



110122012001420



# SECURITIES AND EXCHANGE COMMISSION

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## Company Information

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**SEC Registration No.** AS94006430  
**Company Name** EMPIRE EAST LAND HOLDINGS INC.  
**Industry Classification**  
**Company Type** Stock Corporation

## Document Information

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**Document ID** 110122012001420  
**Document Type** 17-Q (FORM 11-Q: QUARTERLY REPORT/FS)  
**Document Code** 17-Q  
**Period Covered** June 30, 2012  
**No. of Days Late** 0  
**Department** CFD  
**Remarks** Amendment

STAMPS

DATE: October 12, 2012



**Empire East**

October 12, 2012

Securities and Exchange Commission  
Corporation Finance Department  
SEC Building, EDSA, Greenhills  
Mandaluyong City, Metro Manila

Attention: **Ms. Justina F. Callangan**  
Director

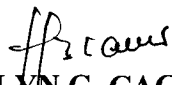
Disclosure Department  
Philippine Stock Exchange, Inc.  
3/F Tower One and Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City

Attention: **Ms. Janet A. Encarnacion**  
Head

Gentlemen:

We are pleased to submit Empire East's Amended 2<sup>nd</sup> Quarter Report on SEC Form 17-Q for 2012, together with an explanation for non-inclusion of certain information in the original filing.

Very truly yours,

  
**EVELYN G. CACHO**  
Vice President for Finance

**Empire East Land Holdings, Inc.**

21/F The World Centre, 330 Sen. Gil Puyat Avenue Extension,  
Makati City 1200, Philippines • Tels: (632) 867-8351 to 59

Findings on Empire East Land Holdings Inc., and Subsidiaries  
Interim Financial Statements  
For the quarter ending June 30, 2012

SUMMARY OF COMMENTS	Remarks	Explanation
PART I – Financial Information		
4. Statement showing changes in equity cumulatively for the current financial year to date, with a comparative statement for the comparable year-to-date period of the immediately preceding financial year.	(1) Please revise presentation and disclose income under “ Other Comprehensive Income” (2) Disclose reconciliation of unrealized gain or loss as of June 30, 2012.	Please see revised Exhibit 3
2 <sup>nd</sup> qtr – January to June of the current interim period - January to June of the preceding financial year		
Notes to Interim Financial Statements:		
8. The following information, as a minimum, should be disclosed in the notes to financial statements, if material and if not, disclosed elsewhere in the interim financial report (PAS 34: Interim Financial Reporting)		
b. Explanatory comments about the seasonality or cyclicity of interim operations;	Disclose, if any.	Please see Exhibit 5, Note 17
e. Issuances, repurchases, and repayments of debt and equity security	Disclose, if any.	Please see Exhibit 5, Note 18
g. Segment revenue and segment result for business segments or geographical segments, whichever is the issuer’s primary basis of segment reporting. (This shall be provided only if the issuer is required to disclose segment information in its annual financial statements;	Not complied with	Please see Exhibit 5, Note 19
ADDITIONAL REQUIREMENTS (SRC Rule 68, as amended October 2011)		
A schedule showing financial soundness indicators in two comparative period as follows: 1) current/liquidity ratio; 2) solvency ratio, debt-to-equity ratio; 3) asset-to-equity ratio; 4) interest rate coverage ratio; 5) profitability ratio and 6) other relevant ratio as the Commission may prescribe.	Not complied with	Please see Exhibit 8

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q/A1

AMENDED QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES  
REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended **30 June 2012**
2. Commission Identification Number: **ASO94-006430**
3. BIR Tax Identification No. **003-942-108**
4. **EMPIRE EAST LAND HOLDINGS, INC.**  
Exact name of issuer as specified in its charter
5. **Metro Manila**  
Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only)  
Industry Classification Code
7. **21st Floor, The World Centre**  
**330 Sen. Gil J. Puyat Avenue**  
**Makati City, Philippines 1227**  
Address of issuer's principal office
8. **(632) 867-8351 to 59**  
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of Class	Number of Shares of Common Stock Outstanding
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<b>Common</b>	<b>10,780,959,333<sup>1</sup></b>
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10. Are any or all of the securities listed on a Stock Exchange?

Yes  No

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

**The shares of common stock of the Company are listed on the Philippine Stock Exchange.**

11. Indicate by check mark whether the issuer:

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

Yes  No

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<sup>1</sup> As of October 12, 2012

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

Yes

No

#### PART I - FINANCIAL INFORMATION

##### Item 1. Financial Statements

Interim financial statements are attached as Exhibits 1 to 6 hereof and incorporated herein by reference:

Exhibit 1 – Consolidated Statements of Financial Position as of December 31, 2011 and June 30, 2012

Exhibit 2 - Consolidated Statements of Comprehensive Income as of June 30, 2011 and June 30, 2012

Exhibit 3 - Comparative Statements of Changes in Equity as of June 30, 2012 and June 30, 2011

Exhibit 4 - Comparative Consolidated Statements of Cash Flows as of June 30, 2012 and June 30, 2011

Exhibit 5 - Notes to Financial Statements

Exhibit 6 - Aging of Accounts Receivable as of June 30, 2012

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

Please refer to Exhibit 7 hereof.

##### Item 3. Schedule of Financial Soundness Indicators

Please refer to Exhibit 8 hereof.

#### PART II – OTHER INFORMATION

The Company is not in possession of information which has not been previously reported in a report on SEC Form 17-C and with respect to which a report on SEC Form 17-C is required to be filed.

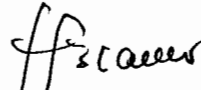
#### SIGNATURE

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.

**EMPIRE EAST LAND HOLDINGS, INC.**

Issuer

By:



**EVELYN G. CACHO**

Vice President for Finance (Principal Financial Officer) and Duly Authorized Officer  
October 12, 2012

## EXHIBIT 1

**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

(In Thousands)

	<b>Unaudited</b>	<b>Audited</b>
	<b>30-Jun-12</b>	<b>31-Dec-11</b>
<b><u>ASSETS</u></b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	P 410,820	P 827,666
Trade and other receivables - net	2,544,708	2,226,231
Residential and condominium units for sale	10,110,369	9,456,554
Property development costs	2,429,414	2,423,789
Advances to related parties	1,621,244	1,631,182
Financial assets at fair value through profit or loss	9,700	5,803
Prepayments	162,576	139,226
Other current assets	<u>473,826</u>	<u>356,945</u>
Total Current Assets	<u>17,762,657</u>	<u>17,067,397</u>
<b>NON-CURRENT ASSETS</b>		
Trade and other receivables - net	1,991,455	1,835,564
Advances to landowners and joint ventures	839,291	940,216
Available-for-sale financial assets	1,587,904	1,652,746
Land for future development	3,318,894	3,111,506
Investment in associates	630,594	592,415
Investment property - net	225,220	233,622
Property and equipment - net	173,386	176,529
Other non-current assets	<u>100,454</u>	<u>100,898</u>
Total Non-current Assets	<u>8,867,198</u>	<u>8,643,496</u>
<b>TOTAL ASSETS</b>	<b><u>P 26,629,855</u></b>	<b><u>P 25,710,893</u></b>

## LIABILITIES AND EQUITY

### CURRENT LIABILITIES

Interest-bearing loans and borrowings	<b>P</b>	<b>163,219</b>	P	221,871
Trade and other payables		<b>320,829</b>		321,220
Income tax payable		<b>256</b>		7,020
Deferred gross profit on real estate sales		<b>112,689</b>		47,370
Customers' deposits		<b>2,575,251</b>		2,345,830
Advances from related parties		<b>1,220,760</b>		901,155
Reserve for property development		<b>169,965</b>		200,023
Other current liabilities		<b>185,496</b>		148,624

Total Current Liabilities	<b><u>4,748,465</u></b>	<b><u>4,193,112</u></b>
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### NON-CURRENT LIABILITIES

Interest-bearing loans and borrowings		<b>290,432</b>		417,377
Reserve for property development		<b>841,242</b>		654,934
Deferred tax liabilities		<b>1,122,321</b>		1,094,340
Deferred gross profit on real estate sales		<b>217,448</b>		204,314
Retirement benefit obligation		<b>91,438</b>		91,391

Total Non-current Liabilities	<b><u>2,562,881</u></b>	<b><u>2,462,355</u></b>
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Total Liabilities	<b><u>7,311,346</u></b>	<b><u>6,655,467</u></b>
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### EQUITY

Equity attributable to parent company's shareholders		<b>18,452,726</b>		18,201,813
Minority interest		<b>865,783</b>		853,613

Total Equity	<b><u>19,318,509</u></b>	<b><u>19,055,426</u></b>
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<b>TOTAL LIABILITIES AND EQUITY</b>	<b><u>P</u></b>	<b><u>26,629,855</u></b>	<b><u>P</u></b>	<b><u>25,710,893</u></b>
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## EXHIBIT 2

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	(In Thousands)			
	Unaudited		Unaudited	
	April to June 2012	Jan-June 2012	April to June 2011	Jan-June 2011
<b>REVENUES</b>				
Real estate sales	248,359	712,310	161,472	470,161
Realized gross profit on prior years' sales	0	6,236	20,943	46,733
Finance income	93,399	213,588	87,039	191,531
Commissions & other income	113,443	223,145	120,137	246,287
	<u>455,201</u>	<u>1,155,279</u>	<u>389,591</u>	<u>954,712</u>
<b>COSTS &amp; EXPENSES</b>				
Cost of real estate sales	178,687	498,698	125,056	331,530
Deferred gross profit on current year's sales	24,012	84,690	21,809	64,982
Finance costs	16,082	45,938	10,742	40,021
Operating expenses	189,587	434,297	185,778	432,076
Tax expense	14,123	31,199	17,317	32,044
	<u>422,491</u>	<u>1,094,822</u>	<u>360,702</u>	<u>900,653</u>
<b>NET PROFIT</b>	<b>32,710</b>	<b>60,457</b>	<b>28,889</b>	<b>54,059</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>				
Fair value gains (losses) on available-for-sale financial assets	(142,345)	202,626	( 142,086 )	( 285,009 )
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>	<b>(109,635)</b>	<b>263,083</b>	<b>( 113,197 )</b>	<b>( 230,950 )</b>
Net profit attributable to:				
Parent company's shareholders	31,585	66,290	25,085	48,512
Minority interest	1,125	( 5,833 )	3,804	5,546
	<u>32,710</u>	<u>60,457</u>	<u>28,889</u>	<u>54,059</u>
Total comprehensive income (loss) attributable to:				
Parent company's shareholders	(112,445)	250,913	(113,528)	(202,727)
Non-controlling interest	2,810	12,170	331	(28,223)
	<u>(109,635)</u>	<u>263,083</u>	<u>(113,197)</u>	<u>(230,950)</u>
<b>Earnings Per Share</b>				
Basic		0.0063		0.0046
Diluted		0.0062		0.0045



**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
**COMPARATIVE STATEMENTS OF CHANGES IN EQUITY**

( In Thousands)

	Unaudited 30-Jun-2012	Unaudited 30-Jun-2011
CAPITAL STOCK	P 10,908,216	P 10,908,216
ADDITIONAL PAID-IN CAPITAL	4,281,565	4,281,565
TREASURY SHARES	(116,234)	(116,234)
REVALUATION RESERVES		
Balance at beginning of year	473,951	826,334
Net Unrealized fair value gains (losses) on available-for-sale financial assets	<u>184,623</u>	<u>(251,240)</u>
Balance at end of period	658,574	575,094
RETAINED EARNINGS	2,720,605	2,523,444
MINORITY INTEREST	<u>865,783</u>	<u>869,573</u>
TOTAL EQUITY	P <u><u>19,318,509</u></u>	P <u><u>19,041,658</u></u>

**EXHIBIT 4**

**EMPIRE EAST LAND HOLDINGS, INC. & SUBSIDIARIES**  
**COMPARATIVE CONSOLIDATED STATEMENTS OF CASH FLOWS**

	( In Thousands)	
	<b>Unaudited 30-Jun-12</b>	<b>Unaudited 30-Jun-11</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before tax	91,656	86,102
Adjustments for:		
Depreciation and amortization	19,607	16,079
Finance costs	45,938	40,021
Interest & other income	(251,768)	(191,531)
Operating income before working capital changes	(94,567)	(49,329)
Net Changes in Operating Assets & Liabilities		
Increase (decrease) in current & non-current assets	(1,226,756)	560,058
Increase (decrease) in current & other non-current liabilities	572,764	(737,776)
Increase (decrease) in reserve for property development	156,250	(269,414)
Cash used in operations	(592,309)	(496,461)
Interest paid	(29,892)	(40,022)
Cash paid for income taxes	(26,252)	(21,564)
Net Cash Used in Operating Activities	(648,453)	(558,047)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	417,204	138,239
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	(185,597)	(217,457)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	(416,846)	(637,265)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	827,666	1,491,611
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	410,820	854,346

## EXHIBIT 5

### EMPIRE EAST LAND HOLDINGS, INC.

#### NOTES TO FINANCIAL STATEMENTS

- 1) The financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). The accounting policies and method of computation have been consistently followed by the Company (and its subsidiaries) and are consistent with those used in the most recent annual audited financial statements.
- 2) Cash and cash equivalents account is composed of cash on hand/in banks amounting to P197.8 million and short-term placements of P213 million.
- 3) Current Trade and Other Receivables account of P2.5 billion mostly includes receivables from sales transactions. The P2 billion non-current portion of Trade and Other Receivables are those amounts which are not expected to be realized/collected within the one-year period.
- 4) Property Development Cost and Residential and Condominium Units for Sale accounts amounting to P2.4 billion and P10.1 billion respectively, pertain to land development & construction costs of various projects.
- 5) Investment in and Advances to Associates and Related Parties and Advances to Landowners and Joint Venture accounts totaling P3.1 billion pertain to property acquisition, joint venture and other business related transactions.
- 6) Financial assets at Fair Value Through Profit or Loss (FVTPL) and Available-for-sale Financial Assets accounts totaling P1.6 billion pertain to investments in equity securities of subsidiaries.
- 7) Land for Future Development account of P3.3 billion, which is net of the amount transferred to Property Development Cost account, refers to the properties acquired by the company. Most properties, which are specifically located in Metro Manila and Calabarzon areas, are intended for immediate and future development. This account also includes other expenses related to acquisition.
- 8) Investment Property account of P225.2 million pertains to land and building and office/commercial units for lease, and certain lots held for capital appreciation. This account is presented in the interim financial statements net of depreciation.
- 9) Property and Equipment account of P173 million is composed of fixed assets that are being depreciated over its estimated useful lives using a straight-line method. This account is presented in the interim financial statements net of depreciation.
- 10) Interest-bearing loans and borrowings account with a balance of P453.7 million mostly includes loans obtained from commercial banks/financial institution and trade receivables discounted with recourse.

- 11) Current Liabilities account is composed of current portion of deferred gross profit amounting to P112.7 million, customers' deposits/advances of P2.6 billion and other payables/accruals amounting to P1.7 billion. Other non-current liabilities include non-current portion of deferred tax, unearned revenue and other payables totaling to P1.4 billion.
- 12) Reserve for Property Development of P1 billion pertains to the remaining costs needed to complete the development/construction of the sold units.
- 13) Increase in Equity by P263.1 million is the net effect of six-months net profit and the fair value gains/revaluation of marketable equity securities.
- 14) Revenues include the following – real estate sales of P712.3 million, realized gross profit from previous years' sale of P6.2 million, interest income of P213.6 million derived mostly from buyers in-house financing, and commissions and other income totaling to P223.1 million.
- 15) There were no changes in estimates of amounts reported in prior interim periods or prior financial years that have material effect in the current interim period.
- 16) There were no material contingencies and any other events/transactions that have material impact on the current interim period.
- 17) There were no seasonal aspects that had a material effect on the financial condition or results of operations of the group.
- 18) There were no issuances, repurchases, and repayments of debt and equity securities on the current interim period.
- 19) The Company's operating businesses are organized and managed separately according to the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The Company is engaged in the development and marketing of affordable and mass housing projects either in the form of condominium communities or house and lot packages, and to a limited extent, commercial and office space and mixed-use complexes. It classifies its projects into high-rise and horizontal. High-rise projects refer to condominiums and other medium scale properties which cater to middle-income market while the horizontal projects refer to house and lot packages and subdivision lots which are intended both for low and middle-income market.

The tables in the succeeding pages present the revenue and profit information regarding industry segments in the quarters ended June 30, 2012 and 2011 and certain asset and liability information regarding industry segments as of June 30, 2012 and December 31, 2011.

**June 30, 2012**

	<u>High-Rise Projects</u>	<u>Horizontal Projects</u>	<u>Corporate and Others</u>	<u>Total</u>
<b>TOTAL REVENUES</b>				
Sales to external customers	P <u>576,753,793</u>	P <u>135,556,157</u>	P <u>184,965,005</u>	P <u>897,274,955</u>
<b>RESULTS</b>				
Segment results	P <u>115,663,901</u>	P <u>19,494,216</u>	P <u>398,553,466</u>	P 533,711,583
Unallocated expenses			( 434,297,004 )	( <u>434,297,004</u> )
Operating profit				99,414,579
Equity in net earnings of subsidiaries			38,179,308	38,179,308
Finance costs			( 45,937,540 )	( <u>45,937,540</u> )
Profit before tax				91,656,347
Tax expense			( 31,198,842 )	( <u>31,198,842</u> )
Profit before minority interest				60,457,505
Non-controlling interest – share in net profit				<u>5,832,748</u>
Net profit attributable to parent company's shareholders				P <u>66,290,253</u>
<b>ASSETS AND LIABILITIES</b>				
Segment assets	P 11,169,144,585	P 4,341,525,616	P 175,445,999	P 15,686,116,200
Investment in associates			630,594,018	630,594,018
Unallocated assets	<u>-</u>	<u>-</u>	<u>10,313,144,311</u>	<u>10,313,144,311</u>
Total assets	P <u>11,169,144,585</u>	P <u>4,341,525,616</u>	P <u>11,119,184,328</u>	P <u>26,629,854,529</u>
Segment liabilities	P 745,995,476	P 595,349,232	P -	P 1,341,344,708
Unallocated liabilities	<u>-</u>	<u>-</u>	<u>5,970,000,838</u>	<u>5,970,000,838</u>
Total liabilities	P <u>745,995,476</u>	P <u>595,349,232</u>	P <u>5,970,000,838</u>	P <u>7,311,345,546</u>
<b>OTHER SEGMENT INFORMATION:</b>				
Capital expenditures			P 8,057,942	P 8,057,942
Depreciation and amortization			19,606,572	19,616,572

## June 30, 2011

	<u>High-Rise Projects</u>	<u>Horizontal Projects</u>	<u>Corporate and Others</u>	<u>Total</u>
<b>TOTAL REVENUES</b>				
Sales to external customers	P <u>301,251,998</u>	P <u>168,909,175</u>	P <u>240,682,293</u>	P <u>710,843,466</u>
<b>RESULTS</b>				
Segment results	P <u>53,063,036</u>	P <u>67,317,439</u>	P <u>432,213,584</u>	P 552,594,059
Unallocated expenses			( 432,075,692 )	( <u>432,075,692</u> )
Operating profit				120,518,368
Equity in net earnings of subsidiaries			5,604,943	5,604,943
Finance costs			( 40,021,022 )	( <u>40,021,022</u> )
Profit before tax				86,102,288
Tax expense			( 32,043,785 )	( <u>32,043,785</u> )
Profit before minority interest				54,058,503
Non-controlling interest – share in net profit				( <u>5,546,087</u> )
Net profit attributable to parent company's shareholders				P <u>48,512,416</u>
<b>ASSETS AND LIABILITIES</b>				
Segment assets	P 10,279,412,140	P 4,302,663,515	P 182,666,557	P 14,764,742,212
Investment in an associate			592,414,710	592,414,710
Unallocated assets	<u>-</u>	<u>-</u>	<u>10,353,735,590</u>	<u>10,353,735,590</u>
Total assets	P <u>10,279,412,140</u>	P <u>4,302,663,515</u>	P <u>11,128,816,857</u>	P <u>25,710,892,512</u>
Segment liabilities	P 559,130,575	P 547,509,920	P -	P 1,106,640,495
Unallocated liabilities	<u>-</u>	<u>-</u>	<u>5,548,826,573</u>	<u>5,548,826,573</u>
Total liabilities	P <u>559,130,575</u>	P <u>547,509,920</u>	P <u>5,548,826,573</u>	P <u>6,655,467,068</u>
<b>OTHER SEGMENT INFORMATION:</b>				
Capital expenditures			P 25,849,730	P 25,849,730
Depreciation and amortization			15,753,705	15,753,705

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES

As of June 30, 2012

Amounts in thousands

1) Aging of Accounts Receivable

Type of Receivables	Total	Current Not Yet Due	1 Month	2-3 Mos.	4-6 Mos.	Above 7 Mos.	Past due accounts & Items in Litigation
a) Trade Receivables	2,955,371	2,949,700	4,415	1,035	222	-	-
b) Other Receivables	1,580,792	1,580,792	-	-	-	-	-
<b>Net Receivables</b>	<b>4,536,163</b>						

2) Accounts Receivable Description

<u>Type of Receivables</u>	<u>Nature/Description</u>	<u>Collection Period</u>
a) Trade Receivables	Sale of residential units/lots	maximum of 15 years
b) Other Receivables	Advances to contractors/suppliers	1 to 2 years

3) Normal Operating Cycle: 3 to 15 years

**EMPIRE EAST LAND HOLDINGS, INC.**  
**MANAGEMENT'S DISCUSSION OF FINANCIAL CONDITION AND RESULTS**  
**OF OPERATIONS**

**RESULTS OF OPERATION**

Review of June 30, 2012 versus June 30, 2011

During the six-month period, the consolidated net profit amounted to P60.4 million, 12% higher than the previous year's net income of P54 million. Consolidated revenues, composed of real estate sales, finance income, commissions and other revenues posted an increase of 21% from P954.7 million to P1.15 billion.

Real Estate Sales

The Group registered Real Estate Sales of P712.3 million for six months ended June 30, 2012 compared with P470.2 million in 2011. The sales generated were derived from various projects namely, California Gardens Square, Greenhills Garden Square, Little Baguio Terraces, Pioneer Woodlands, The Cambridge Village, San Lorenzo Place, Laguna Bel Air Projects and The Sonoma.

The Cost of Sales amounting to P498.7 million in 2012 and P331.5 million in 2011, as a percentage of Real Estate Sales, was 70% and 71%, respectively. The change was primarily due to the different composition of products sold for each year.

Gross Profit was P213.6 million during the six months of 2012 and P138.6 million in 2011, or 30% and 29% of Real Estate Sales, respectively. The gross profit margin varies depending on the product mix and the competitiveness of prices of each product. Realized Gross Profit amounting to P135.2 million and P120.4 million in 2012 and 2011, respectively represents 19% and 26% of Real Estate Sales, respectively.

Other Revenues

The finance income amounting to P213.6 million and P191.5 million in 2012 and 2011 respectively, were derived mostly from in-house financing and accounts for 18% and 20% of total revenues. Commission and other income totaling P223 million in 2012 and P246 million in 2011, represents 19% and 26% of total revenues, respectively. Additional sources of revenue were commissions of a subsidiary, rentals of investment properties and those obtained from other sources.

Operating Expenses

Operating Expenses posted an increase from P432 million in 2011 to P434.3 million in 2012. Other charges/expenses include Finance Cost of P45.9 million and P40 million in 2012 and 2011, respectively.



## **FINANCIAL CONDITION**

### **Review of June 30, 2012 versus December 31, 2011**

Total resources of the Group as of June 30, 2012 and December 31, 2011 amounted to P26.6 billion and P25.7 billion respectively. Cash and Cash Equivalents decreased from P827.7 million to P410.8 million. The Group remained liquid with Total Current Assets of P17.8 billion in 2012 and P17.1 billion in 2011, which accounted for 67% and 66% of the Total Assets in 2012 and 2011, while its Total Current Liabilities amounted to P4.7 billion in June 30, 2012 as compared with P4.2 billion in December 31, 2011.

Equity increased from P19.05 billion in the previous year to P19.3 billion as of June 30, 2012 due to revaluation of equity investments and net income for the 6-month period.

For the six months of 2012, the Group sourced its major cash requirements from internally generated funds and partly from borrowings. In 2011, cash was sourced mostly from internal funds and partly from the discounting of its installment contract receivable.

The Group utilized its funds for construction and development of projects, purchase of properties, loan repayments, settlement of various payables and other operating expenses.

### Material Changes in the 2012 Interim Financial Statements (increase/decrease of 5% or more in the 2012 Financial Statements)

#### Balance Sheets

- 50% decrease in Cash and Cash Equivalents  
Mainly due to use of funds for construction and development of projects, purchase of properties and loan obligations
- 12% increase in Trade and Other Receivables  
Due to increase in real estate sales
- 7% increase in Residential and Condominium Units for Sale  
Due to continuous construction activities
- 67% increase in Financial Assets at Fair Value Through Profit or Loss  
Mainly due to increase in fair value of investment in securities held by a subsidiary
- 17% increase in Prepayments  
Mainly due to increase in prepaid taxes related to transfer of titles
- 33% increase in Other Current Assets  
Mainly due to increase in input vat on purchases and payments to various contractors

- 11% decrease in Advances to Landowners and Joint Ventures  
Due to reclassification of property to Land for Future Development account
- 7% increase in Land for Future Development  
Due to newly acquired property for future development
- 6% increase in Investment in Associates  
Primarily due to share in the net earnings of associates
- 29% decrease in Interest-bearing Loans and Borrowings  
Due to repayment of loans and borrowings
- 96% decrease in Income Tax Payables  
Due to payment of previous year's tax liabilities
- 31% increase in Deferred Gross Profit on Real Estate Sales  
Mainly due to unearned gross profit on sales of new projects
- 10% increase in Customers Deposit  
Mainly due to increase in reservation and collection from various projects
- 35% increase in Advances from Related Parties  
Due to additional advances from a subsidiary
- 18% increase in Reserve for Property Development  
Mainly attributed to uncompleted construction/development of new projects
- 25% increase in Other Current Liabilities  
Due to increase in some payables to suppliers and contractors

#### Income Statements

- 52% increase in Real Estate Sales  
Due to sales of new projects
- 87% decrease in Realized Gross Profit on Prior Years' Sale  
Primarily due to completion of some projects
- 12% increase in Finance Income  
Primarily due to increase in interest income realized from in-house financing

- 9% decrease in Commission & Other Income  
Due to deconsolidation of other revenues of a former subsidiary
- 50% increase in Cost of Real Estate Sales  
Mainly due to increase in real estate sales
- 30% increase in Deferred Gross Profit Current Year's Sales  
Due to gross profit from sales of new projects
- 15% increase in Finance Costs  
Primarily due to interest on some borrowings

For the year 2012, the projected capital expenditures (construction/development) of roughly P3 billion is expected to be funded by collections, borrowings and equity financing.

Fluctuations in foreign exchange rate had no adverse effect on the Group's financial conditions since the Group has very minimal importations of construction-related materials and have no foreign denominated loans.

There are no other material changes in the Group's financial position and condition (5% or more) that will warrant a more detailed discussion. Likewise, there are no material events and uncertainties known to the management that would have material impact on reported financial information and normal operations of the Group.

The nature of all revenues and expenses disclosed in the statements of comprehensive income are business related transactions and arose from the Group's continuing operations. Also, no prior period adjustment was made during any period covered by the statements of financial position.

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

There are no events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation.

The Group is aggressively marketing its products specially the new projects. It continuously offers competitive prices, more lenient payment schemes under in-house financing and has strong tie-ups with reputable banks for the financing requirements of its buyers.

## **TOP FIVE (5) KEY PERFORMANCE INDICATORS**

For the six-month period of 2012, the following are top key performance indicators of the Company and its majority-owned subsidiaries:

### **1) Increase in Revenue**

The increasing sales and other income derived from various sources contributed mainly to the Group's revenue.

### **2) Ability to repay loan obligations**

The loan obligations were promptly settled. The Group maintains a good credit standing with creditor banks and has considerable standby credit facilities, which can be utilized for urgent capital requirements.

### **3) Increase in reservation sales**

The Group's product concepts, project location, flexible payment scheme and aggressive selling have contributed to the increase in reservation sales. The Group's new projects are connected to mass transit system and are conveniently located in business districts of Metro Manila

### **4) Continuous development of projects**

The Group aggressively undertakes construction and development activities and has been exerting efforts to deliver its projects within the commitment timetable.

### **5) Landbanking**

The Group has been continuously acquiring interests in properties through either outright acquisitions or joint venture arrangements with landowners. It intends to have sufficient properties for development within the next 5 to 7 years.

## **ASSESSMENT OF FINANCIAL RISKS**

The Group is exposed to a variety of financial risks, which result from both its operating and investing activities. Risk management is carried out by a central treasury department under policies approved by the BOD, and focuses on actively securing the Group's short to medium-term cash flows by minimizing the exposure to financial markets.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed to are described below.

## 1) Foreign Currency Sensitivity

Most of the Group's transactions are carried out in Philippine pesos, its functional currency. Foreign exchange risk arises from the Group's U.S. dollar-denominated cash and cash equivalents.

To mitigate the Group's exposure to foreign currency risk, non-Philippine peso cash flows are closely monitored.

The Group's U.S.-dollar denominated financial assets, translated into Philippine pesos amounted to P75.6 million as of June 30, 2012.

At June 30, 2012, if the peso had strengthened by 4% against the U.S. dollar with all other variables held constant, income before tax for the year would have been P3.2 million lower, mainly as a result of foreign exchange loss on translation of U.S. dollar-denominated cash and cash equivalents.

On the other hand, if the peso had been weaker by the same percentage, with all other variables held constant, income before tax would have been higher by the same amount.

The 4% movement in the value of peso against U.S. dollar was estimated based on the market volatility in exchange rates. The sensitivity analysis is based on the Group's foreign currency financial instruments held at the reporting period.

Exposures to foreign exchange rates vary during the year depending on the volume of transactions. Nonetheless, the analysis above is considered to be representative of the Group's currency risk.

## 2) Interest Rate Sensitivity

As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group's interest rate risk arises only from cash and cash equivalents, which are subject to variable interest rates. Financial assets and liabilities at variable rates expose the group to cash flow interest rate risk. All other financial assets and liabilities have fixed rates.

On June 30, 2012, if general interest rates on dollar and peso-denominated financial assets had been higher by .10%, with all other variables held constant, income before tax for the year would have been P289 thousand higher, mainly as a result of higher interest income on floating rate deposits.

The movements in interest rates used in the sensitivity analysis are considered reasonably possible and are based on observation of interest rate fluctuations for the past six months using a 95%-confidence level. The calculations are based on the Group's financial instruments held at each reporting period, with effect estimated from the beginning of the year.

### 3) Credit Risk

Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown on the face of the statements of financial position, as summarized below:

	<u>As of June 30, 2012</u>	<u>As of June 30, 2011</u>
Cash and cash equivalents	P 409,460,343	P 852,997,432
Trade and other receivables - net	4,092,655,664	4,467,061,746
Advances to landowners and joint venture	839,291,348	1,594,076,629
Advances to related parties	<u>1,621,244,275</u>	<u>1,552,840,086</u>
	<u>P 6,962,651,630</u>	<u>P 8,466,975,893</u>

The credit risk for liquid funds is considered negligible, since the counter parties are reputable banks with high quality external credit ratings. In respect of trade and other receivables, the Group is not exposed to any significant credit risk exposure to any single counter party or any group of counter parties having similar characteristics.

The Group continuously monitors defaults of customers and other counter parties, identified either individually or by group, and incorporate this information into its credit risk controls. The Group's policy is to deal only with creditworthy counter parties. In addition, for a significant proportion of sales, advance payments are received to mitigate credit risk.

The Group's management considers that all the above financial assets that are not impaired for each of the reporting dates under review are of good credit quality, including those that are past due.

### 4) Liquidity Risk

The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash outflows due in a day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a 6-month and one-year period are identified monthly.

The Group maintains cash to meet its liquidity requirements for up to 60-day periods. Excess cash are invested in time deposits or short-term marketable securities. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets.

As at June 30, 2012, the Group's financial liabilities have contractual maturities which are presented below:

	Current		Non-current	
	Within 6 Months	6 to 12 Months	1 to 5 Years	Later than 5 Years
Interest-bearing loans and borrowings	P 163,218,934	P -	P 290,432,132	P -
Trade and other payables	320,828,960	-	-	-
Advances from related parties	1,220,759,693	-	-	-
Other current liabilities	<u>185,495,464</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>P1,890,303,051</u>	<u>P -</u>	<u>P 290,432,132</u>	<u>P -</u>

This compares to the maturity of the Group's financial liabilities in the previous reporting period as follows:

	Current		Non-current	
	Within 6 Months	6 to 12 Months	1 to 5 Years	Later than 5 Years
Interest-bearing loans and borrowings	P 250,395,545	P -	P 521,362,101	P -
Trade and other payables	498,545,138	-	17,137,089	-
Advances from related parties	648,465,156	-	-	-
Other current liabilities	<u>133,379,007</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>P1,530,784,846</u>	<u>P -</u>	<u>P 538,499,190</u>	<u>P -</u>

The above contractual maturities reflect the gross cash flows, which may differ from the carrying values of the liabilities at the reporting period.

## 5) Other Market Price Risk

The Group is exposed to equity securities price risk because of investments held by the Group and classified on the balance sheet as available-for-sale financial assets. The Group is not exposed to commodity price risk.

At June 30, 2012, if the quoted stock price for the securities had decreased by 7.28% with all other variables held constant, equity would have been lower by about P98.1 million. The 7.28% estimated change in quoted market price is computed based on volatility of local index for holdings first listed at Philippine Stock Exchange.

On the other hand, if the quoted market price for these securities had increased by the same amount, with all other variables held constant, equity for the year would have been higher by the same figure.

The investments in listed equity securities are considered long-term, strategic investments. In accordance with the Group's policies, no specific hedging activities are undertaken in relation to these investments. The investments are continuously

monitored and voting rights arising from these equity instruments are utilized in the Group's favor.

## **FINANCIAL INSTRUMENTS EVALUATION**

Financial assets include cash and financial instruments. The Group classifies its financial assets, other than hedging instruments, into the following categories: financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments and available-for-sale financial assets. Financial assets are assigned to the different categories by management on initial recognition, depending on the purpose for which the investments were acquired. The designation of financial assets is re-evaluated at every reporting date at which date a choice of classification or accounting treatment is available, subject to compliance with specific provisions of applicable accounting standards.

*Cash and cash equivalents* are defined as cash on hand, demand deposits and short-term, highly liquid investments readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

Regular purchase and sales of financial assets are recognized on their trade date. All financial assets that are not classified as at fair value through profit or loss are initially recognized at fair value, plus transaction costs. Financial assets carried at fair value through profit or loss is initially recognized at fair value and transaction costs are expensed in the statements of comprehensive income.

The foregoing categories of financial instruments are more fully described below.

### **1) Financial Assets at Fair Value through Profit or Loss**

This category includes financial assets that are either classified as held for trading or are designated by the entity to be carried at fair value through profit or loss upon initial recognition. A financial asset is classified in this category if acquired principally for the purpose of selling it in the near term or if so designated by management. Derivatives are also categorized as 'held for trading' unless they are designated as hedges. Assets in this category are classified as current assets if they are either held for trading or are expected to be realized within 12 months from the reporting period.

Subsequent to initial recognition, the financial assets included in this category are measured at fair value with changes in fair value recognized in profit or loss. Financial assets originally are designated as financial assets at fair value through profit or loss may not be subsequently be reclassified.

### **2) Loans and Receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading



the receivables. They are included in current assets, except for maturities greater than 12 months after the reporting period which are classified as non-current assets.

Loans and receivables are subsequently measured at amortized cost using the effective interest method, less any impairment losses. Any change in their value is recognized in profit or loss. Impairment loss is provided when there is objective evidence that the Group will not be able to collect all amounts due to it in accordance with the original terms of the receivables. The amount of the impairment loss is determined as the difference between the assets' carrying amount and the present value of estimated cash flows.

The Group's loans and receivables are presented as Trade and Other Receivables, Advances to Landowners and Joint Ventures, and Advances to Related Parties in the statements of financial position.

### **3) Held-to-maturity Investments**

This category includes non-derivative financial assets with fixed or determinable payments and a fixed date of maturity. Investments are classified as held-to-maturity if the Group has the positive intention and ability to hold them until maturity. Investments intended to be held for an undefined period are not included in this classification. They are included in non-current assets in the statements of financial position, except those maturing within 12 months of the reporting period.

Held-to-maturity investments are measured at amortized cost using the effective interest method. In addition, if there is objective evidence that the investment has been impaired, the financial asset is measured at the present value of estimated cash flows. Any changes to the carrying amount of the investment are recognized in profit or loss.

### **4) Available-for-sale Financial Assets**

This category includes non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets. They are included in non-current assets unless management intends to dispose of the investment within 12 months from the reporting period.

All financial assets within this category are subsequently measured at fair value, unless otherwise disclosed, with changes in value recognized in equity, net of any effects arising from income taxes. Gains and losses arising from securities classified as available-for-sale are recognized in the statements of comprehensive income when they are sold or when the investment is impaired.

In the case of impairment, any loss previously recognized in equity is transferred to the statements of comprehensive income. Impairment losses recognized in the statements of comprehensive income on equity securities are not reversed through the statements to comprehensive income. Losses recognized in prior year statements

of comprehensive income resulting from the impairment of debt instruments are reversed through the statements of comprehensive income.

For investment that are actively traded in organized financial markets, fair value is determined by reference to quoted market bid prices in the stock exchange at the close of business on the reporting period. For investments where there is no quoted market price, fair value is determined by reference to the current market value of another instrument which is substantially the same or is calculated based on the expected cash flows of the underlying net asset base of the investment.

Non-compounding interest and other cash flows resulting from holding financial assets are recognized in consolidated profit or loss when received, regardless of how the related carrying amount of financial assets is measured.

De-recognition of financial assets occurs when the rights to receive cash flows from the financial instruments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

The Group has no investment in foreign securities as of reporting period. The markets of the Group's Available-for-sale Financial Assets are active.

The significant accounting policies used in this consolidated interim financial statements are consistent with those applied in the Group's annual consolidated statements as of and for the year ended December 31, 2011.

The Group has decided not to early adopt PFRS 9 (2009) or PFRS 9 (2010) for its 2012 financial reporting and, therefore, the consolidated interim financial statements do not reflect the impact of the said standard.

In the meantime, the Group does not expect to implement the amendments until 2013 when all chapters of the PAS 39 replacement have been published at which time the Group expects it can comprehensively assess the impact of the revised standard. The policies have been consistently applied to all periods presented, unless otherwise stated.

**EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES**  
**SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS**

	6/30/2012	12/31/2011
Current ratio	3.74	4.07
Quick ratio	0.62	0.73
Debt-to-equity ratio	0.38	0.35
Interest-bearing debt to total capitalization ratio	0.02	0.03
Asset-to-equity ratio	1.38	1.35
		6/30/2011
Interest rate coverage ratio	300%	315%
Net profit margin	5%	6%
Return on assets	0.23%	0.21%
Return on equity/investment	0.31%	0.28%
Return on equity/investment of owners	0.36%	0.27%

LIQUIDITY RATIOS measure the business' ability to pay short-term debt.

Current ratio - computed as current assets divided by current liabilities

Quick ratio - computed as cash, marketable securities, accounts receivable divided by current liabilities

SOLVENCY RATIOS measure the business' ability to pay all debts, particularly long-term-debt.

Debt-to-equity ratio-computed as total liabilities divided by stockholders' equity.

Interest-bearing debt to total capitalization ratio-computed as interest-bearing debt divided by interest-bearing debt + stockholder's equity attributable to controlling interest.

ASSET-TO-EQUITY RATIOS measure financial leverage and long-term solvency.

It shows how much of the assets are owned by the company. It is computed as total assets divided by stockholders' equity.

INTEREST RATE COVERAGE RATIOS measure the business' ability to meet its interest payments.

It is computed as profit before income tax and interest expense ("EBIT") divided by interest.

In the computation, non-recurring gain is excluded from EBIT.

PROFITABILITY RATIOS

Net profit margin - computed as net profit divided by revenues

Return on assets - net profit divided by average total assets

Return on investment - net profit divided by total stockholders' equity

Return on investment of equity owners - net profit attributable to owners of the parent divided by equity attributable to owners of the parent company