



108012011001196



## SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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Company Information

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SEC Registration No. 0000051048  
Company Name FILINVEST DEV. CORP.  
Industry Classification  
Company Type Stock Corporation

Document Information

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Document Type SEC-NTCE-RSA EXEMPT TRANS  
Document Code S10-1  
Period Covered July 29, 2011  
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Department CFD  
Remarks

COVER SHEET

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S.E.C. Registration Number

F I L I N V E S T D E V E L O P M E N T C O R P .

(Company's Full Name)

1 7 3 P . G O M E Z S T R E E T

S A N J U A N , M E T R O M A N I L A

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

c/o Dinah Rose C. Bala

Contact Person

727-0431 / 725-6328

Company Telephone Number

Month

Day

Fiscal Year

SEC FORM 10.1

FORM TYPE

Month

Day

Annual Meeting

Secondary License Type; If Applicable

Dept. Requiring This Doc

Amended Articles Number / Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

\_\_\_\_\_

LCU

Document I.D.

\_\_\_\_\_

Cashier

STAMP

Remarks = Pls. Use black ink for scanning purposes

Name of issuer whose securities are being offered for sale or sold

Date

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 10.1

NOTICE OF/APPLICATION FOR CONFIRMATION EXEMPT TRANSACTION

Check Applicable Box:

Application for Commission's confirmation of availability of exemption

Notice of Exempt Transaction

1. State the provision of Section 10.1 of the Code under which exemption is based:

(k) THE SALE OF SECURITIES BY AN ISSUER TO FEWER THAN TWENTY (20) PERSONS IN THE PHILIPPINES DURING ANY TWELVE (12) MONTH PERIOD

2. Information about the securities for which this Notice/

3. Application has been filed:

(a) Title of class of securities being offered for sale/sold	COMMON
(b) Form of payment	CASH
(c) Number and price/value of the securities being offered for sale/sold	49,800,000 SHARES
(d) Are any of the issuer's securities listed on the Philippine Stock Exchange and, if so, describe which class is listed and latest trading price.	YES, COMMON SHARES LISTED IN THE PSE, LATEST TRADING PRICE: Php4.97 (29 JULY 2011)
(e) Are the securities traded on any other trading market and, if so, disclose latest trading price	NO.
(f) Capital structure as of the date prior to this issuance: 1) Authorized capital stock, par value, number of shares and amount	AUTHORIZED CAPITAL STOCK: PHP 10,000,000,000.00 CONSISTING OF 10,000,000,000 SHARES WITH PAR VALUE OF PHP 1.00 PER SHARE.
2) Subscribed capital stock, number of shares and amount	SUBSCRIBED CAPITAL STOCK PRIOR TO 22 JULY 2011: PHP7,508,123,852.00 CONSISTING OF 7,508,123,852 SHARES (INCLUSIVE OF 2,398,400 TREASURY SHARES )
3) Unissued shares	2,491,876,148 SHARES

3. Additional information about the securities where this Notice/Application is filed by the issuer thereof:

(a) Exact name of issuer as specified in its charter	FILINVEST DEVELOPMENT CORPORATION
(b) Place (province, country or other jurisdiction of incorporation) and date thereof	METRO MANILA / 27 APRIL 1973
(c) SEC Identification Number	51048
(d) BIR Tax Identification Number	005-053-167
(e) Address of principal office	173 P. GOMEZ ST., SAN JUAN CITY, METRO MANILA
(f) Issuer's telephone number, including area code	7270431
(g) Former name or former address, if any, since filing of last report with the SEC	N/A
(h) Are any of the issuer's securities listed on the Philippine Stock Exchange and, if so, describe which class is listed and latest trading price.	YES, COMMON SHARES LISTED IN THE PSE, LATEST TRADING PRICE: Php4.97 (29 JULY 2011)
(i) Other securities registered with the Commission under the Revised Securities Act or the Securities Regulation Code (title of each class, number of shares)	NONE

SEC Form 10-1  
Date 28 JULY 2011

(j) Describe any other offer for sale/sale of securities by the issuer for the last 12 months for which exemptive relief from registration was claimed under RSA or Section 10.1 of the Code. This should include the basis of exemption, class of securities, amount and number of investors.	NONE
(k) Name of underwriter or selling agent involved in the sale	NONE

**4. If securities are being sold by the owner thereof, please disclose:**

(a) Name of Selling Owner or Owner's Representative	FILINVEST DEVELOPMENT CORPORATION
(b) Date of acquisition and from whom (issuer, another person)	N/A
(c) Price of securities when acquired	N/A

**5. Terms and Conditions of the Sale:**

(a) Date and place of initiation of selling efforts (or proposed date and place of sale if prior confirmation is requested)	ON 22 JULY 2011, FDC AGREED TO ISSUE AND ALG HOLDINGS CORPORATION AGREED TO SUBSCRIBE TO 49,800,000 COMMON SHARES AT THE ISSUE PRICE OF PHP5.00 PER SHARE
(b) Unless being sold by the issuer or the owner, please disclose name of person selling the securities and his authority	N/A
(c) Lock-Up Period	NONE
(d) Summary of other terms and conditions of the sale.	PLEASE REFER TO ATTACHED SUBSCRIPTION AGREEMENT

**6. Information about purchasers**

For Applications for Confirmation:

Check if purchasers are existing stockholders and indicate the number of existing stockholder/s 4,639.

Check if purchasers are new investors not exceeding 19 and indicate the number of new investor/s \_\_\_\_.

*(Note: A list containing the information required under this item shall be filed within 30 days from receipt of confirmation of exemption.)*

For Notice of Exemption (Provide the following information:)

(a) Name, address and legal residence of each purchaser, and indicate whether each purchaser is a "qualified buyer" under Section 10.1(1) of the Code.	ALG HOLDINGS CORPORATION with address at No. 173 P. Gomez St., San Juan City, Metro Manila is not a "qualified buyer" under Section 10.1 (l) of the SRC.
(b) Number of shares which shall be purchased/ purchased by each purchaser	49,800,000 SHARES

(c) For each purchaser, indicate whether such person is an officer, director or holder of at least 5% of any class of equity shares of the issuer	YES, ALG HOLDINGS CORPORATION IS OWNER OF AT LEAST 5% OF THE OUTSTANDING CAPITAL STOCK OF FDC
(d) Indicate the class, number, and percentage of all shares of the issuer already owned by each purchaser	6,856,265,235 COMMON SHARES OR 91.32%

**7. Exhibits**

In addition to the above information, the applicant hereby makes reference to SEC Form 17-C filed by FDC with the Commission on 15 April 2011 and submits the Subscription Agreement executed by and between Filinvest Development Corporation and ALG Holdings Corporation

**8. Filing Fees**

This notice with an application for confirmation of availability of an exemption under SRC Rule 10.1 of the Code has been submitted along with the payment of the prescribed fee in the amount of \_\_\_\_\_ under O.R. No. \_\_\_\_\_. *(Fill this up if applicable only)*

Signatures

The undersigned hereby certifies that the exemption applied for hereunder is available and all requirements set forth in SRC Rule 10.1 have been complied with.

Pursuant to the requirements of the Code and SRC Rule 10.1 thereunder **FILINVEST DEVELOPMENT CORPORATION** has caused this certification to be signed on its behalf by a duly authorized person who, in case of a juridical person, shall be the President thereof.

Date: 29 JULY 2011

By:   
 \_\_\_\_\_  
 JOSEPHINE G. YAP  
 President

Instruction

*The applicant shall file with the Commission five (5) copies of this SEC Form 10.1, one of which shall be manually signed by a duly authorized person who, in case of a juridical person, shall be the President.*

## SUBSCRIPTION AGREEMENT

KNOW ALL MEN BY THESE PRESENTS:

This Subscription Agreement is made and executed this 25<sup>th</sup> day of July 2011 in San Juan City, Metro Manila, Philippines by and between:

**FILINVEST DEVELOPMENT CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at 173 P. Gomez St., San Juan City, Metro Manila, represented herein by its President, Mrs. Josephine G. Yap, hereinafter referred to as "**FDC**";

-and-

**ALG HOLDINGS CORPORATION**, a corporation duly organized and existing under and by virtue of Philippine laws, with principal office address at 173 P. Gomez St., San Juan City, Metro Manila; represented herein by its Director, Mr. Michael Edward T. Gotianun, hereinafter referred to as "**ALGHC**";

WITNESSETH; That –

WHEREAS, pursuant to the authority granted by its Board of Directors during a special meeting held on 14 April 2011, **FDC** offers to issue 49,800,000 common shares with a par value of One Peso (₱1.00) per share out of its unissued capital stock (the "**Subject Shares**") to **ALGHC**;

WHEREAS, **FDC** offers to issue, and **ALGHC** agrees to subscribe to, the **Subject Shares** at the closing price of **FDC** share at the Philippine Stock Exchange on 22 July 2011;

NOW, THEREFORE, for and in consideration of Five Pesos (₱5.00) for every **FDC** share or an aggregate issue price of Two Hundred Forty Nine Million Pesos (₱249,000,000.00) (the "**Subscription Price**"), **FDC** hereby issues and conveys to **ALGHC** a total of 49,800,000 common shares with a par value of One Peso (₱1.00 per share) to be issued out of the unissued capital stock of **FDC**. **ALGHC** agrees to pay the **Subscription Price** on or before 26 July 2011;

Upon receipt in full by **FDC** of the **Subscription Price** from **ALGHC**, **FDC** shall cause the issuance of the stock certificate covering the **Subject Shares** in the name of **ALGHC**. **FDC** shall also cause the payment of the documentary stamp tax due on the issuance of the **Subject Shares** as soon as possible but in no case later

than 05 August 2011. Prior to the issuance of the stock certificate covering the **Subject Shares**, the parties agree that **ALGHC** shall have, in respect of the Subject Shares, all the rights of a shareholder subject to the applicable provisions of the Corporation Code of the Philippines.


IN WITNESS WHEREOF, the parties, through their authorized representatives, have hereunto set their hands on the date and place abovementioned.

**FILINVEST DEVELOPMENT CORPORATION**

**ALG HOLDINGS CORPORATION**

By:

By:

  
**JOSEPHINE G. YAP**  
President & CEO

  
**MICHAEL EDWARD T. GOTIANUN**  
Director

**ACKNOWLEDGEMENT**

REPUBLIC OF THE PHILIPPINES)  
PARANAQUE CITY ) S.S.

BEFORE ME, a Notary Public in and for the above jurisdiction, this 25<sup>th</sup> day of July 2011, JOSEPHINE G. YAP and MICHAEL EDWARD T. GOTIANUN personally appeared and acknowledged to me that the foregoing Agreement is their free and voluntary act and deed, and that of the corporations they represented. Mrs. Yap presented to me her Passport No. XX0736071, with expiry date on March 12, 2013 and Mr. Gotianun presented to me his Passport No. XX5528399, with expiry date on February 14, 2015.

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Book No. XVIII  
Series of 2011

  
**AVELIO L. SALCEDO**  
NOTARY PUBLIC  
NOT. COM. NO. 52 - 2010  
UNTIL DECEMBER 31, 2012  
PARANAQUE CITY  
PTR NO. 9267526 / 1-3-11/PARANAQUE  
IBP O.R. 845151 / 1-6-11/PASAY  
ROLL NO. 38149