

COVER SHEET

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SEC Registration Number

ALPHALAND CORPORATION

(Company's Full Name)

The Penthouse, Alphaland Southgate
Tower, 2258 Chino Roces Avenue cor.
EDSA, Makati City 1232

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

Elizabeth P. Fernandez

(Contact Person)

(02) 337-2031

(Company Telephone Number)

03

Month

31

Day

(Calendar Year)

17-1Q

(Form Type)

05

Month

27

Day

(Annual Meeting)

(Secondary License Type, If Applicable)

CFD

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

58

Total No. of Stockholders

₱4,316,691,780

Domestic

Not Applicable

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

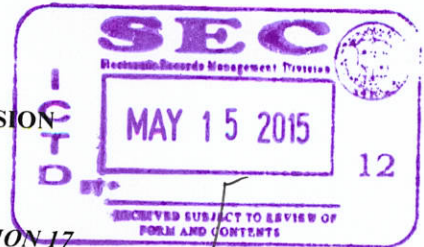
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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-1Q

QUARTERLY REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 141
OF THE CORPORATION CODE



1. For the fiscal year ended March 31, 2015

2. SEC Identification No. 183835 3. BIR Tax Identification No. 001-746-612-000

4. Exact Name of Issuer as specified in its charter ALPHALAND CORPORATION

5. Province, Country or other jurisdiction of Incorporation or Organization Philippines 6. SEC Use Only Industry Classification Code

The Penthouse, Alphaland Southgate Tower, 2258 Chino Roces Avenue corner EDSA, Makati City 1232

7. Address of Principal Office Postal Code

(632) 337-2031
8. Issuer's telephone number, including area code

NA
9. Former name, former address, and former fiscal year, if changed since last report

10. Securities registered pursuant to Section 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding	Amount of Debt/ Liabilities Outstanding
Common	2,801,659,217	P4,316,691,780

Are any of the securities listed on the Philippine Stock Exchange?
Yes ☐ No ☒

12. Check whether the issuer

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 Corporate 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 ☐

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

Yes ☒ No ☐

PART I - FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements

Attached herein are the unaudited consolidated interim financial statements of Alphaland Corporation (“ALPHA” or the “Parent Company”) and its subsidiaries (together with ALPHA, the “Group”) as of, and for the period ended March 31, 2015. The accompanying interim financial statements do not include all the information and disclosures required in the audited financial statements and should be read in conjunction with the audited financial statements as of, and for the year ended December 31, 2014.

Basis of Preparation

The accompanying consolidated financial statements have been prepared under the historical cost basis of accounting, except for AFS investments and investment properties, which are carried at fair value. The consolidated financial statements are presented in Philippine peso, the Parent Company’s functional currency and presentational currency, and all values are rounded off to the nearest peso, except when otherwise indicated.

Statement of Compliance

The consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS) issued by the Philippine Financial Reporting Standards Council (FRSC) and adopted by the SEC. This financial reporting framework includes PFRS, Philippine Accounting Standards (PAS), and Philippine Interpretations from International Financial Reporting Interpretations Committee (IFRIC) and SEC provisions.

Adoption of New and Revised PFRS

The accounting policies adopted in the preparation of the unaudited condensed consolidated financial statements are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended December 31, 2014, except for the adoption of new standards and interpretations enumerated below.

Effective for annual periods beginning on or after July 1, 2014:

- Amendment to PAS 16, *Property, Plant and Equipment - Revaluation Method - Proportionate Restatement of Accumulated Depreciation* — The amendment clarifies that, upon revaluation of an item of property, plant and equipment, the carrying amount of the asset shall be adjusted to the revalued amount, and the asset shall be treated in one of the following ways: (a) the gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount of the asset. The accumulated depreciation at the date of revaluation is adjusted to equal the difference between the gross carrying amount and the carrying amount of the asset after taking into account any accumulated impairment losses; or (b) the accumulated depreciation is eliminated against the gross carrying amount of the asset.
- Amendments to PAS 19, *Employee Benefits - Defined Benefit Plans: Employee Contributions* — The amendments apply to contributions from employees or third parties to defined benefit plans. Contributions that are set out in the formal terms of the plan shall be accounted for as reductions to current service costs if they are linked to service or as part of the remeasurements of the net defined benefit asset or liability if they are not linked to service. Contributions that are discretionary shall be accounted for as reductions of current service cost upon payment of these contributions to the plans.

- Amendments to PAS 24, *Related Party Disclosures - Key Management Personnel* — The amendments clarify that an entity is a related party of the reporting entity if the said entity, or any member of a group for which it is a part of, provides key management personnel services to the reporting entity or to the parent company of the reporting entity. The amendments also clarify that a reporting entity that obtains management personnel services from another entity (also referred to as management entity) is not required to disclose the compensation paid or payable by the management entity to its employees or directors. The reporting entity is required to disclose the amounts incurred for the key management personnel services provided by a separate management entity.
 - Amendments to PAS 38, *Intangible Assets - Revaluation Method - Proportionate Restatement of Accumulated Amortization* — The amendments clarify that, upon revaluation of an intangible asset, the carrying amount of the asset shall be adjusted to the revalued amount, and the asset shall be treated in one of the following ways: (a) the gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount of the asset. The accumulated amortization at the date of revaluation is adjusted to equal the difference between the gross carrying amount and the carrying amount of the asset after taking into account any accumulated impairment losses; or (b) the accumulated amortization is eliminated against the gross carrying amount of the asset.
 - The amendments also clarify that the amount of the adjustment of the accumulated amortization should form part of the increase or decrease in the carrying amount accounted for in accordance with PAS 38.
 - Amendment to PAS 40, *Investment Property - Clarifying the Interrelationship between PFRS 3, Business Combination and PAS 40 when Classifying Property as Investment Property or Owner-occupied Property* — The amendment clarifies that determining whether a specific transaction meets the definition of both a business combination and investment property requires the separate application of PAS 40 and PFRS 3, *Business Combination*.
 - Amendments to PFRS 3, *Business Combinations - Accounting for Contingent Consideration in a Business Combination and Scope Exceptions for Joint Ventures* — The amendments require that the contingent consideration that is classified as an asset or liability is measured at fair value at each reporting date and changes in fair value are recognized in profit or loss, including contingent considerations that are classified as financial instrument.
- The amendments also clarify that the accounting for the formation of a joint arrangement in the financial statements of the joint arrangement itself is excluded in the scope of PFRS 3.
- Amendments to PFRS 8, *Operating Segments - Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets* — The amendments require entities to disclose the judgment made by management in aggregating two or more operating segments. This disclosure should include a brief description of the operating segments that have been aggregated in this way and the economic indicators that have been assessed in determining that the aggregated operating segments share similar economic characteristics. The amendments also clarify that an entity shall provide reconciliations of the total of the reportable segments' assets to the entity's assets if such amounts are regularly provided to the chief operating decision maker.
 - Amendments to PFRS 13, *Fair Value Measurement - Short-term Receivables and Payables and Portfolio Exception* — The amendments clarify that short-term receivables and payables with no stated interest rates can be measured at invoice amounts when the effect of discounting is immaterial.

It also clarifies that the scope of the portfolio exception includes all contracts accounted for within the scope of PAS 39, *Financial Instruments: Recognition and Measurement* or PFRS 9, *Financial Instruments*, regardless of whether they meet the definition of financial assets or financial liabilities.

Effective for annual periods beginning on or after January 1, 2016:

- PFRS 14, *Regulatory Deferral Accounts* — This standard specifies the financial reporting requirements for regulatory deferral account balances that arise when an entity provides goods or services to customers at a price or rate that is subject to rate regulation.

Effective for annual periods beginning on or after January 1, 2017:

- PFRS 15, *Revenue from Contracts with Customers* — This standard establishes the principles that an entity shall apply to report useful information to users of financial statements about the nature, timing, and uncertainty revenue and cash flows arising from a contract with a customer.

Effective for annual periods beginning on or after January 1, 2018:

- PFRS 9, *Financial Instruments: Classification and Measurement* — This standard establishes principles for the financial reporting of financial assets and liabilities that will present relevant and useful information to users of financial statements for their assessment of the amount, timing and uncertainty of an entity's future cash flows.

Under prevailing circumstances, the adoption of the foregoing new and revised PFRS is not expected to have any material effect on the consolidated financial statements. Additional disclosures required by these amendments will be included in the Group's consolidated financial statements when these amendments are adopted.

Description of Business

Alphaland Corporation (ALPHA or the "Company"), formerly Macondray Plastics, Inc. (MPI) is a holding company incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC). The principal business of ALPHA and its subsidiaries (collectively referred to as the "Group") is real property development.

Nature of Business and Brief Historical Background

On November, 19, 1990, the Company was incorporated as Agro Plastics, Inc under Securities and Exchange Commission No. 18385 with Pioneer Ventures, Inc. as the controlling shareholder. Until 1994, the Company's sole business was to supply the requirements of the Lapanday Group's banana plantations.

Sometime in March 1995, the Company was sold to Macondray & Co., Inc. ("MCI") and was subsequently renamed Macondray Plastics, Inc. (MPI). In 1997, the Company embarked on a program to reduce its total dependence on the banana industry by further expanding its customer base to commercial/industrial accounts. In November 2000, the Company braved the sluggish stock market and became the first Davao-based, Davao-oriented company to list in the Philippine Stock Exchange ("PSE" or the "Exchange"). The proceeds of the initial public offering were used to expand the Company's production capacity and capabilities. In September 2009, the Company decided to spin off the operations and maintenance of its plastics manufacturing interest to a separate juridical entity. Thus, Macondray Plastics Products, Inc. (MPPI) was then incorporated and registered with the SEC on September 25, 2009 and became a wholly owned subsidiary of the Company. Immediately

thereafter, a deed of conveyance was executed on October 13, 2009 where the Company shall transfer all of its assets and liabilities relating to the plastics manufacturing interest to MPPI with effect upon the approval by the SEC of MPPI's application for increase in authorized capital stock (the "Assignment"). Accordingly, MPPI assumed the management of the Company's plastic products manufacturing operations and absorbed all the employees of the Company who were all connected to the plastics manufacturing business at that time.

On October 1, 2009, a Share Purchase Agreement (the "SPA") was executed between RVO Capital Ventures Corporation ("RVO Capital") and MCI. The transaction involves the acquisition by RVO Capital of MCI's 99,444,000 shares in the Company which represents MCI's entire interest in the Company. Since MCI's interest represents approximately 66% of the Company's outstanding capital stock, the acquisition thereof triggered the application of the mandatory tender offer rule of the Securities Regulation Code ("SRC"). After the conduct of the tender offer, RVO Capital acquired a total of 142,656,748 shares representing 95% of the Company's then issued and outstanding capital stock.

On November 18, 2009, the Company and all the stockholders of Alphaland Development, Inc. (ADI) entered into a Share Swap Agreement (SSA) for a share-for-share swap of all of ADI's issued and outstanding shares (as well as existing shareholders' advances/deposits for future stock subscriptions) in exchange for new shares to be issued by ALPHA. Each ADI share was exchanged for approximately 5.08 ALPHA shares, or a total of 1,269,734,041 shares of ALPHA. After the share-for-share swap, ADI became a wholly owned subsidiary of ALPHA thereby allowing the diversification into the property development sector. In view of the foregoing, the Company applied for the amendment of its Articles of Incorporation involving the (a) change in corporate name from "Macondray Plastics, Inc." to "Alphaland Corporation", (b) change in primary purpose from plastics manufacturing to that of a holding company, (c) change in principal place of business from Davao City to Makati City, and (d) increase in its authorized capital stock from P400.0 million to P5.0 billion, among others. These amendments were approved the SEC on April 7, 2010.

On December 23, 2010, ALPHA signed a Memorandum of Understanding ("MOU") with Macondray Philippines Co., Inc. ("MPCI"), where the latter is offering to buy ALPHA's entire interest in MPPI upon completion of the Assignment and which ALPHA accepted for a reasonable consideration to be determined nearer to the Assignment.

On April 29, 2011, the SEC approved the increase in authorized capital stock of MPPI that completed the Assignment and total spinoff of MPPI. It paved the way for the Company's eventual sale of MPPI to MPCI. A Deed of Absolute Sale was executed on October 28, 2011 for a consideration of ₱254.0 million.

Status of Operations

a. Transfer of Assets and Related Liabilities to a Major Shareholders' Group

On June 5, 2014, Alphaland Holdings (Singapore) Pte. Limited (AH) and Masrickstar Corporation (MC) (collectively, the "AH Group") on one hand, and another group affiliated with Mr. Roberto V. Ongpin (RVO) including ALPHA and ADI (collectively, the "RVO Group") entered into a Memorandum of Agreement (MOA) to settle a shareholder dispute. Pursuant to the MOA, ALPHA, through its 100%-owned subsidiary, ADI acquired the shares of stock of ALPHA owned by AH, MC and Credit Suisse (Singapore) Limited, another shareholder, and received ₱2.5 billion in cash in exchange for assets and liabilities mainly described below:

- 100% ownership of Alphaland Makati Tower, Inc. (AMTI), which owns The Alphaland Tower along Ayala Avenue, Makati City;

- 100% ownership of Alphaland Marina Corporation (AMC), which will develop the Alphaland Marina & Country Club (the “Marina Project”) at the Manila Bay reclamation area in Parañaque City and will eventually be owned and operated by Alphaland Marina Club, Inc. (AMCI);
- 50% ownership of Alphaland Bay City Corporation (ABCC), the joint venture company formed by ADI and a group led by D.M. Wenceslao & Associates, Inc. (DMWAI) (the Wenceslao Group or “WG”) to develop the 32-hectare Alphaland Bay City project at the Aseana Business Park, Parañaque City (the “Bay City Project”); and
- 60% interest in the unincorporated joint venture between the Group and Akean Resorts Corporation to develop the latter’s approximately 500 hectares of land in Caticlan (Malay) and Nabas, Aklan (the Boracay Gateway Project”) and the additional parcels of land acquired by the Group with total area of approximately 10.81 hectares.

On October 17, 2014, these assets owned by the Group were transferred to Bedfordbury Development Corporation (BDC), a newly incorporated company owned by AH and MC. AH, MC and BDC will be collectively referred to as the “AH Group”.

b. Delisting procedures initiated by the PSE

ALPHA committed delays in complying with its disclosure requirements with the PSE as a result of the dispute between the two major groups of stockholders. The delay in the disclosure was brought about by a good faith effort to arrive at an amicable settlement with the AH Group. On June 17, 2014, in a hearing conducted by the PSE, ALPHA formally informed the PSE of the settlement between both parties and supported voluntarily the delisting procedures initiated by the PSE. On September 8, 2014, the PSE issued a resolution delisting ALPHA for violation of the disclosure rules and mandated ALPHA to hold a tender offer to buy all the shares of its retail/non-strategic shareholders. The PSE also prohibited ALPHA from applying for relisting within a period of five years from the effective date of delisting.

c. Disputes with a joint venture (JV) partner

For the Bay City Project, the Group had a joint venture with WG that is subject to litigation because of WG’s actions in causing a delay in ADI and AMC’s construction and development of the Marina Club Project. With BDC’s takeover of AMC and AMCI, BDC assumed the responsibility of handling the litigation with WG.

ALPHA’s Significant Legal Subsidiaries as at March 31, 2015

- a. *Alphaland Balesin Island Resort Corporation (ABIRC)*, 100%-owned by ALPHA, was incorporated in the Philippines and registered with the Philippine SEC on May 26, 2010. ABIRC’s primary purpose is to invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, and exchange or otherwise dispose, as may be permitted by law, of real and personal property of every kind and description.

ABIRC has investment in preferred shares of Alphaland Balesin Island Club, Inc. (ABICI).

- b. *ADI*, 100%-owned by ALPHA, was incorporated in the Philippines and registered with the Philippine SEC on May 29, 2007. ADI’s primary purpose is to engage in real property acquisition and development. ADI’s acquired property pertains to a 20-storey office tower building with a 6-storey podium shopping mall known as Alphaland Southgate Tower.

- c. *Alphaland Makati Place, Inc. (AMPI)*, 100%-owned by ADI, was incorporated in the Philippines and registered with the Philippine SEC on March 6, 1991 as *Silvertown Property Development Corporation*. On February 26, 2010, the Philippine SEC approved the change in corporate name from “Silvertown Property Development Corporation” to “Alphaland Makati Place, Inc.”

AMPI’s primary purpose is to acquire by exchange of shares, purchase, lease that specific property described as three storey building with basement of strong materials together with the warehouse, other land improvements and machinery and equipment as well as the leasehold rights on the land, which is situated at Ayala Avenue corner Malugay Street, Makati, Metro Manila.

AMPI entered into a joint venture with Boy Scouts of the Philippines (BSP) to develop the Malugay Property into a first class commercial development now known as Alphaland Makati Place. It is a mixed-use property development consisting of three (3) high end residential towers atop an upscale six-storey podium with a shopping center and a City Club, including a Boy Scout Convention Center.

AMPI has investment in preferred shares of The City Club at Alphaland Makati Place, Inc. (TCCAMPI).

- d. *Alphaland Reclamation Corporation (ARC)*, 100%-owned by ALPHA, was incorporated in the Philippines and registered with the Philippine SEC on April 5, 2011, and primarily engaged in the construction of reclamation projects and to contract for and perform reclamation works.
- e. *Aklan Boracay Properties Inc. (ABPI)*, 100%-owned by ALPHA, was incorporated in the Philippines and registered with the SEC on May 19, 2010, and primarily engaged to invest in, purchase or otherwise acquire and own, hold use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose, as may be permitted by law, of real and personal property of every kind and description.
- f. *Alphaland Aviation, Inc. (AAI)*, 100%-owned by ALPHA, was incorporated in the Philippines and registered with the Philippine SEC on July 31, 2012 and is primarily engaged in the aviation industry and its related businesses, including but not limited to, the provision of hangarage and moorage, parking and landing operations, aircraft maintenance, supply of parts, oils, and lubricants and other related businesses.
- g. *Alphaland Holdings Company, Inc. (AHCI)*, 100%-owned by ALPHA, was incorporated in the Philippines and registered with the Philippine SEC on January 17, 2013 and its primary purpose is to purchase, own and hold the stock of other corporations, and to do every act and thing covered generally by the denomination of “holding corporation,” especially to direct the operations of other corporations through the ownership of stock therein.
- h. *2258 Blue Holdings, Inc. (Blue Holdings)*, 100%-owned by ADI, was incorporated in the Philippines and registered with the Philippine SEC on September 17, 2012 and its primary purpose is to purchase, own and hold the stock of other corporations, and to do every act and thing covered generally by the denomination of “holding corporation,” especially to direct the operations of other corporations through the ownership of stock therein.
- i. *Alphaland Southgate Restaurants, Inc. (ASRI)*, 100%-owned by ADI, was incorporated in the Philippines and registered with the Philippine SEC on March 28, 2011 as *Alphaland Ukiyo, Inc.* It was renamed as ASRI on June 27, 2013. Its primary purpose is to establish, maintain and operate restaurants, coffee shops, refreshment parlors and cocktail lounge. ADI initially subscribed to 4,999,998 common shares of ASRI representing 50% of its outstanding shares in March 2011, which was then accounted for as an associate. In September 2013, ADI

purchased the other 50% from existing shareholders for ₱3.3 million. Consequently, ASRI became a 100%-owned subsidiary effective September 2013.

- j. *Alphaland International, Inc. (AII)*, 100%-owned by ADI, was incorporated in the Philippines and registered with the Philippine SEC on January 29, 2014 and its primary purpose is to sell assets, including club shares and condominium units of the Group outside the Philippine market.
- k. *Choice Insurance Brokerage, Inc. (CIBI)*, 70%-owned by Blue Holdings, was incorporated in the Philippines and registered with the SEC on November 6, 2012, and is primarily engaged to, conduct, carry on and maintain insurance business, to act as a broker, and to do other related activities. In 2012, Blue Holdings subscribed to 70% of CIBI's shares of stock for a cash consideration of ₱14.0 million. In 2013, CIBI issued additional 2,500,000 shares of stock to its shareholders at par value to maintain the required capitalization needed for its application as an insurance broker.

ALPHA's Significant Legal Subsidiaries Sold in 2014

- a. *AMTI*, 100%-owned by ADI, was incorporated in the Philippines and registered with the Philippine SEC on July 28, 2010, with the primary purpose of developing, leasing and subleasing a property situated along Ayala Avenue, which is the center of the Central Business District. The property measuring 2,400 square meters, more or less, was acquired by ADI from Sta. Lucia Land, Inc. in June 2008. This was conveyed by ADI to AMTI in exchange for shares of stock of AMTI in 2011. The project of AMTI is a 34-storey premier high-end corporate office, known as "The Alphaland Tower," located along Ayala Avenue in Makati City.
- b. *AMC*, 100%-owned by ADI, was incorporated in the Philippines and registered with the Philippine SEC on December 2, 2010, with the primary purpose of dealing and engaging in the real estate business. AMC's plan is to develop (together with the Group) the Marina Club, an ultra-modern marina and yacht club that will have various dining, sports, recreation, boating, yachting, sailing and other similar amenities exclusively to its members and their guests and dependents. The Marina Club will be the centerpiece of the Bay City Project, to be located in a 32-hectare, more or less, of reclaimed land at Aseana Business Park in Parañaque City. On December 10, 2010, AMC's Board of Directors (BOD) authorized the application for incorporation of AMCI to own and operate the Marina Club.

AMC has investment in preferred shares of AMCI.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Alphaland Southgate Tower

The property with lot area of 9,497 square meters, more or less, located at the nexus of Metro Manila's two main traffic arteries, EDSA and the South Superhighway is now a fully developed and revenue-generating 20-storey office tower building with a six-storey podium of ample parking and a shopping mall. This property is presently mortgaged with Banco de Oro Unibank, Inc. for a long-term loan facility of ₱1.2 billion. There was an amendment to this agreement dated January 30, 2015, where ADI is entitled to an additional loan facility of up to ₱1.8 billion.

Alphaland Makati Place

Alphaland Makati Place consists of three high-end residential towers atop an upscale six-storey podium with a shopping center and a City Club dedicated to urban sports and leisure. Alphaland Makati Place is located on a premium one-hectare property along Ayala Avenue Extension corner

Malugay Street, Makati City. Featuring truly “smart homes,” Alphaland Makati Place is the first in the country with built-in concierge technology that will enable its residents and tenants to achieve lifestyle objectives on demand. This property is presently mortgaged with Development Bank of the Philippines (DBP), Landbank of the Philippines (LBP), Bank of Commerce (BOC) and Maybank of the Philippines, Inc., the OLSA lenders, for a loan facility of ₱1.8 billion.

Comprising of almost 1.6 hectares of sports and leisure facilities, The City Club at Alphaland Makati Place caters the wellness, social, sports and business needs of its members. Facilities include a spa, aerobics, dance and yoga rooms, formal and specialty restaurants, cafes, a sports bar, virtual golf, air soft range, screening room, boxing ring, gym, children’s activity center, coffee lounges, indoor tennis courts, indoor badminton courts, lap pool and children’s pool, private business meeting rooms, and a business center.

Alphaland Balesin Island Property

ABIRC acquired approximately 394 hectares of land in Balesin Island, Polillo, Quezon. Additional 10 hectares were also acquired from existing Balesin Island landowners. This brings the total land ownership to approximately 404 hectares. Of this total, approximately 95 hectares were already conveyed to ABICI. The transfer of certificates of title from ABIRC to ABICI is currently being processed. This property is presently mortgaged with BOC, OLSA lender, for a loan facility of ₱3.0 billion.

Silang Property

ADI’s three parcels of land in Silang Cavite, measuring a total of 300,000 square meters, more or less, is reserved for future development.

Alphaland Baguio Mountain Lodges

Alphaland Baguio Mountain Lodges Project will cover approximately 69 hectares of rolling terrain in Itogon, Benguet. The Company aims to transform the property into high-end log cabin homes, prefabricated and imported from the United States of America. Each log homes will have a full panoramic view of Baguio or the northern -mountains beyond.

Results of Operations

	For the Three Months Ended	
	March 31, 2015	March 31, 2014
	(Unaudited)	(Unaudited)
Revenues	429,541,758	156,703,054
Costs and Expenses	346,723,961	136,507,949
Other Income - net of Other Expenses	12,180,819	12,239,874
Net Income	90,193,505	27,435,244

The Group posted a higher consolidated net income of ₱90.2 million for the three months ended March 31, 2015, compared to ₱27.4 million for the same period in 2014.

₱272.8 million (174%) Increase in Revenues

Consolidated total revenues amounted to ₱429.5 million and ₱156.7 million for the three months ended March 31, 2015 and 2014, respectively. The increase is mainly attributed to combined effects of AMPI’s higher sales of condominium units during the current year and increased percentage of completion of construction of Towers 1 and 2. Further, there is an increasing trend in revenues from transport services provided by AAI to ABICI.

₱210.2 million (154%) Increase in Costs and Expenses

Increase from ₱136.5 million in prior period to ₱346.7 million in current period is mainly caused by the increasing sales of condominium units of AMPI and revenues from transport services of AAI.

Financial Condition

	As of	
	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Total Assets	47,532,347,144	47,810,344,376
Total Liabilities	9,954,444,041	10,258,313,231
Total Equity	37,577,903,103	37,552,031,145

Total assets of the Group decreased by ₱278.0 million or 1%, from ₱47,810.3 million as of December 31, 2014 to ₱47,532.3 million as of March 31, 2015.

₱57.9 million (10%) Decrease in Cash and Cash Equivalents

Decrease from ₱603.2 million to ₱545.3 million is brought about by project development, as the completion of units for Towers 1 and 2 of AMPI have been accelerated for turnover by 3rd quarter of this year and operating expenditures.

₱855.6 million (54%) Decrease in Trade and Other Receivables

Significant decrease from ₱1,592.4 million to ₱736.7 million is on account of collection of receivables from AH Group related to the MOA dated June 5, 2014, as previously mentioned.

₱509.0 million (14%) Increase in Land and Development Costs and Parking Lots for Sale

Projects classified under this account pertain to the Group's proportionate interest in the three (3) residential towers of Alphaland Makati Place project, which are intended for sale. Increase from ₱3,609.3 million to ₱4,118.3 million is due to substantial progress in the construction and completion of the towers for turnover, Towers 1 and 2 in 2015 and Tower 3 in 2016.

₱189.3 million (10%) Increase in Other Current Assets

Increase is primarily due to increased advances to contractors and Input VAT pertaining to on-going construction projects of AMPI.

Total liabilities of the Group amounted to ₱9,954.4 million and ₱10,258.3 million as of March 31, 2015 and December 31, 2014, respectively.

₱87.4 million (9%) Decrease in Trade and Other Payables

Decrease from ₱1,002.4 million to ₱915.0 million is primarily due to payment of obligations related to the construction of the Group's various projects during the period.

₱216.9 million (5%) Decrease in Long-term Debt - net of deferred financing costs

The reduction pertains to principal repayments made by ADI, ABIRC and AMPI during the first quarter.

Total equity of the Group amounted to ₱37,578.0 million and ₱37,552.0 million as of March 31, 2015 and as of December 31, 2014, respectively. There were no significant transactions took place for the first three months ended March 31, 2015.

Discussion and Analysis of Material Events and Uncertainties

As of reporting date:

There are no material events and uncertainties known to management that would have impact in the reported financial information and condition of the Group.

There are no known trends or demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in increases or decreases in the Group's liquidity in any material way. The Group does not anticipate having any cash flow or liquidity problems. The Group is not in default or breach of any note, loan, lease or other indebtedness or financing arrangement requiring it to make payments.

There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Group with unconsolidated entities or other persons created during the reporting period.

The Group has no unusual nature of transactions or events affecting assets, liabilities, equity, net income or cash flows.

There were no seasonal aspects that have a material effect on the financial condition or results of operations of the Group.

There were no material events subsequent to December 31, 2014 that have not been reflected in the Group's consolidated financial statements for the three months ended March 31, 2015.

There were no changes in estimates of amounts reported in the current financial period or changes in estimates of amounts reported in prior years.

Comparative Key Performance Indicators

Key Performance Indicator	Manner of Calculation	As of	
		March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Liquidity ratios			
Acid test/ Quick ratio	Cash plus marketable securities plus accounts receivable over current liabilities	0.61 :1.00	1.04 :1.00
Current ratio	Current assets over current liabilities	5.00 :1.00	5.08 :1.00
Cash ratio	Cash and cash equivalents plus marketable securities over current liabilities	0.26 :1.00	0.29 :1.00
Financial leverage ratios			
Debt to assets ratio	Total liability over total assets	0.21 :1.00	0.21 :1.00
Capitalization ratio	Long-term debt over long-term debt plus shareholders' equity	0.21 :1.00	0.22 :1.00
Debt to equity ratio	Interest-bearing debt over shareholders' equity	0.11 :1.00	0.12 :1.00
Asset-to-equity ratio	Total assets over shareholders' equity	1.26 :1.00	1.27 :1.00
Long-term Debt to Net Working Capital	Long-term debt over current assets-current liabilities	0.94 :1.00	0.95 :1.00

Key Performance Indicator	Manner of Calculation	For the Three Months Ended	
		March 31, 2015 (Unaudited)	March 31, 2014 (Unaudited)
Profitability ratio			
Net profit margin ratio/ return on sales	Net income over net sales	0.21 :1.00	0.18 :1.00
Return on assets ratio	Net income over average total assets during the period	0.00 :1.00	0.00 :1.00
Return on investment	Net income over long-term liabilities plus equity	0.00 :1.00	0.00 :1.00
Gross profit margin	Gross profit over net sales	0.24 :1.00	0.75 :1.00

Financial Risk Management Objectives and Policies

The Board of Directors (“BOD”) has overall responsibility for the establishment and oversight of the Group’s risk management framework. The Group’s risk management policies are established to identify and manage the Group’s exposure to financial risks, to set appropriate transaction limits and controls, and to monitor and assess risks and compliance to internal control policies. Risk management policies and structure are reviewed regularly to reflect changes in market conditions and the Group’s activities.

The Group has exposure to equity price risk, credit risk, interest rate risk and liquidity risk from the use of its financial instruments. The Group’s exposure to foreign currency risk is minimal as it does not normally enter into transactions in currencies other than its functional currency. The BOD reviews and approves the policies for managing each of these risks.

Equity Price Risk

The Group’s exposure to equity price pertains to its investment in quoted ordinary shares, which is classified as AFS investment in the consolidated balance sheets. Equity price risk arises from the changes in the levels of equity indices and value of individual stocks traded in the stock exchange. The effect of possible change in equity indices on the Group’s equity is minimal.

Credit Risk

The Group trades only with recognized and 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 exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the Parent Company, the Group does not offer credit terms without the specific approval of the Chief Finance Officer.

With respect to credit risk arising from the other financial assets, 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.

Since the Group trades with recognized third parties and related parties, there is no requirement for collateral. There are no other concentrations of credit risk within the Group.

Interest Rate Risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. The Group’s exposure to interest rate risk relates primarily to its financial instruments with floating interest and/or fixed interest rates. Fixed rate financial instruments are subject to fair value interest rate risk while floating rate financial instruments are subject to cash flow interest rate risk. Re-pricing of floating rate financial instruments is done every

three to six months. Interest on fixed rate financial instruments is fixed until maturity of the instrument.

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt subject to floating interest rates. The other financial instruments of the Group are noninterest-bearing and, therefore, not subject to interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to settle or meet its obligations on time or at a reasonable price. Management is responsible for liquidity, funding as well as settlement management. In addition, management oversees liquidity and funding risks, and related processes and policies. The Group manages its liquidity risk based on business needs, tax, capital or regulatory considerations, if applicable, through numerous sources of finance in order to maintain flexibility.

The Group also maintains a balance between continuity of funding and flexibility. The policy of the Group is to first exhaust lines available from affiliated companies before local bank lines are availed of. The Group seeks to manage its liquid funds through cash planning on a weekly basis. The Group uses historical figures and experiences and forecasts from its collections and disbursements. 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. Also, the Group only places funds in the money market, which are exceeding the Group requirements. Placements are strictly made based on cash planning assumptions and covers only a short period of time.


PART II - OTHER INFORMATION

There are no disclosures not reported under SEC Form 17-C.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer : **Alphaland Corporation**

Signature and Title :  **MARIO A. ORETA**
President

Principal Financial Officer :  **ELIZABETH P. FERNANDEZ**
Senior Vice President for Finance

Date : May 15, 2015

ALPHALAND CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Current Assets		
Cash and cash equivalents	545,279,416	603,166,902
Trade and other receivables	736,710,194	1,592,355,679
Land and development costs and parking lots for sale	4,118,327,335	3,609,291,533
Advances to related parties	1,687,288,280	1,668,957,354
Current portion of available-for-sale (AFS) investments	1,243,407,900	1,317,148,300
Other current assets	2,098,632,706	1,909,288,432
	10,429,645,831	10,700,208,200
Noncurrent Assets		
Investments in and advances to associates	25,529,741	24,362,094
AFS investments- net of current portion	27,422,686,100	27,433,136,100
Investment properties	8,595,486,367	8,583,436,197
Property and equipment	480,408,486	510,668,647
Other noncurrent assets	578,590,619	558,533,138
	37,102,701,313	37,110,136,176
TOTAL ASSETS	47,532,347,144	47,810,344,376
Current Liabilities		
Trade and other payables	914,992,061	1,002,422,870
Current portion of long-term debt	910,846,168	823,733,150
Current portion of customers' deposits	23,125,760	23,125,760
Advances from related parties	236,784,697	256,876,780
	2,085,748,686	2,106,158,560
Noncurrent Liabilities		
Long-term debt - net of current portion and deferred financing costs	3,388,971,512	3,693,033,643
Customer's deposits - net of current portion	92,421,997	87,357,031
Retirement benefit obligation	29,570,335	26,939,582
Deferred tax liabilities	4,229,310,028	4,233,751,297
Other noncurrent liability	128,421,483	111,073,118
	7,868,695,355	8,152,154,671
Total Liabilities	9,954,444,041	10,258,313,231
Equity attributable to equity holders of the Parent		
Capital stock - P1 par value	2,655,707,417	2,655,707,417
Additional paid-in capital	10,739,039,485	10,739,039,485
Unrealized gains on AFS investments	21,915,286,839	21,979,608,386
Accumulated remeasurement gain on retirement obligation	2,776,356	2,776,356
Retained earnings	19,079,536,395	18,989,170,231
	54,392,346,492	54,366,301,875
Less parent's shares held by a subsidiary	(16,817,972,390)	(16,817,972,390)
Less cost of 423,900 shares in treasury	(1,213,526)	(1,213,526)
	37,573,160,576	37,547,115,959
Non-controlling interest	4,742,527	4,915,186
Total Equity	37,577,903,103	37,552,031,145
TOTAL LIABILITIES AND EQUITY	47,532,347,144	47,810,344,376

ALPHALAND CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	For the Three Months Ended	
	March 31, 2015	March 31, 2014
	(Unaudited)	(Unaudited)
REVENUES		
Rent	151,618,893	146,052,858
Real estate sales	84,051,540	2,711,500
Air transportation service	39,543,000	-
Others	154,328,325	7,938,696
	429,541,758	156,703,054
COSTS AND EXPENSES	346,723,961	136,507,949
OTHER INCOME (EXPENSES)		
Gain on sale of AFS investments	54,994,985	80,271,425
Interest income	3,537,676	1,897,596
Equity in net earnings of associates and a joint venture- net	993,048	(1,144,720)
Interest expense and other finance charges	(46,896,878)	(68,938,112)
Foreign exchange gain (loss) - net	(448,012)	153,685
Gain on fair value change of investment properties	-	-
Gain on disposal of assets	-	-
	12,180,819	12,239,874
INCOME BEFORE INCOME TAX FROM CONTINUING OPERATIONS	94,998,616	32,434,979
PROVISION FOR INCOME TAX		
Current	2,099,542	1,939,787
Deferred	2,705,569	3,059,948
	4,805,111	4,999,735
NET INCOME FROM CONTINUING OPERATIONS	90,193,505	27,435,244
OTHER COMPREHENSIVE INCOME		
Unrealized valuation gains on AFS investments	(71,468,386)	934,661,726
Income tax effect	7,146,839	(93,466,173)
Remeasurement Gain on Retirement Plans	-	-
	(64,321,547)	841,195,553
TOTAL COMPREHENSIVE INCOME	25,871,958	868,630,797
Net income attributable to:		
Equity holders of the Parent	90,366,164	27,875,256
Non-controlling interests	(172,659)	(440,012)
	90,193,505	27,435,244
Total comprehensive income attributable to:		
Equity holders of the Parent	26,044,617	869,070,809
Non-controlling interests	(172,659)	(440,012)
	25,871,958	868,630,797

ALPHALAND CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	For the Three Months Ended	
	March 31, 2015	March 31, 2014
	(Unaudited)	(Unaudited)
CAPITAL STOCK		
Balance at beginning of year	2,655,707,417	1,838,370,551
Issuance of shares during the year	-	1,374,903,866
Balance at end of year	2,655,707,417	3,213,274,417
ADDITIONAL PAID-IN CAPITAL		
Balance at beginning of year	10,739,039,485	9,513,034,186
Issuance of shares during the year	-	2,062,355,799
Balance at end of year	10,739,039,485	11,575,389,985
UNREALIZED VALUATION GAINS ON AFS FINANCIAL ASSETS		
Balance at beginning of year	21,979,608,386	21,423,378,574
Other comprehensive income	(64,321,547)	841,195,554
Balance at end of year	21,915,286,839	22,264,574,128
ACCUMULATED REMEASUREMENT GAINS ON RETIREMENT OBLIGATION		
	2,776,356	-
RETAINED EARNINGS		
Balance at beginning of year	18,989,170,231	14,046,593,183
Net income during the year	90,366,164	27,875,256
Balance at end of year	19,079,536,395	14,074,468,439
TREASURY SHARES		
	(1,213,526)	(1,213,526)
PARENT'S SHARES HELD BY A SUBSIDIARY		
	(16,817,972,390)	-
NON-CONTROLLING INTEREST		
Balance at beginning of year	4,915,186	5,601,033
Net loss	(172,659)	(440,012)
Balance at end of year	4,742,527	5,161,021
	37,577,903,103	51,131,654,464

ALPHALAND CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Three Months Ended	
	March 31, 2015 (Unaudited)	March 31, 2014 (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	94,998,615	32,434,979
Adjustments for:		
Gain on sale of AFS investments	(54,994,985)	(80,271,425)
Interest expense and other financing charges	46,896,878	68,938,111
Depreciation and amortization	36,077,098	10,203,088
Interest income	(3,537,676)	(1,897,596)
Equity in net earnings of associates - net	(993,048)	1,144,720
Unrealized foreign exchange gains	448,012	(153,685)
Operating income before working capital changes	118,894,894	30,398,192
Decrease (increase) in:		
Trade and other receivables	908,124,223	(18,963,279)
Land and development	(503,468,190)	(108,037,916)
Other current assets	(172,482,648)	(182,581,767)
Increase (decrease) in:		
Trade and other payables	(83,456,832)	196,806,982
Retirement benefit obligation	2,630,753	3,202,544
Customers' deposits	5,064,966	4,322,039
Net cash used for operating activities	275,307,166	(74,853,205)
Interest received	3,644,705	1,783,846
Net cash flows from (used in) operating activities	278,951,871	(73,069,359)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property and equipment	(7,911,972)	(3,570,207)
Decrease (increase) in:		
Investment properties	(3,830,478)	(5,914,709)
Other noncurrent assets	(20,077,960)	8,166,890
Investments in and advances to associates	(1,167,647)	971,142,279
Proceeds from sale of AFS investments	24,662,748	139,295,745
Payments of development costs for the construction of the:		
City Club	(15,754,169)	(55,526,896)
Island Club	-	(209,741,430)
Marina Club	-	(18,382,520)
Net cash flows from (used in) investing activities	(24,079,478)	825,469,152
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of common shares	-	543,342,165
Payments of:		
Long-term debt	(219,080,940)	(88,739,329)
Interest and other finance charges	(68,279,307)	(68,096,793)
Finance lease	(759,072)	(347,131)
Net changes in accounts with related parties	(22,668,840)	24,699,006
Movement in other noncurrent liabilities	17,348,365	5,159,861
Net cash flows from (used for) financing activities	(293,439,794)	416,017,779
EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(448,012)	153,685
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	(39,015,413)	1,168,571,257
Cash and cash equivalents	603,166,902	173,775,856
Restricted cash	323,100,636	203,868,940
CASH AND CASH EQUIVALENTS AT END OF YEAR	926,267,538	377,644,796
Cash and cash equivalents	545,279,416	1,347,006,555
Restricted cash	341,972,709	199,209,498
	887,252,125	1,546,216,053

Notes to Consolidated Financial Statements

1. Disposal of Assets and Deconsolidation

a. Disposal of Subsidiaries

As discussed in Part 1, ADI entered into a Deed of Sale of Shares with BDC for the sale of its 100% ownership interest in AMTI and AMC for an aggregate amount of ₱3,774.0 million. On October 17, 2014, the disposal of AMTI and AMC resulted in its deconsolidation from the Group's consolidated financial statements. The assets and liabilities are summarized below:

Account	AMTI	AMC
Current assets	301,670,169	158,135,846
Investment properties	5,774,291,725	—
AFS financial assets	—	1,909,364,390
Other noncurrent assets	1,922,323	24,480,338
Current liabilities	226,569,676	1,439,721,951
Long-term debt	2,321,332,225	—
Deferred tax liabilities	823,668,032	—
Other noncurrent liabilities	—	637,577,352

b. Disposal of Joint Arrangements

ABCC (Joint Venture)

ABCC was incorporated and registered with the Philippine SEC on July 11, 2007, with purpose of owning, using, improving, developing, subdividing, leasing, and holding of investments or otherwise, real estate of all kinds, including buildings, houses, apartments, and structures.

On July 14, 2010, ADI, WG and ABCC entered into an Investment Agreement for the transfer of a total of 32 hectares of land respectively owned by WG and ADI to ABCC in exchange for the latter's shares of stock. ABCC will develop the property into a high-end, mixed-use property project to be known as Alphaland Bay City.

On December 23, 2010, ABCC, WG and ADI executed a Deed of Assignment and Memorandum of Agreement to form ABCC as a joint venture company, that is, 50-50 owned by WG and ADI. By virtue of these agreements, ABCC is in substance, a 50-50 owned entity of WG and ADI as of December 31, 2013 and 2012.

Through various Deeds of Exchange and Memorandum of Agreement dated October 14, 2010, WG and ADI conveyed a total of 28 hectares of land in Aseana Business Park to ABCC in exchange for the latter's shares of stock. WG and ADI have filed with the Bureau of Internal Revenue (BIR) a request for a confirmation that the mentioned transfer is tax-free. On April 13, 2012, the SEC approved ABCC's amendment of its Articles of Incorporation and increase in its authorized capital stock and corresponding issuance of shares to WG and ADI.

As at reporting date, the confirmatory ruling has not yet been issued by the BIR and WG still has to transfer a portion of the said ABCC shares to ADI to effect the economic ownership interest stipulated in their Agreements.

The Group's total initial investment cost in ABCC of ₱7,979.5 million represents 10 hectares of land, more or less, with fair value of ₱6,456.0 million, cash of ₱1,000.0 million and subscription payable of ₱523.5 million.

The definitive agreement signed by the major shareholders of ALPHA as discussed in Part 1 includes the transfer of the Group's 50% interest in ABCC as of October 17, 2014 and the assumption by BDC of the dispute with the WG.

Details of investment in ABCC are as follows:

	October 17, 2014	December 31, 2013
Acquisition cost -		
Balance at beginning and end of year	7,485,034,883	7,485,034,883
Accumulated equity in net income:		
Balance at beginning of year	5,859,360,723	2,690,160,598
Equity in net income during the year	—	3,169,200,125
Balance at end of year	5,859,360,723	5,859,360,723
	13,344,395,606	13,344,395,606

The Group's accounting policy on investment properties is different from that of the joint venture. An adjustment was made to bring the accounting policy in line with that of the Group.

The summarized financial information of ABCC as at December 31, 2013, aligned with the accounting policies of the Group, is as follows:

Current assets (including cash of 10,650)	198,488
Noncurrent assets	30,647,210,000
Current liabilities	(30,202,176)
Noncurrent liabilities	(3,928,415,100)
Net assets	26,688,791,212

Below is the reconciliation of the summarized financial information of ABCC to the carrying amount of the Group's investments therein as at disposal date on October 17, 2014:

Net assets of ABCC	₱26,688,791,212
Interest of the Group in the net assets of ABCC	50%
Carrying amount of investment in a joint venture	₱13,344,395,606

c. Caticlan Property (Joint Operation).

As discussed in Part 1, this pertains to an unincorporated JV between ADI and Akean Resorts Corporation. The Group's investment in the JV was recorded and accounted for as an investment property. Carrying amount of the Caticlan property amounted to ₱197.5 million as at October 17, 2014 (₱189.9 million as at December 31, 2013).

d. Disposal of Associates

On April 21, 2014, the BOD approved the disposition of the Group's ownership interest in Shang Global City Properties, Inc. (SGCPI) and Fort Bonifacio Shangri-la Hotel, Inc. (FBSHI), the project companies of the Shangri-la Hotel at the Fort project. On April 30, 2014, ADI sold its 20% stake and collected its advances for future stock subscription in both these companies for a total consideration of ₱1,700.0 million.

Gain on Disposal of Assets

The resulting gain on the above disposal of assets is as follows:

Total considerations	20,419,180,806
Less total investment cost	9,512,553,044
Total excess of consideration over investment cost	10,906,627,762
Accumulated equity in net income of JV and associates	5,372,929,984
Excess of carrying amount of net assets over investment cost of subsidiaries	1,604,890,849
	3,928,806,929

The outstanding amount of receivable from BDC amounted to ₱964.5 million as of December 31, 2014 and ₱6.7 million as of March 31, 2015. Full payment from BDC of its outstanding payable was received by the Group in February 2015. .

2. **Joint Arrangement**

AMPI and BSP (Joint Operation)

On June 30, 2008, AMPI and BSP entered into a Joint Venture Agreement to develop the Malugay Property into a first class commercial development to be known as Alphaland Makati Place (the "Project") whereby BSP shall contribute the Malugay Property while AMPI shall contribute the improvements (the "Development Costs") and its exclusive right(the "Leasehold Rights") over the Malugay Property, as well as to provide all necessary funds, equipment, materials, construction works, expertise and related undertakings for the development of the Project.

The Project consists of three high-end residential towers atop an upscale six-storey podium, the bottom half of which is a shopping center and the top half a City Club for urban sports and leisure. The Project also includes a proposed Boy Scout Convention Center as provided in the Joint Venture Agreement.

AMPI and BSP agreed to share at 85% and 15%, respectively, of the total gross floor area of completed and disposable units in the Project. The 85% share of AMPI shall include The City Club and the 15% share of BSP shall include the proposed Boy Scout Convention Center. As provided in the Joint Venture Agreement, AMPI shall submit progress reports of the development works in the Project on a regular basis to BSP.

On June 2, 2011, BSP sold the Malugay Property to AMPI for a total consideration of ₱600.0 million. The amount of consideration paid to BSP was then contributed by BSP to the development of the Project. The Leasehold Right was effectively terminated when AMPI acquired the land from BSP in June 2011. Despite the sale, the Joint Venture remained and the partners continued the 85:15 Sharing Scheme. The partners have amended the Joint Venture Agreement accordingly.

Pursuant to the Joint Venture Agreement, ALPHA has issued a corporate guaranty in favor of BSP whereby, in the event AMPI is unable to complete the Project (for reasons attributable to the fault of AMPI), ALPHA shall pay BSP the amount of ₱600.0 million in exchange for BSP's 15% share in the sharing scheme as defined in the Joint Venture Agreement.

The Group accounts for the joint venture arrangement as a joint operation. As at March 31, 2015 and December 31, 2014, the Group recognized its share in the development costs of the Project (excluding the costs related to the City Club) in the following accounts:

	March 31, 2015	December 31, 2014
Land and development costs and parking lots for sale	4,118,327,335	3,609,291,533
Investment properties	1,074,662,496	1,064,859,151
	5,192,989,831	4,674,150,684

Prior to November 2014, the Group intended to develop the third tower of the Project as a hotel-type of operation (i.e., for lease). In November 2014, the Group decided that it would be more profitable if the third tower was developed into residential units for sale.

3. Cash and Cash Equivalents

	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Cash on hand and in banks	220,825,250	172,939,531
Short-term placements	324,454,166	430,227,371
	545,279,416	603,166,902

Cash in banks earn interest at the respective bank deposit rates. Short-term placements are made for varying periods of up to three months, depending on the immediate cash requirements of the Group and earn interest at the prevailing short-term placement rates.

Interest income earned related to cash and cash equivalents amounted to ₱2.0 million and ₱0.2 million for the three months ended March 31, 2015 and March 31, 2014, respectively.

4. Trade and Other Receivables

	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Trade receivables from:		
Sale of club shares	233,558,098	218,152,750
Tenants	157,205,583	99,001,029
Sale of real estate	298,920,363	300,938,988
Officers and employees	32,589,117	6,658,185
Receivable from BDC	6,669,929	964,468,193
Others	13,619,188	8,988,619
	742,562,279	1,598,207,764
Less allowance for impairment losses	(5,852,085)	(5,852,085)
	736,710,194	1,592,355,679

Receivables from tenants are non-interest-bearing and are generally on a 30 to 90 day term.

Receivables from sale of club shares are noninterest-bearing with terms ranging from one to three years. Noncurrent portion of trade receivables from sale of club shares is presented under "Other noncurrent assets" account in the consolidated balance sheets.

Receivables from officers and employees and other receivables arise in relation to the Group's operations and are noninterest-bearing. Receivables from officers and employees are only in the normal course of business and are subject to liquidation. Other receivables are settled within one year.

Provision for impairment losses pertains to receivables from several lessees of ADI that are more than 90 days past due and impaired.

5. Land and Development Costs and Parking Lots for Sale

This account consists of the following:

	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Land and development costs	3,915,352,231	3,409,031,970
Parking lots for sale	202,975,104	200,259,563
	4,118,327,335	3,609,291,533

a. Land and Development Costs

Movements in land and development costs are as follows:

	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Balance at beginning of year	3,409,031,970	2,286,806,564
Additions:		
Development costs	500,556,524	746,834,726
Capitalized borrowing costs	5,763,737	21,996,521
Transfers from investment property	-	1,295,184,206
Effect of deconsolidation	-	(501,322,434)
Effect of revised allocation	-	(232,262,976)
Cost of real estate sold	-	(208,204,637)
Balance at end of year	3,915,352,231	3,409,031,970

Alphaland Makati Place

The Group's project, named Alphaland Makati Place, which is a joint venture with BSP, is located on a one-hectare premium property along Ayala Avenue Extension corner Malugay Street, Makati City. Alphaland Makati Place consists of three high-end residential towers atop an upscale six-storey podium, the bottom half of which is a shopping center and the top half, a City Club for urban sports and leisure. As of March 31, 2015, the project is 55.3% completed (54.0% as of December 31, 2014).

Project cost classified as land and development costs pertains to the Group's proportionate interest in the three residential towers of Alphaland Makati Place, which are intended for sale.

In October 2011, the Group started the pre-selling of condominium units in Tower One and in November 2013 for Tower 2. The terms and conditions of the Contract to Sell (CTS) involve the

sale of one condominium unit and one City Club share, *i.e.*, a preferred share of TCCAMPI, in which ownership of the unit and the City Club share are inseparable. Under the CTS, the components are sold under a single selling price with downpayment payable upon signing of the CTS and the unpaid balance payable in monthly installments for a period of two to three years from date of CTS. Ownership of the City Club share will allow the buyer to enjoy the amenities and facilities of the City Club.

On December 5, 2011, the Housing and Land Use Regulatory Board (HLURB) issued a temporary License to Sell (LTS) to AMPI for the sale of condominium units in Tower One of Alphaland Makati Place. The permanent LTS was issued on October 9, 2012.

On November 4, 2013, the HLURB issued a temporary LTS to AMPI for the sale of condominium units in Tower Two. In 2013, the Company designated PBCom as escrow agent in compliance with Presidential Decree No. 957, as amended, in connection with AMPI's application for a Certificate of Registration and a LTS with the HLURB. On May 27, 2014, the permanent LTS was obtained that paved the way for the closing of the escrow account with PBCom.

Based on current plans, BSP's 15% share on the Project consists of a proposed BSP convention center to be located at the entire third floor of the Podium and a portion of the three residential towers and parking spaces.

Total estimated cost to complete this portion of the Project amounted to ₱3,841.8 million and ₱4,417.1 million as of March 31, 2015 and December 31, 2014, respectively. Borrowing costs capitalized as part of land and development costs amounted to ₱5.8 million and ₱22.0 million in March 31, 2015 and December 31, 2014, respectively.

b. Parking Lots for Sale

Movements in parking lots for sale are as follows:

	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Balance at beginning of year	200,259,563	236,300,618
Adjustment in cost of sold parking slot	2,715,541	-
Cost of sold parking slot	-	(36,041,055)
Balance at end of year	202,975,104	200,259,563

These parking lots were fully completed as of December 31, 2013.

6. Other Current Assets

	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Input VAT - net	1,057,892,212	996,097,931
Advances to contractors and suppliers	555,560,620	441,483,053
Restricted cash - net of noncurrent portion	343,453,578	324,576,958
Prepayments	42,158,418	51,443,082
Creditable withholding taxes	40,550,556	37,170,084
Supplies	28,691,654	26,801,248
Deferred rent	26,683,246	28,326,117
Others	3,642,422	3,389,959
	<u>2,098,632,706</u>	<u>1,909,288,432</u>

Input VAT

Input VAT arises from the acquisition of land and payments to suppliers and contractors for the acquisition of goods and development of the Group's projects. This can be claimed as credit against the Group's output VAT payable. The portion of input VAT which is required to be amortized over the life of the related asset or a maximum period of 60 months is recognized as part of "Other noncurrent assets" account.

Restricted Cash

Debt Service Reserve Account (DSRA) (2015: ₱342.0 million; 2014: ₱323.1 million). Under the Omnibus Loan and Security Agreement (OLSA), ADI, AMPI, and ABIRC (and AMTI up to October 17, 2014) (collectively, the Borrowers) are required to maintain a DSRA for the security of interest and/or principal repayments to the lenders. The Borrowers are required to deposit cash to the DSRA equivalent to the upcoming interest and/or principal repayment.

Escrow Funds - Environmental Funds (2015: ₱1.2 million; 2014: ₱1.2 million). These represent environmental funds deposited with PBCOM, a related party, in compliance with the Environmental Compliance Certificate issued to ABIRC relating to the rehabilitation of the Project-affected area throughout the construction and maintenance of the Island Club. The funds shall be replenished annually.

Advances to Contractors and Suppliers

Advances to contractors and suppliers are considered as nonfinancial instruments as these will be applied against future billings from contractors normally within one year. Advances to contractors and suppliers, relating to the portion of the project that is classified as investment property and to advance payments that will be applied against future billings beyond 12 months from the reporting date are presented under "Other noncurrent assets" account in the consolidated balance sheet.

Prepayments

Prepayments include prepaid rent, insurance and commissioning fees.

7. Investments in and Advances to Associates

	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Investments in associates	22,829,221	21,836,173
Advances to associates	2,700,520	2,525,921
	25,529,741	24,362,094

Details of investments in associates are as follows:

	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Acquisition costs:		
Balances at beginning of period	57,999,950	58,533,730
Sale of investments in associates	-	(500,000)
Reclassification	-	(33,780)
Balances at end of period	57,999,950	57,999,950
Accumulated equity in net income:		
Balances at beginning of period	(36,163,777)	23,344,008
Disposal	-	(37,118,761)
Equity in net losses during the period	993,048	(22,389,024)
Balances at end of period	(35,170,729)	(36,163,777)
	22,829,221	21,836,173

Details of investments in and advances to associates are as follows:

	March 31, 2015 (Unaudited)		December 31, 2014 Audited	
	Investments	Advances	Investments	Advances
AHEC	13,523,649	1,640,201	12,639,473	1,466,003
ASAI	9,305,572	1,060,319	9,196,700	1,059,918
	22,829,221	2,700,520	21,836,173	2,525,921

The following are the associates of the Group:

Company	Principal Activities	Percentage of Ownership	
		March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
AHEC	Sale and lease of heavy equipment	50%	50%
ASAI	Security Agency	40%	40%

All associates are incorporated in the Philippines.

AHEC

In January 2010, ADI subscribed to 125,000 common shares of AHEC representing 50% of the outstanding shares of AHEC. AHEC is 50% owned by ADI and 50% owned by Fabricom-XCMG Phils., Inc. Its purpose is to purchase, import, or otherwise acquire, as well as to lease (except financial leasing), sell, distribute, market, convey, or otherwise dispose heavy equipment, machinery and related implements. AHEC's target markets are the local government units and private entities, among them are ADI and ABIRC, with big infrastructure projects and

construction requirements. In 2013 and 2012, AHEC sold several units of heavy equipment to ADI and ABIRC for their development projects in Caticlan and Balesin, respectively.

On April 5, 2013, the BOD approved a resolution to shorten the corporate life of the Company to four years. As of March 31, 2015, AHEC's liquidation is still in progress. The remaining carrying value represents the Group's share in residual net assets of AHEC.

ASAI

ASAI is 40%-owned by ALPHA and was incorporated and registered with the Philippine SEC on March 18, 2011 primarily engaged in the business of providing security and investigation services to private institutions and government organizations for the purpose of protecting lives and properties.

8. AFS Investments

	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Unquoted Clubs' preferred shares:		
Alphaland Balesin Island Club Inc. (ABICI)	23,458,794,000	23,516,334,400
TCCAMPI	5,192,100,000	5,217,750,000
Quoted -		
WackWack Golf and Country Club, Inc. (WackWack)	15,200,000	16,200,000
	28,666,094,000	28,750,284,400

The roll-forward analysis of the account is as follows:

	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Balance at beginning of year	28,750,284,400	30,102,033,915
Sale of AFS investments	(78,650,000)	(2,275,081,015)
Fair value adjustments	(5,540,400)	923,331,500
Balance at end of year	28,666,094,000	28,750,284,400

The preferred shares held by the Group are not required to gain control of the Clubs and are intended to be disposed of over time to third parties, the proceeds of which will be used to raise funding for the construction of the club facilities which AMPI and ABIRC committed to deliver to TCCAMPI and ABICI respectively. The preferred shareholders are entitled to name one nominee per share to become a member and avail of the amenities and facilities of the Clubs. They are not entitled to vote and be voted for in all meetings of the shareholders of the Clubs. The preferred shares have preference over the issuer's common shares in the distribution of assets in case of dissolution and liquidation.

Liability Related to Acquisition of AFS Investments

The cost of the Group's investments in the preferred shares of TCCAMPI and ABICI includes the cash consideration and the cost of the obligation to deliver as incurred and to complete the Clubs' facilities.

a. ABICI

On February 10, 2011, ALPHA, ABIRC and ABICI entered into a Development Agreement (DA) for the development and construction of a resort club (the "Island Club"). It is agreed that ABIRC will develop and construct the Island Club with ALPHA extending any financing

required for the completion of the Island Club and its amenities in exchange for the ABICI shares.

It was clarified that, in consideration for the Island Club's construction, ABICI agrees that the excess of the construction costs over the par value of the shares issued by ABICI shall be treated as additional paid-in capital as cost is incurred. Furthermore, it was clarified that the ownership of the Island Club, its facilities and amenities will be transferred to ABICI as cost is incurred.

On February 24, 2011, the Philippine SEC approved ABICI's Registration Statement on the Island Club Offer Shares for the primary offering of 391 of its Class "B" preferred shares and secondary offering of its Class "B" preferred shares (Offer Shares or Tranche 1). In 2013, the SEC approved ABICI's Amended Registration Statement to increase its offer price to ₱3,000,000. ABICI has filed in 2013 a Second Amended Registration Statement to further increase its offer price to ₱5,000,000, which is still subject for approval by the SEC as of March 31, 2015.

In 2012, ABIRC has subscribed to additional Class "B" preferred shares of ABICI totaling 3,090 shares. As a consideration for the additional acquisitions of ABICI preferred shares, ABIRC entered into a Supplemental DA with ABICI in June 2012 increasing its obligation to complete the Island Club's facilities. By virtue of these additional subscriptions, ABIRC transferred investment properties to ABICI amounting to ₱453.3 million and the liability related to the acquisition of ABICI shares increased by ₱1,414.0 million. As of December 31, 2012, the original 180 villas as committed in the Registration Statement were then completed and were operational. Expansion projects were undertaken to increase the number of villas. At present, the Club has 314 villas/rooms.

On November 12, 2012, the shareholders of ABICI approved an amendment to ABICI's shareholder structure whereby 3,090 shares with par value of ₱100 were split into 6,180 shares with a par value of ₱50 per share. As a result, ABIRC's subscription to the above 3,090 ABICI shares will be converted to 6,180 shares. On January 31, 2013, the stock split was approved by the SEC.

On December 3, 2014, the shareholders of ABICI approved the increase in the authorized capital stock from ₱2.1 million (divided into 14,000 Class "A" common shares, with par value of ₱100 per share, and 10,090 Class "B" preferred shares divided further into 3,910 Class "B-1" preferred shares with par value of ₱100 per share and 6,180 Class "B-2" preferred shares with par value of ₱50 per share) to ₱3.0 million (divided into 20,000 Class "A" common shares with par value of ₱100 per share and 15,000 Class "B" preferred shares divided further into 2,000 Class "B-1" preferred shares with par value of ₱100 per share, 12,000 Class "B-2" preferred shares with par value of ₱50.00 per share, and 1,000 Class "B-3" preferred shares with par value of ₱200 per share). As a result, ABIRC's 1,552 Class B-1 preferred shares amounting to ₱0.2 million will be converted to Class B-2 shares. Of the increase of ₱0.9 million in Authorized Capital Stock, the amount of ₱0.6 million Class "A" common shares has been subscribed and paid in full by Alphaland Property Management Corporation. Amendment to ABICI's Articles of Incorporation to reflect the increase is pending approval by the SEC.

As of March 31, 2015 and December 31, 2014, there are 2,769 and 2,782 unsold shares from Tranche 1, respectively. As of March 31, 2015 and December 31, 2014, there are 6,156 unsold shares from Tranche 2. ABICI's Tranche 1 and Tranche 2 preferred shares entitle the holder for 14 and 7 free nights stay in the Island Club, respectively. Tranche 2 is specifically offered to foreign nationals only.

As of March 31, 2015, the fair value of 2,769 and 6,156 unsold shares from Tranche 1 and Tranche 2 amounted to ₱11,076.0 million and ₱12,382.8 million, respectively. As of December 31, 2014, the fair value of 2,782 and 6,156 unsold shares from Tranche 1 and Tranche 2 amounted to ₱11,128.0 million and ₱12,388.3 million, respectively.

b. TCCAMPI

In October 2010, ADI, AMPI and TCCAMPI entered into a DA for the development and construction of a City Club in Alphaland Makati Place. It is agreed that ADI and/or AMPI will develop and construct the City Club with AMPI extending any financing required for its completion and amenities in exchange for the TCCAMPI shares.

In December 2010, ADI, AMPI and TCCAMPI entered into a Supplemental DA to clarify that under the DA, it is AMPI who has the primary obligation to develop and construct the City Club. Moreover, it was clarified that, in consideration for the City Club's construction, TCCAMPI agrees to convert any and all advances provided by ADI and AMPI to additional paid-in capital as cost is incurred. Furthermore, it was clarified that the ownership of the City Club, its facilities and amenities will be transferred to TCCAMPI as cost is incurred. The City Club was fully completed in January 2014.

As of March 31, 2015 and December 31, 2014, the fair value of 3,846 and 3,865 unsold shares amounted to ₱5,192.1 million and ₱5,217.8 million, respectively.

Unrealized Valuation Gain on AFS Investments

The Group's AFS investments is marked to market using the fair value equivalent to the selling price of a recent sale to the public for the unquoted preferred shares and published price quotations in an active market for the quoted ordinary shares.

Movements in the unrealized gain on AFS investments, net of related tax effect, are as follows:

	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Balance at beginning of year	21,979,608,386	21,423,378,574
Unrealized valuation gains on AFS investments	(5,540,400)	923,331,500
Realized mark-to-market gain	(65,927,986)	(305,298,375)
Unrealized valuation gains on AFS investments	(71,468,386)	618,033,125
Income tax effect	7,146,839	(61,803,313)
	(64,321,547)	556,229,812
Balance at end of year	21,915,286,839	21,979,608,386

Receivable arising from the sale of AFS investments amounted to ₱239.4 million and ₱302.1 million as of March 31, 2015 and December 31, 2014, respectively.

9. Investment Properties

	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Balances at beginning of period	8,583,436,197	14,590,077,559
Additions:		
Capital expenditures/development costs	2,021,857	245,352,088
Capitalized borrowing costs	10,028,313	52,957,247
Effect of revised allocation	-	232,262,976
Reclassification to land and development costs	-	(1,295,184,206)
Disposal	-	(197,452,316)
Effect of deconsolidation	-	(5,774,291,725)
Fair value change	-	729,714,574
Balances at end of period	8,595,486,367	8,583,436,197

Investment properties carried at fair value consist of:

	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Alphaland Southgate Tower	4,193,451,829	4,184,942,424
Alphaland Makati Place	1,074,662,496	1,064,859,151
Alphaland Balesin Island Club	2,634,447,058	2,642,514,050
Silang Property	660,639,914	660,326,045
Baguio Property	32,285,070	30,794,527
	8,595,486,367	8,583,436,197

Alphaland Southgate Tower

In January 2008, ADI acquired from South China Resources, Inc. and the Puyat family two parcels of land measuring a total of 9,497 square meters, more or less, at the corner of EDSA and Chino Roces Avenue in Makati City together with the existing improvements thereon. The property is now a fully developed and operational 20-storey office tower building with a 6-storey podium known as Alphaland Southgate Tower. It was declared an Information Technology Zone on January 12, 2009 by the Philippine Economic Zone Authority, pursuant to Presidential Proclamation No. 1692 dated December 22, 2008. The property secures the long-term debt of ADI.

Rent income from Alphaland Southgate Tower including common utilities, services and maintenance charges amounted to ₱139.2 million in March 31, 2015 (₱140.7 million in March 31, 2014). Direct costs related to rent income amounted to ₱29.5 million in March 31, 2015 (₱34.9 million in March 31, 2014), which mainly comprised of utilities and commissary costs.

Alphaland Balesin Island Club

ABIRC acquired approximately 394 hectares of land in Balesin Island, Polillo, Quezon. Additional 10 hectares were also acquired from existing Balesin Island landowners. This brings the total land ownership to approximately 404 hectares. Of this total, approximately 91 hectares were already conveyed to ABICI. The transfer of certificates of title from ABIRC to ABICI is currently being processed. This property is presently mortgaged with BOC, OLSA lender, for a loan facility of ₱3.0 billion.

Alphaland Makati Place

This represents the Podium at the Alphaland Makati Place and is currently operated as a mall and is for lease to third parties. In 2015, the Group changed its intention to sell the condominium units in Tower 3 instead of leasing it to third parties. Accordingly, this portion was reclassified to "Land and Development Costs" account.

Total capitalized borrowing costs amounted to ₱10.0 million and ₱53.0 million as of March 31, 2015 and December 31, 2014, respectively. The property, including the project cost classified as land and development costs, currently secures the long-term debt obtained by AMPI.

Silang Property

ADI's three parcels of land in Silang, Cavite, measuring a total of 300,000 square meters, more or less, is reserved for future development.

Baguio Property

This consists of parcels of land and related transaction costs. These parcels of land will form part of the Alphaland Baguio Mountain Log Homes Project, which covers approximately 69 hectares of rolling terrain in Itogon, Benguet. As at March 31, 2015, management believes that the fair value of the investment property approximates its carrying amount which is based on current costs of acquisition.

10. Property and Equipment

Cost	As of March 31, 2015				Total
	Leasehold Improvements	Buildings	Machinery, Equipment and Tools	Transportation Equipment	Office Furniture, and Equipment
Balance at beginning of year	20,793,449	17,199,782	405,984,471	391,923,826	39,184,029
Additions	-	-	-	7,731,250	180,722
Balance at end of year	20,793,449	17,199,782	405,984,471	399,655,076	39,364,751
Accumulated Depreciation and Amortization					
Balance at beginning of year	6,662,582	5,878,915	263,328,921	63,264,085	25,282,407
Depreciation and amortization	456,785	110,000	18,220,937	16,454,629	2,929,782
Balance at end of year	7,119,367	5,988,915	281,549,858	79,718,714	28,212,189
Net carrying amount	13,674,082	11,210,867	124,434,613	319,936,362	11,152,562
					480,408,486

The Group capitalized a portion of the depreciation expense amounting to ₦2.1 million as of March 31, 2015, which is related to machinery and equipment being used for the construction of Alphaland Makati Place Project.

As of December 31, 2014						
	Leasehold Improvements	Buildings	Machinery, Equipment and Tools	Transportation Equipment	Office Furniture, and Equipment	Total
Cost						
Balance at beginning of year	20,710,311	33,136,038	405,984,471	52,563,741	17,652,957	530,047,518
Additions	83,138	—	—	339,360,085	5,640,173	345,083,396
Effect of deconsolidation	—	—	—	—	(45,357)	(45,357)
Reclassifications	—	(15,936,256)	—	—	15,936,256	—
Balance at end of year	20,793,449	17,199,782	405,984,471	391,923,826	39,184,029	875,085,557
Accumulated Depreciation and Amortization						
Balance at beginning of year	4,839,665	5,878,915	190,112,544	44,354,831	12,484,709	257,670,664
Depreciation and amortization	1,822,917	—	73,216,377	18,909,254	12,832,976	106,781,524
Effect of deconsolidation	—	—	—	—	(35,278)	(35,278)
Balance at end of year	6,662,582	5,878,915	263,328,921	63,264,085	25,282,407	364,416,910
Net carrying amount	14,130,867	11,320,867	142,655,550	328,659,741	13,901,622	510,668,647

In 2014, the Group capitalized a portion of the depreciation expense amounting to ₱34.9 million, which is related to machinery and equipment being used for the construction.

11. Other Noncurrent Assets

	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Advances to contractors and suppliers	138,412,567	138,412,567
Noncurrent portion of trade receivables from sale of:		
Club shares	96,454,801	6,563,826
Real Estate	-	89,890,974
Leasehold right	257,328,237	257,328,237
Refundable deposits	26,217,744	25,946,627
Input VAT	13,042,989	14,694,447
Software costs - net	109,336	129,815
Others	47,024,945	25,566,645
	578,590,619	558,533,138

Leasehold right was obtained by the Group on December 29, 2014 over a certain aircraft for use in the Group's operations.

Refundable deposits include billing and meter deposits from Manila Electric Company (Meralco). These are refundable upon termination of the contract with Meralco.

In 2014, ADI purchased payroll software amounting to ₱0.2 million. Corresponding amortization amounted to ₱0.02million and ₱0.3 million for the three months ended March 31, 2015 and March 31, 2014.

12. Trade and Other Payables

	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
Trade	252,001,929	193,497,093
Retention payable	293,914,297	236,165,690
Customers' deposits	126,524,003	154,426,091
Accrued expenses	113,891,521	136,290,689
Liability related to acquisition of AFS investment	49,385,306	222,969,968
Accrued interest	25,113,791	25,558,327
Unearned rent income	18,721,775	14,437,183
Current portion of obligation under finance lease	689,481	1,054,831
Others	34,749,959	18,022,998
	914,992,062	1,002,422,870

Trade payables are noninterest-bearing and are due for payment within 30 to 120 days.

Accrued expenses mainly pertain to accruals for development costs and general and administrative expenses. Other payables consist of government payables and nontrade payables. Accrued expenses and other payables are generally settled within one year.

13. Long-term Debt

Borrower	As of March 31, 2015			As of December 31, 2014		
	Current	Noncurrent	Total	Current	Noncurrent	Total
ADI	259,853,204	338,088,577	597,941,781	251,470,842	403,051,878	654,522,720
AMPI	191,492,964	1,244,882,935	1,436,375,899	191,012,308	1,331,481,765	1,522,494,073
ABIRC	459,500,000	1,806,000,000	2,265,500,000	381,250,000	1,958,500,000	2,339,750,000
	910,846,168	3,388,971,512	4,299,817,680	823,733,150	3,693,033,643	4,516,766,793

ADI

On September 11, 2008, ADI entered into an OLSA with the DBP, LBP and Bank of the Philippine Islands (BPI) for a loan facility of ₱1,400.0 million for the purpose of funding the development of Alphaland Southgate Tower. On September 18, 2008, ADI made the first drawdown amounting to ₱660.0 million. The second and third drawdown amounting to ₱380.0 million and ₱360.0 million, respectively, were made on February 24, 2009 and May 25, 2009, respectively.

The loan has a term of seven years from initial drawdown date, payable in 20 consecutive quarterly installments commencing at the end of the ninth quarter from the initial drawdown date. Interest, which is based on floating rate is repriced and paid quarterly.

On May 18, 2012, ADI entered into an OLSA with BDO Unibank, Inc. for a loan facility of ₱1,187.5 million for the purpose of refinancing the existing OLSA with DBP, LBP and BPI by way of a loan take-out. The loan was drawn on June 8, 2012. The relevant terms under the refinanced loan are the same with the existing OLSA except for the term of five years.

ADI's Alphaland Southgate Tower was used as collateral for the loan. Alphaland Southgate Tower has a fair value of ₱4,210.3 million as at March 31, 2015 (₱4,184.9 million as at December 31, 2014).

The scheduled maturities of ADI's outstanding long-term debt as of March 31, 2015 are as follows:

2015	194,889,902
2016	288,073,821
2017 and onwards	114,978,057
Total	597,941,780
Less current portion	259,853,204
Noncurrent portion	338,088,576

AMPI

On April 22, 2010, AMPI entered into an OLSA with DBP, LBP, BOC and Maybank Philippines, Inc. (Maybank) for a loan facility of ₱1,750.0 million exclusively for the purpose of partially financing the development, construction and operation of the Phase I of Alphaland Makati Place consisting of a six-storey podium mall, City Club and basement parking.

On June 10, 2010, AMPI made the first drawdown amounting to ₱250.0 million. On March 16, 2011 and July 6, 2011, AMPI made its second and third drawdown of ₱270.0 million and ₱330.0 million, respectively. In 2012, AMPI made its fourth and final drawdown amounting to ₱350.0 million and ₱550.0 million, respectively.

The scheduled maturities of AMPI's outstanding loan as of March 31, 2015 are as follows:

	DBP	LBP	BOC	Maybank	Total
2015	178,125,000	118,750,000	95,000,000	23,750,000	415,625,000
2016	290,625,000	193,750,000	155,000,000	38,750,000	678,125,000
2017	150,000,000	100,000,000	80,000,000	20,000,000	350,000,000
	618,750,000	412,500,000	330,000,000	82,500,000	1,443,750,000
Less deferred financing cost	4,792,329	1,294,873	1,035,696	251,203	7,374,101
	613,957,671	411,205,127	328,964,304	82,248,797	1,436,375,899

AMPI shall fully pay and liquidate the principal amount of the loan within seven years from and after the date of the initial borrowing. Payments are to be made in 16 quarterly installments beginning at the end of the 39th month from the date of initial borrowing. Interest, which is based on floating rate is repriced and paid quarterly. The loan is secured by Alphaland Makati Place, which includes the land and buildings, structures and improvements to be constructed thereon.

ABIRC

On May 21, 2013, ABIRC entered into an OLSA with BOC for a loan facility of ₱3,000.0 million exclusively for the purpose of partially refinancing ABIRC's outstanding obligations with BOC in the aggregate principal amount of ₱2,000.0 million, under the credit line agreement; and partially funding the capital expenditures and other general corporate expenses of ABIRC. On May 2013, ABIRC made its first drawdown amounting to ₱500.0 million. The loan facility is secured by the following: a) real estate mortgage over the lots in Balesin Island; b) Continuing Suretyship Agreement with ALPHA; and c) Pledge of shares.

ABIRC shall fully pay and liquidate the principal amount within five years from and after the date of initial borrowing. Payments are to be made in nineteen quarterly installments beginning at the end of second quarter from the date of initial borrowing. Interest, which is based on a floating rate is repriced and paid quarterly.

The scheduled maturities of ABIRC's outstanding long-term debt as of March 31, 2015 are as follows:

2015	306,250,000
2016	687,500,000
2017	812,500,000
2018	468,750,000
	2,275,000,000
Less deferred financing cost	9,500,000
	2,265,500,000

The loan agreements of the Group contain provisions regarding establishment of debt service reserve account, maintenance of debt service coverage ratio, collateral coverage ratio and debt to equity ratio, change in business, liquidation or sale of assets, material change in ownership, declaration and payment of dividends, additional indebtedness and guarantees, negative pledge, purchase, redemption or retirement of capital stock and extension of loans, advances or subsidies to investees, directors, officers and stockholders.

The agreements also contain cross default provisions triggered by failure of the Group to comply with any term, obligation or covenant contained in any loan agreement.

14. Equity

a. Capital Stock

The composition of ALPHA's capital stock as consisting of all common shares as of March 31, 2015 and December 31, 2014 is as follows:

	Number of Shares	Amount
Authorized capital stock	5,000,000,000	5,000,000,000
Issued and subscribed at beginning of year, net of subscriptions receivable of 146,375,700	1,984,746,251	1,838,370,551
Issuances during the year	817,336,866	817,336,866
Issued and subscribed at end of year	2,802,083,117	2,655,707,417
Treasury	(423,900)	(1,213,526)
	2,801,659,217	2,654,493,891
Parent's shares held by a subsidiary	(1,379,210,978)	(16,817,972,390)
	1,422,448,239	(14,163,478,499)

On February 7, 2014, the Company completed its minority offerings of 108,336,866 common shares which yielded gross proceeds of ₱270.8 million.

On February 19, 2014, the Company issued a total of 109,000,000 new common shares to three separate foreign investors, as follows:

- Citadel Investments Limited (subscribed for 10 million shares for ₱25 million);
- Mr. Derek Arculli (subscribed for 10 million shares for ₱25 million); and
- Fine Land Limited (subscribed for 89 million shares for US\$5 million).

On January 2, 2014, the BOD approved the conversion of advances from amounting to ₱1,500.0 million into equity. On January 20, 2014, the Company and RVO Capital Ventures, Corporation (RVO Capital) entered into a Deed of Subscription for the subscription of 600,000,000 shares at ₱2.50 per share or for an aggregate subscription price of ₱1,500.0 million from the Company's unissued capital stock.

Additional paid-in capital from issuances of additional shares amounted to ₱1,226.0 million.

Below is a summary of the capital stock movement of the Company:

Corporate Name	Date of Approval	Increase in Authorized Capital Stock	New Subscriptions/ Issuances	Issue/ Offer Price
Agro Plastics, Inc.*	19-Nov-90	10,000,000	2,500,000	1.00
Macondray Plastics, Inc.	1-Jun-00	90,000,000	30,000,000	1.00
Macondray Plastics, Inc.	23-Nov-00	—	16,740,000	5.38
Macondray Plastics, Inc.**	1-Sep-01	300,000,000	76,322,000	1.00
Macondray Plastics, Inc.**	27-May-09	—	25,026,900	1.00
Alphaland Corporation***	7-Apr-10	4,500,000,000	1,269,734,041	10.00
Alphaland Corporation	11-Nov-10	—	8,897,346	10.00
Alphaland Corporation****	3-Mar-11	—	147,375,700	10.00
Alphaland Corporation	27-Jun-11	—	408,150,264	10.00
Alphaland Corporation	2-Jan-14	—	600,000,000	2.50
Alphaland Corporation	7-Feb-14	—	108,336,866	2.50
Alphaland Corporation	19-Feb-14	—	109,000,000	2.50

* ALPHA was incorporated on November 19, 1990 as "Agro Plastics, Inc.". On March 15, 1995, it changed its corporate name to "Macondray Plastics, Inc.". On November 23, 2000, it had its initial public offering. On April 7, 2010, it changed its corporate name to "Alphaland Corporation".

**This represents 155% and 20% stock dividend, respectively.

***Share-for-share swap with shareholders of ADI.

****Partially paid, with subscription receivable of P1,472.8 million

As at March 31, 2015 and December 31, 2014, the total number of shareholders, which includes PCD Nominee Corporation is 58.

a. Delisting procedures initiated by the PSE

In order to comply with the required minimum public float of 10% as of December 31, 2012, AH sold 49,608,000 million of its shares in ALPHA to Credit Suisse (Singapore) Limited (Credit Suisse) on December 31, 2012. With the sale, the public float of ALPHA increased to 10.53%. However, as the date of sale was not a trading day at the PSE, the transaction had to be effected outside the facilities of the PSE and the appropriate capital gains tax and documentary stamp tax for the transaction (instead of the usual stock transaction tax for transactions effected through the PSE) were paid. Pending the issuance of the necessary tax clearance and certificate authorizing registration by the BIR for the registration of the sold shares in the name of Credit Suisse in the books of ALPHA, the PSE imposed a trading suspension on the shares of ALPHA. The trading suspension was lifted on March 1, 2013 immediately after ALPHA obtained the tax clearance and certificate authorizing registration for the said sale.

On January 20, 2014, ALPHA disclosed in good faith that it was not in compliance with the 10% minimum public ownership ("MPO") requirement of the PSE, as follows:

- Ostensibly and for its own selfish purposes, Ashmore simulated the Sale (and misrepresented the same to ALPHA) in order to ensure that ALPHA remains listed with the PSE;
- ALPHA is aware that as a result, it may no longer be deemed compliant with the 10% MPO requirement; and
- Pursuant to information knowingly and deliberately provided by Ashmore on January 2, 2013, ALPHA unwittingly misrepresented a fact to the PSE and the SEC on January 3, 2013. Having recognized the wrong done, ALPHA believes it should now make this disclosure to the PSE.

As a result thereof, the trading of ALPHA's shares was immediately halted on January 20, 2014 and then suspended on January 24, 2014 by the PSE.

Subsequently, on March 12, 2014, ALPHA was informed by the PSE of the penalties arising from its violations of the PSE's disclosure rules including the additional penalty of one month trading suspension.

On April 2, 2014, ALPHA received a letter from the PSE which reaffirmed the earlier imposed one-month trading suspension as follows: "For the 3rd violation of Sections 4.1, 1 and 2 of the Disclosure Rules, suspension of trading of ALPHA securities for a period of one month commencing on the trading day immediately following the ALPHA's receipt of this letter."

As discussed in Part 1, the PSE has initiated delisting procedures against ALPHA for alleged disclosure violations. On September 8, 2014, the PSE issued a resolution delisting ALPHA

for violation of disclosure rules. It also mandated ALPHA to hold a tender offer to all its retail/non-strategic shareholders. On October 17, 2014, ALPHA completed its tender offer to 2,672,789 ALPHA shares, re-acquired thru ADI, equivalent to ₱24,206,485.

The PSE also prohibited ALPHA from applying for relisting within a period of five years from the effective date of delisting.

b. Authorization for Issuance of Additional Shares to DMWAI

On March 3, 2011, the Executive Committee of the BOD of ALPHA authorized the issuance to DMWAI of 147,375,700 common shares from the unissued portion of its authorized capital stock at an issue price of ₱10 per share. This resulted in an increase in the issued and subscribed shares of ALPHA, net of 423,900 treasury shares, from 1,428,796,387 shares to 1,576,172,087. The shares issued to DMWAI represent approximately 9.35% of the then resulting outstanding capital stock of ALPHA.

Out of the total subscription made by DMWAI, ₱1.0 million was paid in cash with the balance of ₱1,472.8 million to be paid by conveyance to ALPHA of shares of stock of ABCC. The conveyance of shares of stock to ALPHA will be effected immediately after DMWAI has conveyed the additional four hectares of land to ABCC to bring the total development area of the Alphaland Bay City project to at least 32 hectares.

The resulting shareholder structure of ALPHA, after the equity conversion and issuance of stocks mentioned above, net of treasury shares and shares held by a subsidiary, is as follows:

Shareholders	Number of Shares
RVO Capital	842,656,748
Boerstar Corporation	167,788,430
DMWAI	147,375,700
Azurestar Corporation	28,062,636
Fine Land Limited	89,000,000
Citadel Investments Limited	10,000,000
Derek Arculli	10,000,000
Other minority	127,564,725
	<u>1,422,448,239</u>

As at March 31, 2015, there was no conveyance yet of ABCC's shares of stock from DMWAI to ALPHA nor has DMWAI conveyed the additional four hectares of land to ABCC. The related subscription receivable of ₱1,472.8 million was recognized as deduction from the subscribed capital stock in the equity section of the consolidated statement of financial position.

Retained Earnings

Accumulated equity in net income of associates, subsidiaries and joint ventures not available for dividend declaration amounted to ₱19,358.1 million as at March 31, 2015 (₱19,213.5 million and ₱14,168.1 million as at December 31, 2014 and 2013, respectively).

Parent's Shares Held By a Subsidiary

Pursuant to the Tender Offer mandated by the PSE as well as the implementation of the MOA discussed in Part 1, ADI acquired shares of stock of ALPHA owned by AH, MC and Credit Suisse amounting to ₱16,818.0 million.

Treasury Shares

In accordance with the buy-back of ₱10.0 million worth of ALPHA's shares as approved by the BOD on February 12, 2001, ALPHA bought 217,000 shares in 2009 and 4,000 shares in 2008 amounting to ₱0.7 million and ₱0.01 million, respectively.

15. Cost and Expenses

Cost and expenses are classified in the consolidated statements of comprehensive income as follows:

	For the Three Months Ended	
	March 31, 2015	March 31, 2014
	(Unaudited)	(Unaudited)
Cost of real estate sold	115,287,507	2,060,308
Cost of services	59,207,455	44,776,662
General and administrative:		
Depreciation and amortization	36,077,098	10,203,088
Service and professional fees	23,116,834	25,851,541
Listing and filing fees	17,556,043	365,857
Taxes and licenses	16,787,561	28,242,497
Sales and marketing	14,372,204	3,292,988
Travel and transportation	11,083,842	259,985
Repairs and maintenance	8,606,782	1,629,408
Utilities and rent	7,247,576	7,247,576
Salaries and employees' benefits	5,706,702	5,706,702
Representation	2,162,072	244,251
Supplies	1,894,636	1,876,416
Insurance	1,733,216	1,347,282
Communication	864,562	208,626
Others	25,019,871	3,194,762
	346,723,961	136,507,949

16. Earnings Per Share and Book Value Per Share Computation

Basic/diluted earnings per share on net income attributable to equity holders of the Parent:

	March 31, 2015 (Unaudited)	March 31, 2014	December 31, 2014 (Audited)	December 31, 2013
(a) Net income attributable to equity holders of the Parent	90,366,163	27,875,256	4,942,577,048	6,154,098,015
(b) Weighted average number of shares outstanding	2,419,017,452	2,705,353,073	2,419,017,452	1,984,322,351
Basic/diluted earnings per share (a/b)	0.037	0.010	2.043	3.101

The Group has no dilutive potential common shares outstanding, therefore basic earnings per share is the same as diluted earnings per share.

The above computation is in accordance with PAS 33, *Earnings per Share*, which provides that the basic/diluted earnings per share should be computed based on the weighted average number of shares outstanding for the year. However, assuming that the basic/diluted earnings per share is computed based on the outstanding shares as at the end of the year, the result is presented below and is intended for management's reporting purposes only.

	March 31, 2015 (Unaudited)	March 31, 2014	December 31, 2014 (Audited)	December 31, 2013
(a) Net income attributable to equity holders of the Parent	90,366,163	27,875,256	4,942,577,048	6,154,098,015
(b) Total number of shares outstanding at end of year	1,422,448,239	2,801,659,217	1,422,448,239	1,984,322,351
Basic/diluted earnings per share (a/b)	0.064	0.010	3.475	3.101

Book value per share is computed as follows:

	March 31, 2015	December 31, 2014
(a) Total equity	37,577,903,103	37,552,031,145
(b) Total number of shares outstanding at end of year	1,422,448,239	1,422,448,239
Book value per share (a/b)	26.4	26.4