SUNTRUST HOME DEVELOPERS, INC.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2 (b) THEREUNDER

1. For the quarterly period ended **31 March 2013**

2. SEC Identification Number: **10683** 3. BIR Tax Identification Number: **000-141-166**

4. **SUNTRUST HOME DEVELOPERS, 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. **6/F The World Centre, 330 Sen. Gil Puyat Avenue, Makati City 1227**
   Address of issuer's principal office

8. **(632) 867-8826 to 40**
   Issuer's Telephone Number, including area code

9. Securities registered pursuant to Sections 8 and 12 of the Code, or Section 4 and 8 of the RSA

TITLE OF EACH CLASS	NUMBER OF SHARES OF COMMON STOCK OUTSTANDING
Common	2,250,000,000

10. Are any or all of the securities listed on the Philippine Stock Exchange?

    Yes [*] No [ ]

    Philippine Stock Exchange **Common Shares**

11. Indicate by check mark whether the registrant:

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

    Yes [*] No [ ]

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

Yes [*] No [ ]

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

1. Statements of Financial Position (Exhibit 1)
2. Statements of Comprehensive Income (Exhibit 2)
3. Statements of Changes in Equity (Exhibit 3)
4. Statements of Cash Flows (Exhibit 4)
5. Notes to Financial Statements (Exhibit 5)

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

Please see Exhibit 6

Item 3. Aging of Accounts Receivable

Please see attached hereto as Exhibit 7.

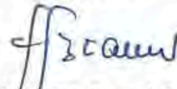
PART II – OTHER INFORMATION

The Company is not in possession of any information which may, at its option, be reported under this item and which would otherwise be required to be filed in a report on 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.

SUNTRUST HOME DEVELOPERS, INC.
Issuer

By: 

EVELYN G. CACHO
Treasurer (Principal Officer)
and Duly Authorized Officer
May 15, 2013

EXHIBIT 1

SUNTRUST HOME DEVELOPERS, INC. AND SUBSIDIARY
STATEMENTS OF FINANCIAL POSITION
MARCH 31, 2013 AND DECEMBER 31, 2012
(Amounts in Philippine Pesos)

		Unaudited March 31, 2013		Audited December 31, 2012
A S S E T S				
CURRENT ASSETS				
Cash and cash equivalents	**P**	**56,739,799**	P	60,535,026
Trade and other receivables - net		**86,607,986**		79,206,068
Due from related parties - net		**31,233,104**		28,550,950
Other current assets		**9,393,030**		8,072,288
Total Current Assets		**183,973,919**		176,364,332
NON-CURRENT ASSETS				
Trade and other receivables		**5,697,930**		6,525,815
Available for sale financial asset		**97,181,433**		97,181,433
Investment property -net		**31,914,600**		32,224,450
Property and equipment - net		**9,357,559**		11,214,196
Deferred tax assets		**21,933,217**		21,933,217
Other non-current assets - net		**6,279,855**		3,304,594
Total Non-current Assets		**172,364,594**		172,383,705
TOTAL ASSETS	**P**	**356,338,513**	P	348,748,037
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Trade and other payables	**P**	**63,621,645**	P	63,116,586
Due to related parties		**94,551,262**		94,534,592
Income tax payable		**4,085,355**		3,326,267
Total Current Liabilities		**162,258,262**		160,977,445
NON-CURRENT LIABILITIES				
Retirement benefit obligation		**69,532,743**		65,032,743
Total Liabilities		**231,791,005**		226,010,188
EQUITY				
Capital stock		**2,062,500,000**		2,062,500,000
Deficit		**(1,937,952,492)**		(1,939,762,151)
Total Equity		**124,547,508**		122,737,849
TOTAL LIABILITIES AND EQUITY	**P**	**356,338,513**	P	348,748,037

See Notes to Financial Statements.

EXHIBIT 2

SUNTRUST HOME DEVELOPERS, INC. AND SUBSIDIARY
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED MARCH 31, 2013 AND 2012
(Amounts in Philippine Pesos)

		Unaudited March 31, 2013		*Unaudited* March 31, 2012
REVENUES				
Management fees	**P**	**48,078,662**	P	40,945,299
Service income		**4,035,858**		2,696,138
Rental income		**2,878,570**		3,213,162
Finance income		**232,262**		431,509
Others		**71,218**		7,588
		55,296,570		47,293,696
COST AND EXPENSES				
Cost of services		**45,146,874**		41,278,566
Operating expenses		**7,543,916**		3,912,129
Finance costs		**20,920**		44,820
Tax expense		**775,201**		751,883
		53,486,911		45,987,398
NET PROFIT	**P**	**1,809,659**	P	1,306,298
Earnings per share				
Basic and Diluted	**P**	**0.0008**	P	0.0006

See Notes to Financial Statements.

EXHIBIT 3

SUNTRUST HOME DEVELOPERS, INC. AND SUBSIDIARY
STATEMENTS OF CHANGES IN EQUITY
FOR THE PERIOD ENDED MARCH 31, 2013 AND 2012
(Amounts in Philippine Pesos)

		Unaudited March 31, 2013		Unaudited March 31, 2012
CAPITAL STOCK - P1 par value				
Authorized - 3 billion shares	**P**	**2,062,500,000**	P	2,062,500,000
DEFICIT				
Balance at beginning of year		**(1,939,762,151)**		(1,945,132,978)
Net profit for the period		**1,809,659**		1,306,298
Balance at end of the period		**(1,937,952,492)**		(1,943,826,680)
TOTAL EQUITY	**P**	**124,547,508**	P	118,673,320

See Notes to Financial Statements.

EXHIBIT 4

SUNTRUST HOME DEVELOPERS, INC. AND SUBSIDIARY
STATEMENTS OF CASH FLOWS
FOR THE PERIOD ENDED MARCH 31, 2013 AND 2012
(Amounts in Philippine Pesos)

	Unaudited March 31, 2013	Unaudited March 31, 2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	P 2,584,860	P 2,058,181
Adjustments for:		
Depreciation and amortization	2,357,421	2,996,653
Finance income	(232,262)	(431,509)
Finance costs	20,920	44,820
Operating profit before working capital changes	4,730,939	4,668,145
Increase in trade and other receivables	(6,574,033)	(6,441,991)
Increase in other current assets	(1,320,742)	(2,325,298)
Increase in other non-current assets	(2,975,261)	
Increase in trade and other payables	505,059	5,594,738
Increase in retirement benefit obligation	4,500,000	3,500,000
Cash generated from operations	(1,134,038)	4,995,594
Cash paid for taxes	(16,113)	(19,898)
Net Cash From (Used In) Operating Activities	(1,150,151)	4,975,696
CASH FLOWS FROM INVESTING ACTIVITIES	(2,640,826)	1,133,879
CASH FLOWS FROM FINANCING ACTIVITIES	(4,250)	3,830,461
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(3,795,227)	9,940,036
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	60,535,026	44,705,688
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	56,739,799	P 54,645,724

See Notes to Financial Statements.

EXHIBIT 5

SUNTRUST HOME DEVELOPERS, INC. AND SUBSIDIARY
NOTES TO INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2013 AND 2012
(UNAUDITED)
(Amounts in Philippine Pesos)

1. CORPORATE INFORMATION

Suntrust Home Developers, Inc. (the Company or Parent Company) was incorporated in the Philippines on January 18, 1956 and was extended for another 50 years starting January 18, 2006, to primarily engage in real estate development. The Parent Company is presently engaged in leasing activity and is a publicly listed entity in the Philippine Stock Exchange (PSE).

Megaworld Corporation (Megaworld), also a publicly listed company in the Philippines, is the major stockholder with 42.48% ownership interest in the Parent Company.

Prior to March 2011, the Parent Company held 20% ownership in Suntrust Properties, Inc. (SPI). In March 2011, SPI issued additional 562.1 million shares where Megaworld is the lone subscriber. As a result, the Parent Company's ownership interest in SPI decreased from 20% to 8%. Consequently, the Parent Company lost its significant influence over SPI and, as such, discontinued the use of the equity method in accounting for the investment in SPI and instead accounted the investment as available for sale (AFS) financial asset.

In September 2011, the Parent Company acquired the 100% shares of stock of First Oceanic Property Management Inc. (FOPMI). Consequently, FOPMI becomes the Parent Company's wholly owned subsidiary and its financial statements were consolidated with the Parent Company's financial statements starting 2011. FOPMI, which is incorporated in the Philippines, is engaged primarily in the management of real estate properties.

As of March 31, 2013 and December 31, 2012, FOPMI also holds 100% ownership interest in the shares of stock of CityLink Coach Services, Inc. (CityLink), a domestic company engaged in overland transport, carriage, moving or haulage of passengers, fares, customers and commuters as well as freight, cargo, articles, items, parcels, commodities, goods or merchandise by means of coaches, buses, coasters, jeeps, cars and other similar means of transport.

The registered office of the Parent Company, which is also its principal place of business, is located at the 6th Floor, The World Centre Building, 330 Sen. Gil Puyat Avenue, Makati City while the registered office of FOPMI is located at the 7th Floor Paseo Center, 8757 Paseo de Roxas corner Sedeño Street Makati City. The registered and principal office of Citylink is located at G/F parking Building, Service Road 2, McKinley Town Center, Bonifacio, Taguig City.

The Parent Company's administrative functions are being handled by Megaworld.

On October 25, 2011, the Board of Directors (BOD) approved the change in the Parent Company's corporate name to "First Oceanic Property Management Group, Inc." and the corresponding amendment to the Parent Company's articles of incorporation and by-laws. To date, the Parent Company is still in the process of applying for approval of the change by the Securities and Exchange Commission (SEC).

The financial statements have been prepared on a going concern basis since Megaworld commits to provide continuing financial support for its operating expenses until such time that the Company is able to successfully re-start its commercial operations as a real estate developer.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation of Financial Statements

These interim consolidated financial statements are for the three months ended March 31, 2013 and 2012. They have been prepared in accordance with PAS 34 *Interim Financial Reporting.* They do not include all of the information required in annual financial statements in accordance with PFRS, and should be read in conjunction with the consolidated financial statements of the Group for the year ended December 31, 2012.

The preparation of interim consolidated financial statements in accordance with PFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Although, these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

These interim consolidated financial statements are presented in Philippine pesos, the functional and presentation currency of the Parent Company and its subsidiary, and all values represent absolute amounts except when otherwise indicated.

2.2 Adoption of New and Amended PFRS

These interim consolidated financial statements have been prepared in accordance with the accounting policies adopted in the last annual financial statements for the year ended December 31, 2012.

(a) Effective in 2013 that are Relevant to the Group

(i) PAS 1 (Amendment), Financial Statements Presentation – Presentation of Items of Other Comprehensive Income (effective from July 1, 2012). The amendment requires an entity to group items presented in other comprehensive income into those that, in accordance with other PFRS: (a) will not be reclassified subsequently to profit or loss; and, (b) will be reclassified subsequently to profit or loss when specific conditions are met.

(ii) PAS 19 (Revised), Employee Benefits (effective from January 1, 2013). The revision made a number of changes as part of the improvements throughout the standard. The main changes relate to defined benefit plans as follows:

- eliminates the corridor approach under the existing guidance of PAS 19 and requires an entity to recognize all actuarial gains and losses arising in the reporting period;

- streamlines the presentation of changes in plan assets and liabilities resulting in the disaggregation of changes into three main components of service costs, net interest on net defined benefit obligation or asset, and remeasurement; and,

- enhances disclosure requirements, including information about the characteristics of defined benefit plans and the risks that entities are exposed to through participation in those plans.

(iii) Consolidation Standards

The following are the consolidation standards which are effective from January 1, 2013:

- PFRS 10, *Consolidated Financial Statements*. This standard builds on existing principles of consolidation by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements. The standard also provides additional guidance to assist in determining control where this is difficult to assess.

- PFRS 12, *Disclosure of Interest in Other Entities*. This standard integrates and makes consistent the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and unconsolidated structured entities. This also introduces new disclosure requirements about the risks to which an entity is exposed from its involvement with structured entities.

- PAS 27 (Amendment), *Separate Financial Statements*. This revised standard now covers the requirements pertaining solely to separate financial statements after the relevant discussions on control and consolidated financial statements have been transferred and included in PFRS 10. No new major changes relating to separate financial statements have been introduced as a result of the revision.

- PAS 28 (Amendment), *Investments in Associates and Joint Ventures*. This revised standard includes the requirements for joint ventures, as well as associates, to be accounted for using equity method following the issuance of PFRS 11, Joint Arrangements.

Subsequent to the issuance of the foregoing consolidation standards, the IASB made some changes to the transitional provisions in International Financial Reporting Standard (IFRS) 10, IFRS 11 and IFRS 12, which were also adopted by the FRSC. The guidance confirms that an entity is not required to apply PFRS 10 retrospectively in certain circumstances and clarifies the requirements to present adjusted comparatives. The guidance also made changes to PFRS 10 and PFRS 12 which provide similar relief from the presentation or adjustment of comparative information for periods prior to the immediately preceding period. Further, it provides relief by removing the requirement to present comparatives for

disclosures relating to unconsolidated structured entities for any period before the first annual period for which PFRS 12 is applied.

(iv) PFRS 7 (Amendment), *Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities* (effective from January 1, 2013). The amendment requires qualitative and quantitative disclosures relating to gross and net amounts of recognized financial instruments that are set-off in accordance with PAS 32, *Financial Instruments: Presentation*. The amendment also requires disclosure of information about recognized financial instruments which are subject to enforceable master netting arrangements or similar agreements, even if they are not set-off in the statement of financial position, including those which do not meet some or all of the offsetting criteria under PAS 32 and amounts related to a financial collateral. These disclosures will allow financial statement users to evaluate the effect or potential effect of netting arrangements, including rights of set-off associated with recognized financial assets and financial liabilities on the Group's financial position. The Group has initially assessed that the adoption of the amendment will not have a significant impact on its financial statements.

(v) PFRS 13, Fair Value Measurement (effective from January 1, 2013). This standard aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across PFRS. The requirements do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards. Management is in the process of reviewing its valuation methodologies for conformity with the new requirements and has yet to assess the impact of the new standard on the Group's financial statements.

(b) Effective Subsequent to 2013 but not Adopted Early

There are new PFRS, amendments and annual improvements to existing standards that are effective for periods subsequent to 2013. Management has initially determined the following pronouncements, which the Group will apply in accordance with their transitional provisions, to be relevant to its financial statements:

(i) PAS 32 (Amendment), *Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities* (effective from January 1, 2014). The amendment provides guidance to address inconsistencies in applying the criteria for offsetting financial assets and financial liabilities. It clarifies that a right of set-off is required to be legally enforceable, in the normal course of business; in the event of default; and in the event of insolvency or bankruptcy of the entity and all of the counterparties. The amendment also clarifies the principle behind net settlement and provided characteristics of a gross settlement system that would satisfy the criterion for net settlement. The Group does not expect this amendment to have a significant impact on its financial statements.

(ii) PFRS 9, *Financial Instruments: Classification and Measurement* (effective from January 1, 2015). This is the first part of a new standard on financial instruments that will replace PAS 39, Financial Instruments: Recognition and Measurement, in its entirety. This chapter covers the classification and measurement of financial assets and financial liabilities and it deals with two measurement categories for financial assets: amortized cost and fair value. All equity instruments will be

measured at fair value while debt instruments will be measured at amortized cost only if the entity is holding it to collect contractual cash flows which represent payment of principal and interest. The accounting for embedded derivatives in host contracts that are financial assets is simplified by removing the requirement to consider whether or not they are closely related, and, in most arrangements, does not require separation from the host contract.

For liabilities, the standard retains most of the PAS 39 requirements which include amortized cost accounting for most financial liabilities, with bifurcation of embedded derivatives. The main change is that, in case where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than in profit or loss, unless this creates an accounting mismatch.

To date, other chapters of PFRS 9 dealing with impairment methodology and hedge accounting are still being completed.

Further, in November 2011, the IASB tentatively decided to consider making limited modifications to IFRS 9's financial asset classification model to address certain application issues.

The Group does not expect to implement and adopt PFRS 9 until its effective date or until all chapters of this new standard have been published. In addition, management is currently assessing the impact of PFRS 9 on the financial statements of the Group and it plans to conduct a comprehensive study of the potential impact of this standard in the last quarter of 2014 to assess the impact of all changes.

2.3 Financial Assets

Financial assets are recognized when the Group becomes a party to the contractual terms of the financial instrument. Financial assets other than those designated and effective as hedging instruments are classified into the following categories: fair value through profit or loss (FVTPL), held-to-maturity investments, loans and receivables and AFS financial asset. Financial assets are assigned to the different categories by management on initial recognition, depending on the purpose for which the investments were acquired. Regular purchases and sales of financial assets are recognized on their trade date. All financial assets that are not classified as FVTPL are initially recognized at fair value plus any directly attributable transaction costs.

The Group's financial assets are currently classified as loans and receivables and AFS financial asset. A more detailed description of these categories is as follows:

(a) 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 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 impairment loss, if any. 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 future cash flows, discounted at the effective interest rate.

The Group's financial assets categorized as loans and receivables are presented as Cash and Cash Equivalents, Trade and Other Receivables and Due from Related Parties in the statement of financial position. Cash and cash equivalents are defined as cash on hand, demand deposits and short-term, highly liquid investments with original maturities of three months or less, readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

(b) AFS Financial Asset

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 in the statement of financial position unless management intends to dispose of the investment within 12 months from the reporting period. The AFS financial asset pertains to unquoted equity security which was previously classified as Investment in an Associate in the statement of financial position (see Note 5).

The Group assesses at the end of each reporting period whether there is an objective evidence that the unquoted equity security, which are carried at cost, may be impaired. The amount of impairment loss is the difference between the carrying amount of the equity security and the present value of the estimated future cash flows discounted at the current market rate of return of a similar asset. Impairment losses on assets carried at cost cannot be reversed.

Non-compounding interest, dividend income and other cash flows resulting from holding financial assets are recognized in profit or loss when earned, regardless of how the related carrying amount of the financial assets is measured. All income and expense relating to financial assets, including impairment losses, that are recognized in profit or loss are presented as part of Finance Income or Finance Costs in the statement of income.

The financial assets are derecognized when the contractual rights to receive cash flows from the financial instruments expire, or when the financial assets and all substantial risks and rewards of ownership have been transferred.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The Group's financial statements prepared in accordance with PFRS require management to make judgments and estimates that affect amounts reported in thefinancial statements and related notes. Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may ultimately differ from these estimates.

3.1 Critical Management Judgments in Applying Accounting Policies

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

(a) Impairment of AFS Financial Asset

The determination when an investment is other-than-temporarily impaired requires significant judgment. In making this judgment, the Group evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost, and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flows. Based on the recent evaluation of information and circumstances affecting the AFS financial asset, management concluded that the asset is not impaired as of March 31, 2013. Future changes in those information and circumstance might significantly affect the carrying amount of the asset.

(b) Distinction Between Investment Properties and Owner-managed Properties

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

(c) Distinction between Operating and Finance Leases

The Group has entered into various lease agreements either as a lessor or as lessee. Critical judgment was exercised by management to distinguish each lease agreement as either an operating or finance lease by looking at the transfer or retention of significant risk and rewards of ownership of the properties covered by the agreements. Failure to make the right judgment will result in either overstatement or understatement of assets and liabilities.

Management has determined that the Group's current lease agreements are operating leases.

(d) Provisions and Contingencies

Judgment is exercised by management to distinguish between provisions and contingencies.

3.2 Key Sources of Estimation Uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

(a) *Estimating Useful Lives of Condominium Units (presented under Investment Property), Property and Equipment and Intangible Assets*

The Group estimates the useful livesof property and equipment,condominium units, and intangible assets based on the period over which the assets are expected to be available for use. The estimated useful lives of these assets are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

Based on management's assessment as at March 31, 2013, there are no changes in estimated useful lives of those assets. Actual results, however, may vary due to changes in estimates brought about by changes in factors mentioned above.

(b) *Impairment of Trade and Other Receivables*

Adequate allowance is provided for specific and groups of accounts, where an objective evidence of impairment exists. The Group evaluates these accounts based on available facts and circumstances, including, but not limited to, the length of the Group's relationship with the customers, average age of accounts, collection experience and historical loss experience.

(c) *Determining Realizable Amount of Deferred Tax Assets*

The Group reviews its deferred tax assets at the end of each reporting period and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized.

(d) *Impairment of Non-financial Assets*

In assessing impairment, management estimates the recoverable amount of each asset or a cash-generating unit based on expected future cash flows and uses an interest rate to calculate the present value of those cash flows. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate. Though management believes that the assumptions used in the estimation of fair values reflected in the financial statements are appropriate and reasonable, significant changes in these assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have a material adverse effect on the results of operations. Based on management's assessment, there were no impairment losses as of the end of the reporting periods.

(e) *Principal Assumptions for Estimation of Fair Value of Investment Property*

The Group's condominium units, classified as Investment Property, are carried at cost at the end of the reporting period. In determining the fair value of this asset, the Company engages the services of professional and independent appraisers. The fair value is determined by reference to market-based evidence, which is the amount for which the assets could be exchanged between a knowledgeable willing buyer and seller in an arm's length transaction as at the valuation date. Such amount is influenced by different factors including the location and specific characteristics of the property

(e.g., size, features, and capacity), quantity of comparable properties available in the market, and economic condition and behavior of the buying parties. A significant change in these elements may affect prices and the value of the assets.

(f) *Post-employment Defined Benefit*

The determination of the Group's obligation and cost of post-employment defined benefit is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions include, among others, discount rates and salary increase rate. In accordance with PFRS, actual results that differ from the assumptions are accumulated and amortized over future periods and therefore, generally affect the recognized expense and recorded obligation in such future periods.

(g) *Business Combination*

On initial recognition, the assets and liabilities of the acquired business and the consideration paid for them are included in the financial statements at their fair values. In measuring fair value, management uses estimates of future cash flows and discount rates. Any subsequent change in these estimates would affect the amount of goodwill, if any, if the change qualifies as a measurement period adjustment. Any other change would be recognized in profit or loss in the subsequent period.

4. SEGMENT REPORTING

4.1 Business Segments

The Group's operating businesses are organized and managed separately according to the services provided, with each segment represent unit that offers different services and serves different markets. For management purposes, the Group is organized into two major business segments, namely property management and service activities. These are also the basis of the Group in reporting its primary segment information.

(a) Property management – is the operation, control of (usually on behalf of an owner), and oversight of commercial, industrial or residential real estate as used in its most broad terms. Management indicates a need to be cared for, monitored and accountability given for its usable life and condition.

(b) Rental and Others – consists mainly of rental from leasing activity of Parent Company and transportation services of CityLink.

4.2 Segment Assets and Liabilities

Segment assets include all operating assets used by a segment and consist principally of operating cash, receivables, net of allowances and due from related parties. Segment liabilities include all operating liabilities and consist principally of trade and other payables and due to related parties.

The following tables present revenue and profit information regarding industry segments for the three months ended March 31, 2013 and 2012 and certain asset and liability information regarding segments as at March 31, 2013 and December 31, 2012.

March 31, 2013

	Property Management	Others	Total
Revenues:			
Management fees	P 48,078,662	P -	P 48,078,662
Rental income	-	2,878,570	2,878,570
Service income	-	4,035,858	4,035,858
Finance income	153,909	78,353	232,262
Other income	71,218	-	71,218
	48,303,789	6,992,781	55,296,570
Expenses	45,757,305	6,933,485	52,690,790
Finance costs	20,920	-	20,920
Profit (loss) before tax	2,525,564	59,296	2,584,860
Tax expense	757,669	17,532	775,201
Net profit	P 1,767,895	P 41,764	P 1,809,659
Segment assets	P 190,789,450	P 165,549,063	P 356,338,513
Segment liabilities	P 161,212,455	P 70,578,550	P 231,791,005

March 31, 2012

	Property Management	Others	Total
Revenues:			
Management fees	P 40,945,299	P -	P 40,945,299
Rental income	-	3,213,162	3,213,162
Service income	-	2,696,138	2,696,138
Finance income	300,184	131,325	431,509
Other income	5,970	1,618	7,588
	41,251,453	6,042,243	47,293,696
Expenses	38,671,700	6,518,995	45,190,695
Finance costs	44,820	-	44,820
Profit (loss) before tax	2,534,933	(476,752)	2,058,181
Tax expense	750,854	1,029	751,883
Net profit (loss)	P 1,784,079	(P 477,781)	P 1,306,298
Segment assets	P 181,343,974	P 168,142,276	P 349,486,250
Segment liabilities	P 154,538,594	P 76,274,336	P 230,812,930

5. AFS FINANCIAL ASSETS

Prior to March 2011, the Parent Company had 20% ownership in SPI and presented such investment as Investment in an Associate in the statement of financial position accounted for under the equity method.

In March 2011, SPI issued additional 562.1 million shares where Megaworld is the lone subscriber. As a result, the Parent Company's ownership interest in SPI decreased from 20% to 8%. Consequently, the Parent Company lost its significant influence over SPI and, as such, discontinued the use of the

equity method in accounting for the investment in SPI and instead accounted the investment as AFS financial asset. The carrying amount of the AFS Financial Asset represents the fair value of the investment the Parent Company retained in SPI at the date when the loss of significant influence occurred.

6. EARNINGS PER SHARE

The basic and diluted earnings per share is computed as follows:

	March 31, 2013	March 31, 2012
Net profit	**P 1,809,659**	P 1,306,298
Divided by the weighted average number of outstanding shares	**2,250,000,000**	2,250,000,000
Basic and diluted earnings per share	**P 0.0008**	P 0.0006

The Group has no dilutive potential shares as of the end of each reporting periods.

7. COMMITMENTS AND CONTINGENCIES

There are commitments and contingent liabilities that arise in the normal course of the Group's operations that are not reflected in the financial statements. Management is of the opinion that losses, if any, from these items will not have a material effect on the Group's financial statements.

8. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to a variety of financial risks in relation to financial instruments. The Group's risk management is coordinated with 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 financial risks to which the Group is exposed to are described below.

8.1 Interest Rate Risk

As at March 31, 2013 and December 31, 2012, the Group is exposed to changes in market interest rates through its cash and cash equivalents which are subject to variable interest rates.

8.2 Credit Risk

Credit risk is the risk that counterparty fails to discharge an obligation to the Group. Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown on the statements of financial position under Cash and Cash Equivalents, Trade and Other Receivables (excluding advances to employees), Due from Related Parties and AFS Financial Assets.

None of the Company's financial assets are secured by collateral or other credit enhancements.

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

No impairment loss has been recorded in relation to the AFS financial asset. The carrying amount disclosed is the Group's maximum possible credit risk exposure in relation to this instrument.

8.3 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 six months 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, mutual funds 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 March 31, 2013 and December 31, 2012, the Group's financial liabilities, respectively, have contractual maturities which are presented below.

	March 31, 2013 (Unaudited)	
	1 - 6 months	6 - 12 months
Trade and other payables	P 45,294,896	P 9,907,908
Due to related parties	49,737,643	44,813,619
	P 95,032,539	**P 54,721,527**

	December 31, 2012 (Audited)	
	1 - 6 months	6 - 12 months
Trade and other payables	P 45,107,903	P 10,403,848
Due to related parties	49,720,973	44,813,619
	P 94,828,876	**P 55,217,467**

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

9. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES

The Group's capital management objectives are to:

- Ensure the Group's ability to continue as a going concern; and,
- Provide an adequate return to shareholders in the future.

The Group also monitors capital on the basis of the carrying amount of equity as presented on the statement of financial position. It sets the amount of capital in proportion to its overall financing structure, i.e., equity and financial liabilities. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. As of March 31, 2013 and December 31, 2012, the Group's debt-to-equity ratio is 1.86 and 1.84, respectively.

EXHIBIT 6

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

2013 vs. 2012

RESULTS OF OPERATION

Three months ended March 31, 2013 compared to
Three months ended March 31, 2012

The Group's total revenues exhibited an increase of 8.00 million or 16.92% from 47.29 million in 2012 to 55.30 million in 2013 of the same period. Total revenues mostly came from management fees, service income and rental income.

Cost and expenses exhibited an increase of 7.50 million or 16.31% from 45.99 million in 2012 to 53.49 million in 2013. Increase in cost and expenses were mainly due to cost of services and operating expenses.

The Group's net profit showed an increase of 0.50 million or 38.53% from 1.31 million in 2012 to 1.81 million in 2013.

FINANCIAL CONDITION

As of March 31, 2013 and December 31, 2012

The Group's total resources amounted to 356.34 million in 2013 from 348.75 million in 2012. The Group manages its liquidity needs by carefully monitoring scheduled payments for financial liabilities as well as its cash outflows due in a day-to-day business.

Current assets increased by 7.61 million or 4.31% from 176.36 million in 2012 to 183.97 million in 2013. Cash & cash equivalents decreased by 3.80 million or 6.27% from 60.54 million in 2012 to 56.74 million in 2013. Due from related parties increased by 2.68 million or 9.39% from 28.55 million in 2012 to 31.23 million in 2013.

Non-current assets slightly decreased from 172.38 million in 2012 to 172.36 million in 2013. Investment property decreased by 0.31 million from 32.22 million in 2012 to 31.91 million in 2013. Property & equipment decreased by 1.86 million or 16.56% from 11.21 million in 2012 to 9.36 million in 2013.

Trade & other receivables increased by 6.57 million or 7.67% from 85.73 million in 2012 to 92.31 million in 2013. Other Assets increased by 4.30 million or 37.76% from 11.38 million in 2012 to 15.67 million in 2013.

Current liabilities increased by 1.28 million from 160.98 million in 2012 to 162.26 million in 2013. Trade & other payables exhibited an increase of 0.51 million from 63.12 million

in 2012 to 63.62 million in 2013. Income tax payable increased by 0.76 million or 22.82% from 3.33 million in 2012 to 4.09 million in 2013.

Retirement benefit obligation increased by 4.50 million or 6.92% from 65.03 million in 2012 to 69.53 million in 2013.

Material Changes in the Financial Statement Items:
Increase/(Decrease) of 5% or more versus 2012

Statement of Financial Position

Cash & Cash Equivalents (6.27%)

Decrease in cash is due to payment of expenses as of the current period.

Trade and Other Receivables - net 7.67%

Increase is due to additional revenues from management fees and service income as of the current period.

Due from Related Parties 9.39%

Increase is due to additional advances from related parties.

Other Assets 37.76%

Due to increase in intangibles as of the current period.

Property and Equipment (16.56%)

Decrease was mainly due to depreciation for the current period.

Income Tax Payable 22.82%

Increase is due to additional taxable income for the current period.

Retirement Benefit Obligation 6.92%

Due to additional accrual of employee retirement benefits for the current period.

Statement of Income

Management Fees 17.42%

Increase due to additional properties managed by the subsidiary.

Service Income 49.69%

Increase due to higher service income generated by the subsidiary.

Rental Income (10.41%)

Decrease due to lower rental income generated by the subsidiary.

Finance Income (46.17%)

Decrease due to lower interest rate.

Cost of Services 9.37%

Higher cost of services due to increase in properties managed by the subsidiary.

Operating Expenses 92.83%

Increase due to higher administrative and overhead expenses for the current period.

Finance Cost (53.32%)

Decrease due to lower interest expense on advances from a related party.

KEY PERFORMANCE INDICATORS

Presented below are the top five (5) key performance indicators of the Group:

- *Revenue Growth* – The Group generated its revenue mostly from management fees, rental income & service income. The group's revenues showed an increase of 8.00 million or 16.92% from 47.29 million to 55.30 million of the same period.
- *Net Profit Growth* – measures the percentage change in net profit over a designated period of time. The group's net profit recorded a 0.50 million or 38.53% increase from 1.31 million in 2012 to 1.81 million in 2013.
- *Increase in Trade Receivables* – Total trade receivables increased by 6.57 million or 7.67% from 85.73 million in 2012 to 92.31 million in 2013. Increase is due continuous flows of revenues in the form of administrative fees and service income.
- *Increase in Other Assets – Total other assets increased by 4.30 million from 11.38 million in 2012 to 15.67 million in 2013.*
- *Increase in Total Assets – Total assets increased by 7.59 million from 348.75 million in 2012 to 356.34 million in 2013.*

There are no other significant changes in the Group's financial position (5% or more) and condition that will warrant a more detailed discussion. Further, there are no material events and uncertainties known to management that would impact or change reported financial information and condition on 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 increasing or decreasing the Group's liquidity in any material way.

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

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. The Group has no material commitments for capital expenditures.

There are no material off-balance sheet transactions, arrangements, 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 that affects assets, liabilities, equity, net income or cash flows.

There are no other material issuances, repurchases or repayments of debt and equity securities.

There are no seasonal aspects that had a material effect on the financial condition or results of operations of the group.

There are no material events subsequent to the end of the period that have not been reflected in the financial statements for the period.

There are no changes in estimates of amount reported in periods of the current financial year or changes in estimates of amounts reported in prior financial years.

EXHIBIT 7

SUNTRUST HOME DEVELOPERS, INC. AND SUBSIDIARY
Aging of Accounts Receivable
March 31, 2013

Type of Receivables	TOTAL	CURRENT/ NOT YET DUE	1-3 Months	4-6 Months	7 Months to 1 Year	1-2 Years	Past Due Accounts and Items in Litigation
Trade and Other Receivables	92,305,917	27,630,414	16,611,785	2,725,528	5,549,251	39,788,939	

EXHIBIT 8

SUNTRUST HOME DEVELOPERS, INC. AND SUBSIDIARY
SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS
MARCH 31, 2013 AND DECEMBER 31, 2012

	MARCH 31, 2013	DECEMBER 31, 2012
Current ratio	1.13 : 1.00	1.10 : 1.00
Quick ratio	0.35 : 1.00	0.38- : 1.00
Debt-to-equity ratio	1.86 : 1.00	1.84 : 1.00
Asset-to-equity ratio	2.86 : 1.00	2.84 : 1.00
		MARCH 31, 2012
Return on assets	0.51%	0.38%
Return on equity/investment	1.45%	1.10%

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 and cash equivalents 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.

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.

PROFITABILITY RATIOS

Return on assets – net profit divided by average total assets

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