioneer mixed-use complex was in a PEZA Ecozone, the Robinsons Equitable Tower and Robinsons Summit Center were PEZA-registered buildings. A number of malls are also PEZA-registered.

# PART II - OPERATIONAL AND FINANCIAL INFORMATION

## Item 6. Market Information

Data on the quarterly price movement of its shares for the past three fiscal years are set forth below.

| | 2010 | | | 2009 | | | 2008 | | |
|---|---|---|---|---|---|---|---|---|---|
| **Quarter** | **High** | **Low** | **Close** | **High** | **Low** | **Close** | **High** | **Low** | **Close** |
| 1 | 13.00 | 12.75 | 13.00 | 4.90 | 4.70 | 4.90 | 16.50 | 16.00 | 16.50 |
| 2 | 14.50 | 14.25 | 14.50 | 4.60 | 4.50 | 4.50 | 10.75 | 10.25 | 10.25 |
| 3 | 15.00 | 14.50 | 14.75 | 6.80 | 6.70 | 6.80 | 7.70 | 7.40 | 7.40 |
| 4 | 16.10 | 16.04 | 16.06 | 10.75 | 10.25 | 10.50 | 7.70 | 7.50 | 7.60 |

Additional information as of December 31, 2011 are as follows:

| Market Price: | **Fiscal Year 2011** | **High** | **Low** |
|---|---|---|---|
| | Oct. to Dec. 2010 | ₱16.30 | ₱ 15.26 |

## Item 7. Dividends

RLC declared cash dividends for each of the fiscal years 2010, 2009 and 2008.

For fiscal year 2010, the Company declared a cash dividend of ₱0.48 per share from unrestricted Retained Earnings as of September 30, 2009 to all stockholders on record as of May 5, 2010. The cash dividends were paid out on May 20, 2010.

For fiscal year 2009, the Company declared a cash dividend of ₱0.25 per share from unrestricted Retained Earnings as of September 30, 2008 to all stockholders on record as of May 15,2009. The cash dividends were paid out on June 10, 2009.

For fiscal year 2008, the Company declared a cash dividend of ₱0.53 per share from unrestricted Retained Earnings as of September 30, 2007 to all stockholders on record as of May 16, 2008. The cash dividends were paid out on June 12, 2008.

RLC's retained earnings include accumulated equity in undistributed net earnings of subsidiaries amounting to ₱ 365 Million, ₱ 345 Million, and ₱348 Million in 2010, 2009 and 2008. These amounts are not available for dividend declaration until received in the form of dividends.

## Item 8. Principal Shareholders

The following table sets forth the Company's top twenty shareholders and their corresponding number of shares held as of September 30, 2010:

| | Name of Stockholders | No. of Shares Held | Percent to Total Outstanding |
|---|---|---|---|
| 1 | JG Summit Holdings, Inc. | 1,648,417,051 | 60.40% |
| 2 | PCD Nominee Corporation (Non-Filipino) | 665,280,350 | 24.38% |
| 3 | PCD Nominee Corporation (Filipino) | 383,873,056 | 14.07% |
| 4 | Elizabeth Yu | 8,737,200 | 0.32% |
| 5 | John Gokongwei, Jr. | 8,124,721 | 0.30% |
| 6 | Cebu Liberty Lumber | 2,203,200 | 0.08% |
| 7 | James L. Go | 1,123,996 | 0.04% |
| 8 | Elizabeth Y. Gokongwei &/or John Gokongwei, Jr. | 988,000 | 0.04% |
| 9 | Catalino S. Ngochua | 720,000 | 0.03% |
| 10 | Lily Cristina Ngochua | 720,000 | 0.03% |
| 11 | Lance Gokongwei | 536,000 | 0.02% |
| 12 | Alberto Mendoza &/or Jeanie Mendoza | 532,800 | 0.02% |
| 12 | Robina Yu Gokongwei | 360,000 | 0.01% |
| 13 | Mariano K. Tan | 360,000 | 0.01% |
| 14 | Samuel C. Uy | 324,000 | 0.01% |
| 15 | John L. Gokongwei, Jr. | 300,000 | 0.01% |
| 16 | Elizabeth Yu Gokongwei | 275,000 | 0.01% |
| 16 | Sy Ha | 228,600 | 0.01% |
| 17 | Frederick D. Go | 225,001 | 0.01% |
| 18 | Valentin Khoe | 217,800 | 0.01% |
| 19 | Ong Tiong | 204,996 | 0.01% |
| 20 | Yeung Jo Chun | 180,000 | 0.01% |
| 20 | Lisa Yu Gokongwei | 180,000 | 0.01% |
| 20 | Henry Dy | 180,000 | 0.01% |
| | OTHERS | 4,928,686 | 0.18% |
| | **Total** | **2,729,220,457** | **100.00%** |

## Item 9. Management Discussion and Analysis of Financial Condition and Results of Operation

### a) Results of Operations and Financial Condition

RLC derives its revenues from real estate operations and hotel operations. Revenues from real estate operations account for approximately 90% of the Company's total revenues and are derived from the lease of commercial spaces in the various Robinsons malls, the lease and sale of space from RLC's office buildings, and the sale of residential units from the Company's various housing projects. Approximately 10% of total revenues are derived from hotel operations.

### i. Year ended September 30, 2010 versus same period in 2009

RLC generated total gross revenues of ₱11.30 Billion for fiscal year 2010, an increase of 5% from ₱10.73 Billion of total gross revenues for fiscal year 2009. Net profit for the fiscal year 2010 amounted to ₱3.59 Billion, up by 10% compared to fiscal year 2009. RLC's net profit growth would have been higher at 13% if the ₱103 Million gain from interest rate swap transaction last year was excluded. EBITDA amounted to ₱6.41 Billion this year, up by 8% from last year.

The Commercial Centers Division accounted for ₱5.74 Billion of the real estate revenues for the year versus ₱4.21 Billion last year. The 36% increase in revenues of the Commercial Centers Division was principally due to newly opened malls particularly Robinsons Place General Santos, Robinsons Ilocos Norte, Robinsons Place Dumaguete, and Cybergate Cebu. Rental escalations and strong take up of leased areas of the Company's mall space after renovation and expansion work of existing malls increased the rental revenue by 7.74%. Significant rental contribution came from Robinsons Place Tacloban, Robinsons Place Manila, Galleria mall, Robinsons Place Lipa and Robinsons Cybergate Davao, among others. Amusement revenue during the year of ₱712 Million was likewise recorded as a result of operating the Robinsons Movieworld starting fiscal year 2010. Interest income from money market placements contributed ₱419.45 Million during fiscal year 2010 or 417% from ₱83.8 Million last year. The Division's EBIT and EBITDA have shown positive variances of 34% and 29%, respectively.

The Company's Residential Division realized gross revenues of ₱3.22 Billion contracted by 26% from ₱4.37 Billion last year due to lower construction completion. As a result of the decrease in realized gross revenues, Residential Division Income Before Income Tax (EBIT) has shown a negative variance of 45%, while EBITDA showed a decrease of 44%.

The Office Buildings Division reported revenues of ₱1.18 Billion compared to ₱1.11 Billion over the same period last year. This 6% increase in lease income was due mainly to new office space available for lease in Robinsons Cybergate Towers 3 and completion of Cybergate Plaza. The Division's EBIT and EBITDA have shown positive variances of 14% and 10%, respectively.

The Hotels Division, a major contributor to the Company's recurring revenues, registered gross revenues of ₱1.15 Billion as against last year's ₱1.04 Billion. The 11% increase in hotel revenues was principally due to the opening of Summit Ridge Hotel in Tagaytay and Go Hotel in Mandaluyong City. The average occupancy rates of the Company's hotels are 75% for Crowne Plaza Manila Galleria, 76% for Holiday Inn Manila Galleria (HIMG), 56% for Cebu Midtown Hotel, 36% for the Summit Ridge Hotel and 73% for the newly opened Go Hotel. Hotels Division Income Before Income Tax (EBIT) has shown a positive variance of 17%, while EBITDA showed a positive variance of 13%.

Real Estate cost and expenses remained steady at ₱4.13 Billion this year. Lower cost of real estate sale of sold residential units was offset by higher depreciation and cinema cost. Hotel expenses increased to ₱996.9 Million or 10% as compared to last year of ₱905.8 Million due to higher operational expenses at Summit Ridge Hotel and Go Hotel.

Interest income increased to ₱702.1 Million from ₱237.8 Million last year due to higher level of money market placements and other financial assets.

Total assets of the Company stood at ₱53.1 Billion, a growth of 3% from total assets of ₱51.4 Billion in 2009. Cash and Cash Equivalents decreased by ₱3.4 Billion due to payment for ongoing projects. Increase in Receivables of 34% to ₱5.45 Billion is due to receivable from an affiliate. Subdivision Land and Condominium and Residential Units For Sale went up by 22% to ₱6.19 Billion from ₱5.08 Billion last year due to project development costs of new residential projects and existing projects.

Acquisition of land for future development and completion of Robinsons Place Dumaguete, Robinsons Ilocos Norte, and on going major renovations of the two flagship malls (Manila and Galleria) and on going construction at Robinsons Magnolia, raised the level of Investment by 9% from ₱29.29 Billion last year to ₱31.93 Billion this year. Property and Equipment increased by 6.7% to ₱2.33 Billion due to completion of Summit Ridge Hotel and Go Hotel. Other Assets decreased by 12% to ₱1.69 Billion as Advances to Altus San Nicolas Corp., a joint venture agreement with VVH Realty Corporation, was transferred to Investments account.

Accounts Payable and Accrued Expenses decreased by 15% due to higher level of payments. Loans Payable went down to ₱15 Billion due to payment of matured loans during the fiscal year. Deposits and Other liabilities went up by 18.6% to ₱4.14 Billion due to higher level of deposits from lessees of newly opened malls and higher deposits from real estate buyers.

Stockholder's Equity for the period stood at ₱27.73 Billion, up by 8% from ₱25.5 Billion last year due to current earnings of ₱3.59 Billion, net of payment of cash dividends of ₱1.312 Billion and acquisition of Treasury Stocks of ₱221 Million.

RLC's key performance indicators are Gross Revenues, EBIT (Income Before Interest Expense and Income Tax), EBITDA, Net Income and Debt to Equity Ratio. The Company's financial position remains solid, with a total debt to equity ratio of 0.54:1 vis-à-vis last year's 0.59:1. Net Financial debt equity ratio stood at 0.34:1 for fiscal year 2010 and 0.24:1 for 2009. Earnings per share for the year amounted to ₱1.31 per share this year compared to ₱1.19 per share last year. Net Book Value per share amounted to ₱10.08 and ₱9.26 for the years September 30, 2010 and 2009, respectively.

Capital expenditures for the fiscal year ended 2010 amounted to ₱6.5 Billion. Funding for the capital expenditures was sourced from long-term borrowings and internally generated funds.

### ii. Year ended September 30, 2009 versus same period in 2008

RLC's net profit for the fiscal year 2009 amounted to ₱3.27 Billion, up by 4% compared to fiscal year 2008. Exluding ₱103 Million gain from interest rate swap transaction this year and a ₱253 Million reduction of deferred income tax last year, RLC's net profit growth is much higher at 10%. Although revenues was slightly down by 4% to ₱10.73 Billion, pre-tax profits still grew by 14% due to better cost control management. EBITDA amounted to ₱5.95 Billion this year, up by 12%. Net Income attributable to Parent Company amounted to ₱3.26 Billion this year compared to ₱3.15 Billion last year.

The Commercial Centers Division accounted for ₱4.21 Billion of the real estate revenues for the year versus ₱3.69 Billion last year. The 14% increase in revenues of the Commercial Centers Division was principally due to newly opened malls particularly Summit Ridge – Tagaytay, Robinsons Place – Tacloban, Robinsons Cabanatuan and Robinsons Place – Davao. Rental escalations and strong take up of leased areas of the Company's mall space after renovation and expansion work of existing malls increased the rental revenue by 9.7%. Significant rental contribution came from Robinsons Place Manila, Galleria mall, Robinsons Place Sta Rosa and Robinsons Place Lipa, among others. The Division's EBIT and EBITDA have shown positive variances of 29.9% and 20.0%, respectively.

The Company's Residential Division realized gross revenues of ₱4.37 Billion, down by 20% from ₱5.46 Billion last year due to construction completion. Despite the decrease in gross revenues, Residential Division Income Before Income Tax (EBIT) has shown a slight decrease of 1% to ₱1.36 Billion, and EBITDA also showed a slight contraction of 0.5% from last year's figures due to lower cost of sales.

The Office Buildings Division reported revenues of ₱1.11 Billion compared to ₱883.4 Million over the same period last year. This 25.9% increase in lease income was due mainly to new office space available for lease in Robinsons Cybergate Towers 2 and 3. The Division's EBIT and EBITDA have shown positive variances of 19.9% and 17.3%, respectively.

The Hotels Division, a major contributor to the Company's recurring revenues, registered gross revenues of ₱1.04 Billion as against last year's ₱1.14 Billion. The 9.1% decrease in hotel revenues was principaly due to the global travel slowdown. The average occupancy rates of the Company's hotels are 72% for Crowne Plaza Galleria Regency, 77% for Holiday Inn Galleria Manila (HIGM), 54% for Cebu Midtown Hotel and 23% for the newly opened Summit Ridge Hotel. Hotels Division Income Before Income Tax (EBIT) has shown a negative variance of 32.1%, while EBITDA showed a negative variance of 14.4%.

Real Estate cost and expenses decreased by 18.9% from ₱5.09 Billion last year to ₱4.13 Billion this year due to lower project completion at Residential Division, particularly Otis 888 Residences, Gateway Garden Ridge and Three Adriatico Place. Hotel expenses decreased to ₱905.9 Million or 4% as compared to last year of ₱947.52 Million due to lower operational expenses as a result of lower room occupancy.

Interest income decreased from ₱494.7 Million last year to ₱237.8 Million due to lower level of discount amortization of installment contract receivables.

Total assets of the Company stood at ₱51.48 Billion, a growth of 27.7% from total assets of ₱40.31 Billion in 2008. This was due to successful two bond offerings totalling ₱10 Billion in July and August 2009. Cash and Cash Equivalents increased by ₱8.4 Billion brought about by proceeds from these bond offerings. Decrease in Receivables of 6.53% to ₱4.07 Billion is due to lower installment sales of Residential Buildings Division. Acquisition of land for future development and completion of Robinsons Cabanatuan, Tagaytay, Davao, Tacloban and General Santos, and Robinsons Cybergate Plaza located beside the Robinsons mall in Pioneer, raised the level of Investment by 6.7% from ₱25.76 Billion last year to ₱27.49 Billion this year. Property and Equipment increased by 19.41% to ₱2.18 Billion due to completion of Summit Ridge Hotel. Other Assets increased by 45% to ₱1.92 Billion due to Advances to Altus San Nicolas Corp., a joint venture agreement with VVH Realty Corporation (see Note 12 of Notes to Financial Statement).

Accounts Payable and Accrued Expenses slightly decreased by 2.85% was due to slightly higher payment of trade payables. Loans Payable went up to ₱15 Billion due to the ₱10 Billion bond offerings. Deposits and Other liabilities went down by 18.44% to ₱3.49 Billion due to payment of liabilities to an affiliated company.

Stockholder's Equity for the period stood at ₱25.57 Billion, up by 11.22% from ₱22.99 Billion last year due to current earnings of ₱3.27 Billion, net of declaration of cash dividends of ₱687 Million.

RLC's key performance indicators are Gross Revenues, EBIT (Income Before Income Tax), EBITDA, Net Income and Debt to Equity Ratio. The Company's financial position remains solid, with a total debt to equity ratio of 0.59:1 vis-à-vis last year's 0.26:1. Net Financial debt equity ratio stood at 0.24:1 for both years. Earnings per share for the year amounted to ₱1.19 per share this year compared to ₱1.15 per share last year. Net Book Value per share for the years September 30, 2009 and 2008 amounted to ₱9.26 and ₱8.33 , respectively.

Capital expenditures used in investments in real properties including capitalized interest amounted to ₱6.3 Billion for the fiscal year 2009. Funding for the capital expenditures was sourced from long-term borrowings and internally generated funds.

### iii. Year ended September 30, 2008 versus same period in 2007

RLC generated total gross revenues of ₱11.18 Billion for fiscal year 2008, an increase of 25.8% from ₱8.89 Billion of total gross revenues for fiscal year 2007. RLC's Commercial Centers Division contributed 33.06% while its High Rise Division accounted for 50.44% of the Company's gross revenues. Income Before Income Tax for the year was ₱3.76 Billion, an increase of 10.2% from ₱3.42 Billion the previous year. The Company's EBITDA of ₱5.32 Billion for fiscal year 2008 has shown a positive variance of 10.4% from last year's ₱4.82 Billion mainly due to higher revenues. RLC's Net Income increased by 29% to ₱3,15 Billion compared to ₱2.45 Billion last year. In 2008, the income includes an extraordinary adjustment to reduce provision for deferred income tax amounting to about ₱300 Million. The adjustment was necessitated by the reduction of the legislated corporate income tax rate starting January 2009.

The Commercial Centers Division accounted for ₱3.697 Billion of the real estate revenues for the year versus ₱3.539 Billion last year. The 4.5% increase in revenues of the Commercial Centers Division was principally due to rental escalations, and strong take up of leased areas of the Company's mall space after renovation and expansion work. Significant rental contribution came from Robinsons Place Manila, Galleria mall, Robinsons Place Novaliches, Otis mall and Luisita mall in Tarlac City, among others. The Division's EBIT and EBITDA have shown positive variances of 9.4% and 8.3%, respectively.

The Company's Residential Division realized gross revenues of ₱5.46 Billion, up by 55% from ₱3.526 Billion last year due to initial take up of realized revenues from its ongoing residential condominium properties, specifically, East of Galleria, Gateway Garden Ridge, Otis 888 Residences, and Gateway Garden Heights. Residential Division Income Before Income Tax (EBIT) has shown a positive variance of 6.9% to ₱1.38 Billion, while EBITDA showed a positive variance of 6.9% from last year's figures due to higher revenues and increase in financing income.

The Office Buildings Division reported revenues of ₱883.4 Million compared to ₱714.5 Million over the same period last year. This 24% increase in lease income was largely attributable to the opening of the Company's new Cybergate Center Tower 3 during the year as well as increased occupancy rates and generally higher rental rates of its office buildings. The Division's EBIT and EBITDA have shown positive variances of 23.8% and 26.2%, respectively.

The Hotels Division, a major contributor to the Company's recurring revenues, registered gross revenues of ₱1.139 Billion as against last year's ₱1.108 Billion. The 2.8% increase in hotel revenues was principaly due to revenue growth attributable to Crowne Plaza Hotel. The Company's two other hotels continue to register satisfactory occupancy rates. The average occupancy rates of the Company's hotels are 76.65% for Crowne Plaza Galleria Regency, 79.54% for Holiday Inn Galleria Manila (HIGM), and 64.57% for Cebu Midtown Hotel. Hotels Division Income Before Income Tax (EBIT) has shown a positive variance of 3.2%, while EBITDA has shown a positive variance of 7.1%, from last year's figures mainly due to lower operating costs.

Real Estate cost and expenses increased by 60.2% from ₱3.18 Billion last year to ₱5.09 Billion this year due to higher units sold and to higher project completion at High Rise Division, particularly East of Galleria, Gateway Garden Ridge, Otis 888 Residences, and Gateway Garden Heights. Hotel expenses increased to ₱947.9 Million or 2.8% as compared to last year of ₱922.02 Million due to higher depreciation. General and administrative expenses slightly increased by 5.1% from ₱1.25 Billion to ₱1.32 Billion, due to higher advertising and promotional expense.

Interest income decreased from ₱710.4 Million last year to ₱494.7 Million due to lower level of discount amortization of installment contract receivables and lower level of interest from money market placements.

Level of interest expense on lease deposits in 2008 dropped to ₱60.6 Million from ₱119 Million in 2007. This is due to prior period adjustment in interest expense included in 2007.

Total assets of the Company stood at ₱40.3 Billion, a growth of 9.6% from total assets of ₱36.8 Billion in 2007. Cash and Cash Equivalents decreased by 66.63% to ₱519.08 Million due to higher level of cash last year brought about by proceeds from equity offering. Increase in Receivables of 48.4% to ₱4.4 Billion is due to higher installment sales of High Rise Division. Decrease in Subdivision Land and Condominium and Residential Units For Sale of 16.1% was due to higher level of realized cost of condominium and housing units sold. Acquisition of land for future development and completion of Robinsons Midtown - Malate, Robinsons Place-Otis, and Robinsons Cybergate Center Tower 3 located beside the Robinsons mall in Pioneer, raised the level of Investment by 15.2% from ₱23.9 Billion last year to ₱27.5 Billion this year. Other Assets increased by 8.8% to ₱1.4 Billion due to higher level of input tax.

Increase in level of Accounts Payable and Accrued Expenses of 24.5% was due to the accrual of construction cost for various ongoing projects. Loans Payable went up to ₱6 Billion due to additional bank borrowings. Deposits and Other liabilities went down by 12.1% to ₱4.3 Billion due to lower deposits from real estate buyers whose accounts were offset against related receivables in line with realized sales recognition. Deferred tax liabilities decreased from ₱1.8 Billion to ₱1.6 Billion due to partial reversal of deferred taxes due in turn to lower income tax rate, from 35% to 30% starting January 2009.

Stockholder's Equity for the period was ₱22.9 Billion, up by 8.02% from ₱21.2 Billion last year due to current earnings of ₱3.2 Billion, net of declaration of cash dividends of ₱1.5 Billion.

RLC's key performance indicators are Gross Revenues, EBIT (Income Before Income Tax), EBITDA, Net Income and Debt to Equity Ratio. The Company's financial position remains solid, with a total debt to equity ratio of 0.75:1 vis-à-vis last year's 0.73:1. Earnings per share for the year amounted to ₱1.15 per share this year compared to ₱0.89 per share last year. Net Book Value per share for the years September 30, 2008 and 2007 amounted to ₱8.37 and ₱7.75 , respectively.

Capital expenditures used in investments in real properties including capitalized interest amounted to ₱9.5 Billion for the fiscal year 2008. Funding for the capital expenditures was sourced from long-term borrowings and internally generated funds.

## Item 10. Trends, Events or Uncertainties that have had or that are reasonably expected to affect revenues and income

**a.)** The Philippine property market went through a downturn brought about by the effects of the 1997 Asian financial crisis and the slow recovery of the national economy thereafter. The peirod prior to July 1997 saw a boom in the local real estate industry. High rise office and residential condominium buildings rose at a brisk pace and construction of various housing devleopment projects were undertaken simultaneously. However, the demand for real estate dropped abruptly with the onslaught of the Asian crisis as income levels declined and consumers preferred to remain liquid during those uncertain times. Construction was halted on a number of ongoing projects as developers ran into financial difficulties. The abrupt decrease in demand brought about a glut in the property market which, in turn, resulted to a depression in property prices

Improvements in the economy since that time have yet to make a big impact on the real estate industry. There is still an oversupply in certain segments of the market and property prices in these segments continue to remain low. Rental rates for office spaces in the Makati Central Business District ("CBD") are still low while vacancy levels in residential condominium are high. However, improvements can be seen in the demand for affordable residential condominium units. If the current trend of low interest rates and the overall positive performance of the economy are sustained in the medium to long term, demand for real estate may improve. This may also eventually result in an improvement in property prices. For its part, RLC has shifted its thrust to mid-cost residential condominium units, a sector where there is continuing demand, in view of the current state of the industry. It has also started entering into joint venture agreements with landowners for some of its housing projects. A strategy which is expected to result in drastically reduced capital investments for the Company.

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**b.) Any events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.**

**Not Applicable**

**c.) All material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entries or other persons created during the reporting period.**

**Not Applicable**

## Item 11. Financial Statements

The consolidated financial statements and schedules listed in the accompanying Index to Financial Statements and Supplementary Schedule (page 140) are filed as part of this Form 17-A (pages 68 to 137).

## Item 12. Information on Independent Accountant and Other Related Matters

### a) External Audit Fees and Services

**Audit and Audit-Related Fees**

The table below sets forth the aggregate fees billed to the company for each of the last two (2) years for professional services rendered by Sycip, Gorres Velayo & Co. :

| Name | 2010 | 2009 |
|---|---|---|
| **Audit and Audit-Related Fees** | | |
| Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements ............................. | ₱ 2,769,973 | ₱ 2,664,435 |
| All Other Fees................................................................. | - | 2,346,400 |
| **TOTAL** ........................................................................... | ₱ 2,769,973 | ₱ 5,010,835 |

No other service was provided by external auditors to the Company for the fiscal years 2010 and 2009.

### b) Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

**None**

## Item 13. Security Ownership of Certain Record and Beneficial Owners and Management

### a) Security Ownership of Certain Record and Beneficial Owners

As of September 30, 2010, the Corporation knows no one who beneficially owns in excess of 5% of the Corporation's common stock except as set forth in the table below.

| Title of Class | Name and addresses of record owners and relationship with the Corporation | Names of beneficial owner and relationship with record owner | Citizenship | No. of shares held | % to Total Outstanding |
|---|---|---|---|---|---|
| Common | JG Summit Holdings, Inc. [1]<br>43/F Robinsons Equitable Tower, ADB Avenue corner<br>Poveda Street, Ortigas Center, Pasig City<br>(stockholder) | Same as record owner (see note 1) | Filipino | 1,648,417,051 | 60.40% |
| Common | PCD Nominee Corporation [2]<br>(Non-Filipino)<br>G/F Makati Stock Exchange Bldg.<br>6767 Ayala Ave., Makati City<br>(stockholder) | PCD Participants and their clients (see note 2) | Filipino | 665,280,350 | 24.38% |
| Common | PCD Nominee Corporation<br>(Filipino)<br>G/F Makati Stock Exchange Bldg.<br>6767 Ayala Ave., Makati City<br>(stockholder) | PCD Participants and their clients (see note 2) | Filipino | 383,873,056 | 14.07% |

Notes:

[1] As of September 30, 2010, Mr. John Gokongwei, Jr., Chairman Emeritus of JG Summit Holdings, Inc. (JGSHI), held 1,009,339,915 shares representing 14.85% of the total outstanding shares of JGSHI. The Chairman and the President of JGSHI are both empowered under its by-laws to vote any and all shares owned by JGSHI, except as otherwise directed by its board of directors. The incumbent Chairman and Chief Executive Officer and President and Chief Operating Officer of JGSHI are Mr. James L. Go and Mr. Lance Y. Gokongwei, respectively.

[2] PCD Nominee Corporation is the registered owner of the shares in the books of the Corporation's transfer agent. PCD Nominee Corporation is a corporation wholly owned by the Philippine Depository and Trust Corporation, Inc. (formerly the Philippine Central Depository) ("PDTC"), whose sole purpose is to act as nominee and legal title holder of all shares of stock lodged in the PDTC. PDTC is a private corporation organized to establish a central depository in the Philippines and introduce scripless or book-entry trading in the Philippines. Under the current PDTC system, only participants (brokers and custodians) will be recognized by PDTC as the beneficial owners of the lodged shares. Each beneficial owner of shares through his participants will be the beneficial owner to the extent of the number of shares held by such participant in the records of the PCD Nominee. Out of this account, "ATR-Kim Eng Securities, Inc." and "The Hongkong and Shanghai Banking Corp. Ltd. – Clients' Acct." holds for various trust accounts the following shares of the Corporation as of September 30, 2010:

| | No. of shares held | % to total outstanding |
|---|---|---|
| ATR-Kim Eng Securities, Inc. | 164,931,608 | 6.04% |
| The Hongkong and Shanghai Banking Corp. Ltd. – Clients' Acct. | 387,486,030 | 14.20% |

The securities are voted by the trustee's designated officers who are not known to the Corporation.

## b) Security Ownership Of Management as of September 30, 2010:

| Title of Class | Name of beneficial owner | Position | Amount & nature of beneficial ownership | Citizenship | % to Total Outstanding | |
|---|---|---|---|---|---|---|
| **A. Executive Officers** (see note 1) | | | | | | |
| Common | 1. James L. Go | Chairman & CEO | 1,123,996 | Filipino | 0.04% | |
| Common | 2. Frederick D. Go | President & COO | 225,001 | Filipino | 0.01% | |
| Common | 3. Henry L. Yap | General Manager. | 64,000 | Filipino | * | |
| | *Sub-Total* | | 1,412,997 | | 0.05% | |
| **B. Other Directors, Executive Officers and Nominees** | | | | | | |
| Common | 4. John L. Gokongwei, Jr. | Chairman Emeritus | 9,412,721 (see note 2) | Filipino | 0.34% | |
| Common | 5. Lance Y. Gokongwei | Vice Chairman and Deputy Chief Executive Officer | 536,000 | Filipino | 0.02% | |
| Common | 6. Patrick Henry C. Go | Director | 10,000 | Filipino | * | |
| Common | 7. Robina Y. Gokongwei-Pe | Director | 360,000 | Filipino | 0.01% | |
| Common | 8. Johnson Robert G. Go, Jr. | Director | 1 | Filipino | * | |
| Common | 9. Artemio V. Panganiban | Director | 1 | Filipino | * | |
| Common | 10. Roberto F. de Ocampo | Director | 1 | Filipino | * | |
| Common | 11. Emmanuel C. Rojas, Jr. | Director | 601 | Filipino | * | |
| | 12. Rodolfo T. Malit | First Vice President-Controller | 102,000 | Filipino | * | 1 |
| | *Sub-Total* | | 10,421,325 | | 0.38% | |
| **C. All directors and executive officers & nominees as a group unnamed** | | | **11,834,322** | | **0.43%** | |

## c) Voting Trust Holder of 5% or more - as of September 30, 2010

There are no persons holding more than 5% of a class under a voting trust or similar agreement.

## d) Changes in Control

There has been no change in control of the Company since September 30, 2010.

Notes:

[1] As defined under Part IV (B)(1)(b) of SRC Rule 12, the "named executive officers" to be listed refer to the Chief Executive Officer and those that are the four (4) most highly compensated executive officers as of September 30, 2010

[2] Sum of shares in the name of "John Gokongwei, Jr." for 8,124,721, "John L. Gokongwei, Jr." for 300,000 and "Elizabeth Y. Gokongwei and/or John Gokongwei" for 988,000.

* less than 0.01%

# PART III- CONTROL AND COMPENSATION INFORMATION

## Item 14. Directors and Executive Officers of the Registrant

The overall management and supervision of the Company is undertaken by the Board of Directors. The Company's executive officers and management team cooperate with the Board of Directors by preparing appropriate information and documents concerning business operations, financial condition and results of operations of the Company for its review. Currently, the Board of Directors of the Company consists of ten members, of which three are independent directors.

The table below sets forth Board of Directors and Executive Officers of the Company as of September 30, 2010:

| Name | Age | Position | Citizenship |
|---|---|---|---|
| John L. Gokongwei, Jr. ............. | 84 | Director, Chairman Emeritus | Filipino |
| James L. Go............................. | 71 | Director, Chairman and Chief Executive Officer | Filipino |
| Lance Y. Gokongwei ................. | 43 | Director, Vice Chairman & Deputy Chief Executive Officer | Filipino |
| Frederick D. Go......................... | 41 | Director, President & Chief Operating Officer | Filipino |
| Patrick Henry C. Go .................. | 40 | Director | Filipino |
| Johnson Robert G. Go, Jr. ........ | 45 | Director | Filipino |
| Robina Y. Gokongwei-Pe .......... | 49 | Director | Filipino |
| Artemio V. Panganiban ............. | 73 | Director (Independent) | Filipino |
| Roberto F. de Ocampo............. | 64 | Director (Independent) | Filipino |
| Emmanuel C. Rojas, Jr. ............ | 74 | Director (Independent) | Filipino |
| Arlene G. Magtibay. .................. | 47 | General Manager | Filipino |
| Abigail Joan R. Cosico.............. | 37 | General Manager | Filipino |
| Henry L. Yap ............................. | 46 | General Manager | Filipino |
| Raoul E. Littaua ........................ | 47 | Senior Vice President | Filipino |
| Constante T. Santos.................. | 62 | Senior Vice President | Filipino |
| Bach Johann M. Sebastian….. | 49 | Senior Vice President | Filipino |
| Rodolfo T. Malit ......................... | 55 | First Vice President | Filipino |
| Emmanual G. Arce.................... | 52 | Vice President | Filipino |
| Manuel D. Deus, Jr. .................. | 62 | Vice President | Filipino |
| Constantino C. Felipe ............... | 47 | Vice President | Filipino |

| Name | Age | Position | Citizenship |
|---|---|---|---|
| Ma. Socorro Isabelle V. Aragon-Gobio........................... | 37 | Vice President | Filipino |
| Winifred G. Maranan................ | 49 | Vice President | Filipino |
| Christopher G. Narciso. ........... | 41 | Vice President | Filipino |
| Thomas Lee O ......................... | 59 | Vice President | Filipino |
| Rouen Abel V. Raz.................... | 46 | Vice President | Filipino |
| Kerwin Max S. Tan .................... | 40 | Vice President | Filipino |
| Anicio G. Villanueva.................. | 58 | Vice President | Filipino |
| Teresita H. Vasay...................... | 56 | Treasurer | Filipino |
| Rosalinda F. Rivera................... | 40 | Corporate Secretary | Filipino |

The above directors and officers have served their respective offices since April 15, 2010. The directors of the Company are elected at the annual stockholders' meeting to hold office until the next succeeding annual stockholders' meeting and until their respective successors have been elected and qualified. The independent directors of the Company are Roberto F. de Ocampo, Emmanuel C. Rojas Jr. and Retired Chief Justice Artemio V. Panganiban.

A brief description of the directors and executive officers' business experience and other directorships held in other reporting companies are provided as follows:

### a) Directors' and Key Officers' Experience

***John Gokongwei Jr.***, 84, founded RLC in 1980 and has been the Chairman Emeritus of RLC effective January 1, 2002. He had been Chairman of the Board of Directors until his retirement and resignation from this position effective December 31, 2001. He continues to be a member of RLC's Board and is the Chairman Emeritus of JG Summit Holdings, Inc. and certain of its subsidiaries. He also continues to be a member of the Executive Committee of JG Summit Holdings, Inc. He is currently Chairman of the Gokongwei Brothers Foundation, Inc., Deputy Chairman and Director of United Industrial Corporation Limited and Singapore Land Limited, and a director of JG Summit Capital Markets Corporation, Digital Telecommunications Phils., Inc., Oriental Petroleum and Minerals Corporation, First Private Power Corporation and Bauang Private Power Corporation. He is also a non-executive director of A. Soriano Corporation. Mr. Gokongwei received a Master's degree in Business Administration from the De La Salle University and attended the Advanced Management Program at Harvard Business School.

***James L. Go***, 71, is the Chairman and Chief Executive Officer of RLC. He had been President and Chief Executive Officer and was elected to his current position effective January 1, 2002. He is currently the Chairman and Chief Executive Officer of JG Summit Holdings, Inc. and as such, he heads the Executive Committee of JG Summit Holdings, Inc. He is currently the Chairman and Chief Executive Officer of Universal Robina

Corporation, JG Summit Petrochemical Corporation, CFC Corporation, Robinsons Inc., and Oriental Petroleum and Minerals Corporation. In addition, he is the President and a Trustee of the Gokongwei Brothers Foundation, Inc. and the Vice Chairman, President and Chief Executive Officer of Digital Telecommunications Phils., Inc. He is also a director of First Private Power Corporation, Bauang Private Power Corporation, Cebu Air, Inc., Panay Electric Co., United Industrial Corporation Limited, Singapore Land Limited, Marina Center Holdings, Inc. and JG Summit Capital Markets Corporation. He received a Bachelor of Science degree and a Master of Science degree in Chemical Engineering from the Massachusetts Institute of Technology. He is a brother of Mr. John L. Gokongwei, Jr.

***Lance Y. Gokongwei*****,** 43, is the Vice-Chairman and Deputy Chief Executive Officer of RLC. He had been a director of the Company since 1988 and was elected Vice-Chairman and Deputy Chief Executive Officer effective August 28, 2006. He is currently President and Chief Operating Officer of JG Summit Holdings, Inc., Universal Robina Corporation and JG Summit Petrochemical Corporation. He is also the President and Chief Executive Officer of Cebu Air, Inc., Chairman of Robinsons Savings Bank, Vice Chairman of JG Summit Capital Markets Corporation, and a director of Digital Telecommunications Phils., Inc., Oriental Petroleum and Minerals Corporation, United Industrial Corporation Limited, and Singapore Land Limited. He is also trustee, secretary and treasurer of the Gokongwei Brothers Foundation, Inc. He received a Bachelor of Science degree in Finance and a Bachelor of Science degree in Applied Science from the University of Pennsylvania. He is the son of Mr. John L. Gokongwei, Jr.

***Frederick D. Go*****,** 41, is the President and Chief Operating Officer of RLC. He has been a director of the Company since May 6, 1999 and was elected President and Chief Operating Officer effective August 28, 2006. He is the Group General Manager of Shanghai Ding Feng Real Estate Development Company Limited, Xiamen Pacific Estate Investment Company Limited, and Chengdu Ding Feng Real Estate Development Company Limited. He is an alternate director of United Industrial Corporation Limited and Singapore Land Limited. He is the President and director of Robinsons Recreation Corporation, Vice Chairman and director of Robinsons Savings Bank, director of Universal Robina Corporation, Cebu Air, Inc., Robinsons Handyman, Inc., Robinsons-Abenson Appliance Corporation, Robinsons Convenience Stores, Inc., JG Summit Petrochemical Corporation, Robinsons Distribution Center, Inc., CFC Corporation, North City Properties, Inc., Robinsons Ventures Corporation, Waltermart-Handyman, Inc., Handyman Express Mart, Inc., Cebu Light Industrial Park, Philippine Hotels Federation and Philippine Retailers Association. He received a Bachelor of Science degree in Management Engineering from the Ateneo de Manila University. Mr. Frederick D. Go is a nephew of Mr. John L. Gokongwei, Jr.

***Patrick Henry C. Go*****,** 40, was elected as a director of RLC on January 17, 2000. He is currently a director and Vice President of Universal Robina Corporation and Group Business Unit General Manager of URC Packaging Division (BOPP) and CFC Flexible Packaging Division. He is also a director of JG Summit Holdings, Inc., CFC Corporation, Robinsons Savings Bank and JG Summit Petrochemical Corporation where he is also Group Business Unit General Manager. He is also a trustee of the Gokongwei Brothers Foundation, Inc. He received a Bachelor of Science degree in Management from the Ateneo de Manila University and attended the General Manager Program at Harvard Business School. Mr. Patrick Henry C. Go is a nephew of Mr. John L. Gokongwei, Jr.

***Johnson Robert G. Go, Jr.*****,** 45, was elected as a director of RLC on May 29, 2001. He is currently a director of JG Summit Holdings, Inc., Universal Robina Corporation, Robinsons Savings Bank and CFC Corporation. He is also the President of Robinsons Convenience

Stores, Inc. and General Manager of Robinsons Daiso Diversified Corporation. He is also a trustee of the Gokongwei Brothers Foundation, Inc. He received a Bachelor of Arts in Interdisciplinary Studies (Liberal Arts) from the Ateneo de Manila University. He is a nephew of Mr. John L. Gokongwei, Jr.

***Robina Y. Gokongwei-Pe***, 49, was elected as a director of RLC on May 5, 2005. She is also a director of JG Summit Holdings, Inc., Cebu Air, Inc., Robinsons Savings Bank and JG Summit Capital Markets. She is currently the President and Chief Operating Officer of the Robinsons Retail Group consisting of Robinsons Department Store, Robinsons Supermarket, Handyman, True Value, Robinsons Specialty Stores, Robinsons Appliances and Toys R Us. She obtained her Bachelor of Arts degree in Journalism from the New York University. She is a daughter of Mr. John L. Gokongwei, Jr.

***Artemio V. Panganiban,*** 73, was elected as an independent director of RLC on May 14, 2008. He is concurrently an adviser, consultant and/or independent director of several business, civic, non-government and religious groups. He also writes a regular column in the Philippine Daily Inquirer. He was formerly the Chief Justice of the Philippines and previously held positions in government as Chairperson of the Presidential Electoral Tribunal, the Judicial and Bar Council and the Philippine Judicial Academy. Prior to becoming Chief Justice, he was Justice of the Supreme Court of the Philippines (1995-2005), Chairperson of the Third Division of the Supreme Court (2004-2005), Chairperson of the House of Representatives Electoral Tribunal (2004-2005), Consultant of the Judicial and Bar Council (2004-2005) and Chairperson of eight Supreme Court Committees (1998-2005). He authored over ten (10) books. Retired Chief Justice Panganiban obtained his Bachelor of Laws degree, cum laude, from the Far Eastern University. He was conferred the title Doctor of Laws (Honoris Causa) by the University of Iloilo in 1997, the Far Eastern University in 2002, the University of Cebu in 2006, the Angeles University in 2006, and the Bulacan State University in 2006

***Roberto F. de Ocampo***, 64, was elected as an independent director of RLC on May 28, 2003. He is the immediate past President of the Asian Institute of Management (AIM), one of Asia's leading international business management graduate schools based in the Philippines. He is currently a member of the AIM Board of Trustees and is Chairman of the Board of Advisors of the RFO Center for Public Finance and Regional Economic Cooperation (recently designated as an ADB Regional Knowledge Hub). He served as Secretary of Finance of the Republic of the Philippines from 1994 to 1998 during the presidency of Fidel V. Ramos, and was previously Chairman and Chief Executive Officer of the Development Bank of the Philippines during the presidency of Cory Aquino. Dr. de Ocampo graduated from De La Salle College and Ateneo University in Manila, received an MBA from the University of Michigan, holds a post-graduate diploma from the London School of Economics, and has four doctorate degrees (Honoris Causa) by the De La Salle University in Business Administration, by the University of Angeles City in Public Administration, by the Philippine Women's University in Laws, and by the San Beda College in Humane Letters. Dr. de Ocampo was a member of the Board of Governors of the World Bank, IMF, and ADB and was Chairman of the APEC and ASEAN Finance Ministers in 1997-98. He is the recipient of many international awards including Finance Minister of the Year, Philippine Legion of Honor, ADFIAP Man of the Year, Chevalier of the Legion of Honor of France, Ten Outstanding Young Men Award, several Who's Who Awards and the 2006 Asian HRD Award for Outstanding Contribution to Society. He is also a member/Advisory Board Member of a number of important global institutions including The Conference Board, the Trilateral Commission, the BOAO Forum for Asia and the Emerging Markets Forum.

***Emmanuel C. Rojas, Jr.,*** 74, was elected as a director of RLC on September 28, 2005 and is presently an independent director of the Company. He had been a Consultant and Corporate Secretary of RLC until May 27, 2003. He was also a Consultant and Corporate Secretary of JG Summit Holdings, Inc., Universal Robina Corporation, CFC Corporation, and JG Summit Petrochemical Corporation. Mr. Rojas retired from his position as First Vice President for Tax Administration under the compulsory retirement policy of the Company upon reaching the age of 60. He also served in various other head positions in administration, audit, controllership and treasurership for the various companies in the Group. A Certified Public Accountant, Mr. Rojas practiced with Fleming and Williamson and SGV & Co. prior to joining the Group in 1962.

***Arlene G. Magtibay*****,** 47, is the General Manager of the Commercial Centers Division of Robinsons Land Corporation. She has 20 years experience in the planning, development and management of shopping centers. Prior to joining the company, she was a Director and Senior Vice President at Landco Pacific Corporation where she held the position of SBU Head for Shopping Centers and CBDs. She earned her Bachelor of Science degree in Business Economics, cum laude, from the University of the Philippines, and obtained her Masters in Business Management, with distinction, from the Asian Institute of Management.

***Abigail Joan R. Cosico*****,** 37, is the Business Unit General Manager for Robinsons Homes, one of the four brands under the RLC Residential Division, effective May 1, 2010. Prior to joining Robinsons Homes, she was with the RLC Commercial Centers Division as the Property Lease Director, concurrent to her position as Director for Property Acquisition. She received her Bachelor of Science degree in Management from the Ateneo de Manila University and earned her Masters in Business Administration, Major in Finance degree from the Asian Institute of Management.

***Henry L. Yap,*** 46, is the General Manager of the Office Buildings Division and concurrently Vice President, Design and Planning Department of RLC. Prior to joining RLC, he served as Head of the Property Planning and Design Group of Fort Bonifacio Development Corporation and on the Boards of seven subsidiaries, affiliates and foundation of FBDC. He worked as Manager for Metro Manila Camps of the Bases Conversion and Development Authority where he was involved in the planning, design, privatization and implementation of the Bonifacio Global City, among others. Today, he lends his expertise to government by serving as the head of the National Committee on Architecture and the Allied Arts and member of the Sub-Commission on the Arts of the National Commission for Culture and the Arts until end of 2010. He is a Senior Lecturer of urban planning at the University of the Philippines (UP). He holds a Master's of Science in Urban Planning in Developing Countries from the University of Wales College of Cardiff (UK), Bachelor of Science in Architecture, cum laude, and had earned units for his Ph.D. in Urban & Regional Planning, both from UP. Henry Yap is Philippine-licensed Architect and Environmental Planner.

***Raoul E. Littaua,*** 47, is the Senior Vice President for Sales and Marketing of RLC – Residential Buildings Division effective May 5, 2008. Prior to joining RLC, he was the Senior Vice-President for Marketing of Sun Life of Canada (Phils.), Inc., and a member of the Board of Directors of Sun Life Prosperity Bond Fund, the Sun Life Prosperity Money Market Fund, Sun Life Financial Plans, Inc. and the Sun Life Foundation. Except for a short stint as Regional Manager, National Capital Region at East Asiatic Co., Ltd in 1993, Mr. Littaua held the following positions at various times in Sun Life Assurance Company of Canada since 1991: Training Manager; Manager, Training, Benefits Administration and Special Projects; Senior Manager, Administration; Customer Service Officer; Director, Individual Insurance; Assistant Vice-President, Individual Insurance; and Assistant Vice-

President, Sales and Marketing. Prior to his employment with Sun Life of Canada, Mr. Littaua was connected with San Miguel Corporation, Beer Marketing Division. He received his Bachelor of Arts in Psychology from De La Salle University.

***Constante T. Santos***, 62, is the Senior Vice President - Corporate Controller of RLC. He is also Senior Vice President - Corporate Controller of JG Summit Holdings, Inc. and Universal Robina Corporation. Prior to joining RLC in 1986, he practiced public accounting with SyCip, Gorres, Velayo & Co. in the Philippines and Ernst & Whinney in the United States. He is a member of the Philippine Institute of Certified Public Accountants. Mr. Santos received his Bachelor of Science degree in Business Administration from the University of the East and attended the Management Development Program at the Asian Institute of Management.

***Bach Johann M. Sebastian,*** 49, is the Senior Vice President for Corporate Planning of RLC effective May 24, 2007. He is also the Senior Vice President and Head of Corporate Planning of JG Summit Holdings, Inc. Prior to joining RLC in 2002, he was Senior Vice President and Chief Corporate Strategist at PSI Technologies and RFM Corporation. He was also Chief Economist, Director of the Policy and Planning Group at the Department of Trade and Industry. He received a Bachelor of Arts in Economics degree from the University of the Philippines and his Master in Business Management degree from the Asian Institute of Management.

***Rodolfo T. Malit,*** 55, joined RLC in 1996 and currently holds the position of First Vice President – Controller. He also served as the Vice President – Controller of MMHLC, Assistant Vice President – Controller of CFC Corporation and is a director of various condominium corporations for RLC projects. He holds a degree of Bachelor of Science in Commerce (Accounting Major) which he earned from the University of Santo Tomas. He is a Certified Public Accountant and practiced public accounting with SGV & Co. prior to joining the Gokongwei group of companies in 1984.

***Emmanuel G. Arce,*** 52, is the Vice President for Project Management Department effective June 2007. he started in RLC August 2004 as Project Director then Assistant Vice President. Prior joining RLC in 2004, he was the Estate Manager of Bonifacio State Corporation, General Manager of Capstone Builders Corporation, Assistant Vice President, Investment Capital Corporation of the Philippines Land Management Inc., and Vice President of Gateway Property Holdings Inc. He received a Bachelor of Science in Civil Engineering from the Far Eastern University.

***Manuel D. Deus, Jr.,*** 62, is the Vice President for Control and Administration of RLC-Homes since June 1, 1994. Prior to joining RLC in 1994, he was the Vice President-Comptroller of G.A. Yupangco & Co., Inc. and its affiliated companies. He had a short stint in the Middle East and prior to that, he was Corporate Audit Manager of CFC Corporation and Universal Robina Corporation for almost a decade. He is a Certified Public Accountant and a licensed real estate broker. He received a Bachelor's degree Major in Business Administration from the University of the East.

***Constantino Felipe,*** 47, is the Vice President/Group Head for Human Resources. Prior to joining RLC, he handled various HR roles within the Philippines and Asia Pacific. He is experienced in team and change management process, employee counseling and training program development. He received a bachelor degree in Psychology from the University of the Philippines and was trained in competency based assessments with Egon Zehnder International and Watson Wyatt.

***Ma. Soccorro Isabelle V. Aragon-Gobio,*** 37, was appointed as Vice President for Business Development for the High-Rise Buildings Division of RLC effective March 1, 2007. She has been with RLC for 15 years and concurrently holds directorships in the various condominium corporations of the Company's projects. She received a degree in Bachelor of Science in Management Engineering from the Ateneo de Manila University.

***Winifred G. Maranan,*** 49, is currently the Vice President-Controller effective November 1, 2009. He practiced public accounting with SGV & Co. and worked in various companies as auditor, financial analyst and Financial Controller prior to joining RLC in 1997. He is a member of the Philippine Institute of Certified Public Accountants, and Institute of Internal Auditors. Mr. Maranan received his Bachelor of Science in Commerce (Major in Accounting) from the De La Salle University and is both a certified Public Accountant and Certified Internal Auditor.

***Christopher G. Narciso,*** 41, is the Vice President and Business Head for the Robinsons Communities brand under the Residential Division of RLC effective March 1, 2010. He was formerly the Vice President for Operations and Special Projects for the Housing and Land Development Division of RLC. Prior joining RLC in 2007, he had extensive experience in the real estate and construction business with various private ventures. He is currently part of the Board of Governors for the Subdivision and Housing Developers Association of the Philippines. He holds a Bachelor of Science in Industrial Management Engineering minor in Chemical Engineering from the De La Salle University, Manila and has earned units for his MBA from the University of Western Australia.

***Thomas Lee O,*** 59, joined RLC in 1998 and presently handles the Mall Operations Division of RLC. He was formerly the Corporate Control Head of RLC. Prior to joining RLC, he was connected with Universal Robina Corporation as Thailand Country Manager and Malaysia Country Manager. He was also formerly the Area Manager of the Dairy Products Division, Manager of the Biscuit Plant and I/E Cost Head of CFC Corporation.

***Rouen Abel V. Raz,*** 46, is the Vice President for Sales and Marketing of Robinsons Communities. He joined last February 16, 2010, and was connected with Avon Cosmetics, Inc. as Director for Operations before joining RLC. He is a Certified Public Accountant and got his Bachelor's Degree in Commerce from San Beda College..

***Kerwin Max S. Tan,*** 40, is the Vice President for Operations of the High-Rise Buildings Division of RLC effective March 1, 2007. Prior to working in RLC, he worked in various divisions of Citibank N.A. for nine (9) years. His last position at Citibank N.A. was Head of Cash Management Operations. He received a degree in Bachelor of Science in Industrial Engineering from the University of the Philippines, Diliman.

***Anicio G. Villanueva,*** 58, is currently the Vice President of Corporate Property Planning Department for the Commercial Centers Division of RLC. He handles the project management division, design and construction of all RLC shopping centers.

***Teresita H. Vasay,*** 56, was appointed Treasurer of the Company effective July 1, 2003. Ms. Vasay is a Certified Public Accountant and was formerly the Vice President-Controller of the Robinsons Retail Group. She had experience in consumer financing from Filinvest Credit Corporation and public accounting from SGV & Co. prior to joining the Gokongwei group of companies.

***Rosalinda F. Rivera,*** 40, was appointed Corporate Secretary of RLC on May 28, 2003 and has been Assistant Corporate Secretary since May 2002. She is also the Corporate Secretary of JG Summit Holdings, Inc., Universal Robina Corporation, Cebu Air, Inc., JG

Summit Petrochemicals Corporation, CFC Corporation and JG Cement Corporation. Prior to joining the Company, she was a Senior Associate in Puno and Puno Law Offices. She received a degree of Juris Doctor from the Ateneo de Manila University School of Law and a Masters of Law in International Banking from the Boston University School of Law.

**b) Involvement In Certain Legal Proceedings of Directors and Executive Officers**

None of the members of RLC's Board nor its executive officers are involved in any criminal, bankruptcy or insolvency investigations or proceedings for the past five (5) years.

**c) Family Relationships**

James L. Go is the brother of John Gokongwei, Jr.
Lance Y. Gokongwei is the son of John Gokongwei, Jr.
Frederick D. Go is the nephew of John Gokongwei, Jr.
Patrick Henry C. Go is the nephew of John Gokongwei, Jr.
Johnson Robert G. Go, Jr. is the nephew of John Gokongwei, Jr.
Robina Y. Gokongwei-Pe is the daughter of John Gokongwei, Jr.

## Item 15. Executive Compensation

### a) Summary Compensation Table

The following table identify RLC's Chief Executive Officer and the six most highly compensated executive officers and summarizes their aggregate compensation for the two most recent fiscal years and the ensuing year.

| | | Fiscal Year 2010 | | | |
|---|---|---|---|---|---|
| | | *Salary* | *Bonus* | **Others* | *Total* |
| A. CEO and six (6) most highly compensated executive officers | | P 25,848,026 | P 210,000 | P 20,000 | P 26,078,026 |
| *Name* | *Position* | | | | |
| 1. James L. Go | Director, Chairman and Chief Executive Officer | | | | |
| 2. Frederick D.Go | Director, President and Chief Operating Officer | | | | |
| 3. Cornelio S. Mapa Jr. | GM - Commercial Centers Division | | | | |
| 4. Henry L. Yap | GM - Office Buildings Division | | | | |
| 5. Anicio G. Villanueva | Vice President - Technical Planning (CCD) | | | | |
| 6. Thomas Lee O | Vice-President - Complex Administration, Commercial Centers Division (CCD) | | | | |
| 7. R Littaua | SVP - Sales & Marketing - Residential | | | | |
| B. All other officers and directors as a group unnamed | | P 21,226,435 | P 1,890,000 | P 140,000 | P 23,256,435 |

| | | Fiscal Year 2009 | | | |
|---|---|---|---|---|---|
| | | *Salary* | *Bonus* | **Others* | *Total* |
| A. CEO and six (6) most highly compensated executive officers | | P 23,763,205 | P 200,000 | P 20,000 | P 23,983,205 |
| *Name* | *Position* | | | | |
| 1. James L. Go | Director, Chairman and Chief Executive Officer | | | | |
| 2. Frederick D.Go | Director, President and Chief Operating Officer | | | | |
| 3. Cornelio S. Mapa Jr. | GM - Commercial Centers Division | | | | |
| 4. Henry L. Yap | GM - Office Buildings Division | | | | |
| 5. Anicio G. Villanueva | Vice President - Technical Planning (CCD) | | | | |
| 6. Thomas Lee O | Vice-President - Complex Administration, Commercial Centers Division (CCD) | | | | |
| 7. Malou M. Alferez | GM - Housing & Land Development Division | | | | |
| B. All other officers and directors as a group unnamed | | P 18,069,646 | P 1,800,000 | P 270,000 | P 20,139,646 |

* Per diem

The following table lists the name of the Company's Chief Executive Officer and the six most highly compensated executive officers and summarized their aggregate compensation for the ensuing year:

| | | Estimated FY 2011 | | | |
|---|---|---|---|---|---|
| *Name* | *Position* | *Salary* | *Bonus* | ***Others* | *Total* |
| A. CEO and six (6) most highly compensated executive officers | | P 26,226,911 | P 200,000 | P 20,000 | P 26,446,911 |
| 1. James L. Go | Director, Chairman and Chief Executive | | | | |
| 2. Frederick D.Go | Director, President and Chief Operating | | | | |
| 3. Arlene Magtibay *** | GM - Commercial Centers Division | | | | |
| 4. Henry L. Yap | GM - Office Buildings Division | | | | |
| 5. Anicio G. Villanueva | Vice President - Technical Planning (CCD) | | | | |
| 6. Thomas Lee O | Vice-President - Complex Administration, Commercial Centers Division (CCD) | | | | |
| 7. Raoul E. Littaua | Senior Vice President - Sales and Marketing, Residential Buildings Division | | | | |
| B. All other officers and directors as a group unnamed | | P 22,370,994 | P 1,890,000 | P 140,000 | P 24,400,994 * |

** Estimated*

*** Per diem*

**** Ms. Magtibay was hired on September 16, 2010 to replace Mr. Nilo Mapa who was transferred to URC as EVP & Managing Director*

## b) Standard Arrangement

Other than payment of reasonable per diem, there are no standard arrangements pursuant to which directors of the Company are compensated, or are to be compensated, directly or indirectly, for any services provided as director for the last completed fiscal year and the ensuing year.

## c) Other Arrangement

There are no other arrangements pursuant to which any director of the Company was compensated, or is to be compensated, directly or indirectly, during the Company's last completed fiscal year, and the ensuing year, for any service provided as a director.

## d) Any employment contract between the company and named executive officer

There are no special employment contracts between the registrant and the named executive officers.

## e) Warrants and Options Outstanding

There are no outstanding warrants or options held by the Company's CEO, the named executive officers, and all officers and directors as a Group.

## Item 16. Certain Relationships And Related Party Transactions

RLC is a member of the JG Summit Group. The JG Summit Group is comprised of JG Summit and its subsidiaries. As of September 30, 2010, JG Summit and other companies within the JG Summit Group held 60.40% of the outstanding Shares of the Company. JG Summit was incorporated in November 1990 as the holding company for a group of companies with diverse interests in branded consumer foods, agro-industrial and commodity food products, textile, telecommunications, petrochemicals, air transportation and financial services.

RLC and its subsidiaries, in their ordinary course of business, engage in transactions with companies in the JG Summit Group and other companies controlled by the Gokongwei Family. The most significant of these transactions include tenancy by various retail-related companies controlled by the Gokongwei Family in RLC's shopping malls as well as substantial intercompany loans. RLC's policy with respect to related party transactions is to ensure that these transactions are entered into on terms comparable to those available from unrelated third parties.

The Company's major related party transactions include leases of significant portions of its commercial centers and office buildings to companies controlled by the Gokongwei Family, including Robinsons Department Store, Robinsons Supermarket and Handyman Do-It-Best. Other affiliates from whom RLC earns rental income include Top Shop, Robinsons Savings Bank and Cebu Pacific. Rental income paid to RLC from affiliates amounted to ₱1.263 Billion, ₱905 million and ₱865 million for fiscal 2010, 2009 and 2008, respectively.

RLC and its subsidiaries also maintain savings and current accounts and time deposits with Robinsons Savings Bank, an affiliated local commercial bank. These balances amounted to ₱2.76 Billion, ₱167 million and ₱318 million as of September 30, 2010, 2009 and 2008, respectively.

In addition to the foregoing transactions, JG Summit also provides RLC with certain corporate services including debt management, corporate finance, corporate planning, procurement, human resources, controller and treasury services, legal and corporate communications. For further information on the Company's related party transactions, including detailed breakdowns of amounts receivable from and amounts payable to affiliated companies, see Note 18 to the Company's financial statements as of and for the fiscal years ended September 30, 2010, 2009 and 2008.

# PART IV. CORPORATE GOVERNANCE

Adherence to the principles and practices of good corporate governance, as embodied in its Corporate Governance Manual, has been reinforced by continuous improvement by the Company in order to implement good governance and management practices.

The Board of Directors has approved its Corporate Governance Compliance Evaluation System in late 2003 in order to monitor and assess the level of compliance of the Company with leading practices on good corporate governance as specified in its Corporate Governance Manual and pertinent SEC Circulars. The System likewise highlights areas for compliance improvement and actions to be taken. One of the system's output is the Annual Corporate Governance Compliance Evaluation Form submitted to the SEC and PSE on or before January 30 of every year. RLC began making such submission of the Annual Corporate Governance Compliance Evaluation Form covering the previous calendar year to the SEC and PSE in 2004.

Likewise, RLC has consistently striven to raise its level of reporting to adopt and implement prescribed International Accounting Standards (IAS).

# PART V - EXHIBITS AND SCHEDULES

## Item 17. Exhibits And Reports On SEC Form 17-C

### (A) Exhibits-See Accompanying Index To Exhibits (Page 140)

The following exhibit is filed as a separate section of this report:

(Exhibit 18) Subsidiaries Of The Registrant (page 141)

The other exhibits, as indicated in the Index to exhibits are either not applicable to the Company or does not require an answer.

### (B) Reports on SEC Form 17-C (Current Report)

Following is a list of corporate disclosures of RLC filed under SEC Form 17-C for the period from April 1, 2010 to September 30, 2010:

| Date of Disclosure | Subject Matter |
|---|---|
| April 16 | Clarification of news article entitled "Robinsons eyes P1.2B from condo tower" |
| April 16 | Notice of Cash Dividend |
| April 16 | Election of Members of the Board of Directors |
| April 16 | Results of the Organizational Meeting of the Board of Directors |
| April 23 | Disclosure regarding the shareholdings of newly appointed officers of the Corporation, namely, Abigail Joan R. Cosico, Emmanuel G. Arce, Manuel D. Deus, Jr., Winifred G. Maranan, Christopher G. Narciso and Rouen Abel V. Raz |
| May 12 | Clarification of news article entitled "RLC mulls $300-million public offer of REIT papers" |
| May 27 | Disclosure on shares acquired on May 25, 2010 pursuant to share buyback program of the Corporation |
| July 29 | Disclosure on shares acquired on July 28, 2010 pursuant to share buyback program of the Corporation |
| July 30 | Disclosure on shares acquired on July 29, 2010 pursuant to share buyback program of the Corporation |
| August 2 | Disclosure on shares acquired on July 30, 2010 pursuant to share buyback program of the Corporation |
| September 2 | Clarification of news article entitled "RLC launches P3-B Ortigas condo dev't" |
| September 7 | Clarification of news article entitled "Robinsons Land to build 30 budget hotels in 5 years" |
| September 8 | Clarification of news article " 6 firms challenge SM's P47.9-billion bid" |

## SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of _____________ on _________, 2011.

By:

**James L. Go**
Chairman & Chief Executive Officer

**Lance Y. Gokongwei**
Vice Chairman & Deputy Chief Executive Officer

**Frederick D. Go**
President & Chief Operating Officer

**Constante T. Santos**
SVP - Corporate Controller

**Rodolfo T. Malit**
FVP - Controller

**Rosalinda F. Rivera**
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this _____ day of JAN 13 2011 2011, affiant(s) exhibiting to me his/their Residence Certificates, as follows:

| NAMES | RES. CERT. NO. | DATE OF ISSUE | PLACE OF ISSUE |
|---|---|---|---|
| James L. Go | 15616997 | January 18,2010 | Pasig City |
| Lance Y. Gokongwei | 15616996 | January 18,2010 | Pasig City |
| Frederick D. Go | 18275770 | January 6,2010 | Quezon City |
| Constante T. Santos | 31123417 | February 23,2010 | Pasig City |
| Rodolfo T. Malit | 01002280 | January 26,2010 | Manila |
| Rosalinda F. Rivera | TT0258545 | June 9,2006-June 9,2011 | Manila |

**Notary Public**

JACQUELINE KATE T. SALIENTE
Notary Public
Appointment No. 183 until Dec. 31, 2011
Roll No. 57197
PTR No. 5917305 / 01-08-10 / Pasig
IBP No. 810345 / 01-08-10 / Pasig
MCLE No. III-0015262 / 5-6-10
40th Robinsons Equitable Tower, Pasig

Doc No. 228;
Page No. 47;
Book No. 1;
Series of 2011.

# ROBINSONS LAND CORPORATION

# INDEX TO FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES

## FORM 17-A, Item 7



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*These schedules, which are required by part IV(e) of RSA Rule 48, have been omitted because they are either not required, not applicable or the information required to be presented is included in the Company's consolidated financial statements or the notes to consolidated financial statements.

January 11, 2011

**ROBINSONS LAND CORPORATION**

43/F ROBINSONS EQUITABLE TOWER, ADB AVENUE CORNER POVEDA ROAD, ORTIGAS CENTER, 1605 PASIG CITY, PHILIPPINES
TELEPHONE NO.: (632) 633-7631 • FAX NO.: (632) 395-2608

**Securities and Exchange Commission**
**SEC Building, EDSA, Greenhills**
**Mandaluyong City**

The Management of Robinsons Land Corporation and Subsidiaries is responsible for all information and representations contained in the consolidated financial statements as of September 30, 2010, 2009 and 2008 and for each of the three years in the period ended September 30, 2010. The consolidated financial statements have been prepared in accordance with Philippine Financial Reporting Standards and reflect amounts that are based on the best estimates and informed judgment of management with an appropriate consideration to materiality.

In this regard, management maintains a system of accounting and reporting which provides for the necessary internal controls to ensure that transactions are properly authorized and recorded, assets are safeguarded against unauthorized use or disposition and liabilities are recognized. The management likewise discloses to the Company's audit committee and to its external auditor: (i) all significant deficiencies in the design or operation of internal controls that could adversely affect its ability to record, process, and report financial data; (ii) material weaknesses in the internal controls; and (iii) any fraud that involves management or other employees who exercise significant roles in internal controls.

The Board of Directors reviews the financial statements before such statements are approved and submitted to the stockholders of the Company.

Sycip, Gorres, Velayo and Co. (SGV), the independent auditors appointed by the stockholders, have examined the consolidated financial statements of the Company and its subsidiaries in accordance with Philippine Financial Reporting Standards and have expressed their opinion on the fairness of presentation upon completion of such examination, in the attached report to the stockholders and the Board of Directors.

Signed under oath by the following:

JAMES L. GO
Chairman and Chief Executive Officer

CONSTANTE T. SANTOS
SVP-Corporate Controller

Frederick D. Go
President and Chief Operating Officer

Doc No. 227;
Page No. 47;
Book No. 1;
Series of 2011.

JACQUELINE KATE T. SALIENTE
Notary Public for Pasig, Taguig, San Juan and Pateros,
Appointment No. 183 until 31 December 2011
Roll of Attorneys No. 57197; PTR No. 6616202/01-04-11/Pasig
IBP No. 839712 /12-10-10/ Rizal
40/F Robinsons Equitable Tower, Ortigas Center, Pasig City

A JG Summit Company

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BOA/PRC Reg. No. 0001
SEC Accreditation No. 0012-FR-2

# INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
Robinsons Land Corporation
43rd Floor, Robinsons Equitable Tower
ADB Avenue, Ortigas Center, Pasig City

We have audited the accompanying consolidated financial statements of Robinsons Land Corporation and Subsidiaries, which comprise the consolidated statements of financial position as at September 30, 2010, 2009 and 2008, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Philippine Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

## Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Philippine Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Robinsons Land Corporation and Subsidiaries as of September 30, 2010, 2009 and 2008, and their financial performance and their cash flows for the years then ended in accordance with Philippine Financial Reporting Standards.

SYCIP GORRES VELAYO & CO.

Michael C. Sabado
Partner
CPA Certificate No. 89336
SEC Accreditation No. 0664-A
Tax Identification No. 160-302-865
PTR No. 2641561, January 3, 2011, Makati City

January 11, 2011

## ROBINSONS LAND CORPORATION AND SUBSIDIARIES
## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

| | September 30 | | |
|---|---|---|---|
| | **2010** | 2009 | 2008 |
| **ASSETS** | | | |
| Cash and cash equivalents (Notes 7, 18, 29 and 30) | **₱5,497,605,487** | ₱8,925,696,125 | ₱519,080,453 |
| Receivables (Notes 8, 18, 29 and 30) | **5,451,163,129** | 4,068,957,866 | 4,352,991,997 |
| Subdivision land, condominium and residential units for sale (Note 9) | **6,197,307,815** | 5,084,164,042 | 4,724,374,899 |
| Investment properties (Notes 3 and 10) | **31,933,571,046** | 29,293,980,373 | 27,560,804,357 |
| Property and equipment (Notes 3 and 11) | **2,330,935,914** | 2,184,732,779 | 1,829,006,323 |
| Other assets (Notes 12, 29 and 30) | **1,690,551,833** | 1,921,775,837 | 1,324,302,757 |
| | **₱53,101,135,224** | ₱51,479,307,022 | ₱40,310,560,786 |
| **LIABILITIES AND EQUITY** | | | |
| **Liabilities** | | | |
| Accounts payable and accrued expenses (Notes 13, 18, 27, 29 and 30) | **₱4,940,630,306** | ₱5,795,978,735 | ₱5,940,861,063 |
| Income tax payable | **89,741,207** | 341,498,823 | 268,136,171 |
| Deposits and other liabilities (Notes 14, 18, 29 and 30) | **4,137,480,919** | 3,489,064,849 | 4,278,019,722 |
| Loans payable (Notes 15, 29 and 30) | **15,000,000,000** | 15,115,000,000 | 6,017,000,000 |
| Deferred tax liabilities - net (Note 25) | **1,195,854,578** | 1,171,288,438 | 819,574,306 |
| | **25,363,707,010** | 25,912,830,845 | 17,323,591,262 |
| **Equity** | | | |
| Equity attributable to equity holders of the Parent Company | | | |
| Capital stock (Note 17) | **2,746,918,457** | 2,746,918,457 | 2,746,918,457 |
| Additional paid-in capital (Note 17) | **8,181,576,147** | 8,181,576,147 | 8,181,576,147 |
| Treasury stock (Note 17) | **(221,834,657)** | – | – |
| Retained earnings (Note 16) | | | |
| Unappropriated | **6,298,163,543** | 4,018,122,230 | 8,440,392,907 |
| Appropriated | **10,500,000,000** | 10,500,000,000 | 3,500,000,000 |
| | **27,504,823,490** | 25,446,616,834 | 22,868,887,511 |
| Noncontrolling interest in consolidated subsidiaries | **232,604,724** | 119,859,343 | 118,082,013 |
| | **27,737,428,214** | 25,566,476,177 | 22,986,969,524 |
| | **₱53,101,135,224** | ₱51,479,307,022 | ₱40,310,560,786 |

*See accompanying Notes to Consolidated Financial Statements.*

## ROBINSONS LAND CORPORATION AND SUBSIDIARIES
## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

| | Years Ended September 30 | | |
|---|---|---|---|
| | **2010** | 2009 | 2008 |
| **REVENUE** | | | |
| Real estate (Notes 18 and 19) | **₱9,447,587,702** | ₱9,462,505,411 | ₱9,551,500,240 |
| Hotel operations (Note 19) | **1,147,314,598** | 1,033,231,696 | 1,135,820,627 |
| Interest income (Note 24) | **702,125,711** | 237,775,558 | 494,732,616 |
| | **11,297,028,011** | 10,733,512,665 | 11,182,053,483 |
| **COSTS AND EXPENSES** | | | |
| Real estate (Notes 10, 11, 20 and 22) | **4,134,814,048** | 4,130,396,012 | 5,095,048,762 |
| Hotel operations (Notes 10, 11, 20, 22 and 23) | **996,906,392** | 905,875,298 | 947,524,345 |
| General and administrative (Notes 18, 21, 23 and 27) | **1,595,283,415** | 1,348,518,484 | 1,315,483,830 |
| Interest expense (Notes 18 and 24) | **300,080,364** | 68,624,827 | 60,603,120 |
| | **7,027,084,219** | 6,453,414,621 | 7,418,660,057 |
| **INCOME BEFORE INCOME TAX** | **4,269,943,792** | 4,280,098,044 | 3,763,393,426 |
| **PROVISION FOR INCOME TAX** (Note 25) | **674,362,254** | 1,013,861,777 | 610,652,860 |
| **NET INCOME** | **₱3,595,581,538** | ₱3,266,236,267 | ₱3,152,740,566 |
| **OTHER COMPREHENSIVE INCOME FOR THE YEAR** | **₱–** | ₱– | ₱– |
| **TOTAL COMPREHENSIVE INCOME FOR THE YEAR** | **₱3,595,581,538** | ₱3,266,236,267 | ₱3,152,740,566 |
| Net Income Attributable to: | | | |
| Equity holders of Parent Company | **₱3,592,836,157** | ₱3,264,458,937 | ₱3,150,039,185 |
| Non controlling interest in consolidated subsidiaries | **2,745,381** | 1,777,330 | 2,701,381 |
| | **₱3,595,581,538** | ₱3,266,236,267 | ₱3,152,740,566 |
| **Earnings Per Share** (Note 26) | | | |
| Basic, net income for the year attributable to equity holders of the Parent Company | **₱1.31** | ₱1.19 | ₱1.15 |
| Diluted, net income for the year attributable to equity holders of the Parent Company | **₱1.31** | ₱1.19 | ₱1.15 |

*See accompanying Notes to Consolidated Financial Statements.*

## ROBINSONS LAND CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

| | Attributable to Equity Holders of the Parent Company | | | | | Attributable to Non controlling Interest in Consolidated Subsidiaries | |
|---|---|---|---|---|---|---|---|
| | **Common Stock** (Note 17) | **Additional Paid-in Capital** (Note 17) | **Treasury Stock** (Note 17) | **Unappropriated Retained Earnings** (Note 16) | **Appropriated Retained Earnings** (Note 16) | | **Total Equity** |
| As of October 1, 2009 | **₱2,746,918,457** | **₱8,181,576,147** | **₱–** | **₱4,018,122,230** | **₱10,500,000,000** | **₱119,859,343** | **₱25,566,476,177** |
| Total comprehensive income for the period | – | – | – | **3,592,836,157** | – | **2,745,381** | **3,595,581,538** |
| Cash dividends (Note 16) | – | – | – | **(1,312,794,844)** | – | – | **(1,312,794,844)** |
| Additional non controlling interest in a subsidiary (Note 2) | – | – | – | – | – | **110,000,000** | **110,000,000** |
| Acquisition of treasury stock (Note 17) | – | – | **(221,834,657)** | – | – | – | **(221,834,657)** |
| **Balances at September 30, 2010** | **₱2,746,918,457** | **₱8,181,576,147** | **(₱221,834,657)** | **₱6,298,163,543** | **₱10,500,000,000** | **₱232,604,724** | **₱27,737,428,214** |
| As of October 1, 2008 | ₱2,746,918,457 | ₱8,181,576,147 | ₱– | ₱8,440,392,907 | ₱3,500,000,000 | ₱118,082,013 | ₱22,986,969,524 |
| Additional appropriation during the period | – | – | – | (7,000,000,000) | 7,000,000,000 | – | – |
| Total comprehensive income for the period | – | – | – | 3,264,458,937 | – | 1,777,330 | 3,266,236,267 |
| Cash dividends | – | – | – | (686,729,614) | – | – | (686,729,614) |
| Balances at September 30, 2009 | ₱2,746,918,457 | ₱8,181,576,147 | ₱– | ₱4,018,122,230 | ₱10,500,000,000 | ₱119,859,343 | ₱25,566,476,177 |
| As of October 1, 2007 | ₱2,746,918,457 | ₱8,181,576,147 | ₱– | ₱6,746,220,504 | ₱3,500,000,000 | ₱115,380,632 | ₱21,290,095,740 |
| Total comprehensive income for the period | – | – | – | 3,150,039,185 | – | 2,701,381 | 3,152,740,566 |
| Cash dividends | – | – | – | (1,455,866,782) | – | – | (1,455,866,782) |
| Balances at September 30, 2008 | ₱2,746,918,457 | ₱8,181,576,147 | ₱– | ₱8,440,392,907 | ₱3,500,000,000 | ₱118,082,013 | ₱22,986,969,524 |

*See accompanying Notes to Consolidated Financial Statements.*

**ROBINSONS LAND CORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

| | Years Ended September 30 | | |
|---|---|---|---|
| | **2010** | 2009 | 2008 |
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | | |
| Income before income tax | **₱4,269,943,792** | ₱4,280,098,044 | ₱3,763,393,426 |
| Adjustments for: | | | |
| Depreciation and amortization (Notes 10, 11, 20 and 22) | **1,912,198,868** | 1,668,846,295 | 1,557,862,231 |
| Interest expense (Notes 10, 11 and 24) | **300,080,364** | 68,624,827 | 60,603,120 |
| Provision for impairment losses (Notes 8 and 21) | **2,025,141** | 1,000,601 | 18,982,104 |
| Loss on disposal of investment property | – | 29,956,910 | – |
| Loss on retirement of property and equipment | – | – | 688,284 |
| Unrealized mark to market gain on derivative assets (Notes 12 and 29) | **(8,080,850)** | (102,985,391) | – |
| Interest income (Note 24) | **(702,125,711)** | (237,775,558) | (494,732,616) |
| Operating income before working capital changes | **5,774,041,604** | 5,707,765,728 | 4,906,796,549 |
| Decrease (increase) in: | | | |
| Receivables | **579,739,863** | 164,311,439 | (1,038,305,815) |
| Subdivision land, condominium and residential units for sale | **(1,113,143,773)** | (359,789,143) | 337,283,673 |
| Receivable from Meralco | **17,524,926** | 18,857,699 | 22,194,535 |
| Prepaid expenses and value-added input tax | **95,844,064** | 19,140,689 | (190,692,976) |
| Increase (decrease) in: | | | |
| Accounts payable and accrued expenses | **101,422,040** | 338,531,067 | 1,077,650,574 |
| Net pension liabilities | **13,131,004** | 12,676,380 | (15,263,354) |
| Customers' deposits | **608,985,085** | 290,219,926 | (571,754,832) |
| Cash generated from operations | **6,077,544,813** | 6,191,713,785 | 4,527,908,354 |
| Income tax paid | **(901,553,734)** | (588,784,993) | (499,027,627) |
| Net cash flows provided by operating activities | **5,175,991,079** | 5,602,928,792 | 4,028,880,727 |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | | |
| Interest received | **689,372,349** | 345,763,597 | 151,944,497 |
| Decrease (increase) in: | | | |
| Advances to lot owners | **(10,850,026)** | 3,934,944 | (19,366,080) |
| Advances to suppliers and contractors | **(110,408,654)** | (8,764,416) | 554,148 |
| Advances to Altus San Nicolas Corporation (Note 12) | **597,805,693** | (487,805,693) | – |
| Investment in shares of stocks | **(210,000,000)** | – | – |
| Other assets | **(30,611,147)** | (12,333,063) | 110,981,686 |
| Receivables from affiliated companies (Note 18) | **(1,951,216,904)** | 1,631,106 | (31,812,509) |
| Proceeds from sale of investment property | **290,610** | 45,000,000 | – |
| Additions to: | | | |
| Investment properties (inclusive of capitalized borrowing cost) (Note 10) | **(4,459,510,814)** | (3,246,363,437) | (4,836,166,849) |
| Property and equipment (Note 11) | **(238,772,472)** | (604,757,143) | (150,739,789) |
| Net cash flows used in investing activities | **(5,723,901,365)** | (3,963,694,105) | (4,774,604,896) |

(Forward)

| | Years Ended September 30 | | |
|---|---|---|---|
| | **2010** | 2009 | 2008 |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | | |
| Availments of loans payable (Note 15) | **₱–** | ₱10,000,000,000 | ₱2,677,000,000 |
| Interest paid | **(1,270,547,944)** | (565,717,004) | (274,079,654) |
| Payments of loans payable (Note 15) | **(115,000,000)** | (902,000,000) | (1,220,000,000) |
| Increase (Decrease) in payable to affiliated companies and other liabilities (Note 14) | **39,430,985** | (1,079,174,799) | (19,201,509) |
| Payments of cash dividends (Note 16) | **(1,312,228,736)** | (685,727,212) | (1,454,537,633) |
| Acquisition of treasury stock (Note 17) | **(221,834,657)** | – | – |
| Net cash flows provided by (used in) financing activities | **(2,880,180,352)** | 6,767,380,985 | (290,818,796) |
| **NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS** | **(3,428,090,638)** | 8,406,615,672 | (1,036,542,965) |
| **CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR** | **8,925,696,125** | 519,080,453 | 1,555,623,418 |
| **CASH AND CASH EQUIVALENTS AT END OF YEAR** (Note 7) | **₱5,497,605,487** | ₱8,925,696,125 | ₱519,080,453 |

*See accompanying Notes to Consolidated Financial Statements.*

## ROBINSONS LAND CORPORATION AND SUBSIDIARIES
## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 1. Corporate Information

Robinsons Land Corporation (the Parent Company) is a stock corporation organized under the laws of the Philippines and has four wholly-owned subsidiaries, namely: Robinsons Inn, Inc. (RII); Robinsons Realty and Management Corporation (RRMC); Robinsons (Cayman) Limited (RCL); and Robinsons Properties Marketing and Management Corporation (RPMMC); 51%-owned subsidiary, Altus Angeles, Inc. (AAI); and 80%-owned subsidiary, Altus San Nicolas Corp. (ASNC) (see Note 2) (collectively known as the "Group").

The Group is engaged in the business of selling, acquiring, constructing, developing, leasing and disposing of real properties such as land, buildings, shopping malls, commercial centers and housing projects, hotels and other variants and mixed-used property projects. The Group is 60.01% owned by JG Summit Holdings, Inc. (JGSHI), the Group's ultimate parent company. JGSHI is one of the country's largest conglomerates, with diverse interests in branded consumer foods, agro-industrial and commodity food products, textile, telecommunications, petrochemicals, air transportation and financial services.

The Parent Company's principal executive office is located at 43rd Floor, Robinsons Equitable Tower, ADB Avenue, Ortigas Center, Pasig City.

### 2. Basis of Preparation

The consolidated financial statements have been prepared under the historical cost convention method, except for a derivative financial instrument and an investment in preferred shares that have been measured at fair value, and are presented in Philippine Peso (₱), the Group's functional currency. All amounts are rounded to the nearest peso unless otherwise indicated.

Statement of Compliance
The accompanying consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS).

Basis of Consolidation
The consolidated financial statements comprise the financial statements of Robinsons Land Corporation and its subsidiaries (see Note 1) as at September 30, 2010, 2009 and 2008 and for the years then ended. The financial statements of the subsidiaries are prepared for the same reporting year as the Parent Company, using consistent accounting policies.

All intercompany balances, transactions, income and expense and profit and loss are eliminated in full.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control and continue to be consolidated until the date such control ceases.

Noncontrolling interest represents the portion of profit or loss and net assets in subsidiaries not wholly owned and is presented separately in the consolidated statement of comprehensive income and consolidated statement of changes in equity and within equity section in the consolidated statement of financial position, separately from the Parent Company's equity.

In August 2006, the Group entered into a Joint Venture Agreement with VVH Realty Corporation (VVH) in an 80:20 proportion. The parties agreed to incorporate ASNC for the purpose of co-developing a parcel of land into a commercial complex in San Nicolas, Ilocos Norte. As of September 30, 2010, the Company converted its advances to ASNC amounting ₱440 million for an 80% effective interest in ASNC (see Note 12).

## 3. Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year except for the adoption of new accounting standards and amendments adopted starting October 1, 2009 that are discussed below.

- Amendment to PFRS 2, *Share-based Payment: (effective for annual periods beginning on or after July 1, 2009)*. This Amendment clarifies that the contribution on formation of a joint venture and combinations under common control are not within the scope of PFRS 2 even though they are out of scope of Revised PFRS 3, *Business Combinations*. This Amendment will have no impact on the consolidated financial position or performance of the Group, as the Group is not involved in any similar transaction.

- Revised PFRS 3, *Business Combination,* and PAS 27, *Consolidated and Separate Financial Statements (effective for annual periods beginning on or after July 1, 2009)*. The revised PFRS 3 introduces a number of changes in the accounting for business combinations that will impact the amount of goodwill recognized, the reported results in the period that an acquisition occurs, and future reported results. The revised PAS 27 requires that a change in the ownership interest of a subsidiary (without loss of control) is accounted for as an equity transaction. Therefore, such transactions will no longer give rise to goodwill, nor will it give rise to a gain or loss. Furthermore, the amended standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary.

  Other consequential amendments were made to PAS 7, *Statement of Cash Flows*, PAS 12, *Income Taxes*, PAS 21, *The Effects of Changes in Foreign Exchange Rates*, PAS 28, *Investment in Associates* and PAS 31, *Interests in Joint Ventures*. The changes introduced by the revised PFRS 3 must be applied prospectively while the changes introduced by the revised PAS 27 must be applied retrospectively with a few exceptions. The changes by PFRS 3 and PAS 27 will affect future acquisitions or loss of control and transactions with noncontrolling interests.

- Amendment to PA*S* 39, *Financial Instruments: Recognition and Measurement - Eligible Hedged Items (effective for annual periods beginning on or after July 1, 2009)*. This Amendment addresses only the designation of a one-sided risk in a hedged item, and the designation of inflation as a hedged risk or portion in particular situations. The Amendment clarifies that an entity is permitted to designate a portion of the fair value changes or cash flow variability of a financial instrument as a hedged item. The Group has not entered into transactions involving hedges and as such the Amendment is unlikely to impact the consolidated financial position or performance of the Group.

- Philippine Interpretation IFRIC 17, *Distribution of Non-cash Assets to Owners (effective for annual periods beginning on or after July 1, 2009)*. This Philippine Interpretation covers accounting for two types of non-reciprocal distributions of assets by an entity to its owners acting in their capacity as owners. The two types of distribution are:

  a. distributions of non-cash assets (e.g., items of property, plant and equipment, businesses as defined in PFRS 3, ownership interests in another entity or disposal groups as defined in PFRS 5); and
  b. distributions that give owners a choice of receiving either non-cash assets or a cash alternative.

  This Philippine Interpretation addresses only the accounting by an entity that makes a non-cash asset distribution. It does not address the accounting by shareholders who receive such a distribution.

- Philippine Interpretation IFRIC 18, *Transfers of Assets from Customers (effective for annual periods beginning on or after July 1, 2009).* This Philippine Interpretation covers accounting for transfers of items of property, plant and equipment by entities that receive such transfers from their customers. Agreements within the scope of this Philippine Interpretation are agreements in which an entity receives from a customer an item of property, plant and equipment that the entity must then use either to connect the customer to a network or to provide the customer with ongoing access to a supply of goods or services, or to do both. This Philippine Interpretation also applies to agreements in which an entity receives cash from a customer when that amount of cash must be used only to construct or acquire an item of property, plant and equipment and the entity must then use the item of property, plant and equipment either to connect the customer to a network or to provide the customer with ongoing access to a supply of goods or services, or to do both.

<u>Future Changes in Accounting Policies</u>
The Group has not applied the following new and amended PFRS and Philippine Interpretation which are not yet effective for the fiscal year ended September 30, 2010. Except for the adoption of Philippine Interpretation IFRIC 15, *Agreement for Construction of Real Estate*, the following new and amended PFRS and Philippine Interpretation will not significantly impact the consolidated financial statements:

*Effective in 2010 for adoption on fiscal year ending September 30, 2011*

- Amendment to PFRS 2, *Group Cash-settled Share-based Payment Transactions (effective for annual periods beginning on or after January 1, 2010)*. The Amended Standard clarifies the scope and the accounting for group cash-settled share-based payment transactions.

- Amendment to PAS 32, *Classification of Rights Issue (effective for annual periods beginning on or after February 1, 2010)*. This Amendment provides guidance on the definition of a financial liability to classify rights issues (and certain options or warrants) as equity instruments if: (a) the rights are given pro rata to all of the existing owners of the same class of an entity's non-derivative equity instruments; and (b) they are used to acquire a fixed number of the entity's own equity instruments for a fixed amount in any currency. Rights issued in foreign currencies that were previously accounted for as derivatives will now be classified as equity instruments.

- Philippine Interpretation IFRIC19, *Extinguishing Financial Liabilities with Equity (effective for annual periods beginning on or after July 1, 2010)*. This Philippine Interpretation clarifies that equity instruments issued to a creditor to extinguish a financial liability are consideration paid in accordance with paragraph 41 of PAS 39. The equity instruments issued are measured at their fair value, unless this cannot be reliably measured, in which case they are measured at the fair value of the liability extinguished. Any gain or loss is recognized immediately in profit or loss. If only part of a financial liability is extinguished: (a) the entity needs to determine whether part of the consideration paid relates to a modification of the liability outstanding; and (b) if so, the consideration paid is allocated between the two parts. The Philippine Interpretation does not apply where the creditor is acting in the capacity of a shareholder, common control transactions, and where the issue of equity shares was part of the original terms of the liability.

*Improvements to PFRSs 2009*
The following are the IASB issued omnibus of amendments to its standards, issued in May 2008 and 2009, effective January 1, 2010, primarily with a view to removing inconsistencies and clarifying wording. There are separate transitional provisions for each standard. The adoption of the following amendments will result to changes in accounting policies but will not have any impact on the consolidated financial position or performance of the Group.

- PFRS 5, *Non-current Assets Held for Sale and Discontinued Operations*
  When a subsidiary is held for sale, all of its assets and liabilities will be classified as held for sale under PFRS 5, even when the entity retains a non-controlling interest in the subsidiary after the sale.

- PAS 1, *Presentation of Financial Statements*
  Assets and liabilities classified as held for trading are not automatically classified as current in the consolidated statement of financial position. The Group amended its accounting policy accordingly and analyzed whether Management's expectation of the period of realization of financial assets and liabilities differed from the classification of the instrument. This will not result in any re-classification of financial instruments between current and noncurrent in the statement of financial position.

- PAS 7, *Statement of Cash Flows*
  Expenditure that results in recognizing an asset can be classified as a cash flow from investing activities. This Amendment will impact the presentation in the consolidated statement of cash flows of the contingent consideration on the business combination completed in 2009 upon cash settlement.

- PAS 16, *Property, Plant and Equipment*
  Items of property, plant and equipment held for rental that are routinely sold in the ordinary course of business after rental, are transferred to inventory when rental ceases and they are held for sale.

- PAS 17, *Leases*
  Removes the specific guidance on classifying land as a lease. Prior to the amendment, leases of land were classified as operating leases. The amendment now requires that leases of land are classified as either 'finance' or 'operating' in accordance with the general principles of PAS 17. The Amendments will be applied retrospectively.

- PAS 19, *Employee Benefits*
  Revised the definition of 'past service costs', 'return on plan assets' and 'short term' and 'other long-term' employee benefits. Amendments to plans that result in a reduction in benefits related to future services are accounted for as curtailment.

  The reference to the recognition of contingent liabilities to ensure consistency with PAS 37, *Provisions, Contingent Liabilities and Contingent Assets* was deleted.

- PAS 20, *Accounting for Government Grants and Disclosures of Government Assistance*
  Loans granted in the future with no or low interest rates will not be exempt from the requirement to impute interest. The difference between the amount received and the discounted amount is accounted for as government grant. Also, revised various terms used to be consistent with other PFRS.

- PAS 23, *Borrowing Costs*
  The definition of borrowing costs is revised to consolidate the two types of items that are considered components of 'borrowing costs' into one - the interest expense calculated using the effective interest rate method calculated in accordance with PAS 39. The Group has amended its accounting policy accordingly which will not result in any change in its financial position.

- PAS 28, *Investment in Associates*
  If an associate is accounted for at fair value in accordance with PAS 39, only the requirement of PAS 28 to disclose the nature and extent of any significant restrictions on the ability of the associate to transfer funds to the entity in the form of cash or repayment of loans applies. This amendment has no impact on the Group as it does not account for its associates at fair value in accordance with PAS 39.

  An investment in an associate is a single asset for the purpose of conducting the impairment test. Therefore, any impairment test is not separately allocated to the goodwill included in the investment balance. This amendment has no impact on the Group because this policy was already applied.

- PAS 31, *Interest in Joint Ventures*
  If a joint venture is accounted for at fair value, in accordance with PAS 39, only the requirements of PAS 31 to disclose the commitments of the venturer and the joint venture, as well as summary financial information about the assets, liabilities, income and expense will apply. This Amendment will have no impact on the Group because it does not account for its joint ventures at fair value in accordance with PAS 39.

- PAS 36, *Impairment of Assets*
  When discounted cash flows are used to estimate 'fair value less cost to sell' additional disclosure is required about the discount rate, consistent with disclosures required when the discounted cash flows are used to estimate 'value in use'. This amendment has no immediate impact on the consolidated financial statements because the recoverable amount of its cash-generating units is currently estimated using 'value in use'.

- PAS 38, *Intangible Assets*
  Expenditure on advertising and promotional activities is recognized as an expense when the Group either has the right to access the goods or has received the services. Advertising and promotional activities now specifically include mail order catalogues.

  The reference to there being rarely, if ever, persuasive evidence to support an amortization method of intangible assets other than a straight-line method has been removed.

- PAS 39, *Financial Instruments: Recognition and Measurement*
  Changes in circumstances relating to derivatives are not reclassifications and therefore may be either removed from, or included in, the 'fair value through profit or loss' classification after initial recognition. The reference in PAS 39 to a 'segment' when determining whether an instrument qualifies as a hedge was removed. Require the use of the revised effective interest rate when remeasuring a debt instrument on the cessation of fair value hedge accounting.

*Effective in 2011 for adoption on fiscal year ending September 30, 2012*

- Amendment to Philippine Interpretation IFRIC 14, *Prepayments of a Minimum Funding Requirement (effective for annual periods beginning on or after January 1, 2011).* This Amendment provides guidance on assessing the recoverable amount of a net pension asset. The Amendment permits an entity to treat the prepayment of a minimum funding requirement as an asset.

- PAS 24 (Revised), *Related Party Disclosures* (*effective for annual periods beginning on or after January 1, 2011).* The revised standard clarifies the definition of related party to simplify the identification of related party relationships, particularly in relation to significant influence and joint control. Entities will need to consider the revised definition of related parties to ensure all the relevant information is still being captured. The changes introduced by the revised standard must be applied retrospectively.

*Effective in 2012 for adoption by the Group on fiscal year ending September 30, 2013*

- Philippine Interpretation IFRIC 15, *Agreement for Construction of Real Estate (effective for annual periods beginning on or after January 1, 2012).* This Philippine Interpretation, which may be early applied, covers accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. This Philippine Interpretation requires that revenue on construction of real estate be recognized only upon completion, except when such contract qualifies as construction contract to be accounted for under PAS 11, *Construction Contracts*, or involves rendering of services in which case revenue is recognized based on stage of completion. Contracts involving provision of services with the construction materials and where the risks and reward of ownership are transferred to the buyer on a continuous basis will also be accounted for based on stage of completion.

  The adoption of this Philippine Interpretation will be accounted for retrospectively and will result to the restatement of prior period consolidated financial statements. The adoption of this Philippine Interpretation may significantly affect the determination of the net income and the related Installment contract receivables, Deposit from real estate buyers, Deferred tax liabilities and Retained earnings accounts.

*Effective in 2013 for adoption by the Group on fiscal year ending September 30, 2014*

- PFRS 9 as issued reflects the first phase of the IASB's work on replacing IAS 39 and applies to classification and measurement of financial assets and liabilities as defined in PAS 39. The standard is effective for annual periods beginning on or after January 1, 2013. In subsequent phases, the Board will address impairment and hedge accounting. The completion of this project is expected in mid 2011. The adoption of the first phase of PFRS 9 will primarily have an effect on the classification and measurement of the Company's financial assets. The Company is currently assessing the impact of adopting PFRS 9. However, as the impact of adoption depends on the assets held by the Company at the time of adoption, it is not practical to quantify the effect.

## 4. Summary of Significant Accounting Policies

Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

*Real estate sales*

Revenue from sales of real estate and cost from completed projects is accounted for using the full accrual method. The percentage of completion is used to recognize income from sales of projects where the Group has material obligations under the sales contract to complete the project after the property is sold. Under this method, revenue is recognized as the related obligations are fulfilled, measured principally on the basis of the estimated completion of a physical proportion of the contract work.

If any of the criteria under the percentage-of-completion method is not met, the deposit method is applied until all the conditions for recording a sale are met. Pending recognition of sale, cash received from buyers are presented under the "Deposits from real estate buyers" account which is shown as part of the "Deposits and other liabilities" account in the liabilities section of the consolidated statement of financial position.

*Rental income*

The Parent Company leases its commercial real estate properties to others through operating leases. Rental income on leased properties is recognized on a straight-line basis over the lease term, or based on a certain percentage of the gross revenue of the tenants, as provided under the terms of the lease contract. Contingent rents are recognized as revenue in the period in which they are earned.

*Revenue from hotel operations*

Revenue from hotel operations are recognized when services are rendered. Revenue from banquets and other special events are recognized when the events take place. Rental income on leased areas of the hotel is recognized on a straight-line basis over the lease term.

*Amusement income*

Revenue is recognized upon receipt of cash from the customer which coincides with the rendering of services.

*Interest income*
Interest income is recognized as the interest accrues (using the effective interest (EIR) method that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset).

*Dividend income*
Dividend income is recognized when the Group's right to receive the payment is established.

Cash and Cash Equivalents
Cash includes cash on hand and in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three (3) months or less and that are subject to an insignificant risk of changes in value.

Financial Instruments
*Date of recognition*
The Group recognizes a financial asset or a financial liability in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on the settlement date.

*Initial recognition of financial instruments*
Financial assets within the scope of PAS 39 are classified as either financial assets at fair value through profit or loss (FVPL), loans and receivables, held to maturity investments (HTM) and available-for-sale (AFS) financial assets, as appropriate. The classification depend on the purpose for which the investment are acquired and the Group determines the classification of the financial assets at initial recognition and, where allowed and appropriate, re-evaluates this designation at each financial year-end.

All financial assets are recognised initially at fair value plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

All loans and borrowings are initially recognized at the fair value of the consideration received less directly attributable transaction costs. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the consolidated statement of comprehensive income when liabilities are derecognized as well as through amortization process under the "Interest expense" account.

The Group's financial assets are of the nature of loans and receivables and financial asset at FVPL; whereas, financial liabilities are of the nature of other financial liabilities.

The subsequent measurement bases for financial assets depend on the classification. Financial assets that are classified as loans and receivables are measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount, premium and transaction costs on acquisition, over the period to maturity. Amortization of discounts, premiums and transaction costs are taken directly to the consolidated statement of comprehensive income.

*Determination of fair value*
The fair value for financial instruments traded in active markets at the consolidated reporting date is based on their quoted market price or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. When current bid and asking prices are not available, the price of the most recent transaction provides evidence of the

current fair value as long as there has not been a significant change in economic circumstances since the time of the transaction.

For all other financial instruments not listed in an active market, the fair value is determined by using appropriate valuation techniques. Valuation techniques include net present value technique, comparison to similar instruments for which market observable prices exist and other relevant valuation models.

*Day 1 profit*
Where the transaction price in a non-active market is different to the fair value from other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and fair value (a Day 1 profit) in the consolidated statement of comprehensive income unless it qualifies for recognition as some other type of asset.

In cases where variables used is made of data which is not observable, the difference between the transaction price and model value is only recognized in the consolidated statement of comprehensive income when the inputs become observable or when the instrument is derecognized. For each transaction, the Group determines the appropriate method of recognizing the 'Day 1' profit amount.

Loans and Receivables
Loans and receivables are financial assets with fixed or determinable payments and fixed maturities that are not quoted in an active market. They are not entered into with the intention of immediate or short-term resale and are not designated as AFS financial assets or financial assets at FVPL.

After initial measurement, the loans and receivables are subsequently measured at amortized cost using the EIR method, less allowance for impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the EIR. The amortization is included in the "Interest Income" in the consolidated statement of comprehensive income. The losses arising from impairment of such loans and receivables are recognized in the consolidated statement of comprehensive income.

The Group's loans and receivables include Cash and cash equivalents, Receivables, Utility deposits, Advances to lot owners and Receivables from Meralco.

Financial assets and financial liabilities at FVPL
Financial assets and financial liabilities at FVPL include financial assets and financial liabilities held for trading purposes, derivative instruments, or those designated by management upon initial recognition as at FVPL, subject to any of the following criteria:

- the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognizing gains or losses on them on a different basis; or
- the assets and liabilities are part of a group of financial assets, financial liabilities or both which are managed and their performance are evaluated on a fair value basis, in accordance with a documented risk management or investment strategy; or
- the financial instrument contains an embedded derivative, unless the embedded derivative does not significantly modify the cash flows or it is clear, with little or no analysis, that it

would not be separately recorded.

Financial assets and financial liabilities at FVPL are recorded in the consolidated statement of financial position at fair value. Changes in fair value are reflected in the consolidated statement of comprehensive income. Interest earned or incurred is recorded in interest income or expense, respectively, while dividend income is recorded in other operating income according to the terms of the contract, or when the right of the payment has been established.

The Group's financial asset at FVPL consists of derivative asset (see Notes 12 and 29). The Group has no financial liability at FVPL.

Derivative Financial Instruments
Derivative financial instruments (including bifurcated embedded derivatives) are initially recognized at fair value on the date at which the derivative contract is entered into and is subsequently remeasured at fair value. Any gains or losses arising from changes in fair value of the derivative (except those accounted for as accounting hedges) is taken directly to the consolidated statement of comprehensive income as "Other Income" under revenue. The derivative is carried as asset when the fair value is positive and as liability when the fair value is negative.

The Group has an outstanding interest rate swap agreement with an international bank to hedge its interest rate exposure (see Note 12).

Embedded Derivatives
An embedded derivative is separated from the host financial or non-financial contract and accounted for as a derivative if all of the following conditions are met:

- the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristic of the host contract;
- a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and
- the hybrid or combined instrument is not recognized at FVPL.

The Group assesses whether embedded derivatives are required to be separated from host contracts when the Group first becomes a party to the contract. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

Embedded derivatives that are bifurcated from the host contracts are accounted for as financial assets or liabilities at FVPL. Changes in fair values are included in the consolidated statement of comprehensive income.

As of September 30, 2010, 2009 and 2008, the Group has no embedded derivatives required for bifurcation.

AFS Financial Assets
AFS financial assets are those which are designated as such and are purchased and held indefinitely, and may be sold in response to liquidity requirements or changes in market conditions. AFS financial assets include equity securities.

After initial measurement, AFS financial assets are measured at fair value. The unrealized gains and losses arising from the fair valuation of AFS financial assets are excluded from reported earnings and are reported in the consolidated statement of financial position and consolidated statement of changes in equity.

When the security is disposed of, the cumulative gain or loss previously recognized in the consolidated statement of changes in equity is recognized in the consolidated statement of comprehensive income. Where the Group holds more than one investment in the same security, these are deemed to be disposed of on a first-in first-out basis. Dividends earned on holding AFS financial assets are recognized in the consolidated statement of comprehensive income when the right of the payment has been established. The losses arising from impairment of such investments are recognized in the consolidated statement of comprehensive income.

As of September 30, 2010, the Group has an investment in preferred shares amounting to ₱210 million.

Other Financial Liabilities

All financial liabilities are initially recognized at the fair value of the consideration received less directly attributable transaction costs. After initial recognition, loans payable are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the consolidated statement of comprehensive income when the liabilities are derecognized or impaired, as well as through the amortization process.

Debt Issuance Costs

Expenditures incurred in connection with the availments of long-term debt are deferred and amortized using effective interest method over the term of the loans. The debt issuance costs are recorded as “Others” and reported under the “Other Assets” account under the consolidated statement of financial position.

Customers’ Deposits

*Deposits from lessees*

Deposits from lessees are measured initially at fair value. After initial recognition, customers’ deposits are subsequently measured at amortized cost using EIR method.

The difference between the cash received and its fair value is deferred (included in the “Deposits and other liabilities” in the consolidated statement of financial position) and amortized using the straight-line method.

*Deposits from real estate buyers*

Deposits from real estate buyers represent mainly reservation fees and advance payments. These deposits will be recognized as revenue in the consolidated statement of comprehensive income as the related obligations are fulfilled to the real estate buyers. The deposits are recorded as “Deposits from real estate buyers” and reported under the “Deposits and other liabilities” account in the consolidated statement of financial position.

Classification of Financial Instruments Between Debt and Equity

A financial instrument is classified as debt, if it provides for a contractual obligation to:

- deliver cash or another financial asset to another entity; or
- exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group; or
- satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

If the Group does not have an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation, the obligation meets the definition of a financial liability.

The components of issued financial instruments that contain both liability and equity elements are accounted for separately, with the equity component being assigned the residual amount, after deducting from the instrument as a whole the amount separately determined as the fair value of the liability component on the date of issue.

The Group has no financial instruments that contain both liability and equity elements.

Impairment of Financial Assets
The Group assesses at each reporting date whether a financial or group of financial assets is impaired.

A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the borrower or a group of borrowers is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicate that there is measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

*Loans and receivables*
The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant or collectively for financial assets that are not individually significant. If there is an objective evidence that an impairment loss on loans and receivables carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

Derecognition of Financial Assets and Liabilities
A financial asset (or where applicable, a part of a group of financial assets) is derecognized when:

- the rights to receive cash flows from the assets have expired;
- the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third-party under a "pass-through" arrangement; or
- the Group has transferred substantially all the risks and rewards of the asset, or has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

*AFS financial assets*
If an AFS financial asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortization) and its current fair value, less any impairment loss previously recognized in the consolidated statement of income, is transferred from the consolidated statement of changes in equity to the consolidated statement of income. Reversals in respect of equity instruments classified as AFS financial assets are not recognized in the consolidated statement of income. Reversals of impairment losses on the debt instruments are

reversed through the consolidated statement of comprehensive income, if the increase in fair value of the instrument can be objectively related to an event occurring after the impairment loss was recognized in the consolidated statement of comprehensive income.

Where the Group has transferred the rights to receive cash flows from an asset or has entered into a pass-through arrangement and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Financial liabilities are derecognized when the obligation under the liability is discharged or cancelled or expired. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of comprehensive income.

If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognized are not included in a collective assessment of impairment.

The carrying amount of the asset is reduced through the use of an allowance for impairment loss account. The amount of the loss shall be recognized in the consolidated statement of comprehensive income. If, in a subsequent period, the amount of the impairment loss decreases, and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in the consolidated statement of comprehensive income, to the extent that the carrying value of the asset does not exceed the amortized cost at the reversal date.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Subdivision Land, Condominium and Residential Units for Sale

Subdivision land, condominium and residential units for sale are carried at the lower of cost or net realizable value (NRV). Cost includes costs incurred for development and improvement of the properties and borrowing costs on loans directly attributable to the projects which were capitalized during construction. NRV is the estimated selling price in the ordinary course of business less cost of completion and estimated costs necessary to make the sale.

Investment Properties

Investment properties consist of properties that are held to earn rentals or for capital appreciation or both, and that are not occupied by the companies consolidated into the Group and investment in shares to stocks. Investment properties, except for land, are carried at cost less accumulated depreciation and amortization and any impairment in value. Land is carried at cost less any impairment in value. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met and excludes the cost of day to day servicing of an investment property. Investment properties are depreciated and amortized using the straight-line method over their estimated useful lives as follow:

| | Years |
|---|---|
| Land improvements | 10 |
| Buildings and improvements | 10-20 |
| Theater furniture and equipment | 5 |

The useful life and depreciation and amortization method are reviewed periodically to ensure that the period and method of depreciation and amortization are consistent with the expected pattern of economic benefits from items of investment properties.

Investment properties are derecognized when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognized in the consolidated statement of comprehensive income in the period of retirement or disposal.

Transfers are made to investment property when, and only when, there is a change in use, evidenced by the end of owner occupation, commencement of an operating lease to another party. Transfers are made from investment property when, and only when, there is a change in use, evidenced by commencement of owner occupation or commencement of development with a view to sale.

Construction-in-progress (CIP) is stated at cost. This includes cost of construction and other direct costs. Borrowing costs that are directly attributable to the construction of investment properties are capitalized during the construction period. CIP is not depreciated until such time as the relevant assets are completed and put into operational use.

Property and Equipment

Property and equipment, except for land, are stated at cost less accumulated depreciation and amortization and any impairment in value. Land is carried at cost less any impairment in value. The cost of an item of property and equipment includes its purchase price and any cost attributable in bringing the asset to the intended location and working condition. Cost also includes interest and other charges on borrowed funds used to finance the acquisition or construction of property and equipment to the extent incurred during the period of construction and installation.

Expenditures incurred after the fixed assets have been put into operation, such as repairs and maintenance, are normally charged to expenses in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment.

Depreciation commences once the assets are available for use and is calculated on a straight-line basis over the estimated useful life of five (5) years.

Assets under construction are transferred to a specific category of property and equipment when the construction and other related activities necessary to prepare the property and equipment for their intended use are completed and the property and equipment are available for service.

Other equipment includes china, glassware, silver and linen on stock.

The useful life and depreciation method are reviewed and adjusted, if appropriate, at each financial year-end to ensure that the period and method of depreciation and amortization are consistent with the expected pattern of economic benefits from items of property and equipment.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in consolidated statement of comprehensive income in the period the asset is derecognized.

Impairment of Nonfinancial Assets
This accounting policy applies primarily to the Group's Subdivision, land, condominium and residential units for sale, investment properties and property and equipment.

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is calculated as the higher of an asset's or cash-generating unit's fair value less cost to sell and its value in use or its net selling price and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets.

Where the carrying amount of an asset exceeds the recoverable amount, the asset is considered impaired and is written down to its recoverable amount. 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 assessment of the time value of money and the risks specific to the asset.

Impairment losses of continuing operations are recognized in the consolidated statement of comprehensive income in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If any such indication exists, the Group makes an estimate of recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to the recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the assets in prior period, such reversal is recognized in the consolidated statement of comprehensive income.

Treasury Stock
Own equity instruments which are acquired (treasury shares) are recognized at cost and deducted from equity. No gain or loss is recognized in the consolidated statement of comprehensive income on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Taxes
*Current tax*
Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amounts are those that are enacted or substantively enacted at the reporting date.

*Deferred tax*
Deferred tax is provided using the financial position liability method on temporary differences at

the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences.

Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilized except where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business

combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss. Deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Pension Expense
Pension expense is actuarially determined using the projected unit credit valuation method. This method reflects services rendered by employees up to the date of valuation and incorporates assumptions concerning employees' projected salaries. Actuarial valuations are conducted with sufficient regularity, with option to accelerate when significant changes to underlying assumptions occur. Pension expense includes current service cost, interest cost expected return on any plan assets and a portion of the net cumulative unrecognized actuarial gains and losses.

The liability recognized by the Group in respect of the defined benefit plan is the present value of the defined benefit obligation at the reporting date less the fair value of the plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs that shall be recognized in later periods. The present value of the defined benefit obligation is determined by discounting the estimated future cash inflows using long term government bond risk-free interest rates of government bonds that have terms to maturity approximating the terms of the related pension liability or applying a single weighted average discount rate that reflects the estimated timing and amount of benefit payments.

The Group applies the corridor method whereby actuarial gains and losses are recognized as income or expenses when the cumulative unrecognized actuarial gains or losses of the plan exceed 10% of the higher of the defined benefit obligation and the fair value of plan assets. These gains and losses are recognized over the expected average remaining working lives of the employee participating in the plan.

Commission Expense
The Group recognizes commission expense when services are rendered by the broker. The commission expense is recognized upon receipt of down payment from the buyer comprising a substantial portion of the contract price and the capacity to pay and credit worthiness of buyers have been reasonably established for sales under the deferred cash payment arrangement.

Ib

Leases
The determination of whether an arrangement is, or contains a lease, is based on the substance of the arrangement at inception date, and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets, and the arrangement conveys a right to use the asset. A reassessment is made after inception of the lease only if one (1) of the following applies:

a. there is a change in contractual terms, other than a renewal or extension of the arrangement;
b. a renewal option is exercised or an extension granted, unless that term of the renewal or extension was initially included in the lease term;

c. there is a change in the determination of whether fulfillment is dependent on a specified asset; or
d. there is a substantial change to the asset.

Where a reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances gave rise to the reassessment for any of the scenarios above, and at the date of renewal or extension period for the second scenario.

*Group as a lessee*
Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognized as an expense in the consolidated statement of comprehensive income on a straight-line basis over the lease term. Indirect costs incurred in negotiating an operating lease are added to the carrying value of the leased asset and recognized over the lease term on the same bases as the lease income. Minimum lease payments are recognized on a straight-line basis while the variable rent is recognized as an expense based the terms of the leased contract.

*Group as a lessor*
Leases where the Group retains substantially all the risk and benefits of ownership of the assets are classified as operating leases. Contingent rents are recognized as revenue in the period in which they are earned.

Borrowing Costs
Interest and other related financing charges on borrowed funds used to finance the acquisition and construction of a qualifying asset (included under Subdivision land, condominium and residential units for sale, Investment properties and Property and equipment accounts) are capitalized to the appropriate asset accounts. Capitalization of borrowing costs commences when the expenditures and borrowing costs are being incurred during the construction and related activities necessary to prepare the asset for its intended use are in progress. It is suspended during extended periods in which active development is interrupted and ceases when substantially all the activities necessary to prepare the asset for its intended use are complete. The capitalization is based on the weighted average borrowing cost.

The borrowing costs capitalized as part of investment properties and property and equipment are amortized using the straight-line method over the estimated useful lives of the assets. The borrowing cost capitalized as part of subdivision land, condominium and residential units for sale are expensed when the related assets are sold.

If after capitalization of the borrowing costs, the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recorded in the consolidated statement of comprehensive income.

Interest expense on loans and borrowings is recognized using the EIR method over the term of the loans and borrowings.

Provisions
Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, 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. Where the Group expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. If the effect of the time value of money is material, provisions are determined by discounting the expected future

cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Foreign Currency Transactions
Each entity in the Group determines its own functional currency and items included in the consolidated financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded in the functional currency rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the reporting date. Exchange gains or losses arising from foreign exchange transactions are credited to or charged against operations for the period.

Earnings Per Share (EPS)
Basic earnings per share is calculated by dividing net income attributable to equity holders of the Parent Company by the weighted average number of common shares outstanding during the year. Diluted EPS is computed by dividing net income for the year by the weighted average number of common shares issued and outstanding during the period after giving effect to assumed conversion of potential common shares.

Operating Segment
The Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and services and serves different markets. Financial information on business segments is presented in Note 6 to the consolidated financial statements.

Contingencies
Contingent liabilities are not recognized in the consolidated financial statements but are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed when an inflow of economic benefits is probable.

Events After the Reporting Period
Post year-end events that provide additional information about the Group's position at the reporting date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

5. **Significant Accounting Judgments and Estimates**

The preparation of the consolidated financial statements in compliance with PFRS requires the Group to make judgment and estimates that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and contingent liabilities. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in judgments and estimates are reflected in the consolidated financial statements, as they become reasonably determinable.

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which has the most significant effect on the amounts recognized in the consolidated financial statements.

*Revenue and cost recognition on real estate sales*

Selecting an appropriate revenue recognition method for a particular real estate sale transaction requires certain judgment based on, among others:

- Buyer's commitment on the sale which may be ascertained through the significance of the buyer's initial investment; and
- Stage of completion of the project.

The related balances from real estate transactions follow:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Revenue (Note 19) | **₱2,720,062,815** | ₱3,903,963,162 | ₱4,942,149,125 |
| Costs and expenses (Note 20) | **1,745,032,612** | 2,304,166,017 | 3,302,412,914 |

*Operating leases commitments - Group as lessee*

The Group has entered into commercial property leases. Substantially, all the risks and benefits incidental to ownership of the leased item are not transferred to the Group. The future minimum rentals payable under noncancellable operating lease amounted to ₱977 million, ₱6,557 million and ₱6,600 million as of September 30, 2010, 2009 and 2008, respectively (see Note 32).

*Operating lease commitments - Group as lessor*

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined that it retains all the significant risks and rewards of ownership of these properties and accounts for them as operating leases. The future minimum rentals receivables under non-cancelable operating lease amounted to ₱4,445 million, ₱2,369 million and ₱2,956 million as of September 30, 2010, 2009 and 2008, respectively (see Note 32).

*Distinction between investment properties and owner-occupied properties*

The Group determines whether a property qualifies as investment property. In making its judgment, the Group considers whether the property generates cash flows largely independent of the other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to property but also to the other assets used in the supply process.

Some properties are held to earn rentals or for capital appreciation and other properties are held for use in rendering of services or for administrative purposes. If these portions cannot be sold separately, the property is accounted for as investment property only if an insignificant portion is held for use in providing services or for administrative purposes. Judgment is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Group considers each property separately in making its judgment.

*Distinction between subdivision land and land and land improvements*
The Group determines whether a property will be classified as Subdivision land or Land and land improvements. In making this judgment, the Group considers whether the property will be sold in the normal operating cycle (Subdivision land) or whether it will be retained as part of the Group's strategic landbanking activities for development or sale in the medium or long-term (Land and land improvements under Investment properties and property and equipment accounts).

*Contingencies*
The Group is currently involved in various legal proceedings. The estimate of the probable costs for the resolution of these claims has been developed in consultation with outside counsel handling the defense on these matters and is based upon an analysis of potential results. The Group currently does not believe these proceedings will have a material effect on the Group's financial position. It is possible, that future results of operations could be materially affected by changes in the estimates or in the effectiveness of the strategies relating to these proceedings (see Note 32).

*Financial assets not quoted in an active market*
The Group classifies financial assets by evaluating, among others, whether the asset is quoted or not in an active market. Included in the evaluation on whether a financial asset is quoted in an active market is the determination on whether quoted prices are readily and regularly available and whether those prices represent actual and regularly occurring market transactions on an arm's length basis.

Estimates
The key estimates concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are discussed below.

*Revenue and cost recognition*
The Group's revenue recognition policies require management to make use of estimates and assumptions that may affect the reported amounts of revenue and costs. The Group's revenue from real estate sales are recognized based on the percentage-of-completion and the completion rate is measured principally on the basis of the estimated completion by reference to the actual costs incurred to date over the estimated total costs of the project.

The related balances from real estate transactions follow:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Revenue (Note 19) | **₱2,720,062,815** | ₱3,903,963,162 | ₱4,942,149,125 |
| Costs and expenses (Note 20) | **1,745,032,612** | 2,304,166,017 | 3,302,412,914 |

*Allowance for impairment losses*
The Group maintains allowance for impairment losses at a level considered adequate to provide for potential uncollectible receivables. The level of this allowance is evaluated by management on the based on the factors that affect the collectibility of the accounts. These factors include, but are not limited to, the length of the Group's relationship with the tenant, the tenant's payment behavior and other known market factors. The Group recognizes impairment losses based on the results of the specific/individual and collective assessment of its credit exposures.

The related balances follow (see Note 8):

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Receivables | **₱5,501,888,046** | ₱4,118,417,642 | ₱4,401,451,172 |
| Allowance for impairment losses | **51,484,917** | 49,459,776 | 48,459,175 |
| Provision for impairment losses | **2,025,141** | 1,000,601 | 18,982,104 |

*Financial assets and liabilities*
The Group carries certain financial assets and liabilities at fair value, which requires extensive use of accounting estimates and judgment. While significant components of fair value measurement were determined using verifiable objective evidence (i.e., foreign exchange rates, interest rates), the amount of changes in fair value would differ if the Group utilized different valuation methodology. Any changes in fair value of these financial assets and liabilities would affect directly the consolidated statement of comprehensive income (see Note 30).

Where the fair values of certain financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be derived from active markets, they are determined using internal valuation techniques using generally accepted market valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimates are used in establishing fair values. The judgments include considerations of liquidity and model inputs such as correlation and volatility for longer dated derivatives.

As of September 30, 2010 and 2009, the Group has a derivative asset classified under FVPL amounting to ₱111 million and ₱103 million, respectively (see Note 12).

*Useful lives of investment properties and property and equipment*
The Group estimates the useful lives of the investment properties and property and equipment based on the period over which the assets are expected to be available for use (see Note 4). The Group reviews periodically the estimated useful lives of investment properties and property and equipment based on factors that include asset utilization, internal technical evaluation, technological changes, environmental and anticipated use of the assets. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned. A reduction in the estimated useful lives of investment properties and property and equipment would increase the recorded depreciation and amortization expense and decrease the related asset accounts.

The related balances follow:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Investment properties (Note 10) | | | |
| Cost | **₱43,213,345,606** | ₱38,955,326,367 | ₱35,801,543,763 |
| Accumulated depreciation and amortization | **11,279,774,560** | 9,661,345,051 | 8,240,739,406 |
| Depreciation and amortization | **1,618,429,509** | 1,420,605,645 | 1,326,991,167 |
| Property and equipment (Note 11) | | | |
| Cost | **4,767,649,401** | 4,328,144,148 | 3,726,217,916 |
| Accumulated depreciation and amortization | **2,436,713,487** | 2,143,411,369 | 1,897,211,593 |
| Depreciation and amortization | **293,769,359** | 248,240,650 | 230,871,064 |

*Impairment of nonfinancial assets*
Assessing investment properties and other investments and property and equipment for impairment includes considering certain indications of impairment such as significant changes in

asset usage, significant decline in market value and obsolescence or physical damage of an asset. If such indications are present, and where the carrying amount of the asset exceeds the recoverable amount, the asset is considered impaired and is written down to the recoverable amount.

Determining the fair value of investment properties and other investments and property and equipment, which require the determination of future cash flows expected to be generated from the continued use and ultimate disposition of such assets, requires the Group to make estimates and

assumptions that can materially affect the consolidated financial statements. Future event could cause the Group to conclude that investment properties and other investments and property and equipment are impaired. Any resulting impairment loss could have a material impact on the consolidated financial statements.

The related balances follow:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Investment properties (Note 10) | | | |
| Cost | **₱43,213,345,606** | ₱38,955,326,367 | ₱35,801,543,763 |
| Accumulated depreciation and amortization | **11,279,774,560** | 9,661,345,051 | 8,240,739,406 |
| Depreciation and amortization | **1,618,429,509** | 1,420,605,645 | 1,326,991,167 |
| Property and equipment (Note 11) | | | |
| Cost | **4,767,649,401** | 4,328,144,148 | 3,726,217,916 |
| Accumulated depreciation and amortization | **2,436,713,487** | 2,143,411,369 | 1,897,211,593 |
| Depreciation and amortization | **293,769,359** | 248,240,650 | 230,871,064 |

*Deferred tax assets*
Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that sufficient taxable income will be available against which the deductible temporary differences can be utilized. Significant management estimate is required to determine the amount of deferred tax asset that can be recognized, based upon the likely timing and level of future taxable income together with future tax planning strategies. Deferred tax assets as of September 30, 2010, 2009 and 2008 amounted to ₱415 million, ₱341 million and ₱316 million, respectively (see Note 25).

As of September 30, 2010, 2009 and 2008, the Group has a hotel which enjoys the benefits of an ITH. As such, no deferred tax assets were set up on certain gross deductible temporary differences that are expected to reverse within the ITH period (see Note 31).

*Pension expense*
The determination of obligation and cost of pension is dependent on the selection of certain assumptions used in calculating such amounts. Those assumptions, which are described in Note 27, include, among others, discount rates and salary increase rates. Actual results that differ from the Group's assumptions are accumulated and amortized over future periods and therefore, generally affect the recognized expense and recorded obligation in such future periods. While the Group believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the pension obligations.

The related balances follow:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Pension liabilities (Notes 13 and 27) | **₱41,584,780** | ₱28,453,776 | ₱15,777,396 |
| Pension benefit obligation (Note 27) | **149,091,482** | 80,486,580 | 101,706,300 |
| Unrecognized net actuarial gains (Note 27) | **(50,692,934)** | (8,526,756) | 28,360,414 |

## 6. Operating Segment

Business Segment
The business segment is determined as the primary segment reporting format as the Group's risks and rates of return are affected predominantly by each operating segment.

Management monitors the operating results of its operating segments separately for the purpose of making decision about resource allocation and performance assessment. Group financing (including interest income and interest expense) and income taxes are managed on a group basis and are not allocated to operating segments. The Group evaluates performance based on income before income tax, and earnings before income tax, depreciation and amortization. The Group does not report its results based on geographical segments because the Group operates only in the Philippines.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Cost and expenses exclude interest, depreciation and amortization.

The amount of segment assets and liabilities are based on the measurement principles that are similar with those used in measuring the assets and liabilities in the consolidated statement of financial position which is in accordance with PFRS.

The Group derives its revenue from the following reportable units:

*Commercial Center Division* - develops, leases and manages shopping malls/commercial centers all over the Philippines.

*Residential Buildings Division* - develops and sells residential condominium spaces, as well as high-end horizontal residential projects.

*Office Buildings Division* - develops and leases offices spaces.

*Hotel Division* - owns and operates a chain of hotels in Pasig City, Quezon City and Cebu City and a service apartment which closed operations in August 2007.

The financial information about the operations of these business segments is summarized as follows:

**2010**

| | Commercial Center Division | Residential Division | Office Buildings Division | Hotel Division | Total |
|---|---|---|---|---|---|
| Revenue | **₱5,739,179,867** | **₱3,225,844,279** | **₱1,182,235,305** | **₱1,149,768,560** | **₱11,297,028,011** |
| Costs and expenses | **1,599,109,171** | **2,448,292,329** | **42,621,736** | **796,093,745** | **4,886,116,981** |
| Earnings before interest, taxes and depreciation and amortization | **4,140,071,619** | **777,551,950** | **1,139,613,569** | **353,674,815** | **6,410,911,953** |
| Interest expense and depreciation and amortization (Notes 22 and 24) | **1,617,084,701** | **25,856,018** | **297,213,869** | **200,812,650** | **2,140,967,238** |
| **Income before income tax** | **₱2,522,985,995** | **₱751,695,932** | **₱842,399,700** | **₱152,862,165** | **₱4,269,943,792** |
| **Segment assets** | **₱32,696,765,503** | **₱14,344,807,170** | **₱4,351,911,857** | **₱1,707,650,694** | **₱53,101,135,224** |
| **Segment liabilities** | **₱16,428,968,743** | **₱6,807,867,785** | **₱1,455,361,372** | **₱670,749,110** | **₱25,362,947,010** |
| **Other segment information:** | | | | | |

| | |
|---|---|
| **Capital expenditures** | **₱6,473,987,017** |

2009

| | Commercial Center Division | Residential Division | Office Buildings Division | Hotel Division | Total |
|---|---|---|---|---|---|
| Revenue | ₱4,210,395,126 | ₱4,374,840,150 | ₱1,111,914,654 | ₱1,036,362,735 | ₱10,733,512,665 |
| Costs and expenses | 990,466,972 | 2,990,913,810 | 80,086,599 | 723,100,945 | 4,784,568,326 |
| Earnings before interest, taxes and depreciation and amortization | 3,219,928,154 | 1,383,926,340 | 1,031,828,055 | 313,261,790 | 5,948,944,339 |
| Depreciation and amortization (Note 22) | 1,172,179,099 | 19,926,148 | 293,966,695 | 182,774,353 | 1,668,846,295 |
| **Income before income tax** | ₱2,047,749,055 | ₱1,364,000,192 | ₱737,861,360 | ₱130,487,437 | ₱4,280,098,044 |
| **Segment assets** | ₱33,105,184,109 | ₱12,075,966,043 | ₱4,862,299,414 | ₱1,435,857,461 | ₱51,479,307,027 |
| **Segment liabilities** | ₱16,451,809,373 | ₱5,959,514,292 | ₱2,644,841,412 | ₱856,665,751 | ₱25,912,830,828 |
| **Other segment information:** | | | | | |
| **Capital expenditures** | | | | | ₱6,288,533,310 |

2008

| | Commercial Center Division | Residential Buildings Division | Office Buildings Division | Hotel Division | Total |
|---|---|---|---|---|---|
| Revenue | ₱3,697,371,463 | ₱5,461,501,810 | ₱883,379,078 | ₱1,139,801,132 | ₱11,182,053,483 |
| Costs and expenses | 1,013,430,176 | 4,069,940,096 | 3,902,937 | 773,770,617 | 5,860,797,826 |
| Earnings before interest, taxes and depreciation and amortization | 2,683,941,286 | 1,391,561,714 | 879,476,141 | 366,030,516 | 5,321,255,657 |
| Depreciation and amortization (Note 22) | 1,106,835,557 | 13,443,326 | 263,829,616 | 173,753,732 | 1,557,862,231 |
| **Income before income tax** | ₱1,577,105,729 | ₱1,378,364,388 | ₱615,646,525 | ₱192,276,784 | ₱3,763,393,426 |
| **Segment assets** | ₱21,700,057,326 | ₱12,188,184,115 | ₱4,128,345,604 | ₱2,293,973,741 | ₱40,310,560,786 |
| **Segment liabilities** | ₱8,702,848,526 | ₱5,500,006,715 | ₱2,615,039,978 | ₱505,696,043 | ₱17,323,591,262 |
| **Other segment information:** | | | | | |
| **Capital expenditures** | | | | | ₱9,488,165,880 |

The revenue of the Group consists mainly of sales to external customers. Inter-segment revenue arising from lease arrangements amounting to ₱34 million, ₱24 million and ₱14 million in 2010, 2009 and 2008, respectively, are eliminated on consolidation.

No operating segments have been aggregated to form the above reportable segments.

Capital expenditures consists of additions to property and equipment, and investment properties and other investments, and subdivision land, condominium and residential units for sale.

Major customers in lease arrangements under commercial center division include the affiliated entities (see Note 18). Rental income arising from the lease of commercial properties to affiliated companies amounted to about ₱1,263 million, ₱905 million and ₱865 million in 2010, 2009 and 2008, respectively.

## 7. Cash and Cash Equivalents

This account consists of (Note 18):

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Cash on hand and in banks | **₱309,800,552** | ₱8,082,848,590 | ₱162,876,637 |
| Short-term investments | **5,187,804,935** | 842,847,535 | 356,203,816 |
| | **₱5,497,605,487** | ₱8,925,696,125 | ₱519,080,453 |

Cash in banks earns interest at the prevailing bank deposit rates. Short-term investments are made for varying periods of up to three (3) months depending on the immediate cash requirements of the Group, and earn interest at the prevailing short-term investment rates ranging from 0.25% to 4.38%.

Interest earned for the years ended September 30, 2010, 2009 and 2008 amounted to ₱279 million, ₱120 million and ₱132 million, respectively (see Note 24).

## 8. Receivables

This account consists of:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Trade | | | |
| Installment contract receivables | **₱2,462,317,615** | ₱3,166,871,003 | ₱3,541,591,155 |
| Accrued rent receivables | **397,932,724** | 320,890,367 | 235,681,052 |
| Rental receivables (Note 18) | **262,144,720** | 238,719,742 | 252,087,471 |
| Hotel operations | **61,841,108** | 76,130,603 | 68,663,338 |
| | **3,184,236,167** | 3,802,611,715 | 4,098,023,016 |
| Affiliated companies (Note 18) | **2,044,343,678** | 93,126,774 | 94,757,880 |
| Others | **274,068,201** | 222,679,153 | 208,670,276 |
| | **5,502,648,046** | 4,118,417,642 | 4,401,451,172 |
| Less allowance for impairment losses | **51,484,917** | 49,459,776 | 48,459,175 |
| | **₱5,451,163,129** | ₱4,068,957,866 | ₱4,352,991,997 |

The installment contract receivables aggregating ₱2,462 million, ₱3,167 million and ₱2,221 million as of September 30, 2010, 2009 and 2008, respectively, included under installment contract receivables, are collectible in monthly installments over a period of one (1) to five (5) years and bear annual interest ranging from 8.20% to 9.75% computed on the diminishing balance of the principal.

Rental receivables from affiliated companies amounted to about ₱105 million, ₱162 million and ₱108 million as of September 30, 2010, 2009 and 2008, respectively. For the nature, terms and conditions of the receivables from affiliated companies please refer to Note 18.

The accrued rent receivables represent the portion of the lease recognized as income on a straight-line basis.

Other receivables consist primarily of advances to suppliers and accruals of interest on short-term investments.

Allowance for Impairment Losses on Trade Receivables

As of September 30, 2010, 2009 and 2008, trade receivables with carrying value of ₱51 million and ₱49 million and ₱48 million were impaired and fully provided for. Changes in allowance for impairment losses on trade receivables follow:

**2010**

| | Individual Assessment | | | Collective Assessment | |
|---|---|---|---|---|---|
| | **Installment Contract Receivables** | **Rental Receivable** | **Hotels Operations** | **Installment Contract Receivables** | **Total** |
| Balances at October 1, 2009 | **₱542,358** | **₱20,512,893** | **₱9,404,525** | **₱19,000,000** | **₱49,459,776** |
| Provision for impairment losses (Note 21) | **–** | **–** | **2,025,141** | **–** | **2,025,141** |
| Balances at September 30, 2010 | **₱542,358** | **₱20,512,893** | **₱11,429,666** | **₱19,000,000** | **₱51,484,917** |

2009

| | Individual Assessment | | | Collective Assessment | |
|---|---|---|---|---|---|
| | Installment Contract Receivables | Rental Receivable | Hotels Operations | Installment Contract Receivables | Total |
| Balances at October 1, 2008 | ₱542,358 | ₱20,512,893 | ₱8,403,924 | ₱19,000,000 | ₱48,459,175 |
| Provision for impairment losses (Note 21) | – | – | 1,000,601 | – | 1,000,601 |
| Balances at September 30, 2009 | ₱542,358 | ₱20,512,893 | ₱9,404,525 | ₱19,000,000 | ₱49,459,776 |

2008

| | Individual Assessment | | | Collective Assessment | |
|---|---|---|---|---|---|
| | Installment Contract Receivables | Rental Receivable | Hotels Operations | Installment Contract Receivables | Total |
| Balances at October 1, 2007 | ₱542,358 | ₱4,837,203 | ₱5,097,510 | ₱19,000,000 | ₱29,477,071 |
| Provision for impairment losses (Note 21) | – | 15,675,690 | 3,306,414 | – | 18,982,104 |
| Balances at September 30, 2008 | ₱542,358 | ₱20,512,893 | ₱8,403,924 | ₱19,000,000 | ₱48,459,175 |

Aging Analysis

The aging analysis of the Group's receivables follows:

**2010**

| | | | Past Due But Not Impaired | | | | |
|---|---|---|---|---|---|---|---|
| | **Total** | **Neither Past Due Nor Impaired** | **Less than 30 days** | **30 to 60 days** | **60 to 90 days** | **Over 90 days** | **Past Due and Impaired** |
| Trade receivables | | | | | | | |
| Installment contract receivables | **₱2,462,317,615** | **₱1,190,007,518** | **₱278,802,201** | **₱449,232,704** | **₱102,594,204** | **₱422,680,988** | **₱19,000,000** |
| Rental receivables | **262,144,720** | **144,999,130** | **16,179,252** | **4,061,751** | **2,335,489** | **74,056,205** | **20,512,893** |
| Accrued rent receivables | **397,932,724** | **397,932,724** | **–** | **–** | **–** | **–** | **–** |
| Hotel operations | **61,841,108** | **31,768,337** | **17,031,150** | **4,660,827** | **Ĉ□667,432** | **3,741,863** | **11,972,024** |
| Affiliated companies (Note 18) | **2,044,343,678** | **2,044,343,678** | **–** | **–** | **–** | **–** | **–** |
| Others | **273,308,201** | **273,308,201** | **–** | **–** | **–** | **–** | **–** |
| | **₱5,501,888,046** | **₱4,082,359,588** | **₱312,012,603** | **₱457,955,282** | **₱106,597,125** | **₱500,479,056** | **₱51,484,917** |

2009

| | Total | Neither Past Due Nor Impaired | Past Due But Not Impaired: Less than 30 days | 30 to 60 days | 60 to 90 days | Over 90 days | Past Due and Impaired |
|---|---|---|---|---|---|---|---|
| Trade receivables | | | | | | | |
| Installment contract receivables | ₱3,166,871,003 | ₱2,847,977,762 | ₱49,835,054 | ₱17,329,617 | ₱27,428,275 | ₱205,300,295 | ₱19,000,000 |
| Rental receivables | 238,719,742 | 131,050,306 | 39,725,087 | 5,982,170 | 419,645 | 41,029,641 | 20,512,893 |
| Accrued rent receivables | 320,890,367 | 320,890,367 | – | – | – | – | – |
| Hotel operations | 76,130,603 | 37,983,835 | 12,535,280 | 7,095,504 | 3,366,052 | 5,203,049 | 9,946,883 |
| Affiliated companies (Note 18) | 93,126,774 | 93,126,774 | – | – | – | – | – |
| Others | 222,679,153 | 222,679,153 | – | – | – | – | – |
| | ₱4,118,417,642 | ₱3,653,708,197 | ₱102,095,421 | ₱30,407,291 | ₱31,213,972 | ₱251,532,985 | ₱49,459,776 |

2008

| | Total | Neither Past Due Nor Impaired | Past Due But Not Impaired: Less than 30 days | 30 to 60 days | 60 to 90 days | Over 90 days | Past Due and Impaired |
|---|---|---|---|---|---|---|---|
| Trade receivables | | | | | | | |
| Installment contract receivables | ₱3,541,591,155 | ₱3,102,754,751 | ₱97,967,424 | ₱95,629,787 | ₱49,094,434 | ₱177,144,759 | ₱19,000,000 |
| Rental receivables | 252,087,471 | 124,378,250 | 1,737,728 | 7,226,497 | 42,613 | 98,189,490 | 20,512,893 |
| Accrued rent receivables | 235,681,052 | 235,681,052 | – | – | – | – | – |
| Hotel operations | 77,609,620 | 36,027,130 | 14,231,936 | 3,643,128 | 1,522,357 | 13,238,787 | 8,946,282 |
| Affiliated companies (Note 18) | 94,757,880 | 94,757,880 | – | – | – | – | – |
| Others | 208,670,276 | 208,670,276 | – | – | – | – | – |
| | ₱4,410,397,454 | ₱3,802,269,339 | ₱113,937,088 | ₱106,499,412 | ₱50,659,404 | ₱288,573,036 | ₱48,459,175 |

## 9. Subdivision Land, Condominium and Residential Units for Sale

This account consists of:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Land and condominium units | **₱4,958,089,821** | ₱4,430,344,379 | ₱4,166,822,641 |
| Residential units and subdivision land development costs | **1,239,217,994** | 653,819,663 | 557,552,258 |
| | **₱6,197,307,815** | ₱5,084,164,042 | ₱4,724,374,899 |

The subdivision land, condominium and residential units for sale are carried at cost (see Note 10). No amount of write down is recognized as expense for the years ended September 30, 2010, 2009 and 2008.

The amount of subdivision land, condominium and residential units for sale recognized as expense in the consolidated statement of comprehensive income amounted to ₱1,745 million, ₱2,304 million and ₱3,302 million for the years ended September 30, 2010, 2009 and 2008, respectively (see Note 20).

There are no subdivision land, condominium and residential units for sale as of September 30, 2010, 2009 and 2008 that are pledged as security to liabilities.

## 10. Investment Properties

The rollforward analysis of this account follows:

**2010**

| | Land | Land Improvements | Buildings and Improvements | Theater Furniture and Equipment | Construction In Progress | Total |
|---|---|---|---|---|---|---|
| **Cost** | | | | | | |
| At October 1, 2009 | ₱9,958,029,539 | ₱58,465,680 | ₱26,027,435,530 | ₱260,137,142 | ₱2,651,257,533 | ₱38,955,325,424 |
| Additions | 1,706,098,306 | 1,630,357 | 895,215,545 | 42,243,750 | 1,814,322,856 | 4,459,510,814 |
| Retirements/disposals | – | – | – | – | – | – |
| Reclassifications/transfers | | 5,340,906 | 2,742,466,842 | 21,479,813 | (2,970,778,193) | (201,490,632) |
| At September 30, 2010 | 11,664,127,845 | 65,436,943 | 29,665,117,917 | 323,860,705 | 1,494,802,196 | 43,213,345,606 |
| **Accumulated Depreciation and Amortization** | | | | | | |
| At October 1, 2009 | – | 44,277,123 | 9,403,733,141 | 213,334,787 | – | 9,661,345,051 |
| Depreciation and amortization (Note 22) | – | 3,558,604 | 1,593,217,891 | 21,653,014 | – | 1,618,429,509 |
| Reclassifications/transfers | – | – | | – | – | – |
| At September 30, 2010 | – | 47,835,727 | 10,996,951,032 | 234,987,801 | – | 11,279,774,560 |
| **Net Book Value as of September 30, 2010** | ₱11,664,127,845 | ₱17,601,216 | ₱18,668,166,885 | ₱88,872,904 | ₱1,494,802,196 | ₱31,933,571,046 |

2009

| | Land | Land Improvements | Buildings and Improvements | Theater Furniture and Equipment | Construction In Progress | Total |
|---|---|---|---|---|---|---|
| **Cost** | | | | | | |
| At October 1, 2008 | ₱9,862,661,566 | ₱58,340,680 | ₱23,172,087,520 | ₱254,274,144 | ₱2,454,179,853 | ₱35,801,543,763 |
| Additions | 187,949,749 | 125,000 | 702,204,761 | 5,862,998 | 2,350,220,929 | 3,246,363,437 |
| Retirements/disposals | (92,581,776) | – | – | – | – | (92,581,776) |
| Reclassifications/transfers | – | – | 2,153,143,249 | – | (2,153,143,249) | – |
| At September 30, 2009 | 9,958,029,539 | 58,465,680 | 26,027,435,530 | 260,137,142 | 2,651,257,533 | 38,955,325,424 |
| **Accumulated Depreciation and Amortization** | | | | | | |
| At October 1, 2008 | – | 39,991,185 | 8,006,713,709 | 194,034,512 | – | 8,240,739,406 |
| Depreciation and amortization (Note 22) | – | 4,285,938 | 1,397,019,432 | 19,300,275 | – | 1,420,605,645 |
| At September 30, 2009 | – | 44,277,123 | 9,403,733,141 | 213,334,787 | – | 9,661,345,051 |
| **Net Book Value as of September 30, 2009** | ₱9,958,029,539 | ₱14,188,557 | ₱16,623,702,389 | ₱46,802,355 | ₱2,651,257,533 | ₱29,293,980,373 |

2008

| | Land | Land Improvements | Buildings and Improvements | Theater Furniture and Equipment | Construction In Progress | Total |
|---|---|---|---|---|---|---|
| **Cost** | | | | | | |
| At October 1, 2007 | ₱8,310,446,730 | ₱56,219,266 | ₱19,789,730,810 | ₱254,274,144 | ₱2,581,129,626 | ₱30,991,800,576 |
| Additions | 1,578,638,498 | 944,206 | 1,422,772,549 | – | 1,833,811,596 | 4,836,166,849 |
| Retirements/disposals | (26,423,662) | – | – | – | – | (26,423,662) |
| Reclassifications/transfers | – | 1,177,208 | 1,959,584,161 | – | (1,960,761,369) | – |
| At September 30, 2008 | 9,862,661,566 | 58,340,680 | 23,172,087,520 | 254,274,144 | 2,454,179,853 | 35,801,543,763 |
| **Accumulated Depreciation and Amortization** | | | | | | |
| At October 1, 2007 | – | 35,110,787 | 6,704,099,761 | 174,537,691 | – | 6,913,748,239 |
| Depreciation and amortization (Note 22) | – | 4,880,398 | 1,302,613,948 | 19,496,821 | – | 1,326,991,167 |
| At September 30, 2008 | – | 39,991,185 | 8,006,713,709 | 194,034,512 | – | 8,240,739,406 |
| **Net Book Value as of September 30, 2008** | ₱9,862,661,566 | ₱18,349,495 | ₱15,165,373,811 | ₱60,239,632 | ₱2,454,179,853 | ₱27,560,804,357 |

The investment properties consisted mainly of land held for appreciation, and shopping malls or commercial centers and office buildings that are held to earn rentals.

Depreciation and amortization expense charged to operations amounted to ₱1,618 million, ₱1,421 million and ₱1,327 million for the period ended September 30, 2010, 2009 and 2008, respectively (see Note 22).

Borrowing costs capitalized to subdivision land, condominium and residential units for sale and investment properties under construction amounted to about ₱985 million, ₱631 million and ₱331 million in 2010, 2009 and 2008, respectively. The capitalization rate used to determine the amount of borrowing costs eligible for capitalization in 2010, 2009 and 2008 ranges from 7.47% to 12.00%.

The fair value of investment properties, which has been determined based on valuations performed by independent professional qualified appraisers as of September 30, 2009, exceeds its carrying cost. The fair value represents the amount at which the assets could be exchanged between a knowledgeable, willing buyer and a knowledgeable, willing seller in an arm's length transaction at the date of valuation. The aggregate fair value as of the date of appraisal amounted to ₱49,744 million.

The value of the investment properties was arrived at using the *Market Data Approach*. In this approach, the value of the investment properties is based on sales and listings of comparable property registered in the vicinity. The technique of this approach requires the establishment of comparable property by reducing reasonable comparative sales and listings to a common denominator. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as basis of comparison are situated within the immediate vicinity of the subject property.

Property operations and maintenance costs arising from investment properties amounted to ₱431million, ₱341 million and ₱369 million for the period ended September 30, 2010, 2009 and 2008, respectively (see Note 20).

There are no investment properties and other investments as of September 30, 2010, 2009 and 2008 that are pledged as security to liabilities.

## 11. Property and Equipment

The rollforward analysis of this account follows:

**2010**

| | Land | Land Improvements | Buildings and Improvements | Other Equipment | Total |
|---|---|---|---|---|---|
| **Cost** | | | | | |
| At October 1, 2009 | **₱173,086,946** | **₱21,498,582** | **₱2,629,603,763** | **₱1,503,954,857** | **₱4,328,144,148** |
| Additions | – | **8,571,817** | **69,871,120** | **160,329,535** | **238,772,472** |
| Retirements/disposal | – | – | – | **(757,849)** | **(757,849)** |
| Reclassifications/transfers | – | – | **201,490,632** | – | **201,490,632** |
| At September 30, 2010 | **173,086,946** | **30,070,399** | **2,900,965,515** | **1,663,526,543** | **4,767,649,403** |
| **Accumulated Depreciation and Amortization** | | | | | |
| At October 1, 2009 | – | **16,242,906** | **1,044,229,013** | **1,082,939,450** | **2,143,411,369** |
| Depreciation and amortization (Note 22) | – | **3,012,411** | **141,016,504** | **149,740,444** | **293,769,359** |
| Retirements/disposal | – | – | – | **(467,239)** | **(467,239)** |
| At September 30, 2010 | – | **19,255,317** | **1,185,245,517** | **1,232,212,655** | **2,436,713,489** |
| **Net Book Value as of September 30, 2010** | **₱173,086,946** | **₱10,815,082** | **₱1,715,719,998** | **₱431,313,888** | **₱2,330,935,914** |

2009

| | Land | Land Improvements | Buildings and Improvements | Other Equipment | Total |
|---|---|---|---|---|---|
| **Cost** | | | | | |
| At October 1, 2008 | ₱173,086,946 | ₱3,195,681 | ₱2,242,912,992 | ₱1,307,022,297 | ₱3,726,217,916 |
| Additions | – | – | 386,690,771 | 218,066,372 | 604,757,143 |
| Retirements/disposal | – | – | – | (2,830,911) | (2,830,911) |
| Reclassifications/transfers | – | 18,302,901 | – | (18,302,901) | – |
| At September 30, 2009 | 173,086,946 | 21,498,582 | 2,629,603,763 | 1,503,954,857 | 4,328,144,148 |
| **Accumulated Depreciation and Amortization** | | | | | |
| At October 1, 2008 | – | 3,195,681 | 916,818,739 | 977,197,173 | 1,897,211,593 |
| Depreciation and amortization (Note 22) | – | – | 127,410,274 | 120,830,376 | 248,240,650 |
| Retirements/disposal | – | – | – | (2,040,874) | (2,040,874) |
| Reclassifications/transfers | – | 13,047,225 | – | (13,047,225) | – |
| At September 30, 2009 | – | 16,242,906 | 1,044,229,013 | 1,082,939,450 | 2,143,411,369 |
| **Net Book Value as of September 30, 2009** | ₱173,086,946 | ₱5,255,676 | ₱1,585,374,750 | ₱421,015,407 | ₱2,184,732,779 |

2008

| | Land | Land Improvements | Buildings and Improvements | Other Equipment | Total |
|---|---|---|---|---|---|
| **Cost** | | | | | |
| At October 1, 2007 | ₱173,086,946 | ₱2,497,440 | ₱2,231,273,066 | ₱1,186,379,483 | ₱3,593,236,935 |
| Additions | – | 698,241 | 18,827,752 | 131,213,796 | 150,739,789 |
| Retirements/disposal | – | – | (7,187,826) | (10,570,982) | (17,758,808) |
| At September 30, 2008 | 173,086,946 | 3,195,681 | 2,242,912,992 | 1,307,022,297 | 3,726,217,916 |
| **Accumulated Depreciation and Amortization** | | | | | |
| At October 1, 2007 | – | 2,497,440 | 800,854,425 | 880,059,188 | 1,683,411,053 |
| Depreciation and amortization (Note 22) | – | 698,241 | 120,690,308 | 109,482,515 | 230,871,064 |
| Retirements/disposal | – | – | (4,725,994) | (12,344,530) | (17,070,524) |
| At September 30, 2008 | – | 3,195,681 | 916,818,739 | 977,197,173 | 1,897,211,593 |
| **Net Book Value as of September 30, 2008** | ₱173,086,946 | ₱– | ₱1,326,094,253 | ₱329,825,124 | ₱1,829,006,323 |

Depreciation and amortization expense charged to operations amounted to ₱294 million, ₱248 million and ₱231 million for the period ended September 30, 2010, 2009 and 2008, respectively (see Note 22).

Land and certain building improvements with a carrying net book value of ₱1,300 million has an appraised value of ₱4,700 million as of September 30, 2008.

There are no property and equipment items as of September 30, 2010, 2009 and 2008 that are pledged as security to liabilities.

## 12. **Other Assets**

This account consists of:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Value-added input tax | **₱586,892,577** | ₱665,505,765 | ₱725,139,318 |
| Advances to lot owners (Notes 29 and 30) | **237,697,706** | 226,847,680 | 230,782,624 |
| Utility deposits (Notes 29 and 30) | **216,839,154** | 202,695,993 | 159,797,619 |
| Investment in preferred shares of stocks | **210,000,000** | – | – |
| Advances to suppliers and contractors | **122,916,608** | 12,507,954 | 3,743,538 |
| Derivative asset (Note 29) | **111,066,241** | 102,985,391 | – |
| Prepaid expenses | **92,579,519** | 109,810,396 | 69,317,532 |
| Supplies | **37,586,154** | 29,287,698 | 31,126,241 |
| Receivable from Meralco (Notes 28, 29 and 30) | **6,890,300** | 24,415,226 | 43,272,925 |
| Advances to ASNC | **–** | 487,805,693 | – |
| Others | **68,083,574** | 59,914,041 | 61,122,960 |
| | **₱1,690,551,833** | ₱1,921,775,837 | ₱1,324,302,757 |

The value-added input tax can be applied against value-added output tax. The remaining balance is recoverable in future periods.

In May 2010, the advances to ASNC, for the construction and development of the commercial complex, has been converted to investment in capital stock of ASNC (see Note 2).

Advances to lot owners consist of advance payments to land owners which will be applied against the acquisition cost of the real properties that will be acquired.

Utility deposits consist primarily of bid bonds and meter deposits.

Prepaid expenses consist mainly of prepayments for taxes and insurance.

Advances to suppliers/contractors consist of advance payment to supplier or contractors which will be applied against the final billing.

Derivative assets arises from interest rate swap agreement entered by the Group with a total notional amount of ₱2,000 million to hedge its interest rate exposures on the Inverse Floating Rate Notes bearing an interest rate of 15.70% less three (3) month benchmark rate (PDST-F) (see Note 15). The interest rate swap has a term of five (5) years and interest exchange is every 5th day of March, June, September and December.

## 13. **Accounts Payable and Accrued Expenses**

This account consists of:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Accrued taxes and licenses, bonus and other liabilities | **₱2,623,782,761** | ₱3,176,874,059 | ₱3,053,103,605 |
| Accounts payable (Note 18) | **1,236,170,341** | 1,707,898,821 | 2,099,810,450 |
| Accrued rent expense | **1,031,523,717** | 875,749,479 | 766,169,414 |
| Pension liabilities (Note 27) | **41,584,780** | 28,453,776 | 15,777,396 |
| Dividends payable | **7,568,707** | 7,002,600 | 6,000,198 |

| | | | |
|---|---|---|---|
| | **₱4,940,630,306** | ₱5,795,978,735 | ₱5,940,861,063 |

Accounts payable - trade and accrued expenses are normally settled within one (1) year.

The accounts payable mainly includes unpaid billings from suppliers and contractors.

The accrued rent expense represents the unpaid portion of the lease recognized as expense on a straight-line basis.

## 14. Deposits and Other Liabilities

This account consists of:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Deposits from lessees - net (Note 30) | **₱1,854,494,897** | ₱1,409,832,860 | ₱1,271,304,764 |
| Deposits from real estate buyers (Note 30) | **1,733,617,525** | 1,569,294,477 | 1,417,602,647 |
| Payables to affiliated companies (Notes 18 and 30) | **134,390,653** | 120,448,784 | 1,189,250,880 |
| Advances and others | **414,977,844** | 389,488,728 | 399,861,431 |
| | **₱4,137,480,919** | ₱3,489,064,849 | ₱4,278,019,722 |

Deposits from real estate buyers represent cash received in advance which shall be applied against the total contract price as soon as the contractual obligation of the real estate buyer has begun. The deposits from real estate are normally applied against the total contract price within a year from the date the deposits were made.

Included in Deposits from real estate buyers are cash collections in excess of the installment contract receivables recognized under the percentage-of-completion method which amounted to ₱1,733 million, ₱1,021 million and ₱381 million as of September 30, 2010, 2009 and 2008, respectively.

The Deposits from lessees represent cash received in advance equivalent to three (3) to six (6) months rent which shall be refunded to lessees at the end of lease term. The Group recognized Discount on deposits from lessees amounting to ₱97 million, ₱101 million and ₱103 million as of September 30, 2010, 2009 and 2008, respectively. The related interest expense on the discount amounted to ₱71 million, ₱69 million and ₱61 million in 2010, 2009 and 2008, respectively (see Note 24). The Deposits from lessees was discounted using PDST-F rate plus 2% spread.

The Unearned rental income amounted to ₱82 million, ₱91 million and ₱94 million as of September 30, 2010, 2009 and 2008, respectively. The rental income on amortization of unearned rental income amounted to ₱72 million, ₱53 million and ₱47 million in 2010, 2009 and 2008, respectively.

For the nature, terms and conditions of the payables to affiliated companies please refer to Note 18.

## 15. **Loans Payable**

This account consists of:

| | **Principal Amount** | **2010** | 2009 | 2008 |
|---|---|---|---|---|
| Loan from ING, Manila and Security Bank Corporation (SBC) under the Development Bank of the Philippines (DBP)-JBIC - 5 loan facility at fixed interest rate of 9.2% per annum + 1.5% margin payable in nine (9) semi-annual payments starting October 2005 | **₱1,000,000,000** | **₱–** | ₱115,000,000 | ₱340,000,000 |
| Five-year and one day loan maturing on May 29, 2012 with fixed rate at 6.375%, interest payable semi-annually in arrears on the last day of each six-month interest period | **3,000,000,000** | **3,000,000,000** | 3,000,000,000 | 3,000,000,000 |
| Notes subscribed to by Land Bank of the Philippines (LBP), China Banking Corporation (CBC), Hongkong Shanghai Banking Corporation (HSBC) and SBC under the Inverse Floating Rate Notes Facility Agreement maturing on June 6, 2013 bearing an interest rate of 15.7% less the 3-month benchmark rate (PDST-F), and a tenor of 5 years + 1 day; interest is payable quarterly, in arrears, on the last day of each 3-month interest period | **2,000,000,000** | **2,000,000,000** | 2,000,000,000 | 2,000,000,000 |
| Five-year and one day loan maturing on July 14, 2014 with fixed rate at 8.5%, interest payable semi-annually in arrears on the last day of each six-month interest period | **5,000,000,000** | **5,000,000,000** | 5,000,000,000 | – |
| Five-year and one day loan maturing on August 27, 2014 with fixed rate at 8.25%, interest payable semi-annually in arrears on the last day of each six-month interest period | **5,000,000,000** | **5,000,000,000** | 5,000,000,000 | – |
| Short-term Loans from Banco de Oro Unibank Inc. (BDO) | – | – | – | 677,000,000 |
| | **₱16,000,000,000** | **₱15,000,000,000** | ₱15,115,000,000 | ₱6,017,000,000 |

Loans Payable due in May 2012
On May 24, 2007, the Group issued ₱3,000 million Fixed rate Corporate Note Facility constituting direct, unconditional, unsubordinated, general and unsecured obligations of the Group ranking at least pari passu in all respects and rateably without preference or priority (except for any statutory preference or priority applicable in the winding-up of the Group) with all other outstanding unsecured and unsubordinated obligations of the Group. The term of the bonds is five (5) years and one (1) day from issue date.

The interest rate is at 6.375% per annum and shall be payable semi-annually, computed based on the outstanding balance with payments commencing on the issue date and ending on the maturity date.

Total borrowing costs capitalized to subdivision land, condominium and residential units for sale and investment properties and other investments under construction amounted to ₱191 million, ₱194million and ₱194 million in 2010, 2009 and 2008, respectively.

*Debt Covenants*
The Group is required to maintain a debt to equity ratio not exceeding 1.5:1 and interest coverage ratio of not less than 1.5:1. The Group must ensure that it will remain at least fifty-one percent (51%) owned by the JG Summit Group. The Group has complied with the debt covenants.

Loans Payable due in June 2013
On June 4, 2008, the Group issued ₱2,000 million Inverse Floating Rate Notes Facility constituting direct, unconditional, unsubordinated, general and unsecured obligations of the Group ranking at least pari passu in all respects and rateably without preference or priority (except for any statutory preference or priority applicable in the winding-up of the Group) with all other outstanding unsecured and unsubordinated obligations (contingent or otherwise, present and future) of the Group. The term of the bond is five (5) years and one (1) day from issue date.

The interest rate is at 15.70% less the 3-month Benchmark Rate on an interest determination date rounded off to the nearest 1/100 or 1% per annum and shall be payable quarterly, computed based on the outstanding balance with payments commencing on the issue date and ending on the maturity date.

Total borrowing costs capitalized to subdivision land, condominium and residential units for sale and investment properties and other investments under construction amounted to ₱176 million, ₱179 million and ₱62 million in 2010, 2009 and 2008, respectively.

*Debt Covenants*
The Group is required to maintain a debt to equity ratio not exceeding 1.5:1 and interest coverage ratio of not less than 1.5:1. The Group must ensure that it will remain at least fifty-one percent (51%) owned by the JG Summit Group. The Group has complied with the debt covenants.

Bonds Payable due in July 2014
On July 13, 2009, the Group issued ₱5,000 million bonds constituting direct, unconditional, unsubordinated and unsecured obligations of the Group ranking pari-passu in all respects and ratably without any preference or priority with all other outstanding unsecured and unsubordinated obligations of the Group. The proceeds shall be used for general corporate purposes, such as, but not limited to the financing various capital expenditures. The bond is payable with a lump-sum payment on July 14, 2014 or shall be redeemable at par upon maturity or on a date which is five (5) years and one (1) day from issue date.

The interest rate is at 8.5% per annum and shall be payable semi-annually, computed based on the outstanding balance with payments commencing on the issue date and ending on the maturity date. The payment of the interest shall begin on January 14, 2010.

Total borrowing costs capitalized to subdivision land, condominium and residential units for sale and investment properties and other investments under construction amounted to ₱430 million and ₱94 million in 2010 and 2009, respectively.

Bonds Payable due in August 2014
On August 26, 2009, the Group issued ₱5,000 million bonds constituting direct, unconditional, unsubordinated and unsecured obligations of the Group ranking pari-passu in all respects and ratably without any preference or priority with all other outstanding unsecured and unsubordinated obligations of the Group. The proceeds shall be used for general corporate purposes, such as, but not limited to the financing various capital expenditures. The bond is payable with a lump-sum payment on August 27, 2014 or shall be redeemable at par upon maturity or on a date which is five (5) years and one (1) day from issue date.

The interest rate is at 8.25% per annum and shall be payable semi-annually, computed based on the outstanding balance with payments commencing on the issue date and ending on the maturity date. The payment of the interest shall begin on February 27, 2010.

Total borrowing costs capitalized to subdivision land, condominium and residential units for sale and investment properties and other investments under construction ₱188 million and ₱41 million in 2010 and 2009, respectively.

*Debt Covenant*
The Group is required to maintain a debt to equity ratio not exceeding 1:5:1 ratio and interest coverage ratio of at least 1.5:1. The Group has complied with the debt covenant.

Aggregate borrowing costs capitalized to subdivision land, condominium and residential units for sale and investment properties amounted to ₱985 million, ₱631 million and ₱264 million in 2010, 2009 and 2008, respectively.

Details of the Group's loans payable by maturity follow:

| | Within 1 year | 1-2 years | 2-3 years | 3-4 years | 4-5 years | Total |
|---|---|---|---|---|---|---|
| **2010** | **₱–** | **₱–** | **₱5,000,000,000** | **₱10,000,000,000** | **₱–** | **₱15,000,000,000** |
| 2009 | ₱115,000,000 | ₱– | ₱– | ₱5,000,000,000 | ₱10,000,000,000 | ₱15,115,000,000 |
| 2008 | ₱1,017,000,000 | ₱– | ₱– | ₱3,000,000,000 | ₱2,000,000,000 | ₱6,017,000,000 |

16. **Retained Earnings**

*Restriction*
A portion of the unappropriated retained earnings representing the undistributed net earnings of subsidiaries amounting to ₱359 million, ₱345 million and ₱348 million as of September 30, 2010, 2009 and 2008, respectively, are not available for dividend declaration until received in the form of dividends.

*Dividends declared*
The Board of Directors (BOD) declared cash dividends in favor of all its stockholders as follows:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Date of declaration | **April 15, 2010** | April 16, 2009 | April 17, 2008 |
| Date of payment | **May 20, 2010** | June 10, 2009 | June 12, 2008 |
| Ex-dividend rate | **May 5, 2010** | May 15, 2009 | May 16, 2008 |
| Dividend per share | **₱0.48** | ₱0.25 | ₱0.53 |
| Total dividends | **₱1,312,794,844** | ₱686,729,614 | ₱1,455,866,782 |

*Appropriation*
On September 15, 2009, the BOD approved the additional appropriation of ₱7,000 million, out of the unappropriated retained earnings, to support the capital expenditure requirement of the Group.

On May 14, 2003, the BOD approved the appropriation of ₱3,500 million, out of the unappropriated retained earnings, for future expansion.

## 17. **Capital Stock**

The details of the number of common shares and the movements thereon follow:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Authorized - at ₱1 par value | **3,000,000,000** | 3,000,000,000 | 3,000,000,000 |
| At beginning of the period | **2,746,918,457** | 2,746,918,457 | 2,746,918,457 |
| Treasury | **(221,834,657)** | – | – |
| Issued and outstanding | **2,525,083,800** | 2,746,918,457 | 2,746,918,457 |

Increase in Authorized Capital Stock
On November 19, 2010, the Board of Directors (BOD) authorized the increase in the authorized capital stock of the Company from ₱3,000,000,000 common shares with par value of ₱1.00 per share to ₱8,200,000,000 common shares with par value of ₱1.00 per share.

Treasury Shares
On October 22, 2009, the Parent Company's BOD approved the creation and implementation of a share buy-back program allotting up to ₱1,000 million to reacquire a portion of the Parent Company's issued and outstanding common shares, representing approximately 3.1% of current market capitalization.

As of September 30, 2010, the Company has repurchased a total of 17,698,000 shares for a total purchase price of ₱222 million at an average price of ₱12.53 per share.

In October 2006, the Parent Company offered primary and secondary share offerings (including Optional Shares) that were fully subscribed by both foreign and local investors. Net proceeds from the primary offering amounted to about ₱5,234 million. The amount representing excess of subscription price over the par value of the primary share offering amounting to about ₱4,784 million was credited to additional paid-in capital for the period ended September 30, 2007.

Capital Management
The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximize shareholder value. The Group manages its capital structure and makes adjustments to these ratios in light of changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend payment to shareholders, return capital structure or issue capital securities. No changes have been made in the objective, policies and processes as they have been applied in previous years.

The Group monitors its use of capital structure using a debt-to-capital ratio which is gross debt divided by total equity. The Group includes within gross debt all interest-bearing loans and borrowings, while capital represents total equity. Following is a computation of the Group's debt-to-capital ratio as of September 30, 2010 and 2009.

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| (a) Loans payable (Note 15) | **₱15,000,000,000** | ₱15,115,000,000 | ₱6,017,000,000 |
| (b) Equity | **₱27,737,205,566** | ₱25,566,476,177 | ₱22,986,969,524 |
| (c) Debt-to-capital ratio (a/b) | **0.54:1** | 0.59:1 | 0.26:1 |

The Group's policy is to limit the debt-to-capital ratio at the 1.5:1 level. This policy is consistent with the requirements under the Group's debt covenants with lenders.

## 18. Related Party Transactions

Transactions between related parties are based on terms similar to those offered to nonrelated parties. Related party transactions are made under the normal course of business. Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions; and the parties are subject to common control or common significant influence. Related parties may be individuals or corporate entities (referred herein as affiliates).

The Group, in the normal course of business, has transactions with its major stockholder, JGSHI and its affiliated companies consisting principally of lease arrangements and advances (both interest and non interest bearing), principally for working capital requirement, including construction costs.

Affiliates are entities that are owned and controlled by JGSHI and neither a subsidiary or associate of the Group. These affiliates are effectively sister companies of the Group by virtue of ownership of JGSHI.

JGSHI also provides the Group certain corporate services including debt management, corporate finance, corporate planning, procurement, human resources, legal and corporate communications.

The Group also leases commercial properties to affiliated companies. Rental income arising from the lease of commercial properties to affiliated companies amounted to about ₱1,263 million, ₱905 million and ₱865 million in 2010, 2009 and 2008, respectively (see Note 6). There are no intersegment sales.

The Group also maintains savings and current accounts and time deposits with Robinsons Savings Bank, an affiliated local commercial bank. The balances as of September 30 follow:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Savings and current accounts | **₱23,156,452** | ₱43,959,441 | ₱32,660,266 |
| Short-term investments | **2,740,883,543** | 123,197,650 | 285,244,392 |
| | **₱2,764,039,995** | ₱167,157,091 | ₱317,904,658 |

*Loans from shareholders*
As of September 30, 2010, 2009 and 2008, a subsidiary has outstanding noninterest-bearing advances from Winsome Development Corporation, a non controlling stockholder, for working capital requirement amounting to ₱104 million (see Note 13). The advances are included in the "Accounts payable" account under the "Accounts payable and accrued expenses" in the consolidated statement of financial position.

As of September 30, 2010, 2009 and 2008, the net receivable (payable) to affiliated companies amounted to ₱1,908 million, (₱27 million) and (₱1,094 million), respectively. Details are as follow:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Receivable from affiliated companies (Notes 8 and 30) | | | |
| JGSHI | **₱1,920,690,302** | ₱– | ₱– |
| Digital Telecommunication Inc. | **39,708,187** | 39,926,434 | 39,890,765 |
| Robinsons Recreation Corporation | **11,353,023** | 11,351,620 | 11,326,607 |
| Universal Robina Corporation | **12,644,234** | 6,156,389 | 8,605,539 |
| Others | **59,947,932** | 35,692,331 | 34,934,969 |
| | **2,044,343,678** | 93,126,774 | 94,757,880 |
| Payable to affiliated companies (Notes 14 and 30) | | | |
| WINSOME | **(75,010,000)** | | |
| Westpoint Industrial Mills | **(22,819,452)** | (22,819,452) | (22,950,417) |
| JGSHI | **–** | (33,828,465) | (1,098,928,503) |
| Others | **(36,561,201)** | (63,800,867) | (67,371,960) |
| | **(134,390,653)** | (120,448,784) | (1,189,250,880) |
| Net receivable payable to affiliated companies | **₱1,909,953,025** | (₱27,322,010) | (₱ 1,094,493,000) |

The receivable from JGSHI earned interest at prevailing market rate and this amounted to ₱161 million in 2010. The receivable was collected in November 2010.

Other receivables from affiliates account consists primarily of receivables from Shrine Galleria Corporation, JG Summit Capital and Universal Corn Products.

Other payables from affiliates account consists primarily of payables to Robina Farms, CFC Corporation and Orient Petroleum.

Outstanding balances as of September 30, 2010, which are unsecured and interest free, are all due within one (1) year. On February 14, 2006, the ₱2,500 million JGSHI loan was obtained with interest at 9% payable quarterly while the principal is payable on single balloon payment after three (3) years. The entire ₱2,500 million was fully paid as of September 30, 2007.

*Terms and conditions of transactions with related parties*
Outstanding balances at year-end are unsecured and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. The Group has not recognized any impairment losses on amounts due from related parties for the years ended September 30, 2010, 2009 and 2008. This assessment is undertaken each financial year through a review of the financial position of the related party and the market in which the related party operates.

<u>Compensation of Key Management Personnel</u>
The compensation of the Group's key management personnel by benefit type follows (see Note 23):

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Short term employee benefits | **₱487,468,400** | ₱466,196,967 | ₱433,704,305 |
| Post-employment benefits (Note 27) | **21,248,965** | 19,328,400 | 39,286,400 |

| | | | |
|---|---|---|---|
| | **₱508,717,365** | ₱485,525,367 | ₱472,990,705 |

## 19. Revenue

This account consists of:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Real estate | | | |
| Rental income (Notes 18 and 32) | **₱5,588,305,712** | ₱5,143,095,179 | ₱4,375,623,429 |
| Real estate sale | **2,720,062,815** | 3,903,963,162 | 4,942,149,125 |
| Amusement income | **691,070,543** | – | – |
| Others | **448,148,632** | 415,447,070 | 233,727,686 |
| | **9,447,587,702** | 9,462,505,411 | 9,551,500,240 |
| Hotel operations | | | |
| Rooms | **665,425,855** | 593,396,475 | 636,336,824 |
| Food and beverage | **437,973,257** | 398,818,700 | 439,081,026 |
| Others | **43,915,486** | 41,016,521 | 60,402,777 |
| | **1,147,314,598** | 1,033,231,696 | 1,135,820,627 |
| | **₱10,652,424,220** | ₱10,495,737,107 | ₱10,687,320,867 |

## 20. Costs

This account consists of:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Real Estate | | | |
| Cost of real estate sale (Note 9) | **₱1,745,032,612** | ₱2,304,166,017 | ₱3,302,412,914 |
| Depreciation and amortization (Notes 10, 11 and 22) | **1,711,386,218** | 1,486,071,942 | 1,384,108,499 |
| Film rentals expense | **309,970,334** | – | – |
| Maintenance costs (Note 10) | **219,782,623** | 152,311,784 | 147,746,528 |
| Others | **148,642,261** | 187,846,269 | 260,780,821 |
| | **4,134,814,048** | 4,130,396,012 | 5,095,048,762 |
| Hotel Operations | | | |
| Cost of sale | **164,849,924** | 137,338,511 | 137,135,734 |
| Property operations and maintenance costs (Note 10) | **206,927,449** | 188,908,781 | 221,020,607 |
| Depreciation and amortization (Notes 10, 11 and 22) | **200,812,650** | 182,774,353 | 173,753,732 |
| Others (Note 23) | **424,316,369** | 396,853,653 | 415,614,272 |
| | **996,906,392** | 905,875,298 | 947,524,345 |
| | **₱5,131,720,440** | ₱5,036,271,310 | ₱6,042,573,107 |

## 21. General and Administrative Expenses

This account consists of:

| | 2010 | 2009 | 2008 |
|---|---|---|---|
| Salaries and wages (Notes 18, 23 and 27) | **₱367,370,141** | ₱352,580,249 | ₱312,349,261 |
| Taxes and licenses | **316,976,296** | 236,908,362 | 161,405,245 |
| Advertising and promotions | **285,976,028** | 199,825,182 | 241,719,505 |
| Commission | **253,316,134** | 224,761,947 | 255,072,640 |
| Rent expense (Note 32) | **158,400,664** | 156,097,564 | 159,137,863 |
| Light, water and communication (Note 28) | **53,427,953** | 53,017,210 | 58,020,759 |
| Insurance | **37,756,695** | 35,006,496 | 33,958,908 |
| Donation | **37,696,344** | 23,178,581 | 10,780,336 |
| Supplies expense | **27,231,435** | 13,991,651 | 14,291,202 |
| Travel and transportation | **26,320,363** | 19,785,993 | 22,449,873 |
| Entertainment, amusement and recreation | **8,486,948** | 9,656,765 | 20,959,647 |
| Provision for impairment losses (Note 8) | **2,025,141** | 1,000,601 | 18,982,104 |
| Others | **20,299,273** | 22,707,883 | 6,356,487 |
| | **₱1,595,283,415** | ₱1,348,518,484 | ₱1,315,483,830 |

Revenue Regulations No. 10-2002 define expenses to be classified as entertainment, amusement and representation (EAR) expenses and sets a limit for the amount that is deductible for tax purposes. EAR expenses are limited to 0.5% of net sales for sellers of goods or properties or 1% of net revenue for sellers of services. For sellers of both goods or properties and services, an apportionment formula is used in determining the ceiling on such expenses.

## 22. Depreciation and Amortization

Depreciation and amortization are distributed as follows:

| | 2010 | 2009 | 2008 |
|---|---|---|---|
| Real estate (Notes 10, 11 and 20) | **₱1,711,386,218** | ₱1,486,071,942 | ₱1,384,108,499 |
| Hotel operations (Notes 11 and 20) | **200,812,650** | 182,774,353 | 173,753,732 |
| | **₱1,912,198,868** | ₱1,668,846,295 | ₱1,557,862,231 |

## 23. Personnel Expenses

Personnel expenses consist of (see Notes 18 and 21):

| | 2010 | 2009 | 2008 |
|---|---|---|---|
| Salaries, wages and other staff costs | **₱435,332,938** | ₱430,317,859 | ₱411,994,523 |
| Pension expense (Note 27) | **21,248,965** | 19,328,400 | 39,286,400 |
| SSS contributions, PAG-IBIG contributions, premiums and others | **52,135,462** | 35,879,108 | 21,709,782 |
| | **₱508,717,365** | ₱485,525,367 | ₱472,990,705 |

The above amounts are distributed as follows:

| | 2010 | 2009 | 2008 |
|---|---|---|---|
| General and administrative (Note 21) | **₱367,370,141** | ₱352,580,249 | ₱312,349,261 |
| Hotel operations (Note 20) | **141,347,224** | 132,945,118 | 160,641,444 |
| | **₱508,717,365** | ₱485,525,367 | ₱472,990,705 |

## 24. Interest Income and Interest Expense

This account consists of:

| | 2010 | 2009 | 2008 |
|---|---|---|---|
| Interest income | | | |
| Installment contract receivables | **₱234,195,441** | ₱111,115,924 | ₱358,094,035 |
| Bank deposits (Note 7) | **298,455,839** | 120,053,222 | 132,078,187 |
| Receivable from affiliated companies | **160,567,866** | – | – |
| Receivable from Meralco | **8,906,565** | 6,606,412 | 4,560,394 |
| | **₱702,125,711** | ₱237,775,558 | ₱494,732,616 |
| Interest expense | | | |
| Loans payable (Note 6) | **₱228,768,370** | ₱– | ₱– |
| Customers' deposits (Note 14) | **71,311,994** | 68,624,827 | 60,603,120 |
| | **₱300,080,364** | ₱68,624,827 | ₱60,603,120 |

## 25. Income Tax

Income taxes include the regular corporate income tax (RCIT), minimum corporate income tax (MCIT) and final tax paid at the rate of 20% for peso deposits and 7.50% for foreign currency deposits which are final withholding tax on gross interest income. These income taxes as well as the deferred tax provisions are presented for income tax in the consolidated statement of comprehensive income. Details are as follow:

| | 2010 | 2009 | 2008 |
|---|---|---|---|
| Current | | | |
| RCIT | **₱603,389,926** | ₱656,936,577 | ₱568,276,014 |
| Final tax | **46,472,582** | 5,211,068 | 18,070,251 |
| MCIT | **233,606** | – | – |
| | **650,096,114** | 662,147,645 | 586,346,265 |
| Deferred | **24,566,140** | 351,714,132 | 24,306,595 |
| | **₱674,362,254** | ₱1,013,861,777 | ₱610,652,860 |

The reconciliation of statutory income tax rate to the effective income tax rate follows:

| | 2010 | 2009 | 2008 |
|---|---|---|---|
| Statutory income tax rate | **30.00%** | 31.25% | 35.00% |
| Reductions in income tax resulting from: | | | |
| Interest income subjected to final tax | **(0.57)** | (0.17) | (0.52) |
| Tax exempt real estate sales | **(0.04)** | (0.50) | (0.01) |
| Income subjected to BOI, PEZA and lower tax | **(13.60)** | (6.30) | (10.27) |
| Change in tax rate | **–** | (0.59) | (7.97) |

| | | | |
|---|---|---|---|
| Effective income tax rate | **15.79%** | 23.69% | 16.23% |

The Republic Act (RA) No. 9337 that was enacted into law in 2005 amended various provisions in the existing 1997 National Internal Revenue Code. Among the reforms introduced by the said RA was the reduction of the income tax rate from 35% to 30% beginning January 1, 2009.

Deferred taxes as of September 30, 2010, 2009 and 2008 relate to the tax effects of the following:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Deferred tax assets: | | | |
| Accrued rent expense | **₱309,457,115** | ₱261,293,652 | ₱229,850,824 |
| Accrued interest expense | **77,337,747** | 56,332,918 | 66,724,468 |
| Allowance for impairment loss | **15,445,475** | 14,837,933 | 14,537,753 |
| Accrued retirement payable | **12,475,434** | 8,536,133 | 4,733,219 |
| MCIT | **233,606** | – | – |
| | **414,949,377** | 341,000,636 | 315,846,264 |
| Deferred tax liabilities: | | | |
| Unamortized capitalized interest expense | **(821,841,546)** | (760,399,371) | (578,796,000) |
| Excess of real estate revenue based on percentage-of-completion over real estate revenue based on tax rules | **(632,412,563)** | (585,132,399) | (469,755,842) |
| Accrued rent income | **(119,379,817)** | (116,420,990) | (73,886,850) |
| Market valuation gain on derivative instrument (Note 12) | **(22,814,767)** | (30,895,617) | – |
| Unamortized debt issuance cost | **(12,288,172)** | (12,116,129) | – |
| Receivable from Meralco | **(2,067,090)** | (7,324,568) | (12,981,878) |
| | **(1,610,803,955)** | (1,512,289,074) | (1,135,420,570) |
| Net deferred tax liabilities | **(₱1,195,854,578)** | (₱1,171,288,438) | (₱819,574,306) |

## 26. Earnings Per Share

Earnings per share amounts were computed as follows:

| | | **2010** | 2009 | 2008 |
|---|---|---|---|---|
| a. | Net income attributable to equity holders of Parent Company | **₱3,592,836,157** | ₱3,264,458,937 | ₱3,150,039,185 |
| b. | Weighted average number of common shares outstanding | **2,738,632,324** | 2,746,918,457 | 2,746,918,457 |
| c. | Earnings per share (a/b) | **₱1.31** | ₱1.19 | ₱1.15 |

There were no potential dilutive shares in 2010, 2009 and 2008.

## 27. Retirement Plan

The Group has an unfunded, noncontributory, defined benefit retirement plan covering all its regular permanent employees. The plan provides retirement, separation, disability and death benefits to its members. The latest actuarial valuation was made on September 30, 2010.

The following tables summarize the components of pension expense (included in salaries and wages account under "General and administrative expenses") recognized in the consolidated statement of comprehensive income and the funded status and amounts recognized in the consolidated statement of financial position for the plan:

*Pension expense*

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Current service cost | **₱9,169,036** | ₱11,794,300 | ₱12,653,200 |
| Interest cost | **8,906,540** | 8,568,100 | 7,996,600 |
| Expected return on plan assets | **3,039,272** | (3,166,100) | (188,000) |
| Benefits paid | **–** | – | (1,697,000) |
| Past service cost | **–** | – | 16,667,300 |
| Actuarial losses recognized | **134,117** | 2,132,100 | 3,854,300 |
| Total pension expense (Note 23) | **₱21,248,965** | ₱19,328,400 | ₱39,286,400 |

*Pension liabilities*

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Benefit obligation | **149,091,482** | ₱80,486,580 | ₱101,706,300 |
| Fair value of plan assets | **(56,813,768)** | (60,559,560) | (57,568,490) |
| Unrecognized net actuarial losses (gains) | **(50,692,934)** | 8,526,756 | (28,360,414) |
| Pension liabilities | **₱41,584,780** | ₱28,453,776 | ₱15,777,396 |

*Pension benefit obligation*

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Balance at beginning of the period | **₱80,486,580** | ₱101,706,300 | ₱84,707,150 |
| Current service cost | **9,169,036** | 11,794,300 | 12,653,200 |
| Interest cost | **8,906,540** | 8,568,100 | 7,996,600 |
| Past service cost | **–** | – | 16,667,300 |
| Actuarial gains on obligation | **61,782,537** | (34,743,000) | (13,471,444) |
| Benefits paid | **(11,253,211)** | (6,839,120) | (6,846,506) |
| Balance at end of the period | **₱149,091,482** | ₱80,486,580 | ₱101,706,300 |

*Fair value of plan assets*

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Balance at beginning of the period | **₱60,559,560** | ₱57,568,490 | ₱104,000 |
| Expected return on plan assets | **(3,039,272)** | 3,166,100 | 188,000 |
| Actual contributions | **8,117,961** | 6,652,020 | 54,549,754 |
| Benefits paid | **(11,253,211)** | (6,839,120) | (5,149,506) |
| Actuarial gains - net | **2,428,730** | 12,070 | 7,876,242 |
| Balance at end of the period | **₱56,813,768** | ₱60,559,560 | ₱57,568,490 |

The rollforward of unrecognized actuarial losses (gains) follows:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Balance at beginning of year | **(₱8,526,756)** | ₱28,360,414 | ₱53,562,400 |
| Additional actuarial (gains) losses: | | | |
| From plan obligation | **61,782,537** | (34,743,000) | (13,471,444) |
| From plan asset | **(2,428,730)** | (12,070) | (7,876,242) |
| Actuarial gain (losses) recognized | **(134,117)** | (2,132,100) | (3,854,300) |

| | | | |
|---|---|---|---|
| Balance at end of year | **50,692,934** | (₱8,526,756) | ₱28,360,414 |

Actual return on plan assets amounted to (₱1 million), ₱3 million and ₱8 million in 2010, 2009 and 2008, respectively.

The principal assumptions used in determining pension for the Group's plan are shown below:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Discount rate | **7.18% - 8.25%** | 9.29% - 11.40% | 8.08% - 8.81% |
| Rate of salary increase | **4.00% - 5.50%** | 4.00% - 5.50% | 4.00% - 5.50% |
| Expected rate of return on plan assets | **5.50%** | 5.50% | 5.50% |
| Experience adjustment gain (loss) - net | **(₱35,044,216)** | ₱34,743,000 | ₱13,471,444 |
| Turnover rate | **10.98% - 35.00%** | 10.98% - 35.00% | 10.98% - 35.00% |

The overall expected rate of return on assets is determined based on the market expectations prevailing on that date, applicable to the period over which the obligation is to be settled.

The Group's plan assets consist of the following:

| | **2010** | | 2009 | | 2008 | |
|---|---|---|---|---|---|---|
| | **Amount** | **%** | Amount | % | Amount | % |
| Cash | **₱225,331** | **0.40** | ₱179,754 | 0.30 | ₱178,754 | 0.31 |
| Receivables | **65,034,281** | **114.47** | 66,922,515 | 110.50 | 63,236,763 | 109.85 |
| Liabilities (Notes 14 and 18) | **(8,445,844)** | **(14.87)** | (6,542,709) | (10.80) | (5,847,027) | (10.16) |
| | **₱56,813,768** | **100.00** | ₱60,559,560 | 100.00 | ₱57,568,490 | 100.00 |

The Group's plan assets consist primarily of receivables from related parties with interest rate at prevailing market rate.

The Group expects to contribute about ₱8 million into the pension fund for the fiscal year ending in September 30, 2011.

Amounts for the current and previous annual periods are as follow:

| | **2010** | 2009 | 2008 | 2007 |
|---|---|---|---|---|
| Pension benefit obligation | **₱149,091,482** | ₱80,486,580 | ₱101,706,300 | ₱84,707,150 |
| Plan assets | **56,813,768** | 60,559,560 | 57,568,490 | 104,000 |
| Experience adjustments on: | | | | |
| Plan liabilities | **(61,782,537)** | 34,743,000 | 13,471,444 | (1,643,849) |
| Plan assets | **(2,428,730)** | (12,070) | (7,876,242) | (251,500) |

## 28. Meralco Refund

As a customer of the Manila Electric Company (Meralco), the Group is entitled to receive a refund pertaining to previous billings adjustments under Phase IV of Meralco's refund scheme. Subsequent to the approval of Meralco's amended refund scheme in 2005 by the Energy Regulatory Commission, the amount and the timing of the receipt of the refund is made certain.

Under the Meralco refund scheme, the Group may opt to refund through postdated checks or as a fixed monthly credit to bills with cash option. The Group has opted to recover the refund through fixed monthly credit to bills with cash option, starting in November 2005 until January 2011. Income from the refund amounted to ₱90 million (included as deduction in "General and administrative expenses") in 2006. The receivable was discounted using an EIR of 10%.

As of September 30, 2010 and 2009, the Group's receivable from Meralco, which is included in "Other asset", amounted to ₱7 million (net of unearned interest income of ₱3 million) and ₱24 million (net of unearned interest income of ₱12 million), respectively (see Note 12). Interest income recognized on amortization of unearned interest income amounted to ₱29 million, ₱7 million and ₱5 million in 2010, 2009 and 2008 respectively (see Note 24).

## 29. **Financial Risk Management Objectives and Policies**

The Group's principal financial instruments, other than derivatives, comprise of bonds payable, loans payable, receivables from affiliated companies, payables to affiliated companies, receivables and cash and cash equivalents. The main purpose of these financial instruments is to raise fund for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency market risk, liquidity risk, interest rate risk and credit risk. The BOD reviews and approves policies for managing each of these risks and they are summarized below, together with the related risk management structure.

Risk Management Structure

The Group's risk management structure is closely aligned with that of the Parent Company. The BOD of the Parent Company and the respective BODs of each subsidiary are ultimately responsible for the oversight of the Group's risk management processes that involve identifying, measuring, analyzing, monitoring and controlling risks.

The risk management framework encompasses environmental scanning, the identification and assessment of business risks, development of risk management strategies, design and implementation of risk management capabilities and appropriate responses, monitoring risks and risk management performance, and identification of areas and opportunities for improvement in the risk management process.

Each BOD has created the board-level Audit Committee (AC) to spearhead the managing and monitoring of risks.

*Audit Committee*

The AC shall assist the Group's BOD in its fiduciary responsibility for the over-all effectiveness of risk management systems, and both the internal and external audit functions of the Group. Furthermore, it is also the AC's purpose to lead in the general evaluation and to provide assistance in the continuous improvements of risk management, control and governance processes.

The AC also aims to ensure that:

a. financial reports comply with established internal policies and procedures, pertinent accounting and audit standards and other regulatory requirements;
b. risks are properly identified, evaluated and managed, specifically in the areas of managing credit, market, liquidity, operational, legal and other risks, and crisis management;
c. audit activities of internal and external auditors are done based on plan, and deviations are explained through the performance of direct interface functions with the internal and external auditors; and
d. the Group's BOD is properly assisted in the development of policies that would enhance the

risk management and control systems.

*Enterprise Risk Management Group (ERMG)*
To systematize the risk management within the Group, the ERMG was created to be primarily responsible for the execution of the enterprise risk management framework. The ERMG's main concerns include:
a. recommending risk policies, strategies, principles, framework and limits;
b. managing fundamental risk issues and monitoring of relevant risk decisions;
c. providing support to management in implementing the risk policies and strategies; and
d. developing a risk awareness program.

Support groups have likewise been created to explicitly manage on a day-to-day basis specific types of risks like trade receivables, supplier management, etc.

Compliance with the principles of good corporate governance is also one of the objectives of the BOD. To assist the BOD in achieving this purpose, the BOD has designated a Compliance Officer who shall be responsible for monitoring the actual compliance with the provisions and requirements of the Corporate Governance Manual and other requirements on good corporate governance, identifying and monitoring control compliance risks, determining violations, and recommending penalties on such infringements for further review and approval of the BOD, among others.

Risk Management Policies
The main risks arising from the use of financial instruments are foreign currency risk, liquidity risk, interest rate risk, credit risk and equity price risk. The Group's policies for managing the aforementioned risks are summarized below.

*Market risk*
Foreign currency risk
Foreign currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Foreign currency risk arises from financial instruments that are denominated in a United States Dollar (USD) which result primarily from movement of the Philippine Peso against the USD.

The Group does not have any foreign currency hedging arrangements.

The table below summarizes the Group's exposure to foreign currency risk as of September 30.

| | **2010** | | 2009 | | 2008 | |
|---|---|---|---|---|---|---|
| **Assets** | | | | | | |
| Cash and cash equivalents | **$3,197,805** | **₱140,319,691** | $1,413,153 | ₱66,969,339 | $1,499,076 | ₱70,531,542 |
| **Liabilities** | | | | | | |
| Accounts payable and accrued expenses | **252,166** | **11,065,044** | 421,529 | 19,976,279 | 211,505 | 9,951,293 |
| **Net foreign currency-denominated asset** | **$2,945,639** | **₱129,254,647** | $991,624 | ₱46,993,060 | $1,287,571 | ₱60,580,249 |

The exchange rates used to translate the Group's US Dollar-denominated assets and liabilities as of September 30, 2010, 2009 and 2008 follow:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| US Dollar - Philippine Peso exchange rate | **₱43.88 to US$1.00** | ₱47.39 to US$1.00 | ₱47.05 to US$1.00 |

The following table sets forth the impact of the range of reasonably possible changes in the US Dollar - Philippine Peso exchange rate on the Group's income before income tax and equity for the year ended September 30, 2010 and 2009.

| Reasonably Possible Changes in US Dollar-Philippine Peso Exchange Rates | Change in Income Before Income Tax | Change in Equity |
|---|---|---|
| **2010** | | |
| **2.0%** | **(₱5,891,278)** | **(₱4,123,895)** |
| **(2.0%)** | **5,891,278** | **(4,123,895** |
| 2009 | | |
| 2.0% | (₱939,861) | (₱657,903) |
| (2.0%) | 939,861 | 657,903 |
| 2008 | | |
| 2.5% | (₱1,514,506) | (₱984,429) |
| (2.5%) | 1,514,506 | 984,429 |

The Group does not expect the impact of the volatility on other currencies to be material.

*Liquidity risk*
Liquidity risk is the risk arising from the shortage of funds due to unexpected events or transactions. The Group manages its liquidity profile to be able to finance the capital expenditures and service the maturing debts. To cover the financing requirements, the Group intends to use internally generated funds and proceeds from debt.

The following table summarizes the maturity profile of the Group's financial liabilities as of September 30, 2009 and 2008, based on contractual undiscounted cash flows. The table also analyses the maturity profile of the Group's financial assets in order to provide a complete view of the Group's contractual commitments. The analysis into relevant maturity groupings is based on the remaining period at the end of the reporting period to the contractual maturity dates. Balances due within six (6) months equal their carrying amounts, as the impact of discounting is insignificant.

**2010**

| | 1 to 3 months | 4 to 12 months | Over 1 year | 5 years | Total |
|---|---|---|---|---|---|
| Loans and receivables | | | | | |
| Cash and cash equivalents | **₱274,880,235** | **₱824,640,829** | **₱3,298,563,317** | **₱1,099,521,106** | **₱5,497,605,487** |
| Receivables | | | | | |
| Trade | **176,145,056** | **474,961,754** | **1,899,847,018** | **633,282,339** | **3,184,236,167** |
| Affiliated companies | **1,954,562,000** | **89,781,678** | **–** | **–** | **2,044,343,678** |
| Others | **14,425,410** | **40,996,230** | **163,984,921** | **54,661,640** | **274,068,201** |
| Other assets | | | | | |
| Utility deposits | **10,841,958** | **32,525,873** | **130,103,492** | **43,367,831** | **216,839,154** |
| Advances to lot owners | **11,884,885** | **35,654,656** | **142,618,624** | **47,539,541** | **237,697,706** |
| Receivable from Meralco | **344,515** | **1,033,545** | **4,134,180** | **1,378,060** | **6,890,300** |
| Advances to suppliers and contractors | **6,145,830** | **18,437,491** | **73,749,965** | **24,583,322** | **122,916,608** |
| Financial assets at FVPL | | | | | |
| Derivative asset | **111,066,241** | **–** | **–** | **–** | **111,066,241** |
| **Total financial assets** | **₱707,951,313** | **₱1,734,901,930** | **₱6,939,607,724** | **₱2,313,202,575** | **₱11,695,663,542** |
| Accounts payable and accrued expenses | **₱242,218,694** | **₱741,854,465** | **₱2,967,417,860** | **₱989,139,287** | **₱4,940,630,306** |
| Payables to affiliated companies (included under Deposits and other liabilities account in the consolidated statement of financial position) | **6,719,532** | **20,158,598** | **80,634,392** | **26,878,131** | **134,390,653** |
| Deposits from lessees | **194,515,293** | **535,831,126** | **2,143,324,502** | **714,441,501** | **3,588,112,422** |
| Loans payable and future interest | **335,687,500** | **1,007,062,500** | **6,174,333,333** | **10,662,500,000** | **18,179,583,333,** |

| | | | | | |
|---|---|---|---|---|---|
| payment | | | | | |
| **Other financial liabilities** | **₱779,141,019** | **₱2,304,906,689** | **₱11,365,710,087** | **₱12,392,958,919** | **₱26,842,716,714** |

2009

| | 1 to 3 months | 4 to 12 months | Over 1 year | 5 years | Total |
|---|---|---|---|---|---|
| Loans and receivables | | | | | |
| Cash and cash equivalents | ₱446,284,807 | ₱1,338,854,419 | ₱5,355,417,674 | ₱1,785,139,225 | ₱8,925,696,125 |
| Receivables | | | | | |
| Trade | 190,130,586 | 570,391,757 | 2,281,567,029 | 760,522,343 | 3,802,611,715 |
| Affiliated companies | 4,656,339 | 13,969,016 | 55,876,064 | 18,625,355 | 93,126,774 |
| Others | 11,133,957 | 33,401,873 | 133,607,492 | 44,535,831 | 222,679,153 |
| Other assets | | | | | |
| Utility deposits | 10,134,799 | 30,404,399 | 121,617,596 | 40,539,199 | 202,695,993 |
| Advances to lot owners | 11,342,384 | 34,027,152 | 136,108,608 | 45,369,536 | 226,847,680 |
| Receivable from Meralco | 1,220,761 | 3,662,284 | 14,649,136 | 4,883,045 | 24,415,226 |
| Advances to suppliers and contractors | 625,398 | 1,876,193 | 7,504,772 | 2,501,591 | 12,507,954 |
| Financial assets at FVPL | | | | | |
| Derivative asset | 102,985,391 | – | – | – | 102,985,391 |
| **Total financial assets** | ₱778,514,422 | ₱2,026,587,093 | ₱8,106,348,371 | ₱2,702,116,125 | ₱13,613,566,011 |
| Accounts payable and accrued expenses | ₱246,861,426 | ₱740,584,279 | ₱2,962,337,115 | ₱987,445,705 | ₱4,937,228,525 |
| Payables to affiliated companies (included under Deposits and other liabilities account in the consolidated statement of financial position) | 6,022,439 | 18,067,318 | 72,269,270 | 24,089,757 | 120,448,784 |
| Deposits from lessees | 70,491,643 | 211,474,929 | 845,899,716 | 281,966,572 | 1,409,832,860 |
| Loans payable and future interest payment | 215,540,583 | 200,625,000 | 902,812,500 | 19,064,059,028 | 20,383,037,111 |
| **Other financial liabilities** | ₱538,916,091 | ₱1,170,751,526 | ₱4,783,318,601 | ₱20,357,561,062 | ₱26,850,547,280 |

2008

| | 1 to 3 months | 4 to 12 months | Over 1 year | 5 years | Total |
|---|---|---|---|---|---|
| Loans and receivables | | | | | |
| Cash and cash equivalents | ₱25,954,023 | ₱77,862,068 | ₱311,448,272 | ₱103,816,091 | ₱519,080,454 |
| Receivables | | | | | |
| Trade | 202,478,192 | 607,434,576 | 2,429,738,305 | 809,912,768 | 4,049,563,841 |
| Affiliated companies | 4,737,894 | 14,213,682 | 56,854,728 | 18,951,576 | 94,757,880 |
| Others | 10,433,514 | 31,300,541 | 125,202,166 | 41,734,055 | 208,670,276 |
| Other assets | | | | | |
| Utility deposits | 7,989,881 | 23,969,643 | 95,878,571 | 31,959,524 | 159,797,619 |
| Advances to lot owners | 11,539,130 | 34,617,394 | 138,469,575 | 46,156,525 | 230,782,624 |
| Receivable from Meralco | 2,163,646 | 6,490,939 | 25,963,755 | 8,654,585 | 43,272,925 |
| Advances from suppliers and contractors | 187,177 | 561,531 | 2,246,123 | 748,707 | 3,743,538 |
| Total financial assets | ₱265,483,457 | ₱796,450,374 | ₱3,185,801,495 | ₱1,061,933,831 | ₱5,309,669,157 |
| Accounts payable and accrued expenses | ₱254,105,542 | ₱762,316,628 | ₱3,049,266,512 | ₱1,016,422,171 | ₱5,082,110,853 |
| Payables to affiliated companies (included under Deposits and other liabilities account in the consolidated statement of financial position) | 59,462,544 | 178,387,632 | 713,550,528 | 237,850,176 | 1,189,250,880 |
| Deposits from lessees | 63,565,238 | 190,695,715 | 762,782,858 | 254,260,953 | 1,271,304,764 |
| Loans payable and future interest payment | 882,625,000 | 325,625,000 | 5,573,750,000 | – | 6,782,000,000 |
| Other financial liabilities | ₱1,259,758,324 | ₱1,457,024,975 | ₱10,099,349,898 | ₱1,508,533,300 | ₱14,324,666,497 |

The Group seeks to manage its liquidity profile to be able to service its maturing debts and to finance capital requirements. The Group maintains a level of cash and cash equivalents deemed sufficient to finance operations. As part of its liquidity risk management, the Group regularly evaluates its projected and actual cash flows. It also continuously assesses conditions in the financial markets for opportunities to pursue fund-raising activities. Fund-raising activities may include bank loans and capital market issues both onshore and offshore.

*Interest rate risk*
Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk for changes in market interest rates relates primarily to the Group's long-term debt obligation with a floating interest rate.

The Group's policy is to manage its interest cost using a mix of fixed and variable rate debts. As of September 30, 2010, 2009 and 2008, 87%, 61% and 66% of the Group's loans payable are at a fixed rate of interest.

The following presents the carrying amount, by maturity, of the Group's financial instruments with variable rates that are exposed to interest rate risk.

**2010**

| | **Within 1 year** | **1-2 years** | **2-3 years** | **Total** |
|---|---|---|---|---|
| Loans payable (Note 15) | **₱–** | **₱2,000,000,000** | **₱–** | **₱2,000,000,000** |

2009

| | Within 1 year | 1-2 years | 2-3 years | Total |
|---|---|---|---|---|
| Loans payable (Note 15) | ₱115,000,000 | ₱– | ₱2,000,000,000 | ₱2,115,000,000 |

2008

| | Within 1 year | 1-2 years | 2-3 years | Total |
|---|---|---|---|---|
| Loans payable (Note 15) | ₱225,000,000 | ₱115,000,000 | ₱2,000,000,000 | ₱2,340,000,000 |

Financial instruments with floating interest rate are repriced quarterly at intervals of less than one (1) year.

The following table sets forth the impact of the range of reasonably possible changes in the interest rates on the Group's income before income tax in 2010, 2009 and 2008.

| Increase/Decrease in Basis Points | Change in Income Before Income Tax |
|---|---|
| **2010** | |
| **+150** | **(₱43,395,454)** |
| **-150** | **43,395,454** |
| 2009 | |
| +150 | (₱34,170,447) |
| -150 | 34,170,447 |
| 2008 | |
| +150 | (₱27,322,587) |
| -150 | 27,322,587 |

Other than the potential impact on income before income tax, there is no other effect on equity.

*Credit risk*
Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily from cash and cash equivalents and receivables).

The Group trades only with recognized, creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to impairment loss is not significant.

With respect to credit risk arising from Group's financial assets, which comprise of cash and cash equivalents and receivables, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

a. Credit risk exposure

The table below shows the gross maximum exposure to credit risk of the Group as of September 30, 2010, 2009 and 2008, without considering the effects of collaterals and other credit risk mitigation techniques.

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Cash and cash equivalents | **₱5,497,605,487** | ₱8,925,696,125 | ₱519,080,453 |
| Receivables - net | | | |
| Trade receivables | | | |
| Installment contract receivable | **2,462,317,615** | 3,166,871,003 | 3,541,591,155 |
| Rental receivables | **262,144,720** | 238,719,742 | 252,087,471 |
| Accrued rent receivable | **397,932,724** | 320,890,367 | 235,681,052 |
| Hotel operations | **61,841,108** | 76,130,603 | 68,663,338 |
| Affiliated companies | **2,044,343,678** | 93,126,774 | 94,757,880 |
| Other receivables | **274,068,201** | 222,679,153 | 208,670,276 |
| Other assets | | | |
| Advances to lot owners | **237,697,706** | 226,847,680 | 230,782,624 |
| Utility deposits | **216,839,154** | 202,695,993 | 159,797,619 |
| Derivative asset | **111,066,241** | 102,985,391 | – |
| Receivable from Meralco | **6,890,300** | 24,415,226 | 43,272,925 |
| Advances to suppliers and contractors | **122,916,608** | 12,507,954 | 3,743,538 |
| | **₱11,694,903,542** | ₱13,613,566,011 | ₱5,358,128,331 |

b. Risk concentrations of the maximum exposure to credit risk

Concentrations arise when a number of counterparties are engaged in similar business activities or activities in the same geographic region or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry or geographical location. Such credit risk concentrations, if not properly managed, may cause significant losses that could threaten the Group's financial strength and undermine public confidence.

Given the Group's diverse base of counterparty, it is not exposed to large concentration of credit risks.

c. Credit quality per class of financial assets

The table below shows the credit quality by class of financial assets as of September 30, 2010, 2009 and 2008, gross of allowance for credit and impairment losses.

**2010**

| | Neither Past Due Nor Impaired | | | Past Due or | |
|---|---|---|---|---|---|
| | **High Grade** | **Standard Grade** | **Substandard Grade** | **Individually Impaired** | **Total** |
| Loans and receivables | | | | | |
| Cash and cash equivalents | **₱5,497,605,487** | **₱–** | **₱–** | **₱–** | **₱5,497,605,487** |
| Receivables: | | | | | |
| Trade receivables | | | | | |
| Installment contract receivables | **1,189,503,248** | **1,253,310,097** | **–** | **19,504,270** | **2,462,317,615** |
| Rental receivables | **144,999,130** | **96,632,697** | **–** | **20,512,893** | **262,144,720** |
| Accrued rent receivables | **397,932,724** | **–** | **–** | **–** | **397,932,724** |
| Hotel operations | **22,767,813** | **27,605,542** | **–** | **11,467,753** | **61,841,108** |
| Affiliated companies | **2,044,343,678** | **–** | **–** | **–** | **2,044,343,678** |
| Other receivables | **274,068,201** | **–** | **–** | **–** | **274,068,201** |
| Other assets | | | | | |
| Advances to lot owners | **237,697,706** | **–** | **–** | **–** | **237,697,706** |
| Utility deposits | **216,839,154** | **–** | **–** | **–** | **216,839,154** |
| Receivable from Meralco | **6,890,300** | **–** | **–** | **–** | **6,890,300** |
| Advances to suppliers and contractors | **122,916,608** | **–** | **–** | **–** | **122,916,608** |
| Financial assets of FVPL | | | | | |
| Derivative asset | **111,066,241** | **–** | **–** | **–** | **111,066,241** |
| | **₱10,266,630,290** | **₱1,377,548,336** | **₱–** | **₱51,484,916** | **₱11,695,663,542** |

2009

| | Neither Past Due Nor Impaired | | | Past Due or | |
|---|---|---|---|---|---|
| | **High Grade** | **Standard Grade** | **Substandard Grade** | **Individually Impaired** | **Total** |
| Loans and receivables | | | | | |
| Cash and cash equivalents | ₱8,925,696,125 | ₱– | ₱– | ₱– | ₱8,925,696,125 |
| Receivables: | | | | | |
| Trade receivables | | | | | |
| Installment contract receivables | 2,847,977,762 | 299,893,241 | – | 19,000,000 | 3,166,871,003 |
| Rental receivables | 131,050,306 | 87,156,543 | – | 20,512,893 | 238,719,742 |
| Accrued rent receivables | 320,890,367 | – | – | – | 320,890,367 |
| Hotel operations | 37,983,835 | 28,199,885 | – | 9,946,883 | 76,130,603 |
| Affiliated companies | 93,126,774 | – | – | – | 93,126,774 |
| Other receivables | 222,679,153 | – | – | – | 222,679,153 |
| Other assets | | | | | |
| Advances to lot owners | 226,847,680 | – | – | – | 226,847,680 |
| Utility deposits | 202,695,993 | – | – | – | 202,695,993 |
| Receivable from Meralco | 24,415,226 | – | – | – | 24,415,226 |
| Advances to suppliers and contractors | 12,507,954 | – | – | – | 12,507,954 |
| Financial assets of FVPL | | | | | |
| Derivative asset | 102,985,391 | – | – | – | 102,985,391 |
| | ₱13,148,856,566 | ₱415,249,669 | ₱– | ₱49,459,776 | ₱13,613,566,011 |

2008

| | Neither Past Due Nor Impaired | | | Past Due or | |
|---|---|---|---|---|---|
| | High Grade | Standard Grade | Substandard Grade | Individually Impaired | Total |
| Loans and receivables | | | | | |
| Cash and cash equivalents | ₱519,080,453 | ₱– | ₱– | ₱– | ₱519,080,453 |
| Receivables: | | | | | |
| Trade receivables | | | | | |
| Installment contract receivables | 3,102,754,751 | 419,836,404 | – | 19,000,000 | 3,541,591,155 |
| Rental receivables | 124,378,250 | 107,196,328 | – | 20,512,893 | 252,087,471 |
| Accrued rent receivables | 235,681,052 | – | – | – | 235,681,052 |
| Hotel operations | 36,027,130 | 23,689,926 | – | 8,946,282 | 68,663,338 |
| Affiliated companies | 94,757,880 | – | – | – | 94,757,880 |
| Other receivables | 208,670,276 | – | – | – | 208,670,276 |
| Other assets | | | | | |
| Utility deposits | 159,797,619 | – | – | – | 159,797,619 |
| Advances to lot owners | 230,782,624 | – | – | – | 230,782,624 |
| Receivable from Meralco | 43,272,925 | – | – | – | 43,272,925 |
| Advances to suppliers and contractors | 3,743,538 | – | – | – | 3,743,538 |
| | ₱4,758,946,498 | ₱550,722,658 | ₱– | ₱48,459,175 | ₱5,358,128,331 |

High grade cash and cash equivalents are short-term placements and working cash fund placed, invested, or deposited in foreign and local banks belonging to the top ten (10) banks in the Philippines in terms of resources, profitability and credit standing.

High grade accounts, other than cash and cash equivalents, are accounts considered to be of high value. The counterparties have a very remote likelihood of default and have consistently exhibited good paying habits. Standard grade accounts are active accounts with propensity of deteriorating to mid-range age buckets. These accounts are typically not impaired as the counterparties generally respond to credit actions and update their payments accordingly. Substandard grade accounts are accounts which have probability of impairment based on historical trend. These accounts show propensity to default in payment despite regular follow-up actions and extended payment terms.

d. Impairment assessment

The Group recognizes impairment losses based on the results of the specific/individual and collective assessment of its credit exposures. Impairment has taken place when there is a presence of known difficulties in the servicing of cash flows by counterparties, infringement of the original terms of the contract has happened, or when there is an inability to pay principal or interest overdue beyond a certain threshold. These and the other factors, either singly or in tandem with other factors, constitute observable events and/or data that meet the definition of an objective evidence of impairment.

The two methodologies applied by the Group in assessing and measuring impairment include: (1) specific/individual assessment and (2) collective assessment.

Under specific/individual assessment, the Group assesses each individually significant credit exposure for any objective evidence of impairment, and where such evidence exists, accordingly calculates the required impairment. Among the items and factors considered by the Group when assessing and measuring specific impairment allowances are: (a) the timing of the expected cash flows; (b) the projected receipts or expected cash flows; (c) the going concern of the counterparty's business; (d) the ability of the counterparty to repay its obligations during financial crises; (e) the availability of other sources of financial support; and (f) the existing realizable value of collateral. The impairment allowances, if any, are evaluated as the need arises, in view of favorable or unfavorable developments.

With regard to the collective assessment of impairment, allowances are assessed collectively for losses on receivables that are not individually significant and for individually significant receivables when there is no apparent evidence or not yet objective of individual impairment. A particular portfolio is reviewed on a periodic basis, in order to determine its corresponding appropriate allowances. The collective assessment evaluates and estimates the impairment of the portfolio in its entirety even though there is no objective evidence of impairment on an individual assessment. Impairment losses are estimated by taking into consideration the following deterministic information: (a) historical losses/write offs; (b) losses which are likely to occur but has not yet occurred; and (c) the expected receipts and recoveries once impaired.

*Equity price risk*
Equity price risk relates to financial assets and liabilities whose values will fluctuate as a result of changes in market prices.

Such investment securities are subject to price risk due to changes in market values of instruments arising either from factors specific to individual instruments or their issuers or factors affecting all instruments traded in the market.

The equity's market risk policy requires it to manage such risks by setting and monitoring objectives and constraints on investment, diversification plan and limits on investments.

The impact of the range of reasonably possible changes in the equity price on the Group's income before income tax in 2010 and 2009.

**2010**

| **Market Index** | **Change in market index** | **Change in Income Before Income Tax** |
|---|---|---|
| **Investment in shares of stocks** | **0.85** | **₱1,696,337** |
| | **0.85** | **(1,696,337)** |

Derivative Financial Instrument
*Interest rate swap*
On May 28, 2008, the Group entered in an interest rate swap agreement with a bank, with a total notional amount of ₱2,000 million to hedge its interest rate exposures on the Inverse Floating Rate Notes bearing an interest rate of 15.70% less 3 month benchmark rate (PDST-F) (see Note 15). The interest rate swap has a term of five (5) years and interest exchange is every 5th day of March, June, September and December. Under the agreement, the Group agreed with the counterparty to exchange at quarterly interval, the Group's floating rate which is based on 3M PSDT-F but not to exceed 15.70% and the counterparty's fixed interest rates. The swap agreement effectively fixes the Group's interest rate exposure on the inverse floating note to 8.75%.

The estimated fair values of this interest rate swap agreement amounted to ₱111 million gains, ₱103 million gains as of September 30, 2010 and 2009, respectively (see Note 12). The mark-to-market gains is recorded as part of "Other Income" under revenue.

The rollforward of the derivative asset is as follows:

| | 2010 | 2009 |
|---|---|---|
| Balance at beginning of year | **₱102,985,391** | ₱– |
| Changes in fair value of derivatives | **8,080,850** | 102,985,391 |
| Balance at end of year | **₱111,066,241** | ₱102,985,391 |

## 30. Financial Instruments

Fair Value

Set out below is a comparison by category of carrying amounts and fair values of all of the Group's financial instruments that are carried in the consolidated financial statements.

| | 2010 | | 2009 | | 2008 | |
|---|---|---|---|---|---|---|
| | **Carrying Amount** | **Fair Value** | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Loans and receivables | | | | | | |
| Cash and cash equivalents | **₱5,497,605,487** | **₱5,497,605,487** | ₱8,925,696,125 | ₱8,925,696,125 | ₱519,080,453 | ₱519,080,453 |
| Receivables | | | | | | |
| Trade | | | | | | |
| Installment contract receivable | **2,462,317,615** | **2,137,505,612** | 3,166,871,003 | 2,853,206,784 | 3,522,591,155 | 3,056,086,567 |
| Rental receivables | **262,144,720** | **260,841,433** | 238,719,742 | 238,719,742 | 222,628,296 | 222,628,296 |
| Accrued rent receivable | **397,932,724** | **397,932,724** | 320,890,367 | 320,890,367 | 235,681,052 | 235,681,052 |
| Hotel operations | **61,841,108** | **61,841,108** | 76,130,603 | 76,130,603 | 68,663,338 | 68,663,338 |
| Affiliated companies | **2,044,343,678** | **2,044,343,678** | 93,126,774 | 93,126,774 | 94,757,880 | 94,757,880 |
| Others | **274,068,201** | **274,068,201** | 222,679,153 | 222,679,153 | 208,670,276 | 208,670,276 |
| Other assets | | | | | | |
| Utility deposits | **216,839,154** | **216,839,154** | 202,695,993 | 202,695,993 | 159,797,619 | 159,797,619 |
| Investment in preferred shares of stock | **210,000,000** | **210,000,000** | – | – | – | – |
| Receivable from Meralco | **6,890,300** | **6,598,494** | 24,415,226 | 33,846,525 | 43,272,925 | 55,587,746 |
| Financial asset at FVPL | | | | | | |
| Derivative asset | **111,066,241** | **111,066,241** | 102,985,391 | 102,985,391 | – | – |
| | **₱11,545,049,228** | **₱11,218,642,132** | ₱13,374,210,377 | ₱13,069,977,457 | ₱5,075,142,994 | ₱4,620,953,227 |
| Other financial liabilities | | | | | | |
| Accounts payable and accrued expenses | | | | | | |
| Accrued bonus, taxes and licenses and others | **₱2,623,782,761** | **₱2,623,782,761** | ₱2,318,123,849 | ₱2,318,123,849 | ₱2,194,353,395 | ₱2,194,353,395 |
| Accounts payable - trade | **1,236,170,341** | **1,236,170,341** | 1,707,898,821 | 1,707,898,821 | 2,099,810,450 | 2,099,810,450 |
| Dividends payable | **7,568,707** | **7,568,707** | 7,002,600 | 7,002,600 | 6,000,198 | 6,000,198 |
| Customers' deposit | | | | | | |
| Deposits from lessees | **1,854,494,897** | **1,609,862,686** | 1,409,832,860 | 1,196,573,777 | 1,271,304,764 | 1,089,971,611 |
| Loans payable | **15,000,000,000** | **14,870,227,650** | 15,115,000,000 | 15,059,483,370 | 6,017,000,000 | 5,726,289,270 |
| Payables to affiliated companies | **134,390,653** | **134,390,653** | 120,448,784 | 120,448,784 | 1,189,250,880 | 1,189,250,880 |
| | **₱20,856,407,359** | **₱20,482,002,798** | ₱20,678,306,914 | ₱20,409,531,201 | ₱12,777,719,687 | ₱12,305,675,804 |

The fair values of cash and cash equivalents, trade receivables (arising from lease of investment properties), other receivables, receivable and payable to affiliated companies and accounts payable and accrued expenses are approximately equal to their carrying amounts due to the short-term nature of the transaction.

The fair values of trade receivable (arising from sale of real estate properties) and loans payable are based on the discounted value of future cash flows using the applicable rates for similar types of loans and receivables as of reporting date. The discount rates used range 8.00% to 10.00% in 2010, 8.0% to 10.10% in 2009, and 8.2% to 10.30% in 2008.

The fair value of derivative asset is based on the valuation techniques applied which include forward pricing and swap models, using present value calculations. The model incorporates various inputs including forward and spot interest rates.

Fair Value Hierarchy
The Group uses the following hierarchy for determining the fair value of financial instruments:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

As of September 30, 2010, the Group has an investment in preferred shares of stock valued under level 1 amounting to ₱210 million and derivative asset valued under level 2 amounting to ₱111 million, respectively.

## 31. Registration with the Board of Investments (BOI) and the Philippine Economic Zone Authority (PEZA)

Certain operations of the Group are registered with the BOI as preferred pioneer and nonpioneer activities. As registered enterprises, these consolidated subsidiaries are subject to some requirements and are entitled to certain tax and non-tax incentives which are considered in the computation of the provision for income tax.

Crowne Plaza Galleria Manila
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "Operator of Tourist Accommodation Facility (Deluxe Class Hotel - Crowne Plaza Galleria Manila)" on a Pioneer status at a capacity of two hundred sixty five (265) rooms, under Certificate of Registration No. 2006-036 dated March 9, 2006. Under the terms of its registration, the Group is entitled to income tax holiday for a period of six (6) years from the start of commercial operations.

Summit Ridge Hotel
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "New Operator of Tourist Accommodation Facility (Hotel-Summit Ridge Hotel)" on a Pioneer status at a capacity of one hundred eight (108) rooms, under Certificate of Registration No. 2007-139 dated August 6, 2007. Under the terms of its registration, the Group is entitled to income tax holiday for a period of six (6) years from the start of commercial operations.

Go Hotel, Robinsons Cybergate Plaza
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "New Operator of Tourist Accommodation Facility (Hotel-Summit Ridge Hotel)" on a Non-Pioneer status at a capacity of two hundred twenty three (223) rooms, under Certificate of Registration No. 2010-002 dated January 6, 2010. Under the terms of its registration, the Group is entitled to income tax holiday for a period of four (4) years from the start of commercial operations.

Gateway Garden Ridge - EDSA
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "Mass Housing" on a Nonpioneer status at a capacity of two hundred ninety two (292) units, under Certificate of Registration No. 2007-195 dated October 31, 2007. Under the terms of its registration, the Group is entitled to income tax holiday for a period of four (4) years from the start of commercial operations.

Gateway Garden Heights
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "Mass Housing" on a Nonpioneer status at a capacity of three hundred seventy three (373) units, under Certificate of Registration No. 2007-237 dated December 5, 2007. Under the terms of its registration, the Group is entitled to income tax holiday for a period of four (4) years from the start of commercial operations.

Woodsville Viverde Mansions, Buildings 1-4
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "Mass Housing" on a Nonpioneer status at a capacity of three hundred sixty three (363) units, under Certificate of Registration No. 2007-204 dated November 9, 2007. Under the terms of its registration, the Group is entitled to income tax holiday for a period of four (4) years from the start of commercial operations.

East of Galleria
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "Mass Housing" on a Nonpioneer status at a capacity of four hundred fifty nine (459) units, under Certificate of Registration No. 2007-238 dated December 5, 2007. Under the terms of its registration, the Group is entitled to income tax holiday for a period of four (4) years from the start of commercial operations.

The Wellington Courtyard
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "Mass Housing" on a Nonpioneer status at a capacity of fifty-six (56) units, under Certificate of Registration No. 2008-024 dated January 23, 2008. Under the terms of its registration, the Group is entitled to income tax holiday for a period of four (4) years from the start of commercial operations.

Woodsville Viverde Mansions, Buildings 5-8
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "Mass Housing" on a Nonpioneer status at a capacity of two hundred twenty-five (225) units, under Certificate of Registration No. 2008-201 dated August 7, 2008. Under the terms of its registration, the Group is entitled to income tax holiday for a period of four (4) years from the start of commercial operations.

Escalades at 20$^{th}$ Avenue
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "Mass Housing" on a Nonpioneer status at a capacity of seven hundred twenty (720) units, under Certificate of Registration No. 2008-216 dated August 13, 2008. Under the terms of its registration, the Group is entitled to income tax holiday for a period of four (4) years from the start of commercial operations.

Robinsons Cyberpark
The Group is also registered with PEZA (beginning October 1, 2004) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as "The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations" and PEZA Board Resolution No. 00-262 dated August 17, 2003, for creating and designating 68,596 square meters of land located at EDSA corner Pioneer Street, Mandaluyong City as an IT Park to be known as The Robinsons Cyberpark. Under the terms of its registration, the Group is entitled to certain tax and nontax incentives which include, among others, 5% special tax regime.

## 32. Commitments and Contingencies

*Operating Lease Commitments - Group as Lessee*
The Group entered into long-term operating leases of land with lease terms ranging from 25 to 50 years. These leases include clauses to enable escalation of rental charges on the agreed dates. Total rent expense amounted to ₱131 million, ₱156 million and ₱159 million in 2010, 2009 and 2008, respectively. Future minimum rentals payable under noncancellable operating leases as of September 30 are as follows:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Within one (1) year | **₱47,147,298** | ₱48,004,527 | ₱43,074,198 |
| After one (1) year but not more than five (5) years | **213,176,325** | 202,539,847 | 193,571,713 |
| After more than five (5) years | **6,253,520,299** | 6,306,558,981 | 6,363,531,642 |
| | **₱6,513,843,922** | ₱6,557,103,355 | ₱6,600,177,553 |

*Operating Lease Commitments - Group as Lessor*
The Group has entered into commercial property leases on its investment property portfolio. These noncancellable leases have remaining noncancellable lease terms of between one (1) and ten (10) years. All leases include a clause to enable upward revision of the rental charge on an annual basis based on prevailing market conditions. The lease contracts also provide for the percentage rent, which is a certain percentage of actual monthly sales or minimum monthly gross sales, whichever is higher. Total rent income amounted to ₱5,588 million, ₱5,143 million and ₱4,376 million in 2010, 2009 and 2008, respectively. Total percentage rent recognized as income for 2010, 2009 and 2008 amounted to ₱1,589 million, ₱1,363 million and ₱1,241 million, respectively.

Future minimum rentals receivable under noncancellable operating leases as of September 30 are as follows:

| | **2010** | 2009 | 2008 |
|---|---|---|---|
| Within one (1) year | **₱1,128,494,867** | ₱943,532,729 | ₱984,022,565 |
| After one (1) year but not more than five (5) years | **2,728,725,119** | 1,354,524,223 | 1,931,090,773 |
| After more than five (5) years | **587,588,901** | 71,111,376 | 40,517,868 |
| | **₱4,444,808,887** | ₱2,369,168,328 | ₱2,955,631,206 |

*Capital Commitments*
The Group has contractual commitments and obligations for the construction and development of investment properties and property and equipment items aggregating ₱3,334 million, ₱2,937 million and ₱6,100 million as of September 30, 2010, 2009 and 2008, respectively. Moreover, the Group has contractual obligations amounting to ₱1,567 million, ₱1,547 million and ₱2,300 million as of September 30, 2010, 2009 and 2008, respectively, for the completion and delivery of real estate units that have been presold.

*Contingencies*
The Group has various contingent liabilities arising in the ordinary conduct of business which are either pending decision by the courts or being contested, the outcome of which are not presently determinable. In the opinion of management and its legal counsel, the eventual liability under these lawsuits or claims, if any, will not have a material or adverse effect on the Group's financial position and results of operations. The Group does not believe that such assessments, in general, will have a material effect on its operating results and financial condition. No provisions were made during the year. The information usually required by PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, is not disclosed on the grounds that it can be expected to prejudice the outcome of pending assessments.

## 33. Approval of the Consolidated Financial Statements

The accompanying consolidated financial statements were authorized for issue by the BOD on January 11, 2011.

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Phone: (632) 891 0307
Fax: (632) 819 0872
www.sgv.com.ph

BOA/PRC Reg. No. 0001
SEC Accreditation No. 0012-FR-2

**INDEPENDENT AUDITORS' REPORT
ON SUPPLEMENTARY SCHEDULES**

The Stockholders and the Board of Directors
Robinsons Land Corporation
43rd Floor, Robinsons Equitable Tower
ADB Avenue, Ortigas Center, Pasig City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Robinsons Land Corporation and Subsidiaries (the Group) included in this Form 17-A and have issued our report thereon dated January 11, 2011. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Group's management and are presented for purposes of complying with Securities Regulation Code Rules No. 68.1 and SEC Memorandum Circular No. 11, Series of 2008 and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state in all material respect the financial data required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Michael C. Sabado
Partner
CPA Certificate No. 89336
SEC Accreditation No. 0664-A
Tax Identification No. 160-302-865
PTR No. 2641561, January 3, 2011, Makati City

January 11, 2011

**ROBINSONS LAND CORPORATION AND SUBSIDIARIES**
**SCHEDULE D - INDEBTEDNESS OF UNCONSOLIDATED**
**SUBSIDIARIES AND AFFILIATES**
**SEPTEMBER 30, 2010**

| Name of Affiliate | Beginning Balance | Ending Balance |
|---|---|---|
| JGSHI | ₱ - | ₱ 1,920,690,302 |
| Digital Telecommunications, Inc. | 39,926,434 | 39,708,187 |
| Robinsons Recreation Corp | 11,351,620 | 11,353,023 |
| Universal Robina Corp | 6,156,389 | 12,644,234 |
| Others | 35,692,331 | 59,947,932 |
| Total | ₱ 93,126,774 | ₱ 2,044,343,678 |

## ROBINSONS LAND CORPORATION AND SUBSIDIARIES
## SCHEDULE E - PROPERTY, PLANT AND EQUIPMENT
## SEPTEMBER 30, 2010

| Classification | Beginning Balance | Additions at Cost | Retirements | Other Changes-Additions (Deductions) | Ending Balance |
|---|---|---|---|---|---|
| Other equipment | ₱ 4,328,144,148 | ₱ 238,772,472 | ₱ (757,849) | ₱ 201,490,630 | ₱ 4,767,649,401 |
| | ₱ 4,328,144,148 | ₱ 238,772,472 | ₱ (757,849) | ₱ 201,490,630 | ₱ 4,767,649,401 |

## ROBINSONS LAND CORPORATION AND SUBSIDIARIES
## SCHEDULE F - ACCUMULATED DEPRECIATION
## SEPTEMBER 30, 2010

| Description | Beginning Balance | Additions Charged to Costs and Expenses | Retirements | Other Changes-Additions (Deductions) | Ending Balance |
|---|---|---|---|---|---|
| Other equipment | ₱ 2,143,411,369 | ₱ 298,219,765 | ₱ (467,238) | ₱ (4,450,409) | ₱ 2,436,713,487 |
| | ₱ 2,143,411,369 | ₱ 298,219,765 | ₱ (467,238) | ₱ (4,450,409) | ₱ 2,436,713,487 |

**ROBINSONS LAND CORPORATION AND SUBSIDIARIIES**
**SCHEDULE K - CAPITAL STOCK**
**SEPTEMBER 30, 2010**

| Title of Issue | Number of Shares Authorized | Number of Shares Issued and Outstanding | Number of Shares Reserved for Options, Warrants, Conversions, and Other Rights | Number of Shares Held By | | | |
|---|---|---|---|---|---|---|---|
| | | | | Affiliates | Directors, Officers and Employees | Treasury Shares | Others |
| Common Share | 3,000,000,000 | 2,746,918,457 | | 1,648,417,051 | 11,834,322 | 17,698,000 | 1,068,969,084 |

**ROBINSONS LAND CORPORATION AND SUBSIDIARIIES**
**SCHEDULE L - LIST OF TOP 20 STOCKHOLDERS OF RECORD**
**SEPTEMBER 30, 2010**

| | Name of Stockholders | Position | Citizenship | Amount Subscribed | Percent to Total Outstanding |
|---|---|---|---|---|---|
| 1 . | JG Summit Holdings, Inc. | | Filipino | ₱ 1,648,417,051 | 60.40% |
| 2 . | PCD Nominee Corporation (Non-Filipino) | | Non-Fil | 665,280,350 | 24.38% |
| 3 . | PCD Nominee Corporation (Filipino) | | Filipino | 383,873,056 | 14.07% |
| 4 . | Elizabeth Yu | | - do - | 8,737,200 | 0.32% |
| 5 . | John Gokongwei, Jr. | | - do - | 8,124,721 | 0.30% |
| 6 . | Cebu Liberty Lumber | | - do - | 2,203,200 | 0.08% |
| 7 . | James L. Go | | - do - | 1,123,996 | 0.04% |
| 8 . | Elizabeth Y. Gokongwei &/or John Gokongwei, Jr. | | - do - | 988,000 | 0.04% |
| 9 . | Catalino S. Ngochua | | - do - | 720,000 | 0.03% |
| 10 . | Lily Cristina Ngochua | | - do - | 720,000 | 0.03% |
| 11 . | Lance Gokongwei | | - do - | 536,000 | 0.02% |
| 12 . | Alberto Mendoza &/or Jeanie Mendoza | | - do - | 532,800 | 0.02% |
| 12 . | Robina Yu Gokongwei | | - do - | 360,000 | 0.01% |
| 13 . | Mariano K. Tan | | - do - | 360,000 | 0.01% |
| 14 . | Samuel C. Uy | | - do - | 324,000 | 0.01% |
| 15 . | John L. Gokongwei, Jr. | | - do - | 300,000 | 0.01% |
| 16 . | Elizabeth Yu Gokongwei | | - do - | 275,000 | 0.01% |
| 16 . | Sy Ha | | - do - | 228,600 | 0.01% |
| 17 . | Frederick D. Go | | - do - | 225,001 | 0.01% |
| 18 . | Valentin Khoe | | - do - | 217,800 | 0.01% |
| 19 . | Ong Tiong | | - do - | 204,996 | 0.01% |
| 20 . | Yeung Jo Chun | | - do - | 180,000 | 0.01% |
| 20 . | Lisa Yu Gokongwei | | - do - | 180,000 | 0.01% |
| 20 . | Henry Dy | | - do - | 180,000 | 0.01% |
| | OTHERS | | | 4,928,686 | 0.18% |
| | | | | ₱ 2,729,220,457 | 100.00% |

## INDEX TO EXHIBITS

Form 17-A



* These exhibits are either not applicable to the Company or require no answer.

EXHIBIT 18: **SUBSIDIARIES OF THE REGISTRANT**

Robinsons Land Corporation has six (6) subsidiaries as of September 30, 2010:

| | | % OWNERSHIP | | COUNTRY OF |
|---|---|---|---|---|
| **SUBSIDIARY** | **BUSINESS** | **DIRECT** | **EFFECTIVE** | **INC. OR RESIDENCE** |
| Robinson's Inn, Inc. [1] | Apartelle Operation | 100 | - | Philippines |
| Robinsons Realty Management Corporation | Property development | 100 | - | Philippines |
| Robinsons (Cayman) Ltd. | Property development | 100 | - | Cayman Islands |
| Robinsons Properties Marketing and Management Corp | Marketing of office and residential units | 100 | - | Philippines |
| Altus Angeles, Inc | Property management | 51 | | Philippines |
| Altus San Nicolas Corp. | Property management | 80 | | Philippines |

[1] *Closed operations effective August 31, 2007*