



MEMORANDUM No.2008-0356

The Philippine Stock Exchange, Inc.

<input type="checkbox"/>	Trading Rules	<input type="checkbox"/>	Computer Systems Update
<input type="checkbox"/>	Membership Rules	<input type="checkbox"/>	Administrative Matters
<input type="checkbox"/>	Listing Rules	<input checked="" type="checkbox"/>	Others: Public Ownership Report

To : **ALL LISTED COMPANIES**
 Subject : **SUBMISSION OF QUARTERLY PUBLIC OWNERSHIP REPORT**
 Date : **July 29, 2008**

Please be informed that all listed companies are hereby required to submit their computation of quarterly public ownership report (the "Report") using the Online Disclosure System (<https://odisy.pse.ph>) of the Exchange.

The Report must be submitted to the Exchange **within 15 trading days after the end of each quarter.**

The submission of this report shall take effect starting the quarter ending **September 30, 2008.**

Please refer to the attached required format for your information and guidance.

(Original Signed)
ROY JOSEPH M. RAFOLS
COO/Head, Issuer Regulation Division

FID/CSD	Market Regulation Division	Issuer Regulation Division	Information Technology Division	Capital Markets Dev't Division	Office of the General Counsel
Tel. No. 688-7561/688-7508	Tel. No. 688-7541	Tel. No. 688-7510	Tel. No. 688-7480	Tel. No. 688-7534	Tel. No. 688-7411

SAMPLE**Notes:**

1. The Public Ownership Report should follow the format below.

2. Please include direct and indirect ownership of directors, officers, principal/substantial stockholders, and affiliates, if any, for record purposes. If in case, as in the example below, Stockholder 1 has indirect ownership through Stockholder 2, this indirect ownership should be reflected under the indirect ownership item of Stockholder 1. However, this indirect shareholdings shall no longer form part of the total shareholdings of Stockholder 1. The same indirect shareholdings shall form part of the total shareholdings of Stockholder 2.

3. For companies with classified shares, please make a distinction between A & B shares, and indicate the same under the columns provided below. Otherwise, simply indicate the no. of shares under the "Total" column.

COMPANY, INC.
Computation of Public Ownership as of (mm/dd/yy)

		Number of Shares		
		A	B	Total
Number of Issued Shares		96,000	64,000	160,000
Less: Number of Treasury Shares (if any)		10,000	-	10,000
Number of Issued and Outstanding Shares		86,000	64,000	150,000
Less:				
	% to total I/O Shares	A	B	Total
Directors*				
Director 1				
Direct	0.0100 %	10	5	15
Indirect (thru _____)	- %	0	0	0
Director 2				
Direct	0.0100 %	10	5	15
Indirect (thru _____)	- %	0	0	0
Director 3				
Direct	0.0100 %	10	5	15
Indirect (thru _____)	- %	0	0	0
Director 4				
Direct	0.0100 %	10	5	15
Indirect (thru _____)	- %	0	0	0
Director 5				
Direct	0.0100 %	10	5	15
Indirect (thru _____)	- %	0	0	0
Director 6				
Direct	0.0100 %	10	5	15
Indirect (thru _____)	- %	0	0	0
Director 7				
Direct	0.0100 %	10	5	15
Indirect (thru _____)	- %	0	0	0
Sub-total	0.0700 %	70	35	105
Officers*				
Officer 1				
Direct	0.007 %	5	5	10
Indirect (thru _____)	0.000 %	0	0	0
Officer 2				
Direct	0.007 %	5	5	10
Indirect (thru _____)	0.000 %	0	0	0
Officer 3				
Direct	0.007 %	5	5	10
Indirect (thru _____)	0.000 %	0	0	0
Officer 4				
Direct	0.007 %	5	5	10
Indirect (thru _____)	0.000 %	0	0	0
Officer 5				
Direct	0.007 %	5	5	10
Indirect (thru _____)	0.000 %	0	0	0
Sub-total	0.033 %	25	25	50

Principal/Substantial Stockholders*				
Stockholder 1				
Direct	8.67 %	8,000	5,000	13,000
Indirect (thru Stockholder 2)	2.00 %	3,000	-	-
Stockholder 2				
Direct	10.00 %	10,000	5,000	15,000
Indirect (thru _____)	- %	-	-	-
Stockholder 3				
Direct	10.00 %	10,000	5,000	15,000
Indirect (thru _____)	- %	-	-	-
Stockholder 4				
Direct	10.00 %	9,000	6,000	15,000
Indirect (thru _____)	- %	-	-	-
Sub-total	38.67 %	37,000	21,000	58,000
Affiliate*				
Country Lines, Inc.	15.33 %	15,000	8,000	23,000
EES Company, Inc.	14.00 %	12,000	9,000	21,000
Sub-total	29.33 %	27,000	17,000	44,000
Others*				
Government				
Republic of the Philippines	- %	-	-	-
Philippine National Oil Corporation	- %	-	-	-
Banks				
Metropolitan Bank & Trust Company	- %	-	-	-
Bank of the Philippine Islands	- %	-	-	-
Employees				
ERS Pension Fund (i.e. Meralco Pension Fund)	- %	-	-	-
EES Retirement Fund (i.e. DMCI Retirement Plan)	- %	-	-	-
Lock-Up Shares				
Sub-total	- %	-	-	-
TOTAL	68.10 %	64,095	38,060	102,155
Total Number of Shares Owned by the Public		21,905	25,940	47,845

<u>PUBLIC OWNERSHIP PERCENTAGE</u>		
<u>Total Number of Shares Owned by the Public</u>		
<u>47,845</u> shares		<u>31.90%</u>
150,000 shares		
Number of Issued and Outstanding Shares	=	<input type="text"/>
Number of Outstanding Shares	=	<input type="text"/>
Number of Treasury Shares	=	<input type="text"/>
Number of Listed Shares	=	<input type="text"/>
Number of Foreign-Owned Shares	=	<input type="text"/>
Foreign Ownership Level (%)	=	<input type="text"/>
Foreign Ownership Limit (%)	=	<input type="text"/>
Note: Please observe the same cut-off date.		

* See Annex A for Guidelines and Definitions

ANNEX A**GUIDELINES IN DETERMINING THE PUBLIC OWNERSHIP OF LISTED COMPANIES**

The categorization of shareholdings into public and non-public shall be guided by the evaluation of the following:

- a. Amount of shareholding and its significance to the total outstanding shares
- b. Purpose of investment
- c. Extent of involvement in the management of the company

Non-Public

If investment is meant to partake of sizable shares for the purpose of gaining substantial influence on how the company is being managed, then these shareholdings are considered non-public.

Significant holding is 10% or more of the total issued and outstanding shares, in which case, these shares are non-public.

Public

Generally, shares of the following are available for trading:

- a. Individuals – shares which are not of significant size and which are non-strategic in nature
- b. Trading Participants – shareholdings which are non-strategic in nature
- c. Investment funds and mutual funds
- d. Pension Funds – shares in employee pension funds which are not of the employing company, or its affiliates
- e. PCD Nominee – if this account constitutes a number of shareholders, none of which has significant holdings, this is considered public shares. However, if one shareowner under PCD Nominee has shareholding that is 10% or more of the total issued and outstanding shares, then, this particular shareowner should be included under Principal Stockholder.
- f. Social Security Funds

DEFINITIONS**Directors**

Under the Corporation Code, a director is anyone owning at least (1) share of the capital stock of the corporation of which he is a director and is elected as such in a meeting where owners of the majority of the outstanding capital stock are present, either in person or by representatives authorized to act by written proxy.

The Amended Implementing Rules and Regulations of the Securities Regulation Code (IRR), under Rule 38, further defines an “independent director” as follows:

“As used in Section 38 of the Code, independent director means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of judgment in carrying out his responsibilities as a director in any covered company and includes, among others, any person who:

- A. Is not a director or officer of the covered company or of its related companies or any of its substantial shareholders except when the same shall be an independent director of any of the foregoing;
- B. Does not own more than two percent (2%) of the shares of the covered company and/or its related companies or any of its substantial shareholders;
- C. Is not related to any director, officer or substantial shareholder of the covered company, any of its related companies or any of its substantial shareholders. For this purpose, relatives includes spouse, parent, child, brother, sister, and the spouse of such child, brother, or sister;

- D. Is not acting as a nominee or representative of any director or substantial shareholder of the covered company, and/or any of its related companies and/or any of its substantial shareholders, pursuant to a Deed of Trust or under any contract or arrangement;
- E. Has not been employed in any executive capacity by the covered company, any of its related companies and/or by any of its substantial shareholders within the last two (2) years;
- F. Is not retained, either personally or through his firm or any similar entity, as a professional adviser, by that covered company, any of its related companies and/or by any of its substantial shareholders within the last two (2) years; or
- G. Has not engaged and does not engage in any transaction with the covered company and/or with any of its related companies and/or with any of its substantial shareholders, whether by himself and/or with other persons and/or through a firm of which he is a partner and/or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arms length and are immaterial

Officers

Under the Corporation Code, the President, Secretary and Treasurer are specifically mentioned as officers of a corporation. The Board of Directors of a corporation may elect such other officers as may be provided for in the corporation's by-laws.

Principal/Substantial stockholders

IRR Rule 23 defines a principal stockholder as any person who is directly or indirectly the beneficial owner of 10% or more of any class of any security of a company which satisfies the requirements of Subsection 17.2 of the SRC Code.

Affiliate

Under the Revised Listing Rules of the Exchange, an affiliate means a person who directly or indirectly, through one or more intermediaries, controls or is controlled by, or is under common control with the person specified, through the ownership of voting shares or other means such as contractual agreements.

Others (Non-Public Shares)

Shareholdings of the following are considered non-public shares under the circumstances provided therein:

Government – Government-run social security funds, SSS and GSIS, are considered non-public shares if acquisition of such shareholdings are made with the intention of acquiring significant influence over the management of that company; otherwise, they are public shares.

Banks -- Shareholdings by banks are generally considered non-public, except those shares held in trust on behalf of third parties, which are readily available to the public.

Employees -- Shares of a company, its subsidiaries and affiliates, which are held by its employees through employee-sponsored plans for the following purposes are considered non-public:

- a. Retirement
- b. Savings Plans
- c. Incentive Compensation Programs
- d. Employee Pension Funds

Lock-Up Shareholdings – Shares that are locked-up are non-public. Upon the termination of the lock-up period, these shares shall be classified as public or non-public based on the nature of the shareholder.