

PSE Number: E-5000
SEC Number: 152-747
File Number: _____

AYALA LAND, INC.

(Company's Full Name)

c/o 30/F, Tower One, Ayala Triangle
Ayala Avenue, Makati City 1226

(Company Address)

(632) 750-6974

(Telephone Number)

December 31, 2013

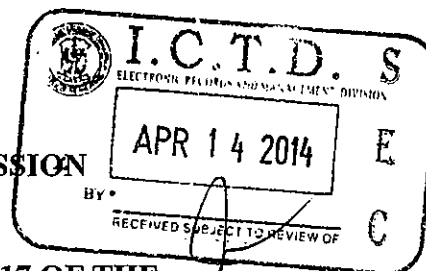
(Year Ending)

Annual Report - SEC Form 17-A

(Form Type)

(Amendments – if applicable)

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-A



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

1. For the fiscal year ended December 31, 2013
2. SEC Identification Number 152747 3. BIR Identification No. 000-153-790-000
4. Exact name of the issuer as specified in its charter: AYALA LAND, INC.
5. Province, Country or other jurisdiction of incorporation or organization:
Makati City, Philippines
6. Industry Classification Code: _____ (SEC Use Only)
7. Address of principal office: c/o 30/F, Tower One, Ayala Triangle, Ayala Avenue,
Makati City Postal code: 1226
8. Issuer's telephone number: (632) 750-6974
9. Former name, former address, former fiscal year: not applicable
10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sections 4 and 8 of the RSA:

As of December 31, 2013:

<u>Title of each class</u>	<u>Number of shares</u>
Common shares	14,173,286,611
Preferred shares	13,066,494,759

Amount of debt outstanding: P101.9 billion

11. Are any or all of these securities listed on a Stock Exchange?
Yes [] No []

Name of Stock Exchange: Philippine Stock Exchange
Class of securities listed: Common stocks

14,173,286,611 common shares have been listed with the Philippine Stock Exchange as of December 31, 2013.

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12. Check whether the issuer:

(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 12 months (or for such shorter period that the registrant was required to file such reports):

Yes No

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

Yes No

13. Aggregate market value of the voting stock held by non-affiliates:

P179 billion (as of end-2013)

**APPLICABLE ONLY TO ISSUERS INVOLVED IN
INSOLVENCY/SUSPENSION OF PAYMENTS PROCEEDINGS
DURING THE PRECEDING FIVE YEARS**

14. Check whether the issuer has filed all documents and reports required to be filed by Section 17 of the Code subsequent to the distribution of securities under a plan confirmed by a court or the Commission.

Yes No Not applicable

DOCUMENTS INCORPORATED BY REFERENCE

15. Briefly describe documents incorporated by reference and identify the part of the SEC Form 17-A into which the document is incorporated:

2013 Audited Consolidated Financial Statements (incorporated as reference for Items 5, 7, 10 & 12 of SEC Form 17-A)

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PART I - BUSINESS

Item 1. Business

Background

Ayala Land, Inc. (“ALI” or “the Company”) was organized in 1988 when Ayala Corporation decided to spin off its real estate division into an independent subsidiary to enhance management focus on its real estate business. ALI went public in July 1991 when its Class “B” Common shares were listed both in the Manila and Makati Stock Exchanges (the predecessors of the Philippine Stock Exchange - PSE). On September 12, 1997, the Securities and Exchange Commission (SEC) approved the declassification of the Company’s common class “A” and common class “B” shares into common shares.

Products / Business Lines

Ayala Land is the leading and most diversified real estate company in the Philippines. It has organized its operations into several business lines.

Property Development

Residential Business - sale of high-end residential lots and units (including leisure community developments), office spaces, commercial and industrial lots, middle-income residential lots and units, affordable lots, units and house and lot packages, economic housing units and house and lot packages, and socialized housing packages; lease of residential units and marketing of residential developments

Strategic Landbank Management and Visayas-Mindanao - acquisition, development and sale of large, mixed-use, masterplanned communities; sale of override units or Ayala Land's share in properties made available to subsidiaries for development; lease of gas station sites and carparks outside Ayala Center; development, sale and lease of the Company and subsidiaries' product offerings in key cities in the Visayas and Mindanao regions

Commercial Leasing

Shopping Centers - development of shopping centers and lease to third parties of retail space and land therein; operation of movie theaters, food courts, entertainment facilities and carparks in these shopping centers; management and operations of malls which are co-owned with partners

Office Leasing - development and lease or sale of office buildings and lease of factory buildings

Hotels and Resorts - development, operation and management of branded and owner-operated hotels; lease of land to hotel tenants; development, operation and management of eco-resorts

Services

Construction – land development and construction of ALI and third-party projects

Property management – facilities management of ALI and third-party projects; operation of water and sewage treatment facilities in some ALI projects; distribution of district cooling systems; bulk purchase and supply of electricity for energy solutions

In addition to above business lines, Ayala Land also derives other income from its investment activities and sale of non-core assets.

Products / Business Lines (with 10% or more contribution to 2013 consolidated revenues):

Residential Development	64%
(high-end lots and units, leisure, upper mid-income housing, affordable, economic and socialized housing)	
Shopping Centers	13%

Distribution Methods of Products

The Company's residential products are distributed to a wide range of clients through various sales groups.

Ayala Land (parent company) has its own in-house sales team. In addition, it has a wholly-owned subsidiary, Ayala Land Sales, Inc. ("ALSI"), which employs commission-based sales people. Ayala Land uses a sales force of about 12,791 brokers and sales agents guided by a strict Code of Ethics.

The overseas Filipino (OF) market is being pursued through award-winning websites, permanent sales offices or broker networks, and regular roadshows with strong follow-through marketing support in key cities abroad. Ayala Land International Sales, Inc. ("ALISI"), created in March 2005, led the marketing, sales and channel development activities and marketing initiatives of the three residential brands abroad. ALISI established marketing offices in North America (Miltipas and San Francisco), Hong Kong, Singapore, Dubai, Rome, London and Milan. ALISI likewise assumed operations of AyalaLand Int'l. Marketing in Italy and London, in which ownership of these offices are scheduled to be transferred to ALISI by 2014.

Separate sales groups have also been formed for certain subsidiaries which cater to different market segments under Bellavita (socialized housing), Amaia (economic housing), Avida (affordable housing) and Alveo (middle-income housing). To complement these sales groups, Ayala Land and its subsidiaries also tap external brokers.

Effective second half of 2008, residential sales support transactions of ALP, Alveo, Avida, Amaia and BellaVita is being undertaken by the shared services company Amicassa Process Solutions, Inc. ("APSI") put up by the Company. In 2011, Aprisa Business Solutions, Inc. (APRISA) completed its full roll-out to handle transactional accounting processes across the Ayala Land group.

Development of the business of the registrant and its key operating subsidiaries/associates and joint ventures during the past three years

Ayala Land, Inc. - parent company (incorporated in 1988), pursued major high-end residential land development and condominium projects, office buildings, leisure community project and shopping center operations. Its horizontal residential projects include, among others, Abrio, Santierra, Elaro, Luscara, Ayala Westgrove Heights and Ayala Greenfield Estates. Residential condominium projects undertaken in the past three years include Park Terraces, West Tower Serendra, Garden Towers, The Suites, 1016 Residences, Two Roxas Triangle and Parkpoint Residences. Redevelopment activities have been completed in Glorietta, Alabang Town Center and Ayala Center Cebu. Operations of traditional headquarter-type and BPO buildings continued as well as the development of its leisure community project, Anvaya Cove in Bataan.

Property Development

Alveo Land Corp. (incorporated in 2002), 100% owned by Ayala Land, offers various residential products to the middle-income market. Alveo's projects over the past three years include Solinea and Sedona Parc in Cebu, Maridien, Verve Residences, Sequoia and Meranti in Bonifacio Global City, Lerato, Kroma, Escala and Solstice in Makati, Kasa Luntian in Tagaytay, Sandstone at Portico in Pasig City and Ferndale Villas in Quezon City. Alveo also launched High Street South Corporate Plaza, its first office for sale building in 2013.

Avida Land Corp. (incorporated in 1990), a wholly-owned subsidiary, continued to develop affordable housing projects which offer house-and lot packages and residential lots. Avida also ventured into the development and sale of farm/hacienda/commercial lots. Projects in the past three years include Avida Towers Riala in Cebu, Avida Towers Vita in Quezon City, Avida Towers 34th Street and Avida Cityflex Towers in Bonifacio Global City, Avida Towers Centrio, Avida Towers Davao, Avida Towers Asten in Makati, Madera Grove Estates in Bulacan, Serin West in Tagaytay, Avida Woodhill Settings in Nuvali and Avida Settings Batangas.

Amaia Land Corp. (formerly First Communities Realty, Inc., incorporated in 2000), wholly-owned subsidiary of Ayala Land, pursued a planned expansion of residential development operations catering to the country's economic housing segment. Project launches in the past three years include Amaia Scapes Lucena, Amaia Scapes Bauan, Amaia Steps Bicutan, Amaia Steps Nuvali, Amaia Skies Cubao, Amaia Skies Sta. Mesa and Amaia Skies Shaw.

BellaVita Land Corp. (formerly South Maya Ventures Corp., incorporated in 1995), wholly-owned subsidiary of Ayala Land, aims to establish the country's first social enterprise community development targeting minimum wage earners and members of the informal business sector. Its first project in General Trias, Cavite was unveiled in December 2011 followed by recent launches in Pangasinan, Tarlac, Tayabas, Porac, San Pablo and Lipa.

Serendra, Inc. (incorporated in 1994), 28%-owned by ALI and 39%-owned by Alveo Land Corp., is engaged in residential development. In 2004, it launched Serendra, a residential complex at the Bonifacio Global City in Taguig.

Solinea (formerly Bigfoot Palms, Inc.), a landholding entity, was acquired on March 5, 2011 through Alveo Land Corporation through acquisition of 65% shares of stock. The remaining 35% was acquired by Cebu Holdings, Inc., an associate of Ayala Land.

Roxas Land Corp. (incorporated in 1996), 50% owned, sold-out One Roxas Triangle in 2007. The project was started in 1996 and was completed in September 2001. In 2013, it launched sequel tower Two Roxas Triangle.

Ayala Greenfield Development Corporation ("AGDC"), incorporated in 1997, 50-50% owned by Ayala Land and Greenfield Development Corporation, started development of Ayala Greenfield Estates in Calamba, Laguna in 1999. Over the past twelve years, AGDC continued to develop and sell lots in this high-end residential subdivision.

Nuevo Centro, Inc. (incorporated in 2011), a wholly-owned subsidiary of Ayala Land, was established primarily to acquire and hold real estate properties for the purpose of developing them into large-scale, mixed-used and masterplanned communities.

BG West Properties, Inc., BG South Properties, Inc. and BG North Properties, Inc. (incorporated in 2011), 50% owned, is engaged in the development of high-end, middle-end and affordable residential and retail projects, respectively, in Bonifacio Global City.

Ayala Land Sales, Inc. (incorporated in 2002), wholly-owned, continued to sell ALI's residential projects. ALSI employs commission-based brokers.

Ayala Land International Sales, Inc. (incorporated in 2005), wholly-owned, was formed to tap the overseas Filipino market, selling ALI's various residential projects.

Aurora Properties, Inc. (incorporated in 1992) and Vesta Property Holdings, Inc. (incorporated in 1993) are 78% and 70% owned respectively by Ayala Land, while *Ceci Realty, Inc. (incorporated in 1974)* is 60% owned. These companies, joint ventures with the Yulo Family, continued to develop and sell residential and commercial lots in NUVALI in Canlubang, Laguna.

Emerging City Holdings, Inc. and Berkshires Holdings, Inc. (incorporated in 2003), both 50% owned, served as ALI's corporate vehicles in the acquisition of a controlling stake in Bonifacio Land Corp. / Fort Bonifacio Development Corp. ("FBDC") through Columbus Holdings, Inc. in 2003. FBDC continued to sell commercial lots at the Bonifacio Global City while it leased out retail spaces.

Regent Time International Limited (incorporated in 2003), 100% owned by ALI, also owns a stake at Bonifacio Land Corp. / Fort Bonifacio Development Corp.

Cebu Holdings, Inc. (incorporated in 1988), 50% owned by ALI, continued to manage and operate the Ayala Center Cebu and sell lots within the Cebu Business Park. The company also launched Amara, a high-end seaside residential subdivision, and continued to sell club shares at City Sports Club Cebu. Through *Cebu Property Ventures Development Corporation*, CHI also continued to sell lots at the Asiatown IT Park.

Southgateway Development Corporation, (incorporated in 2012) is a wholly-owned subsidiary of the Company involved in real estate development projects of the Group.

Adauga Commercial Corporation, (incorporated in 2012) is 80% owned by the Company for the purpose of acquiring and developing a mixed-use project in Mandurriao, Iloilo City.

Avencosouth Corporation, was incorporated in 2012 and is currently engaged in condominium development operations. The Company holds 90% indirect interest in Avencosouth. It is 70% owned by Avida (wholly-owned subsidiary of the Company) and 30% owned by Accendo (67% owned by the Company). Avencosouth was registered on April 26, 2012 and started commercial operations on August 11, 2012.

Ayalaland International Marketing, Inc. was incorporated in 2012 to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

Portico Land Corp. is a subsidiary of Alveo and was incorporated on October 2, 2013. Portico is 60% owned by Alveo and 40% by Mitsubishi Corp. The subsidiary was organized to develop and operate the mixed-use developments primarily in Ortigas center.

BG South Properties, Inc. (BGS), BG North Properties, Inc. (BGN) and BG West Properties, Inc. (BGW). BGW and BGN were incorporated on August 5, 2011, while BGS was incorporated on August 10, 2011 to engage in the development of high-end, upper middle income and affordable residential and retail projects, respectively, in Bonifacio Global City.

Amorsedia Development Corporation was incorporated on March 6, 1996 and is domiciled in the Republic of the Philippines primarily to deal and engage in the real estate business.

Buendia Landholdings, Inc. was incorporated and is domiciled in the Republic of the Philippines and was organized to deal and engage in land or real estate business.

Crans Montana Holdings, Inc. was incorporated on December 28, 2004 and domiciled in the Philippines primarily to develop, invest, own, acquire, lease, hold, mortgage, administer of otherwise deal with commercial, office and mixed-use buildings, structures or apertures, or in any other profitable business enterprise, venture or establishment, alone or jointly with other persons, natural or artificial.

Crimson Field Enterprises, Inc. was incorporated on October 26, 1995 and domiciled in the Philippines primarily to acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop and hold for investment or otherwise, real estate of all kinds; and improve, manage or otherwise dispose of buildings, houses, apartments, and other structures of whatever kind, together with their appurtenances.

Ecoholdings Company, Inc. was registered with the Philippine Securities and Exchange Commission on September 3, 2008 primarily to purchase, acquire, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description.

Laguna Technopark, Inc. was incorporated on November 15, 1990 and is domiciled in the Philippines primarily engaged in the sale and lease of industrial lots.

Aviana Development Corporation, incorporated on September 17, 2013, is a 60-40 joint venture company between the Ayala Land Group (10%-owned by Accendo) and the Alcantara Group. The Company will develop approximately 27-hectare waterfront property in Lanang, Davao City. The first phase of the project is expected on the 2nd quarter of 2014.

Soltea Commercial Corp., a joint venture between the Company (60%) and Ceci Realty, Inc. (40%), was incorporated on June 13, 2013. Currently, its main purpose is the development of Solenad 3 project in Sta. Rosa, Laguna.

CMPI Holdings, Inc. a 60% owned subsidiary of Ayala Land was incorporated in the Philippines on May 30, 1997 primarily engaged in the real estate business.

Leisure and Allied Industries Philippines, Inc. is a joint venture between Ayala Land and Leisure and Allied Industries Asia Private Limited incorporated on October 10, 1997 to deal and engage in the business of owning, operating and managing entertainment and amusement centers wherein coin operated and non-coin operated interactive entertainment games, attractions, rides and machines shall be installed.

Amicassa Process Solutions, Inc. was on June 2, 2008 and is a wholly-owned subsidiary of Ayala Land primarily engaged in providing real estate support services.

Commercial Leasing

NorthBeacon Commercial Corporation, formerly Alabang Theatres Management Corporation (incorporated in 1970), is ALI's wholly-owned vehicle for its MarQueue Mall in Pampanga which commenced development in March 2007 and began operations in September 2009.

Station Square East Commercial Corporation (incorporated in 1989), 69% owned subsidiary of ALI, broke ground in 2002 for Market! Market!, a 150,000-sqm mall along C-5 Road in Taguig. It opened Phase 1A of the mall in 2004 and Phase 1B in 2005.

Accendo Commercial Corp. (incorporated in 2008), 67% owned by ALI, is a joint venture company with the Anflo Group for the development of a mixed-use project in Davao City including Abreeza Mall.

Alabang Commercial Corp. (incorporated in 1978), 50% owned by ALI, continued to manage and operate the Alabang Town Center.

ALI-CII Development Corporation (incorporated in 1997), a 50-50% joint venture with Concepcion Industries, continued to operate Metro Point, a mid-market mall at the corner of EDSA and Taft Avenue, which was completed in the fourth quarter of 2001.

North Triangle Depot Commercial Corp. (incorporated in 2001), 49% owned by ALI, commenced development of TriNoma (formerly referred to as North Triangle Commercial Center), a 188,000-sqm mall constructed at the main depot of MRT-3 in Quezon City. TriNoma broke ground in June 2005 and began operations in May 2007.

Lagoon Development Corporation (incorporated in 1996), 30% owned by Ayala Land, is a joint venture company with Extraordinary Development Corporation. It continued to operate Pavilion Mall which is located in Biñan, Laguna.

Subic Bay Town Centre, Inc. (incorporated in 2010), 100% owned by Ayala Land, is tasked to plan, develop and eventually manage a mall in Subic Bay Freeport Zone.

Primavera Town Centre, Inc. (incorporated in 2009), is a 100% owned subsidiary that was formed to handle the planning, development and management of small-format retail facilities known as "neighborhood centers" within the Company's existing and planned growth centers across the country.

Ayala Theaters Management, Inc. (incorporated in 1984), 100% owned, continued to manage and operate theaters at the Ayala Center in Makati.

Five Star Cinema, Inc. (incorporated in 2000), also wholly-owned, continued to manage and operate theaters at the Alabang Town Center.

Leisure and Allied Industries Phils., Inc. (incorporated in 1997), a 50-50% joint venture of ALI with Australian company, LAI Asia Pte. Ltd., continued to operate family entertainment centers called TimeZone in various Ayala malls, as well as other malls.

Cagayan De Oro Gateway Corp. (incorporated in 2010), 70% owned, was established to pursue a mixed-use development with a 47,000 sqm regional mall as its centerpiece. A 150-room boutique hotel shall be located on top of the mall, while a single tower residential condominium with 21 floors and 522 rooms shall be located right beside the mall. The project is strategically located in the economic hub of Cagayan de Oro City.

Arvo Commercial Corporation (incorporated in 2011), a wholly owned subsidiary of the Ayala Land, was established primarily to develop and operate shopping malls within ALI-identified growth areas across the country.

Laguna Technopark, Inc. (incorporated in 1990), 75% owned, continued to sell industrial lots to local and foreign company locators. It also leases ready-built factory units within the Laguna Technopark.

ALI Property Partners Co. (incorporated in 2011), is a wholly-owned subsidiary of Ayala Land that owns BPO buildings in Makati, Quezon City and Laguna, with a total leasable area of approximately 230 thousand square meters.

Asian I-Office Properties, Inc. (incorporated in 2008), is the Company's vehicle that manages and operates two BPO buildings located in Asiatown IT Park in Cebu, namely eBloc and Peak Building A. In 2013, CPVDC acquired the 60% interest of Ayala Land in AiO for cash considerations. AiO was previously 40%-owned by CPVDC and 60%-owned by Ayala Land. .

Fairview Prime Commercial Group (Asterion Technopod, Incorporated and Summerhill E-Office Corporation) and (all incorporated in 2009), are wholly-owned entities established to handle, develop and manage all future BPO buildings located in various growth centers within the Philippines.

Sunnyfield E-Office Corporation a wholly-owned subsidiary of the Company, was registered with PEZA last December 17, 2010 as a Developer/Operator of Iloilo Technohub.

Hillsford Property Corp. a wholly-owned subsidiary of the Company, was registered with PEZA last January 29, 2009 as an Ecozone Facilities Enterprise at the John Hay Special Tourism Economic Zone located in Baguio.

Westview Commercial Ventures Corporation a wholly-owned subsidiary of the Company, was registered with PEZA last December 17, 2010 as an Ecozone Facilities Enterprise at the Ayala Northpoint Technohub located in Bacolod.

Ayala Land Metro North, Inc. (incorporated in 2012) is a wholly-owned subsidiary of the Company. It is established primarily to develop and operate shopping malls and offices.

Varejo Corporation (incorporated in 2012) is a wholly-owned subsidiary of the Company. It is the holding company of Ayala Land for its retail-related initiatives.

Hotels and Resorts

Ayala Hotels, Inc. (incorporated in 1991), 50% owned, currently manages hotel land lease operations.

AyalaLand Hotels and Resorts Corporation (incorporated in 2010), 100%-owned, serve as a holding company for the Company's hotels and resorts operations.

Greenhaven Property Venture, Inc. (incorporated in 2009), 100%-owned, was established to plan, develop and manage the hotel being constructed in Glorietta 1 as part of the Ayala Center redevelopment project.

Ten Knots Philippines, Inc. and Ten Knots Development Corp. (The Ten Knots Group), 60% owned by ALI in partnership with Asian Conservation Company and ACC Resorts, Inc. (the ACC Group), is engaged in the development of parcels of land and islands into resorts in Palawan.

ALI Makati Hotels and Residences Inc. and ALI Makati Hotel Property Inc. are the project companies of the Fairmont Hotel and Raffles Suites and Residences project in Makati which opened last December 2012. On October 2, 2012, AHRC, a wholly-owned subsidiary of the Company, entered into an agreement to acquire the interests of Kingdom Manila B.V., an affiliate of Kingdom Hotel Investments (KHI), and its nominees in KHI-ALI Manila Inc. (now renamed AMHRI) and 72,124 common shares in KHI Manila Property Inc. (now renamed AMHPI).

Southcrest Hotel Ventures Inc. (incorporated in 2010) is a 67% owned subsidiary and the project company of Seda Abreeza in Davao.

Bonifacio Hotel Ventures Inc. (incorporated in 2010) is a wholly-owned subsidiary and the project company of Seda Bonifacio Global City in Taguig.

North Triangle Hotel Ventures Inc. (incorporated in 2010) is a wholly-owned subsidiary and the project company of Seda Vertis North in Quezon City.

Northgate Hotel Ventures Inc. (incorporated in 2010) is a 70% owned subsidiary and the project company of Seda Centrio in Cagayan de Oro.

Ecosouth Hotel Ventures Inc. (incorporated in 2011) is a wholly-owned subsidiary and the project company of Seda Nuvali in Laguna.

Services

Makati Development Corporation (incorporated in 1974), 100% owned by ALI, continued to engage in engineering, design and construction of horizontal and low-rise vertical developments. It continued to service site development requirements of Ayala-related projects while it provided services to third-parties in both private and public sectors.

MDC Equipment Solutions, Inc. (MESI) is a wholly-owned subsidiary of MDC. MESI was incorporated on September 16, 2013 primarily to acquire, manage, and operate tools, heavy equipment and motor vehicles.

MDC Concrete, Inc. (MCI) is a wholly-owned subsidiary of MDC. MCI was incorporated on August 12, 2013 primarily to manufacture, facilitate, prepare, ready-mix, pre-cast and pre-fabricate floor slabs, wall panels and other construction materials and to manufacture, buy, sell and deal with cement and other related products.

MDC Build Plus, a wholly-owned construction subsidiary of MDC, was incorporated on October 17, 2011 to primarily cater to projects focusing on the lower end of the base of the pyramid, particularly the residential brands Amaia and BellaVita.

Ayala Property Management Corp. (incorporated in 1957), wholly-owned by ALI, continued to manage properties of ALI and its subsidiaries. It also provides services to third-party clients.

Directpower Services, Inc., (incorporated in 2011), a wholly owned subsidiary of ALI, was formed to engage in the bulk purchase and supply of electricity and to introduce various energy solutions.

Philippine Integrated Energy Solutions, Inc. (incorporated in 2010), 60% owned by ALI, is engaged in the implementation of district cooling systems in large ALI mixed-use developments.

Bankruptcy, Receivership or Similar Proceedings

None for any of the subsidiaries and affiliates above.

Material Reclassification, Merger, Consolidation or Purchase or Sale of a Significant Amount of Assets (not ordinary) over the past three years

Since 2003, Ayala Land has implemented an asset rationalization program involving, among others, the sale of installment receivables and divestment of some non-core assets.

The Company divested of its ownership stake in ARCH Capital Management Co., Ltd. In March 2011 while there were no large sale transactions in 2010 and 2009.

On November 16, 2011, the SEC approved the merger of APPHC and APPco, with APPco as the surviving entity. The merger was meant to streamline administrative processes and achieve greater efficiency. From the perspective of the Company, the merger did not affect its effective interest (68%) in the merged entity.

In 2012, ALI Makati Hotel & Residences, Inc. (AMHRI) and ALI Makati Hotel Property, Inc. (AMHPI) entered into an agreement to acquire the interests of Kingdom Manila B.V., an affiliate of Kingdom Hotel Investments (KHI), and its nominees in KHI-ALI Manila Inc. (now renamed AMHRI) and common shares in KHI Manila Property Inc. (now renamed AMHPI).

During the same year, Ayala Land was awarded the 74-hectare FTI property through a government auction by submitting the highest bid amounting to P24.3 billion. Given its proximity to major thoroughfares, the Company plans to transform this property into another business district, bringing all of its product lines into the development. On April 15, 2013, the Company entered into a Sale and Purchase Agreement with Global Technologies International Limited (GTIL) to acquire the latter's 32% stake in APPCo for P3,250.0 million. Prior to the acquisition, the Company has 68% effective interest in APPCo.

On April 16, 2013, CPVDC (a subsidiary of CHI) acquired the 60% interest of the Company in AiO for a cash consideration of ₱436.2 million. AiO was previously 40%-owned by CPVDC and 60%-owned by the Company. This transaction allows the Company to consolidate into CPVDC the development and operations of BPO offices in Cebu and businesses related thereto, which should lead to value enhancement, improved efficiencies, streamlined processes and synergy creation among the Company and its subsidiaries. This is also consistent with the thrust of the CHI group to build up its recurring income base. The acquisition resulted to AiO becoming a wholly owned subsidiary of CPVDC. Both AiO and CHI are under the common control of the Company.

On October 31, 2013, the Group Company acquired a 55% interest in TPEPI for a consideration of ₱550.0 million. The acquisition will allow the Group to consolidate its businesses resulting in improved efficiencies and synergy creation to maximize opportunities in the Cebu real estate market.

On November 19, 2013, AHRC, a wholly owned subsidiary of the Company entered into an agreement to acquire 100% interest in ACCI, which effectively consolidates the remaining 40% interest in TKDC and TKPI (60%-owned subsidiary of the Company prior to this acquisition). This acquisition is in line with the Company's thrust to support the country's flourishing tourism industry. The agreement resulted in the Company effectively obtaining 100% interest in TKPI and TKDC.

Various diversification/ new product lines introduced by the company during the last three years

Economic Housing

In 2010, Ayala Land entered into the economic housing segment with the launch of AmaiaScapes in Laguna under the Company's subsidiary Amaia Land Corp. carrying the brand Amaia. This segment is expected to provide a steady end-user demand in the long-term as one-third of the estimated 18 million Filipino households and majority of the almost four million national housing backlog units belong to this segment.

Socialized Housing

In 2011, the Company's 5th residential brand BellaVita, which will cater to the socialized housing segment, launched its first residential subdivision project in a 13.6-hectare property in General Trias, Cavite. The site is highly accessible from different routes and is strategically located at the center of schools, places of work, public transportation terminals and commercial destinations.

Businessman's Hotels and Resorts

In 2010, Ayala Land entered into eco-tourism via the partnership with the Ten Knots Group for a 60% stake in the world-famous El Nido Resorts in Palawan. The Company acquired the Group's 40% stake in El Nido Resorts in 2013, through wholly-owned subsidiary Ayalaland Hotels and Resorts Corporation.

In 2013, the Company commenced operations of its Seda Hotels in Bonifacio Global City, Cagayan de Oro, Davao and Holiday Inn & Suites Makati. Seda Hotel Nuvali unveiled its door in March 2014.

Other Services

Philippine Integrated Energy Solutions, Inc. (Philenergy) began official operations with the construction of two district cooling system (DCS) plants which will serve the needs of the Ayala Center redevelopment in Makati and the Alabang Town Center. The Company is currently planning other DCS projects in Cebu, Davao, Cagayan de Oro, and Quezon City and will also tap into the large domestic and even regional market of facilities that require energy-saving solutions.

New Businesses

Ayala Land ventured into maiden businesses to further complement and enhance the value proposition of its large scale, masterplanned, integrated mixed-use communities. The introduction of these new formats is likewise seen to boost the Company's recurring income base.

Hospitals/Clinics

Ayala Land entered into a strategic partnership with the Mercado Group in July 2013 to establish hospitals and clinics located in the Company's integrated mixed-use developments. The Company will enhance its communities with the introduction of healthcare facilities under the QualiMed brand. The first QualiMed clinic opened in February 2014 at Trinoma in Quezon City. Construction is on-going for Qualimed Iloilo and is set to open by the third quarter of 2014.

Convenience Stores

SIAL CVS Retailers, Inc., a joint venture entity between Varejo Corporation and Specialty Investments, Inc. (wholly-owned subsidiaries of Ayala Land, Inc. and Stores Specialists, Inc., respectively) signed an agreement with FamilyMart Co, Ltd and Itochu Corporation to tap opportunities in the convenience store business. The first FamilyMart store was unveiled last April 7, 2013 at Glorietta 3 in Makati. A total of 31 FamilyMart stores were opened in 2013.

Department Stores

Varejo Corporation and Specialty Investments, Inc. (wholly-owned subsidiaries of Ayala Land, Inc. and Stores Specialists, Inc., respectively) formed SIAL Specialty Retailers, Inc. to develop and operate department stores in ALI's mall developments. The first Wellworth branch is scheduled to open in March 2014 at Fairview Terraces in Quezon City. The Company plans to put up an average of three department stores per year in the next five years.

Supermarkets

Varejo Corporation, a subsidiary of Ayala Land, entered into a joint venture agreement with Entenso Equities Incorporated, a wholly-owned entity of Puregold Price Club, Inc., to develop and operate mid-market supermarkets for some of Ayala Land's mixed-use projects. The first supermarket will open in the 4th quarter of 2014 at Atria Park District in Iloilo. The Company expects to roll out three mid-brand supermarkets per year.

Competition

Ayala Land is the only full-line real estate developer in the Philippines with a major presence in almost all sectors of the industry. Ayala Land believes that, at present, there is no other single property company that has a significant presence in all sectors of the property market. Ayala Land has different competitors in each of its principal business lines.

With respect to its mall business, Ayala Land's main competitor is SM Prime whose focus on mall operations gives SM Prime some edge over the Company in this line of business. Nevertheless, Ayala Land is able to effectively compete for tenants primarily based on its ability to attract customers -- which generally depends on the quality and location of its shopping centers, mix of tenants, reputation as a developer, rental rates and other charges.

For office rental properties, Ayala Land sees competition in smaller developers such as Kuok Properties (developer of Enterprise Building), Robinsons Land (developer of Robinsons Summit Center) and non-traditional developers such as the AIG Group (developer of Philam Towers) and RCBC (developer of RCBC towers). For BPO office buildings, Ayala Land competes with the likes of Megaworld and Robinsons Land. Ayala Land is able to effectively compete for tenants primarily based upon the quality and location of its buildings, reputation as a building owner and the quality of support services provided by its property manager, rental and other charges.

With respect to residential lot and condominium sales, Ayala Land competes with developers such as Megaworld, DMCI Homes, Robinsons Land, and SM Development Corporation. Ayala Land is able to effectively compete for purchasers primarily on the basis of reputation, price, reliability, and the quality and location of the community in which the relevant site is located.

For the middle-income/affordable housing business, Ayala Land sees the likes of SM Development Corp, Megaworld, Filinvest Land and DMCI Homes as key competitors. Alveo and Avida are able to effectively compete for buyers based on quality and location of the project and availability of attractive in-house financing terms.

For the economic housing segment, Amaia competes with Camella Homes, DMCI Homes, Filinvest, Robinsons Land and SM Development Corporation.

BellaVita, a relatively new player in the socialized housing market, will continue to aggressively expand its geographical footprint with product launches primarily located in provincial areas.

Suppliers

The Company has a broad base of suppliers, both local and foreign. The Company is not dependent on one or a limited number of suppliers.

Customers

Ayala Land has a broad market base including local and foreign individual and institutional clients. The Company does not have a customer that will account for twenty percent (20%) or more of its revenues.

Transactions with related parties

Please refer to Item 12 of this report ("Certain Relationships and Related Transactions).

Government approvals/regulations

The Company secures various government approvals such as the ECC, development permits, license to sell, etc. as part of the normal course of its business.

Employees

Ayala Land - parent company has a total workforce of 492 regular employees (2,742 including manpower of wholly-owned subsidiaries) as of December 31, 2013.

The breakdown of the ALI - Parent Company employees according to type is as follows:

Executive	24
Managers	205
Staff	<u>263</u>
Total	492

ALI Parent has recently concluded negotiations with the union and inked a new three (3) year collective bargaining agreement, covering January 2012 to December 2014 that provides for salary increases based on performance. The company continues to nurture an open and cooperative relation with the union.

The Company has embarked on a robust leadership development and talent management program for leaders at the frontline, middle management and senior leaders. It has also implemented retention initiatives that has resulted in the lowest attrition levels and has strongly pushed for a strong performance management where all employees up to staff individual contributors have clear key result objectives and basis for performance assessments and feedback.

Risks

Ayala Land is subject to significant competition in each of its principal businesses. Ayala Land competes with other developers and developments to attract land and condominium buyers, shopping center and office tenants, and customers of the retail outlets, restaurants, and hotels and resorts across the country.

However, Ayala Land believes that, at present, there is no single property company that has a significant presence in all sectors of the property market.

High-End, Middle-Income, Affordable Residential, and Economic and Socialized Housing Developments

With respect to high-end and middle-income land and condominium sales, Ayala Land competes for buyers primarily on the basis of reputation, reliability, price and the quality and location of the community in which the relevant site is located. For the affordable, economic and socialized housing markets, Ayala Land competes for buyers based on quality of projects, affordability of units and availability of in-house financing. Ayala Land is also actively tapping the overseas Filipino market.

Shopping Center, Office Space and Land Rental

For its shopping centers, Ayala Land competes for tenants primarily based on the ability of the relevant shopping center to attract customers - which generally depend on the quality and location of, and mix of tenants in, the relevant retail center and the reputation of the owner of the retail center - and rental and other charges. The market for shopping centers has become especially competitive and the number of competing properties is growing. Some competing shopping centers are located within relatively close proximity of each of Ayala Land's commercial centers.

With respect to its office rental properties, Ayala Land competes for tenants primarily based on the quality and location of the relevant building, reputation of the building's owner, quality of support services provided by the property manager, and rental and other charges. The Company is addressing the continuing demand from BPOs by providing fully integrated and well maintained developments (high rise or campus facility) in key locations in the country.

Hotels and Resort Operations

The local hotel and resort sector is largely driven by foreign and local travel for leisure or business purposes. Any slowdown in tourism and business activity due to global financial and local political turmoil and security concerns could potentially limit growth of the Company's hotels and resorts.

Construction

Ayala Land's construction business is benefiting from the improved performance of the construction industry, particularly from an uptick in development activities mostly from the residential and retail sectors. Any slowdown in the construction business could potentially cap growth of the Company's construction arm.

Other risks that the company may be exposed to are the following:

- Changes in Philippine and international interest rates
- Changes in the value of the Peso
- Changes in construction material and labor costs, power rates and other costs
- Changes in laws and regulations that apply to the Philippine real estate industry
- Changes in the country's political and economic conditions

To mitigate the above mentioned risks, Ayala Land shall continue to adopt appropriate risk management tools as well as conservative financial and operational controls and policies to manage the various business risks it faces.

Working Capital

Ayala Land finances its working capital requirements through a combination of internally-generated cash, pre-selling, joint ventures and joint development agreements, borrowings and proceeds from the sale of non-core assets and installment receivables.

Domestic and Export Sales

Amounts of revenue, profitability, and identifiable assets attributable to domestic and foreign operations for 2013, 2012 and 2011 follow: (in P '000)

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Consolidated revenues			
Domestic	81,523,070	59,932,162	47,667,610
Foreign	-	-	-
Net income <i>(Attributable to equity holders of ALI)</i>			
Domestic	11,741,764	9,038,328	7,140,308
Foreign	-	-	-
Total assets			
Domestic	325,473,685	254,115,680	166,398,998
Foreign	-	-	-

Item 2. Properties

Landbank / Properties with mortgage or lien

The following table provides summary information on ALI's landbank as of December 31, 2013. Properties are wholly-owned and free of lien unless noted.

<i>Location</i>	<i>Hectares</i>	<i>Primary land use</i>
Makati ¹	50	Commercial/Residential
Taguig ²	101	Commercial/Residential
Makati (outside CBD) ³	22	Commercial/Residential
Alabang ⁴	18	Commercial/Residential
Las Piñas/Paranaque	131	Commercial/Residential
Manila / Pasay ⁵	4	Commercial/Residential
Quezon City ⁶	137	Commercial/Residential
Others in Metro Manila	86	Commercial/Residential
<i>Metro Manila</i>	<i>549</i>	
NUVALI ⁷	2,098	Commercial/Residential/Industrial
Laguna (ex-Canlubang) ⁸	469	Commercial/Residential/Industrial
Cavite ⁹	1,807	Commercial/Residential
Batangas/Rizal/Quezon ¹⁰	131	Commercial/Residential
<i>Calabarzon</i>	<i>4,505</i>	
<i>Bulacan/Pampanga</i> ¹¹	<i>1,198</i>	Commercial/Residential
<i>Others in Luzon</i> ¹²	<i>1,360</i>	Commercial/Residential
Bacolod/Negros Occidental	281	Commercial/Residential
Cebu ¹³	215	Commercial/Residential
Davao ¹⁴	83	Commercial/Residential
Cagayan De Oro ¹⁵	181	Commercial/Residential
Iloilo ¹⁶	81	
<i>Visayas/Mindanao</i>	<i>841</i>	
<i>TOTAL</i>	<i>8,453</i>	

¹ Makati includes sites of Mandarin Hotel (1.6 has.) and Peninsula Hotel (2.0 has.) which are 50% owned through Ayala Hotels, Inc., and remaining area at Roxas Triangle (0.3 ha.) which is 50% owned. 1.37 ha. is mortgaged with BPI in compliance with BSP ruling on directors, officers, stockholders and related interests.

² Taguig includes the recently acquired FTI property in Taguig with a total of 73.7 has and the 9.8-ha. site of Market! Market! under lease arrangement with BCDA; 11.3 has. in Taguig is owned through Fort Bonifacio Development Corporation.

For Market! Market!, the lease agreement with the BCDA covers a period of 25 years (renewable for another 25 years) and involves an upfront cash payment of P688 million and annual lease payments with fixed and variable components.

³ Includes a 21-ha. property which is under a joint development agreement with Philippine Racing Club, Inc.

⁴ Alabang pertains to the 17.6-ha. Alabang Town Center which is 50% owned through Alabang Commercial Corp. (ACC), 3.7 ha. of which is subject of a Mortgage Trust Indenture as security for ACC's short-term loans with Bank of the Philippine Islands.

⁵ Manila/Pasay includes 1.3 has. which are under joint venture with Manila Jockey Club, Inc. and 0.3-ha. site of Metro Point which is 50% owned through ALI-CII Development Corp.

⁶ Includes 46.6 has. under lease arrangement with University of the Philippines; the 13-ha. site of TriNoma which is under lease arrangement with the Department of Transportation and Communication; a 2.0-ha. property which is being leased from Ellimac Prime Holdings, Inc. and a 29.2-ha. property on a joint development agreement with the National Housing Authority and a 2.0-ha. property under lease agreement with MBS Development Corp.

TriNoma is 49% owned by ALI through North Triangle Depot Commercial Corp.

⁷ NUVALI includes 853 has. through Aurora Properties Incorporated, Vesta Holdings, Inc. which are owned 78% and 70% owned by Ayala Land, respectively; also includes 178 has. which are 60% owned through Ceci Realty, Inc. and 480 has of Buntog parcel which is 100% owned by Ayala Land.

⁸ Laguna (excluding Canlubang) includes 92.5 has. which are under a 50-50% joint venture with Greenfield Development Corp.; 4.5 has. in Laguna Technopark, Inc. which is 75% owned by Ayala Land; and 3.3-ha. site of Pavilion Mall which is under 25-year lease arrangement with Extra Ordinary Group, with an option to renew every 5 years thereafter.

⁹ Cavite includes 5 has. in Riego de Dios Village which is under joint venture with the Armed Forces of the Philippines and a 5-ha. property being developed under a land lease agreement. It also includes total of 440 has parcel located in Kawit.

¹⁰ Batangas includes 7 has. in Sto. Tomas project which is under an override arrangement.

¹¹ Pampanga includes 1,033 has. in Porac is 100% owned under Nuevo Centro.

¹² Includes 300 has in Bataan pertaining to the Anvaya Cove property which is under joint development agreement with SUDECO, a 6.5-ha. property in Subic on lease agreement with Subic Bay Management Authority and a 19-ha. Land lease with the government in Palawan.

¹³ Cebu includes the 8.6 has. lot pad of Ayala Center Cebu which is 49% owned through Cebu Holdings, Inc. (CHI); 0.62-ha. Cebu Insular Hotel site owned by AyalaLand Hotels and Resorts Corporation and Cebu Holdings, Inc.; 8 has. in Asiatown IT Park which is owned by Cebu Property Ventures and Development Corporation which in turn is 76% owned by CHI.

¹⁴ Davao includes a 8.5-ha. Property which is 70% owned through Accendo Commercial Corp.

¹⁵ Cagayan de Oro includes 3.3 has. which are 70% owned through Cagayan de Oro Gateway Corp. and 177 has. which is under a JDA agreement with Promenade Land Holdings, Inc.

¹⁶ Includes a 2.0 has. land lease with Riverside Holdings, Inc for the Iloilo Technohub site and 12.8-ha. property secured through a JDA agreement with the Pison Group

Leased Properties

The Company has an existing contract with BCDA to develop, under a lease agreement a mall with an estimated gross leasable area of 152,000 square meters on a 9.8-hectare lot inside Fort Bonifacio. The lease agreement covers 25 years, renewable for another 25 years subject to reappraisal of the lot at market value. The annual fixed lease rental amounts to ₱106.5 million while the variable rent ranges from 5% to 20% of gross revenues. Subsequently, the Company transferred its rights and obligations granted to or imposed under the lease agreement to SSECC, a subsidiary, in exchange for equity.

On January 28, 2011, a notice was given to the Company for the ₱4.0 billion development of a 7.4-hectare lot at the University of the Philippines' Diliman East Campus, also known as the UP Integrated School, along Katipunan Avenue, Quezon City. The Company signed a 25-year lease contract for the property last June 22, 2011, with an option to renew for a 58,000 square meters another 25 years by mutual agreement. The project involves the construction of a retail establishment with 63,000 square meters of available gross leasable area and a combination of Headquarter-and-BPO- type buildings with an estimated 8,000 square meters of office space.

Rental Properties

The Company's properties for lease are largely shopping centers and office buildings. It also leases land, carparks and some residential units. In the year 2013, rental revenues from these properties accounted for ₱13.99 billion or 17% of Ayala Land's consolidated revenues. Lease terms vary depending on the type of property and tenant.

Property Acquisitions

With 8,453 hectares in its landbank as of December 31, 2013, Ayala Land believes that it has sufficient properties for development in next 25 years.

Nevertheless, the Company continues to seek new opportunities for additional, large-scale, master-planned developments in order to replenish its inventory and provide investors with an entry point into attractive long-term value propositions. The focus is on acquiring key sites in the Mega Manila area and other geographies with progressive economies that offer attractive potential and where projected value appreciation will be fastest.

In a disclosure to the SEC dated February 10, 2011, ALI was awarded by the Board of Regents of the University of the Philippines (U.P.) the lease contract for the development of a 7.4-hectare property at the U.P. Diliman East Campus, also known as U.P. Integrated School (UP-IS) property along Katipunan Avenue in Quezon City. The lease contract is for a period of 25 years, with an option to renew said lease for another 25 years by mutual agreement. The development of the site involves the construction of a retail establishment with 63,000 square meters of available GLA and a combination of headquarter-and-BPO office type building with an estimated 8,000 square meters of GLA.

In February 2011, the Company through wholly-owned subsidiary Alveo Land entered into an agreement with Philippine Racing Club, Inc. to jointly pursue the development of the 21-hectare property located in Barangay Carmona, Makati City, more commonly known as "Sta. Ana Racetrack." The project is intended as a mixed-use development and will form part of the Company's ongoing developments in the City of Makati.

In a disclosure to the SEC, PSE and PDEX dated June 29, 2012, the Executive Committee of Ayala Land authorized the negotiation and entry into a strategic alliance with the Group led by Mr. Ignacio R. Ortigas for the purpose of allowing Ayala Land to participate in OCLP Holdings, Inc., the parent company of Ortigas & Company Limited Partnership, and in the development of its various properties and businesses.

In August 2012, the Group won the public bidding for the purchase of the 74-hectare Food Terminal, Inc. (FTI) property in Taguig. The bid was conducted in accordance with the Asset Specific Bidding Rules dated July 4, 2012 and in accordance with the provisions of Executive Order No. 323. The Group's bid was ₱24.3 billion.

In October 2012, the Company entered into a Purchase Agreement wherein the Seller (FTI) agrees to sell, convey, assign and transfer and deliver to the buyer, and the buyer agrees to purchase and acquire from the seller, all of the seller's rights and interests in the property. The property is designed to be a mixed-use development and will be transformed into a new business district that will serve as Metro Manila's gateway to the South.

On October 2, 2012, AHRC, a wholly-owned subsidiary of the Company, entered into an agreement to acquire the interests of Kingdom Manila B.V., an affiliate of Kingdom Hotel Investments (KHI), and its nominees in KHI-ALI Manila Inc. (now renamed AMHRI) and 72,124 common shares in KHI Manila Property Inc. (now renamed AMHPI).

AMHRI and AMHPI are the project companies for the Fairmont Hotel and Raffles Suites and Residences project in Makati which opened last December 2012. A total of ₱2,430.4 million was paid to acquire the interests of KHI in AMHRI and AMHPI.

Item 3. Legal Proceedings

None of the directors or executive officers is involved in any material pending legal proceedings in any court or administrative agency. As of December 31, 2013, the Company is not involved in any litigation it considers material. In any event, below are the legal proceedings involving the Company that maybe significant.

Las Piñas Property

Certain individuals and entities have claimed an interest in ALI's properties located in Las Piñas, Metro Manila, which are adjacent to its development in Ayala Southvale.

Prior to purchasing the aforesaid properties, ALI conducted an investigation of titles to the properties and had no notice of any title or claim that was superior to the titles purchased by ALI. ALI traced its titles to their original certificates of title and ALI believes that it has established its superior ownership position over said parcels of land. ALI has assessed these adverse claims and believes that its titles are in general superior to the purported titles or other evidence of alleged ownership of these claimants. On this basis, beginning in October 1993, ALI filed petitions in the Regional Trial Courts (RTC) in Makati and Las Piñas for quieting of title to nullify the purported titles or claims of these claimants. These cases are at various stages of trial and appeal. Some of these cases have been finally decided by the Supreme Court ("SC") in ALI's favor. These include decisions affirming the title of ALI to some of these properties, which have been developed and offered for sale to the public as Sonera, Ayala Southvale. The controversy involves the remaining area of approximately 126 hectares.

ALI has made no provision in respect of such actual or threatened litigations.

Item 4. Submission of Matters to a Vote of Security Holders

Except for the matters taken up during the Annual Meeting of Stockholders, there was no other matter submitted to a vote of security holders during the period covered by this report.

PART II – SECURITIES OF THE REGISTRANT

Item 5. Market for Issuer's Common Equity and Related Stockholders Matters

Market Information

Ayala Land common shares are listed with the Philippine Stock Exchange.

	<i>Stock Prices (in Php/share)</i>					
	<u>High</u>		<u>Low</u>		<u>Close</u>	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
First Quarter	33.25	22.10	25.85	15.22	32.70	20.75
Second Quarter	35.70	22.50	26.30	18.84	30.40	21.60
Third Quarter	31.60	24.50	23.00	19.90	27.25	23.85
Fourth Quarter	31.20	26.95	23.70	22.25	24.75	26.45

The market capitalization of ALI as of end-2013, based on the closing price of ₱24.75/share, was approximately ₱350.8 billion. The price information as of the close of the latest practicable trading date March 26, 2014 is ₱28.25.

Stockholders

The following are the top 20 registered holders of the common equity securities of the Company:

Common Stockholders: There are approximately 9,920 holders of common shares of the Company as of January 31, 2014.

	Stockholder Name	No. of Common Shares	Percentage (of common shares)
1.	Ayala Corporation	6,934,509,515	48.9266%
2.	PCD Nominee Corp. (Non-Filipino)	5,597,297,327	39.4919%
3.	PCD Nominee Corp. (Filipino)	1,350,023,910	9.5251%
4.	ESOWN Administrator 2009	20,879,667	0.1472%
5.	ESOWN Administrator 2012	17,572,570	0.1240%
6.	ESOWN Administrator 2010	14,631,577	0.1032%
7.	ESOWN Administrator 2013	12,946,668	0.0913%
8.	ESOWN Administrator 2011	11,752,322	0.0829%
9.	ESOWN Administrator 2006	8,131,153	0.0574%
10.	ESOWN Administrator 2008	7,122,885	0.0502%
11.	Jose Luis Gerardo Yulo	6,783,948	0.0478%
12.	Estrellita B. Yulo	5,732,823	0.0404%
13.	ESOWN Administrator 2005	5,221,057	0.0368%
14.	Pan Malayan Management and Investment Corp.	4,002,748	0.0282%
15.	Ma. Angela Y. La O'	3,728,620	0.0263%
16.	Ma. Lourdes G. Latonio	3,624,650	0.0256%
17.	ESOWN Administrator 2007	3,574,036	0.0252%
18.	Lucio W. Yan	3,483,871	0.0246%
19.	Telengtan Brothers & Sons, Inc.	3,480,000	0.0245%
20.	Emilio Lolito J. Tumbocon	3,376,230	0.0238%

Preferred Stockholders: There are approximately 2,762 holders of preferred shares of the Company as of January 31, 2014.

	Stockholder Name	No. of Common Shares	Percentage (of preferred shares)
1.	Ayala Corporation	12,163,180,640	93.0868%
2.	HSBC Manila OBO A/C 000-171512-554	513,222,800	3.9278%
3.	Government Service Insurance System	156,350,871	0.1966%
4.	HSBC Manila OBO A/C 000-171512-571	15,051,000	0.1152%
5.	DB MLA OBO SSBTC Fund HG16	15,000,000	0.1148%
6.	Wealth Securities, Inc.	14,825,373	0.1135%
7.	DB MLA OBO SSBTC Fund SSO1	13,670,744	0.1046%
8.	Samuel Villes Santos and/or Luzviminda Lat Santos	12,001,800	0.0918%
9.	DB MLA OBO SSBTC Fund C021	8,497,223	0.0650%
10.	Investors Securities, Inc.	6,251,770	0.0478%
11.	First Metro Securities Brokerage Corporation	5,103,853	0.0391%
12.	Deutsche Bank AG Manila OBO BNYM AC 12140004162	4,943,400	0.0378%
13.	HSBC Manila OBO A/C 000-171512-551	4,484,748	0.0343%
14.	DB MLA OBO SSBTC Fund FA20	3,951,800	0.0302%
15.	Deutsche Regis Partners, Inc.	3,896,157	0.0298%
16.	Papa Securities Corporation	3,536,538	0.0271%
17.	DB MLA OBO SSBTCc Fund FA2N	3,534,608	0.0270%
18.	Maybank ART Kim Eng Securities, Inc.	3,479,514	0.0266%
19.	Ansaldo, Godinez & Co., Inc.	3,388,848	0.0259%
20.	Belson Securities, Inc.	2,800,874	0.0214%

Dividends

STOCK DIVIDEND (Per Share)			
PERCENT	DECLARATION DATE	RECORD DATE	PAYMENT DATE
20%	February 1, 2007	May 22, 2007	June 18, 2007

CASH DIVIDEND (Per Share)			
PESO AMOUNT	DECLARATION DATE	RECORD DATE	PAYMENT DATE
0.0733	Feb. 24, 2011	March 23, 2011	April 15, 2011
0.0733	Aug. 26, 2011	Sept. 20, 2011	Oct. 5, 2011
0.109488	Feb. 20, 2012	March 7, 2012	March 27, 2012
0.10385223	Aug. 24, 2012	Sept. 17, 2012	Oct. 8, 2012
0.14787806	Feb. 19, 2013	March 5, 2013	March 19, 2013
0.14348287	Aug. 22, 2013	Sept. 6, 2013	Sept. 20, 2013
0.20711082	Feb. 21, 2014	March 7, 2014	March 21, 2014

Dividend policy

Dividends declared by the Company on its shares of stocks are payable in cash or in additional shares of stock. The payment of dividends in the future will depend upon the earnings, cash flow and financial condition of the Company and other factors.

Special cash dividends are declared depending on the availability of cash, taking into account the Company's capital expenditure and project requirements and the progress of its ongoing asset rationalization program.

Cash dividends are subject to approval by the Company's Board of Directors but no stockholder approval is required. Property dividends which may come in the form of additional shares of stock are subject to approval by both the Company's Board of Directors and the Company's stockholders. In addition, the payment of stock dividends is likewise subject to the approval of the SEC and PSE.

Recent Sale of Securities

On June 29, 2012, the SEC approved the Company's application for an increase in authorized capital stock from ₱21.5B to ₱22.8B to cover the offering and issuance of new 13.034 Billion voting preferred shares to common shareholders of the Company. The said issuance of the shares is an exempt transaction under Section 10.1 (e) of the SRC, "The sale of capital stock of a corporation to its own stockholders exclusively, where no commission or other remuneration is paid or given directly or indirectly in connection with the sale of such capital stock."

On July 16, 2012, Ayala Corporation executed the placement of, and subscription to the Company's 680,000,000 common shares at ₱20 per share or an aggregate of ₱13.6B. The placement price of ₱20 per share was at a 4.988% discount to the Company's closing price of ₱21.05 per common share on July 10, 2012 and was the agreed clearing price among the purchasers of the shares and the placement agents, Goldman Sachs (Singapore) Pte., J.P. Morgan Securities plc and UBS AG.

On March 12, 2013, Ayala Corporation executed the placement of, and subscription to the Company's 399,528,229 common shares at ₱30.50 per share or an aggregate of ₱12.2 billion. The placement price of ₱30.50 per share was at a 3.6% discount on the 5-day volume-weighted average price of the Company's stock and was the agreed clearing price among the purchasers of the shares and the placement agent, UBS Investment Bank.

The Company filed a Notice of Exemption with the SEC for the issuance of the 680,000,000 common shares under the following provisions of the SRC:

SRC Subsection 10.1 (h), "Broker's transaction, executed upon customer's orders, on any registered Exchange or other trading market."

SRC Subsection 10.1 (k), "The sale of securities by an issuer to fewer than twenty (20) persons in the Philippines during any twelve-month period."

SRC Subsection 10.1 (l), "The sale of securities to banks, insurance companies, and investment companies."

Stock Options

For the past three years, common shares were issued representing the exercise of stock options by the Company's executives under the Executive Stock Option Plan (ESOP) and the subscription to the common shares under the Executive Stock Ownership Plan (ESOWN) as follows:

<u>Year</u>	<u>No. of Shares</u>	
	<u>ESOP</u> (exercised)	<u>ESOWN</u> (subscribed)
2011	3.2 Million	14.8 Million
2012	6.6 Million	25.2 Million
2013	3.2 Million	18.8 Million

The aforesaid issuance of shares was covered by the Commission's approval of the Company's Stock Option Plan on July 1991 and subsequently on March 2006.

Please refer to Note 28 ("Stock Options and Ownership Plans") of the Notes to Consolidated Financial Statements of the 2013 Audited Financial Statements which is incorporated herein in the accompanying Index to Exhibits.

PART III – FINANCIAL INFORMATION

Item 6. Management’s Discussion and Analysis of Financial Condition and Results of Operation

Review of 2013 operations vs. 2012

Ayala Land, Inc. (“ALI” or “the Company”) posted a record P11.74 billion in net income for the year 2013, 30% higher than the P9.04 billion recorded the previous year. Consolidated revenues reached P81.52 billion, 36% higher year-on-year. Revenues from Real Estate, which comprised the bulk of consolidated revenues, increased by 40% to P76.34 billion mainly driven by the strong performance across the Property Development, Commercial Leasing and Services business lines.

Corporate costs remain under control with the ratio of General and Administrative Expenses (GAE) to revenues declining further to 7.3% from 7.9% in 2012. Earnings before interest and taxes (EBIT) margin expanded to 26% in 2013, from 25% the previous year.

Business Segments

The details of the individual performance of each business segment are discussed as follows:

Property Development. Property Development, which includes the sale of residential lots and units, office spaces, as well as Commercial and Industrial Lots, registered revenues of P51.96 billion in 2013, 51% higher than the P34.46 billion recorded in 2012.

Revenues from the Residential Segment reached P41.99 billion in 2013, 32% higher than the P31.88 billion reported the previous year, largely due to solid bookings and steady project launches across all brands. Ayala Land Premier (ALP) generated P15.56 billion in revenues or an improvement of 41% year-on-year on the back of higher revenues from premium condominium units in 1016 Residences, Park Terraces, The Suites and Parkpoint Residences and new launches such as Two Roxas Triangle and Garden Tower 2. Alveo meanwhile posted revenues of P9.10 billion, 18% higher than last year owing to sales contributions from Two Maridien and Verve Residences in Bonifacio Global City, Mirala in Nuvali, Escala Salcedo and Solstice Tower in Makati, Celadon Park Tower 3 in Manila and Solinea Tower 2 in Cebu. Avida and Amaia likewise attained revenue growth of 42% and 54% to P12.50 billion and P2.43 billion, respectively. Avida’s performance was anchored on strong bookings from the success of new projects such as Avida 34th Street Tower 2 and Avida Cityflex Tower 2 in Bonifacio Global City, Madera Grove Estates in Bulacan, Avida Woodhill Settings in Nuvali, Avida Towers Vita in Quezon City, Avida Centera Towers 3 and 4 in Mandaluyong and Avida Riala Towers 1 and 2 in Cebu, as well as increased sales in existing projects such as Avida Parkway Settings, Avida Ridgeview Estates and Avida Village Cerise in Nuvali, Avida San Lorenzo Tower 2 in Makati and Avida Prime Taft Tower 1 in Pasay. Amaia revenues was boosted by sales from recent launches namely Amaia Steps Sucat, Amaia Skies Avenida, Amaia Steps Bicutan, Amaia Steps Nuvali, Amaia Steps Cavite, Amaia Steps Lucena and Amaia Steps Bauan. BellaVita, coming from a low base on its first year of operations, saw revenues increase by 308% to P63.93 million, mainly due to revenues generated from its General Trias and Alaminos projects.

Sales take-up value in 2013 reached a record level of P91.93 billion, equivalent to an average monthly sales take-up of P7.66 billion, an all-time high and 18% higher than the P6.47 billion average last year. Residential Gross Profit (GP) margins of horizontal projects declined slightly to 44% from 48% owing to lesser subdivision lots sold in Nuvali while GP margins of vertical developments improved from 35% to 37% due to moderate price escalations and impact of cost containment measures. The Company’s five residential brands launched a total of 28,482 units in 2013 worth P108 billion. For 2014, the Company is expecting continued demand for housing products and will be launching around 30,000 units across all residential brands.

Revenues from the sale of Commercial and Industrial Lots grew by 256% in 2013 to P8.80 billion, primarily due to the sale of commercial lots in NUVALI and Arca South. However, GP margins dropped to 40% from 50% as the commercial lot sales in Arca South carried lower margins.

Commercial Leasing. Commercial Leasing includes the Company's Shopping Centers and Office Leasing as well as Hotels and Resorts operations. Total revenues for Commercial Leasing amounted to P18.00 billion in 2013, 21% higher than the P14.91 billion recorded in the previous year.

Revenues from Shopping Centers increased by 10% to P10.48 billion in 2013, driven by higher average lease rates and expanded gross leasable area (GLA). Average lease rates rose in 2013 by 3% despite the opening of new provincial malls that normally have lower rental rates than Metro Manila shopping centers. Occupied gross leasable area (GLA) was up by 7% year-on-year, while same-store rentals increased by 4%. Shopping Centers EBITDA margins slightly declined to 62% from 64% last year, due to the continuing impact of redevelopment projects in Ayala Center Makati and Ayala Center Cebu. Average occupancy rate across all malls was maintained at a healthy level of 95%, in spite of additional GLA from newly-opened malls.

Revenues from Office leasing operations rose by 18% to P3.50 billion in 2013 from P2.97 billion in the previous year. Revenue growth was attained due to higher lease rates and occupied GLA of business process outsourcing (BPO) office spaces, which grew by 16% year-on-year (an increase of 55,919 square meters). Total available BPO GLA reached 490,450 square meters as of year-end, while average BPO lease rates increased 8% to P633 per square meter. EBITDA margins of the total office portfolio improved to 85% from 84%.

Hotels and Resorts currently operates 1,294 internationally branded hotel rooms in Hotel InterContinental Manila, Cebu City Marriott, Fairmont Hotel and Raffles Residences Makati and Holiday Inn & Suites Makati, 192 island resort rooms in Lagen, Miniloc, Apulit and Pangulasian Islands in the province of Palawan and 515 Seda Hotel rooms between Bonifacio Global City, Centrio Cagayan de Oro and Abreeza Davao. Revenues of the Hotels and Resorts business grew by 64% to P4.02 billion in 2013 from P2.45 billion last year, primarily driven by contributions from new hotels and resorts. Revenue per Available Room (REVPAR) for the stable hotels in the company's portfolio was at P3,592, while REVPAR for resorts was at P5,683 per night. EBITDA margins for Hotels and Resorts increased to 20% driven by the improved performance of new hotels and resorts.

Services, which include the Company's wholly-owned Construction and Property Management companies, generated combined revenues of P26.33 billion in 2013, 29% higher than the P20.38 billion posted last year. Construction revenues rose by 19% to P22.96 billion given an increased orderbook and the steady completion of ALI Group projects. Property Management revenues increased 196% to P3.38 billion in 2013, driven by the contribution of PhilEnergy and Direct Power. Blended EBITDA margins for Services improved to 9% from 7% in 2012 due to effective cost management efforts.

Equity in Net Earnings of Investees, Interest, Fees, Investment and Other Income

Equity in Net Earnings from Investees rose by 3% to P550 million in 2013 from P536 million in the previous year. Interest and Investment Income meanwhile declined by 17% to P3.54 billion in 2013. The decrease is mainly attributed to the effect of the one-time gain on the re-measurement of ALI Makati Hotel & Residences, Inc. and ALI Makati Hotel Property, Inc. in 2012 and lower interest income on the Company's money market placements, despite a higher average cash balance in 2013. Other Income grew by 165% to P1.10 billion, primarily due to the sale of Laguna Technopark's waterworks business.

Expenses

Total expenses amounted to P62.56 billion in 2013, 38% more than the P45.39 billion incurred in 2012. Real Estate and Hotels Expenses rose 40% year-on-year to P51.84 billion. GAE meanwhile grew by 25% to P5.93 billion, primarily due to payroll and donation-related expenses. Nevertheless, GAE-to-revenue ratio was lower at 7.3% in 2013. Interest Expense, Financing and Other Charges increased by 32% year-on year to P4.79 billion, mainly attributed to new bond issuances to finance the Company's expansion plans. The average cost of the Company's consolidated debt, however, decreased to 5.1% from 5.4% in 2012.

Project and Capital Expenditure

The Company spent a total of P66.26 billion in capital expenditures in 2013, 7% lower than the P71.29 billion spent the previous year. The bulk of capital expenditures in 2013 were utilized for residential developments (32% of total), land acquisition (41%), offices (8%), shopping centers (12%), hotels and resorts (2%), with the balance spent on support business and land development activities in the Company's strategic landbank areas. For 2014, the Company has allotted another P70.0 billion for capital expenditures primarily earmarked for the completion of ongoing developments and launches of new residential and leasing projects, which will help sustain the Company's growth trajectory in the coming years. The total value of the 78 projects that are expected to be launched this year is estimated to be at around P142 billion.

Financial Condition

The Company's balance sheet remains strong with sufficient capacity to carry out its aggressive growth plans in 2014 and beyond. Cash and Cash Equivalents stood at P40.76 billion, resulting in a Current Ratio of 1.45: 1. Total Borrowings stood at P101.90 billion from Php74.78 billion as of December last year, translating to a Debt-to-Equity Ratio of 1.04:1 and a Net Debt-to-Equity Ratio of 0.61:1. Return on equity was maintained at 13% in 2013.

Retained earnings of P6.0 billion are appropriated for future expansion (see Note 20 of AFS). The amount represents a continuing appropriation for land banking activities and planned building construction projects. Each year, the Company incurs capital expenditures for property development which include among others land banking and building construction projects. The appropriation is being fully utilized to cover part of the annual expenditure requirement of the Company. In 2014, it is expected that the capital expenditure will exceed the P6.0 billion appropriation, hence the Company will provide future appropriation as the need arises.

Ayala Land's retained earnings available for dividend declaration as of December 31, 2013 and 2012 amounted to P23.2 billion and P19.9 billion, respectively. Subsequently, the Company declared dividends at P0.20711082 per common share on February 21, 2014, payable on March 21, 2014 to stockholders of common shares as of record date on March 7, 2014.

Key Financial Performance Indicators

The table below sets forth the comparative performance indicators of the Company and its majority-owned subsidiaries:

	<i>End-December 2013</i>	<i>End-December 2012 (As restated)</i>
Current ratio ¹	1.45:1	1.41:1
Debt-to-equity ratio ²	1.04:1	0.91:1
Net debt-to-equity ratio ³	0.61:1	0.51:1
Profitability Ratios:		
Return on assets ⁴	5%	5%
Return on equity ⁵	13%	13%
Asset to Equity ratio ⁶	2.90:1	2.66:1
Interest Rate Coverage Ratio ⁷	6.5	6.7

¹ Current assets / current liabilities

² Total debt/ stockholders' equity attributable to equity holders of ALI (Total debt includes short-term debt, long-term debt and current portion of long-term debt)

³ Net debt/ stockholders' equity attributable to equity holders of ALI (Net debt is total debt less cash and cash equivalents, short term investments and financial assets through fvpt)

⁴ Total Net income / average total assets

⁵ Net income attributable to equity holders of ALI / average total stockholders' equity attributable to equity holders of ALI

⁶ Total Assets / Total stockholders' equity

⁷ EBITDA/Interest expense

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

There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created in 2013.

Material changes (+/- 5% or more) in the financial statements

Income Statement items – 2013 versus 2012

36% increase in real estate revenues

Mainly due to the sale of commercial lots in Arca South and strong contributions across all residential brands primarily Ayala Land Premiere, Alveo and Avida coupled with a growing commercial leasing and hotels and resorts businesses.

17% decrease in interest and investment income

Mainly attributed to the effect of the one-time gain on re-measurement of ALI Makati Hotel & Residences, Inc. (AMHRI) and ALI Makati Hotel Property, Inc. (AMPHI) in 2012 and lower interest income on money market placements, despite higher average cash balance.

165% increase in other income

Primary due to the sale of Laguna Technopark's waterworks property and higher management fees.

40% increase in real estate costs and expenses

Mainly driven by development costs related to Arca South commercial lots and residential projects.

25% increase in general and administrative expenses

Primarily due to higher compensation and benefits and donation related expenses.

26% increase in interest expense and other financing charges

Mainly due to higher debt levels.

85% increase in other charges

Largely due to provisions for impairment.

34% increase in provision for income tax

Mainly due to higher taxable income for the period.

26% increase in net income attributable to non-controlling interests

Primarily due to higher income from BG companies.

Balance Sheet items – 2013 versus 2012

13% decrease in cash and cash equivalents

Mainly due to reclassification of UITF to financial asset at fair value through profit or loss.

1% decrease in short-term investments

Primarily due to maturity of short-term investments.

1,778% increase in financial assets at fair value through profit or loss and available-for-sale financial assets

Mainly due to investments in UITF

26% increase in accounts and notes receivables (net)

Largely due to launch of new projects and higher bookings.

59% increase in real estate inventories

Mainly due to incremental project completion and new launches.

13% increase in other current assets

Mainly due to proceeds from the sale of projects in escrow deposits.

15% increase in non-current accounts and notes receivables

Largely due to increased sales of Ayala Land Premier, Alveo and Avida projects.

28% increase in land and improvements

Mainly due to the acquisition of additional land parcels for future development.

18% increase in investments in associates and joint ventures

Largely due to increased in equity in net earnings from FBDC group.

29% decrease in available-for-sale financial assets

Largely due to the redemption of Ayala Corporation preferred shares.

19% increase in investment properties

Largely due to new projects such as Fairview Terraces, Harbor Point, Holiday Inn Makati, and Seda Hotels.

15% increase in property and equipment

Mainly due to new hotel buildings and improvements and installation of district cooling systems in shopping centers.

71% increase in deferred tax assets

Mainly due to higher deferred tax assets on taxable temporary differences.

151% increase in other noncurrent assets

Mainly due to project costs related to Ayala Land resorts.

42% increase in accounts and other payables

Primarily due to increase in trade payables with the completion of existing and new projects

27% increase in short-term debt

Mainly due to new loan availment of ALI-Parent, Amaia and ALI Property Partners Corporation (APPCO).

18% increase in income tax payable

Largely due to higher taxable income

46% decrease in current portion of long-term debt

Primarily due to significant loan payments by ALI-parent.

6% decrease in deposits and other current liabilities

Mainly due to customer deposits from various residential projects.

47% increase in long-term debt – net of current portion

Mainly due to new issuance of fixed rate bonds and new loan availments.

96% increase in pension liabilities

Primarily due to impact of Revised PAS 19 employee benefits.

25% increase in deferred tax liabilities

Mainly due to increase in fair value of AMHRI and AMHPI.

18% increase in deposits and other noncurrent liabilities
Primarily due to increase in liability for purchased land.

30% increase in paid up capital
Mainly due to top up placement amounting to P12.2 billion.

7% decrease in stock options outstanding
Primarily due to issuance of ESOP and ESOWN shares.

13% decrease in unrealized gain on available-for-sale financial assets
Primarily due to the presence of unrealized gain in Ayala Corporation's preferred redeemed in 2013.

107% increase in actuarial loss on pension obligation
Primarily due to impact of revised PAS19 related to employee benefits.

15% increase in retained earnings
Mainly due to increase in income.

100% decrease in treasury stock
Largely attributed to retirement of redeemed preferred shares.

Liquidity and Capital Resources – 2013

The Company sourced its capital requirements through a combination of internally generated cash, pre-selling and bank borrowings. Ayala Land's fundamentals remained unchanged and its balance sheet continued to reflect strength and stability.

Cash flow from existing operations and borrowings were used for ALI's (consolidated) project and capital expenditures aggregating P66.3 billion. Cash and cash equivalents (including short-term investments and UITF) stood at P40.8 billion while current ratio was at 1.45:1.

Guided by prudent financing strategies, ALI kept its borrowings at healthy levels, placing bank debt-to-equity ratio at 1.04:1. Total borrowings registered at P101.9 billion, the bulk of which is long-term and peso-denominated.

Review of 2012 operations vs. 2011 (Restated)

Ayala Land, Inc. ("ALI" or "the Company") posted a record Php9.04 billion in net income for the year 2012, 27% higher than the Php7.14 billion recorded the previous year. Consolidated revenues reached Php59.93 billion, 26% higher year-on-year. Revenues from Real Estate, which comprised the bulk of consolidated revenues, increased by 23% to Php54.71 billion primarily driven by the robust performance of the Property Development business.

Margins of the Company's key business lines continued to improve with strict control of project costs and direct operating expenses (discussed below in the Business Segment review). Corporate costs remain under control with the ratio of General and Administrative Expenses (GAE) to revenues maintained at 8% for two consecutive years. With total revenue growth outpacing the growth of total expenses, net income margin before non-controlling interest improved to 19% in 2012 from 18% the previous year.

Business Segments

The details of the individual performance of each business segment are discussed as follows:

Property Development. Property Development, which includes the sale of residential units, commercial and industrial lots, registered revenues of Php34.46 billion in 2012, 36% higher than the Php25.41 billion recorded in 2011.

Revenues from the residential business reached Php31.88 billion in 2012, 32% higher than the Php24.22 billion reported the previous year, driven by higher bookings, steady project launches and continuous progress on construction across all residential brands. Ayala Land Premier (ALP) generated Php11.56 billion in revenues or an improvement of 17% year-on-year on the back of increased bookings in projects namely Park Terraces Makati, The Suites Bonifacio Global City (BGC) and Elaro in NUVALI. Alveo and Avida also registered year-on-year revenue growth of 36% and 51% to Php7.96 billion and Php9.03 billion, respectively, following the strong sales and bookings of newly-launched projects such as The Maridien Towers (BGC), Solinea Towers 1 and 2 (Cebu), Kasa Luntian Phase 1 (Tagaytay), Lerato (Makati), and Vesta in NUVALI for Alveo, and Avida Towers Centera 1-3 (Mandaluyong City), Avida 34th Street Tower 1 (BGC), Avida Cityflex Tower 2 (BGC), Avida Parkway Settings (NUVALI), Avida Settings Cavite, Avida Village NUVALI, Avida Ridgeview Estates NUVALI, Avida Cebu Tower 2, Avida Alabang Tower 2, Avida New Manila Tower 5 and Avida San Lorenzo Tower 2. Residential brand Amaia, catering to the economic housing segment, significantly increased its contribution to residential revenues in 2012 as it generated Php1.58 billion, 88% higher than the Php841 million earned in 2011, primarily from the strong performance of Amaia Scapes Bacolod and Cabanatuan and newly-launched projects in Cavite, Lipa, Novaliches, Cubao, Sta. Mesa and Avenida.

Sales take-up value in 2012 reached Php77.61 billion, equivalent to an average monthly sales take-up of Php6.47 billion that is 50% higher than the Php4.31 billion average monthly sales take-up achieved the previous year. Residential gross profit (GP) margins of vertical projects improved to 35% from 33% with the impact of various cost control initiatives to lower project construction costs, while GP margins of horizontal developments declined slightly to 45% from 46% due to a shift in mix towards more house and lot packages rather than the sale of lots. The Company's four residential brands, together with fifth brand Bella Vita that caters to the socialized housing segment, launched a total of 23,487 units in 2012. For 2013, the Company is anticipating continued demand for residential products and will be launching around 31,000 units across all residential brands.

Revenues from the sale of commercial and industrial lots grew by 107% in 2012 to Php2.47 billion, largely due to the sale of 25 commercial lots in NUVALI. However, GP margins dropped to 50% from 54% as the institutional raw land sale to Miriam College in NUVALI carried a lower margin.

Commercial Leasing. Commercial Leasing includes the Company's Shopping Center and Office Leasing operations. Total revenues for Commercial Leasing amounted to Php12.46 billion in 2012, 12% higher than the Php11.12 billion recorded the previous year.

Revenues from Shopping Centers increased by 11% to Php9.49 billion in 2012, driven by higher average lease rates and expanded gross leasable area (GLA). Average lease rates rose in 2012 by 3% brought about by negotiated and programmed rental escalations. The retail environment remained buoyant as same-store sales for building and land leases increased by 6% and 12%, respectively. The opening of Harbor Point Mall in Subic, Centrio Mall in Cagayan de Oro and the New Glorietta, resulted in an 8% expansion in occupied GLA. The earnings before interest, taxes, depreciation and amortization (EBITDA) margin of shopping centers increased to 62% from 60% the previous year due to improved mall operations and effective management of direct operating expenses. Average occupancy rate across all malls slightly dropped to 94% compared with 96% in 2011 due to the additional GLA from newly-opened malls.

Revenues from Office leasing operations rose by 14% to Php2.97 billion in 2012 from Php2.60 billion the previous year. Revenue growth was attained due to higher lease rates and occupied GLA of business process outsourcing (BPO) office spaces, which grew by 19% year-on-year (an increase of 56,161 square meters). Total available BPO GLA reached 354,822 square meters as of year-end, while average BPO lease rates remained steady at Php589 per square meter. This was achieved despite a change in the portfolio mix as some of the increase in occupied GLA were in provincial (and therefore lower rent) locations. The improvement in occupied BPO space accounted for the two percentage-point improvement in the EBITDA margin of the total office portfolio, which reached 82% in 2012.

Hotels and Resorts. Revenues of the Company's Hotels and Resorts business improved by 9% to Php2.45 billion in 2012. This is attributed to a 4% improvement in revenues per available room (REVPAR) for the hotel portfolio and a 30% improvement in REVPAR for the El Nido chain of resorts. A total of 42 island resort rooms in Pangulasian Island augmented the existing 150 leisure accommodations in the El Nido resort in Palawan, while Fairmont and Raffles Hotel in Makati added 312 rooms, and Seda Hotel BGC and Seda Hotel Cagayan de Oro added 179 rooms and 150 rooms, respectively. The Hotels and Resorts portfolio now operates a total of 1,467 hotel rooms including premium brands Hotel InterContinental Manila and Cebu City Marriott. EBITDA margins for Hotels and Resorts however declined to 15% from 29% due to pre-operating costs of the newly-opened facilities. The Company is set to unveil a new Holiday Inn & Suites hotel in Makati by the second quarter of 2013 and two more Seda hotels, in Davao and NUVALI, by the end of 2013 which collectively will add another 647 rooms to the total inventory.

Services. Services, comprised of the Company's wholly-owned Construction and Property Management businesses, generated combined revenues (net of inter-company eliminations) of Php5.33 billion in 2012. This was 15% lower than the Php6.26 billion posted in 2011 following Makati Development Corporation's deliberate move to focus on Ayala Land projects. Only revenues from third-party contracts are reflected as construction revenues in consolidated Company accounts. Before inter-company eliminations, construction revenues actually increased by 40% to Php19.24 billion compared to Php13.77 billion in 2011, while Property Management revenues grew 2% to Php1.14 billion in 2012 due to higher carpark revenues, compared with Php1.11 billion the previous year. The blended EBITDA margin for Services declined by one percentage-point to 7%, due to lower margins from internal contracts.

Equity in Net Earnings of Investees, Interest, Fees, Investment and Other Income

Equity in Net Earnings from Investees rose by 38% to Php536 million in 2012 from Php389 million the previous year, mainly as a result of higher contributions from FBDC companies. Interest, Investment and Other Income meanwhile grew by 166% to Php4.69 billion in 2012 compared with the Php1.76 billion the previous year. The increase was accounted for mostly by higher average cash balance, increase in management fees and the accretion of interest income.

Expenses

Total expenses amounted to Php45.39 billion in 2012, 26% more than the Php36.07 billion incurred in 2011. Cost of Sales from Real Estate, which accounted for the bulk of expenses, rose 23% year-on-year to Php37.03 billion. GAE meanwhile grew by 26% to Php4.73 billion, partly because of the increase in manpower-related expenses for the new hotels and resorts facilities. Nevertheless, GAE-to-revenue ratio remained at 8% in 2012. Interest Expense, Financing and Other Charges increased by 57% year-on year to Php3.63 billion, mostly due to higher debt levels. While total financing charges increased, the average cost of the Company's consolidated debt decreased to 5.4%, from 6.3% in 2011.

Project and Capital Expenditure

The Company spent a record high of Php71.29 billion in capital expenditures in 2012, 138% more than the Php29.91 billion spent the previous year. Residential development accounted for 23% of the total, while 57% was spent for land acquisition, which includes Php22.6 billion initial payment made in November for the 74-hectare Food Terminal Inc. property located in Taguig City. Shopping centers, hotels and resorts, offices and other land development activities accounted for the balance of 10%, 7%, 2% and 1%, respectively. For 2013, the Company has allotted another Php65.5 billion for capital expenditures primarily earmarked for the completion of ongoing developments and launches of new residential and leasing projects, which will help sustain the Company's growth trajectory over the coming years. The total value of the 69 projects that are expected to be launched this year is estimated to be at around Php129 billion.

Financial Condition

The Company's balance sheet remained strong with sufficient capacity to carry out its aggressive growth plans in the following years. Strong cash inflows from the successful pre-sales of various residential launches as well as proceeds from the Php3.0 billion notes and Php15.0 billion bonds, as well as the Php1.0 billion Homestarter Bond issued in 2012 brought Cash and Cash Equivalents to Php32.14 billion. Current Ratio stood at 1.41: 1, with total borrowings at Php74.78 billion as of December 2012. Debt-to-Equity Ratio was at 0.91: 1 while Net Debt-to-Equity Ratio increased to 0.51: 1. Return on equity increased one-percentage point year-on-year to 13% in 2012.

Retained earnings amounting to P6.0 billion was appropriated for future expansion. The amount represents a continuing appropriation for land banking activities and planned building construction projects(see Note 20 of AFS). The Company has earmarked additional funds for expansion projects in the residential, shopping centers, office and hotel business segments, as well as various infrastructure projects for Ayala Land's mixed-use developments. Each year ALI incurs residential capital expenditures for property development which includes among others land banking and building construction projects. The annual appropriation by ALI is being fully utilized to cover part of the annual expenditure requirement of the Company. In 2013, it is expected that the capital expenditure requirement will exceed the P6.0 billion appropriation, hence the Company will provide future appropriation as the need arises.

Ayala Land's retained earnings available for dividend declaration as of December 31, 2012 and 2011 amounted to P19.9 billion and P19.2 billion, respectively. On February 19, 2013, the Company declared cash dividends at P0.14787806 per common share, payable on March 19, 2013 to stockholders of common shares as of record date on March 5, 2013.

Key Financial Performance Indicators

The table below sets forth the comparative performance indicators of the Company and its majority-owned subsidiaries:

	<i>End-December 2012 (As restated)</i>	<i>End-December 2011 (As restated)</i>
Current ratio ¹	1.41:1	1.64:1
Debt-to-equity ratio ²	0.91:1	0.63:1
Net debt-to-equity ratio ³	0.51:1	0.19:1
Profitability Ratios:		
Return on assets ⁴	5.3%	6.0%
Return on equity ⁵	13%	12.0%
Asset to Equity ratio ⁶	2.66:1	2.19:1
Interest Rate Coverage Ratio ⁷	6.7	7.4

¹ Current assets / current liabilities

² Total debt/ stockholders' equity attributable to equity holders of ALI (Total debt includes short-term debt, long-term debt and current portion of long-term debt)

³ Net debt/ stockholders' equity attributable to equity holders of ALI (Net debt is total debt less cash and cash equivalents, short term investments and financial assets through fvpl)

⁴ Total Net income / average total assets

⁵ Net income attributable to equity holders of ALI / average total stockholders' equity attributable to equity holders of ALI

⁶ Total Assets /Total stockholders' equity

⁷ EBITDA/Interest expense

Material changes (+/- 5% or more) in the financial statements

Income Statement Items – 2012 versus 2011

22% increase in real estate revenues

Mainly due to higher sales from newly launched residential projects such as Park Terraces, Abreeza Residences and Serendra West Tower of Ayala Land Premier and Centera Towers and Parkway Settings of Nuvali, and growth in leasing and hotel businesses.

152% increase in interest and investment income

Mainly due to one-off remeasurement gain of previously held equity interest in ALI Makati Hotels & Residences Inc. (AMHRI) and ALI Makati Hotel Property Inc. (AMHPI) and higher interest income.

38% increase in equity in net earnings of associates and joint ventures

Largely due to higher contribution from FBDC companies.

45% decrease in other income

Mainly due to higher development management fees and foreign exchange gains.

23% increase in real estate costs and expenses

Mainly due to higher real estate revenues and consolidation of AMHRI and AMHPI.

26% increase in general and administrative expenses

Primarily due to higher payroll costs and start up costs for new hotels.

56% increase in interest expense and other financing charges

Mainly due to higher debt levels.

68% increase in other charges

Largely due to provisions for impairment.

15% increase in provision for income tax

Mainly due to higher taxable income for the period.

27% increase in net income attributable to non-controlling interests

Primarily due to higher income from NUVALI companies.

Balance Sheet Items – 2012 versus 2011

18% increase in cash and cash equivalents

Mainly proceeds from the issuance of new common shares and fixed rate bonds, sale of account receivables, increased collections and loan availments.

92% decrease in short-term investments

Primarily due to maturity of short-term investments.

100% increase in financial assets at fair value through profit or loss

Mainly due to reclassification of investment in Arch Capital Asian Partners L.P

52% increase in accounts and notes receivables (net)

Largely due to launch of new projects and higher bookings.

19% increase in real estate inventories

Mainly due to incremental project completion of existing and new projects.

138% increase in other current assets

Mainly due to prepayments on Alveo and Avida land acquisitions.

80% increase in non-current accounts and notes receivables

Largely due to increased sales of Ayala Land Premier, Avida and higher bookings of Alveo projects.

33% decrease in available-for-sale financial assets

Largely due to sale of fixed income securities of ALI-Parent.

161% increase in land and improvements

Mainly due to acquisition of Food Terminal Inc. property.

21% increase in investment properties

Largely due to new projects such as Holiday Inn & Suites Makati, Seda Hotels, Centrio Mall and Ayala Center redevelopment.

174% increase in property and equipment

Mainly due to acquisition of AMHRI & AMHPI.

40% increase in deferred tax assets

Mainly due to difference between tax and book basis of accounting for real estate transactions.

30% increase in other noncurrent assets

Mainly due to exploratory expenses and goodwill on hotel acquisition.

42% increase in accounts and other payables

Primarily due to increase in trade payables with the completion of existing and new projects

84% increase in short-term debt

Mainly due to new loan availment of ALI-Parent, Alveo, Avida and ALI Property Partners Corporation (APPCO).

235% increase in income tax payable

Largely due to higher taxable income

254% increase in current portion of long-term debt

Primarily due to ALI-Parent bond payables.

248% increase in deposits and other current liabilities

Mainly due to increase in customer deposits.

83% increase in long-term debt – net of current portion

Mainly due to new issuance of fixed rate bonds and higher interest expense.

96% increase in pension liabilities

Primarily due to higher contribution of companies with net liability position.

37% increase in deferred tax liabilities

Mainly due to fair value adjustments arising from business combination.

121% increase in deposits and other noncurrent liabilities

Primarily due to increase in customer and security deposits, and deferred income from projects.

80% increase in paid up capital

Mainly due to top up placement amounting to P12.2 billion.

14% increase in retained earnings

Mainly due to increase in income.

8% decrease in stock options outstanding
Primarily due to issuance of ESOP shares.

142% increase in actuarial loss on pension obligation
Primarily due to impact of revised PAS19 related to employee benefits.

28% decrease in net unrealized gain on available-for-sale financial assets
Primarily due to sale of fixed income securities, and lower revaluation on preferred shares of Ayala Corporation

158% increase in treasury stock
Largely attributed to redemption of preferred shares.

Liquidity and Capital Resources – 2012

The Company sourced its capital requirements through a combination of internally generated cash, pre-selling and bank borrowings. Ayala Land's fundamentals remained unchanged and its balance sheet continued to reflect strength and stability. Cash flow from existing operations and borrowings were used for ALI's (consolidated) project and capital expenditures aggregating P71.3 billion. Cash and cash equivalents (including short-term investments) stood at P32.1 billion while current ratio was at 1.41:1.

Guided by prudent financing strategies, ALI kept its borrowings at low levels, placing bank debt-to-equity ratio at 0.91:1. Total borrowings registered at P74.8 billion, the bulk of which is long-term and peso-denominated.

Factors which may have material impact in Company's operations

Economic factors

The economic situation in the Philippines significantly affects the performance of the Company's businesses. For certain business lines, more particularly the residential products, the Company is sensitive to changes in domestic interest and inflation rates. Higher interest rates tend to discourage potential buyers of residential units as mortgages become unaffordable to them. An inflationary environment will adversely affect the Company, as well as the real estate industry, by increases in costs such as land acquisition, labor and materials. Although the Company may pass on the additional costs to buyers, there is no assurance that this will not significantly affect the Company's sales.

Competition (Please refer to "Competition" section in Item 1.)

Project & Capital Expenditures (consolidated)

The Company's consolidated project & capital expenditures for 2013 amounted to P66.3 billion, broken down as follows:

Residential	32%
Land acquisition and development	44%
Shopping Centers	12%
Hotels and Resorts	2%
Offices	8%
Others	<u>2%</u>
	100%

For 2014, the Company budgeted P70.0 billion* for consolidated project and capital expenditures, broken down as follows:

Residential	36%
Shopping centers	17%
Land acquisition and development	29%
Hotels and Resorts	4%
Offices	7%
Others	<u>7%</u>
	100%

* *Project and capital expenditures will be funded from existing cash and cash from operations, pre-selling and additional borrowings; excludes capital expenditures of unconsolidated affiliates*

Item 7. Financial Statements

The 2013 consolidated financial statements of the Company are incorporated herein in the accompanying Index to Exhibits.

Foreign Exchange Gains/Losses

Net foreign exchange loss arising from foreign exchange transactions amounted to P369.1 million for the year ended December 31, 2013.

Interest & Other Financing Charges and Other Charges

Interest and other charges in 2013 amounted to P4.79 billion, breakdown of which is provided in Note 22 of the 2013 consolidated financial statements which is incorporated herein in the accompanying Index to Exhibits.

Receivables

Accounts and Notes receivable as of end-2013 amounted to P60.4 billion, breakdown of which is provided in Notes 7 and 29 of the 2013 consolidated financial statements.

Accounts and Other Payables

Accounts and Other Payables as of end-2013 amounted to P79.48 billion, breakdown of which is provided in Notes 16 and 29 of the 2013 consolidated financial statements.

General and Administrative Expenses

General and Administrative expenses in 2013 amounted to P5.93 billion, breakdown of which is provided in Notes 22, 26 and 28 of the 2013 consolidated financial statements.

Item 8. Information on Independent Accountant and Other Related Matters

Independent Public Accountants

In 2013, the principal accountants and external auditors of the Company is the accounting firm of SyCip, Gorres, Velayo & Company (SGV & Co.).

Pursuant to the General Requirements of SRC Rule 68, Par. 3 (Qualifications and Reports of Independent Auditors), the Company has engaged SGV & Co. as external auditor, and Ms. Jessie D. Cabaluna has been the Partner In-charge effective audit year 2011.

External Audit Fees and Services

Audit and Audit-Related Fees

Ayala Land and its subsidiaries paid its external auditors the following fees in the past two years: *(in P million; with VAT)*

	Audit & Audit-related Fees	Tax Fees	Other Fees
2013	17.6*	-	-
2012	17.6*	-	-

* Pertains to audit fees; no fees for other assurance and related services

Tax Fees

Tax consultancy services are secured from entities other than the appointed external auditor.

Under paragraph D.3.1 of the ALI Audit and Risk Committee Charter, the Audit and Risk Committee (composed of Oscar S. Reyes, Chairman, Mercedita S. Nolleto, Jaime C. Laya and Aurelio R. Montinola III) recommends to the Board the appointment of the external auditor and the fixing of audit fees. The Board then recommends to the stockholders, for their approval, the said recommendation.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Adoption of New and Amended Accounting Standards and Interpretations

The accounting policies adopted in the preparation of the Group's consolidated financial statements are consistent with those of the previous financial year except for the adoption of the following amended PFRS which became effective January 1, 2013.

The Group applied, for the first time, certain standards and amendments that require restatement of previous financial statements. These include PFRS 10, Consolidated Financial Statements, PFRS 11, Joint Arrangements, PAS 19, Employee Benefits (Revised 2011), PFRS 13, Fair Value Measurement and amendments to PAS 1, Presentation of Financial Statements. In addition, the application of PFRS 12, Disclosure of Interests in Other Entities, resulted in additional disclosures in the consolidated financial statements.

The nature and the impact of each new standard and amendment are described below:

PFRS 7, *Financial instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities* (Amendments)

These amendments require an entity to disclose information about rights of set-off and related arrangements (such as collateral agreements). The new disclosures are required for all recognized financial instruments that are set off in accordance with PAS 32. These disclosures also apply to recognized financial instruments that are subject to an enforceable master netting arrangement or 'similar agreement', irrespective of whether they are set-off in accordance with PAS 32. The amendments require entities to disclose, in a tabular format, unless another format is more appropriate, the following minimum quantitative information. This is presented separately for financial assets and financial liabilities recognized at the end of the reporting period:

- a) The gross amounts of those recognized financial assets and recognized financial liabilities;
- b) The amounts that are set off in accordance with the criteria in PAS 32 when determining the net amounts presented in the statement of financial position;
- c) The amounts subject to an enforceable master netting arrangement or similar agreement that are not otherwise included in (b) above, including:
 - i. Amounts related to recognized financial instruments that do not meet some or all of the offsetting criteria in PAS 32; and
 - ii. Amounts related to financial collateral (including cash collateral); and
- d) The net amount after deducting the amounts in (b) from the amounts in (c) above.

The amendments affect disclosures only and have no impact on the Group's financial position or performance. The additional disclosures required by the amendments are presented in Note 29 to the financial statements.

PFRS 10, Consolidated Financial Statements

The Group adopted PFRS 10 in the current year. PFRS 10 replaced the portion of PAS 27, *Consolidated and Separate Financial Statements* that addressed the accounting for consolidated financial statements. It also included the issues raised in SIC 12, *Consolidation - Special Purpose Entities*. PFRS 10 established a single control model that applied to all entities including special purpose entities. The changes introduced by PFRS 10 require management to exercise significant judgment to determine which entities are controlled, and therefore, are required to be consolidated by a parent, compared with the requirements that were in PAS 27.

The application of PFRS 10 affected the accounting for the Group's interest in NTDCC, CHI, ACC, BGW, BGS and BGN. For all financial years up to December 31, 2012, these entities were accounted for using the equity method. NTDCC, CHI, ACC were considered to be an associate under the previously existing PAS 28, *Investments in Associates*, while BGW, BGS and BGN were considered to be an associate under the previously existing PAS 31, *Interests in Joint Ventures*. At the date of initial application of PFRS 10, the Group assessed that it controls NTDCC, CHI, ACC, BGW, BGS and BGN based on the factors explained in Note 3, Judgments and Estimates.

The Group consolidated the financial statements of NTDCC, CHI, ACC, BGW, BGS and BGN based on its equity interest and accounted for the balance as non-controlling interests (NCI).

The assets, liabilities and equity of entities affected have been retrospectively consolidated in the financial statements of the Group. Noncontrolling interests have been recognized at a proportionate share of the net assets of the subsidiary. The opening balances at January 1, 2012 and comparative information for years ended December 31, 2012 and 2011 have been restated in the consolidated financial statements.

Adoption of PFRS 10 has no impact on the Company's EPS. These amounts have considered preliminary purchase price allocation for the entities in which it has obtained control.

PFRS 11, Joint Arrangements

PFRS 11 replaced PAS 31, *Interests in Joint Ventures*, and SIC 13, *Jointly Controlled Entities - Non-Monetary Contributions by Venturers*. PFRS 11 removed the option to account for jointly controlled entities using proportionate consolidation. Instead, jointly controlled entities that meet the definition of a joint venture must be accounted for using the equity method.

The Company has conducted an assessment of the impact of PFRS 11 on its jointly controlled entities. It was concluded that its jointly controlled entities namely Emerging City Holdings, Inc. and Berkshires Holdings, Inc. are treated as Joint Ventures. The Company has also concluded that its interest in MDC-First Balfour Joint Venture is considered as a Joint Operation as the parties have the rights to the assets and obligations for the liabilities in proportion to the interest agreed by the parties as stipulated in the Joint Venture Agreement.

PFRS 12, Disclosure of Interests in Other Entities

PFRS 12 sets out the requirements for disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. The requirements in PFRS 12 are more comprehensive than the previously existing disclosure requirements for subsidiaries (for example, where a subsidiary is controlled with less than a majority of voting rights). While the Group has subsidiaries with material noncontrolling interests, there are no unconsolidated structured entities. PFRS 12 disclosures are provided in Note 12.

PFRS 13, Fair Value Measurement

PFRS 13 establishes a single source of guidance under PFRSs for all fair value measurements. PFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under PFRS. PFRS 13 defines fair value as an exit price. PFRS 13 also requires additional disclosures.

As a result of the guidance in PFRS 13, the Group re-assessed its policies for measuring fair values, in particular, its valuation inputs such as non-performance risk for fair value measurement of liabilities. The Group has assessed that the application of PFRS 13 has not materially impacted the fair value measurements of the Group. Additional disclosures, where required, are provided in the individual notes relating to the assets and liabilities whose fair values were determined. Fair value hierarchy is provided in Note 29.

PAS 1, *Presentation of Financial Statements - Presentation of Items of Other Comprehensive Income or OCI* (Amendments)

The amendments to PAS 1 introduced a grouping of items presented in OCI. Items that will be reclassified (or “recycled”) to profit or loss at a future point in time (for example, upon derecognition or settlement) will be presented separately from items that will never be recycled. The amendments affect presentation only and have no impact on the Group’s financial position or performance.

PAS 19, *Employee Benefits* (Revised)

Amendments to PAS 19 range from fundamental changes such as removing the corridor mechanism and the concept of expected returns on plan assets to simple clarifications and rewording. The revised standard also requires new disclosures such as, among others, a sensitivity analysis for each significant actuarial assumption, information on asset-liability matching strategies, duration of the defined benefit obligation, and disaggregation of plan assets by nature and risk. The amendments become effective for annual periods beginning on or after January 1, 2013. Once effective, the Group has to apply the amendments retroactively to the earliest period presented.

The Group reviewed its existing employee benefits and determined that the amended standard has significant impact on its accounting for retirement benefits. The Group obtained the services of an external actuary to compute the impact to the consolidated financial statements upon adoption of the standard.

Equity in net earnings from investments in associates and jointly controlled entities will not have an impact in net income attributable to owners of the Company and EPS for the years ended December 31, 2013 and 2012 and January 1, 2012.

The Group assessed the impact of the revised standard to the retained earnings as immaterial.

PAS 27, *Separate Financial Statements* (as revised in 2011)

As a consequence of the issuance of the new PFRS 10, *Consolidated Financial Statements*, and PFRS 12, *Disclosure of Interests in Other Entities*, what remains of PAS 27 is limited to accounting for subsidiaries, jointly controlled entities, and associates in the separate financial statements. The adoption of the amended PAS 27 did not have a significant impact on the separate financial statements of the entities in the Group.

PAS 28, *Investments in Associates and Joint Ventures* (as revised in 2011)

As a consequence of the issuance of the new PFRS 11, *Joint Arrangements*, and PFRS 12, *Disclosure of Interests in Other Entities*, PAS 28 has been renamed PAS 28, *Investments in Associates and Joint Ventures*, and describes the application of the equity method to investments in joint ventures in addition to associates.

Philippine Interpretation IFRIC 20, *Stripping Costs in the Production Phase of a Surface Mine*

This interpretation applies to waste removal (stripping) costs incurred in surface mining activity, during the production phase of the mine. The interpretation addresses the accounting for the benefit from the stripping activity. This new interpretation is not relevant to the Group.

PFRS 1, First-time Adoption of International Financial Reporting Standards – *Government Loans* (Amendments)

The amendments to PFRS 1 require first-time adopters to apply the requirements of PAS 20, *Accounting for Government Grants and Disclosure of Government Assistance*, prospectively to government loans existing at the date of transition to PFRS. However, entities may choose to apply the requirements of PAS 39, *Financial Instruments: Recognition and Measurement*, and PAS 20 to government loans retrospectively if the information needed to do so had been obtained at the time of initially accounting for those loans. These amendments are not relevant to the Group.

PART IV – MANAGEMENT AND CERTAIN SECURITY HOLDERS

Item 9. Directors and Executive Officers of the Registrant * (As of Dec. 31, 2013)

The write-ups below include positions currently held by the directors and executive officers, as well as positions held during the past five years.

Board of Directors **

Fernando Zobel de Ayala	Jaime C. Laya ***
Jaime Augusto Zobel de Ayala	Aurelio R. Montinola III
Antonino T. Aquino	Mercedita S. Nolleto
Francis G. Estrada ***	Oscar S. Reyes ***
Delfin L. Lazaro	

Fernando Zobel de Ayala, Filipino, 53, has served as Chairman of the Board of ALI since April 1999. He is the President and Chief Operating Officer of Ayala Corporation. He is also Chairman of Manila Water Company, Inc., AC International Finance Ltd., AC Energy Holdings, Inc., and Hero Foundation, Inc.; Co-Chairman of Ayala Foundation, Inc.; Director of Bank of The Philippine Islands, Globe Telecom, Inc., Integrated Micro-Electronics, Inc., LiveIt Investments, Ltd., Ayala International Holdings Limited, Honda Cars Philippines, Inc., Isuzu Philippines Corporation, Pilipinas Shell Petroleum Corp., Manila Peninsula and Habitat for Humanity International; Member of The Asia Society, INSEAD East Asia Council, Chairman of Habitat for Humanity's Asia-Pacific Capital Campaign Steering Committee; and Member of the Board of Trustees of Caritas Manila, Pilipinas Shell Foundation, Kapit Bisig para sa Ilog Pasig Advisory Board and National Museum.

Jaime Augusto Zobel de Ayala, Filipino, 54, has served as a Director, Vice Chairman and member of the Executive Committee of ALI since June 1988. He also holds the following positions: Chairman and CEO of Ayala Corporation; Chairman of Globe Telecom, Inc., Bank of the Philippine Islands, and Integrated Micro-Electronics, Inc.; Co-Chairman of Ayala Foundation, Inc.; Vice Chairman of AC Energy Holdings, Inc.; Chairman of Harvard Business School Asia-Pacific Advisory Board and Asia Business Council; Vice Chairman of the Makati Business Club, and member of the Harvard Global Advisory Council, Mitsubishi Corporation International Advisory Committee, JP Morgan International Council, International Business Council of the World Economic Forum; Philippine Representative for APEC Business Advisory Council. He graduated with B.A. in Economics (with honours) degree from Harvard College in 1981 and obtained an MBA from the Harvard Graduate School of Business in 1987.

Antonino T. Aquino, Filipino, 66, has served as Director and President of ALI since April 2009. He also holds the following positions: Senior Managing Director of Ayala Corporation; Chairman of Alveo Land Corp., Cebu Holdings, Inc., Cebu Property Ventures & Development Corp., Ayala Hotels, Inc., Makati Development Corp., North Triangle Depot Commercial Corp., and Station Square East Commercial Corp.; President of Fort Bonifacio Development Corp., Alabang Commercial Corp., Accendo Commercial Corp., Aurora Properties, Inc., Ceci Realty, Inc., and Vesta Property Holdings, Inc.; Director of Manila Water Company, Inc. He also serves as a member of the board of various corporate social responsibility foundations such as Ayala Foundation, Inc., Makati Commercial Estate Association, Inc., Hero Foundation, Inc. and Bonifacio Arts Foundation, Inc.. He also served as President of Manila Water Company, Inc., and Ayala Property Management Corporation and a Business Unit Manager in IBM Philippines, Inc. He was named "Co-Management Man of the Year 2009" by the Management Association of the Philippines for his leadership role in a very successful waterworks privatization and public-private sector partnership.

Francis G. Estrada, Filipino, 64, has served as Independent Director of ALI since April 2008. His other significant positions are: Independent Director of Philamlife and General Insurance Co. (Chairman, Risk Management Committee; Member of the Audit and Investment Committees); Director and Member, Technology Committee of Rizal Commercial Banking Corporation; Director, Chairman of the Risk Management and Member of the Audit Committees of RCBC Savings Bank; Director and Member of the Risk Management Committee of Engineering Equipment, Inc.; Chairman of the Board of Visitors of the Philippine Military Academy; Vice-Chairman, Trustee and Fellow of the Institute of Corporate Directors; Director and Member of the Audit Committee of Clean Air Asia, Inc.; Trustee of the Sociedad Espanola de Beneficiencia; Director of the Maximo T. Kalaw Foundation; Vice Chairman and Trustee of Bancom Alumni, Inc.; Fellow, Institute for Solidarity in Asia; former Chairman of De La Salle University Board of Trustees; former Member of the National Mission Council and Chairman of the Investment Committee of De La Salle Philippines; former President of the Asian Institute of Management; Most Outstanding Alumnus of the Asian Institute of Management in 1989.

Delfin L. Lazaro, Filipino, 67, has served as member of the Board of ALI since April 1996. His other significant positions include: Chairman of Philwater Holdings Company, Inc., Atlas Fertilizer & Chemicals Inc., Chairman and President of Michigan Power, Inc., and A.C.S.T. Business Holdings, Inc.; Chairman of Azalea Intl. Venture Partners, Ltd.; Director of Integrated Micro-Electronics, Inc., Manila Water Co., Inc., Ayala DBS Holdings, Inc., AYC Holdings, Ltd., Ayala International Holdings, Ltd., Bestfull Holdings Limited, AG Holdings, AI North America, Inc., Probe Productions, Inc. and Empire Insurance Company; and Trustee of Insular Life Assurance Co., Ltd.

Jaime C. Laya, Filipino, 74, has served as an Independent Director of ALI since 2010. He is the Chairman of the Board of Directors and President of Philippine Trust Company (Philtrust Bank). He is also an Independent Director of GMA Network, Inc. and Philippine AXA Life Insurance Co., Inc.; a regular Director of Philippine Ratings Services Corporation; and Trustee of Cultural Center of the Philippines, St. Paul's University – Quezon City, Ayala Foundation, Inc., Fundación Santiago, and other non-profit, non-stock corporations. He has served as Minister of the Budget, Minister of Education, Culture and Sports, Governor of the Central Bank of the Philippines, Chairman of the National Commission for Culture and the Arts, and Professor and Dean of Business Administration of the University of the Philippines.

Aurelio R. Montinola III, Filipino, 62, has served as member of the Board of ALI since February 2005. He was a former President and CEO of Bank of the Philippine Islands. His other affiliations, among others, include: Chairman of BPI Direct Savings Bank, Inc., BPI Computer Systems, Inc., BPI/MS Insurance Corp., BPI-Philam Life Assurance Corp., BPI Europe Plc., Amon Trading Corporation; Vice Chairman and President of the BPI Foundation, Inc.; Vice Chairman of the Asia/Pacific Regional Advisory Board of Mastercard Incorporated, Lafarge Republic, Inc., LGU Guarantee Corp., Far Eastern University and Philippine Business for Education, Inc.; Director of the BPI Capital Corporation, BPI Family Savings Bank, Inc.; and Member of the Management Association of the Philippines; and Trustee of the Makati Business Club, and Ayala Foundation, Inc.

Mercedita S. Nollado, Filipino, 72, has served as Director of ALI since May 1994. She currently holds the following positions: Chairman of BPI Investment Management, Inc. and Ayala Group Legal; Director of Anvaya Cove Beach and Nature Club, Inc., Honda Cars Cebu, Inc., Honda Cars Makati, Inc., Isuzu Automotive Dealership, Inc., Isuzu Cebu, Inc., Ayala Automotive Holdings Corporation, Bank of the Philippine Islands, BPI Capital Corporation, and BPI Family Savings Bank; member of the Board of Trustees of Ayala Foundation, Inc. and BPI Foundation, Inc.; and President of Sonoma Properties, Inc. She also served as a Director of Ayala Corporation from 2004 to September 2010.

Oscar S. Reyes, Filipino, 66, has served as an Independent Director of ALI since April 2009. He is a member of the Board of Directors of the Bank of the Philippine Islands, Manila Water Company, Inc., Philippine Long Distance Telephone Company (Advisory Board), Smart Communications, Inc., Pepsi Cola Products Philippines, Inc. (Chairman), Sun Life Financial Phils., Inc., Sun Life Prosperity Funds, Basic Energy Corporation and Alcorn Gold Resources Corporation, Petrolift, Inc., among other firms. He is also the President and Chief Executive Officer of Manila Electric Company, President of Meralco PowerGen Corporation and Chairman of Meralco Industrial Engineering Services Corporation (MIESCOR), CIS Bayad Center, Meralco Energy Inc., Redondo Peninsula Energy Inc., and Link Edge, Inc. Prior to these posts, he served as Country Chairman of the Shell Companies in the Philippines. He is a member of the Board of Trustees of One Meralco Foundation, Inc., SGV Foundation, Inc., El Nido Foundation, Inc., and Pilipinas Shell Foundation, Inc.

* *None of the directors and members of the ALI's management owns 2.0% or more of the outstanding capital stock of the Company.*

** *Term of Office of the Members of the Board of Directors commence on the date of their election as Directors for a period of one year or until successors are elected or duly qualified.*

*** *Independent directors*

Nominees to the Board of Directors for election at the stockholders' meeting:

All incumbent directors except Mercedita S. Nolloedo, Aurelio R. Montinola III and Oscar S. Reyes.

Bernard Vincent O. Dy, Filipino, 50, is the Executive Vice President & Chief Operating Officer of Ayala Land, Inc. He is also a member of the Management Committee. Currently, he is the Head of the Residential Business, Commercial Business and Corporate Marketing and Sales of ALI. His other significant positions include: Chairman of Ayala Land International Sales, Inc., Anvaya Cove Golf & Sports Club, Inc. and Amicassa Process Solutions, Inc., Vice Chairman of Avida Land Corp. and Alveo Land Corporation, President of Serendra, Inc., and Varejo Corporation. Director of Fort Bonifacio Development, Ayala Land Sales, Inc., Bellavita Land Corporation, Amaia Land Corporation, North Triangle Depot Commercial Corporation, Alabang Commercial Corporation, Station Square East Commercial Corporation, Ayala Greenfield Golf & Leisure Club, and Philippine FamilyMart CVS, Inc., Treasurer of SIAL Specialty Retailers, Inc. and SIAL CVS Retailers, Inc.

Rizalina G. Mantaring, Filipino, 54, is the country head for the Sun Life Financial group of companies in the Philippines, President and CEO of the flagship Sun Life of Canada (Philippines) Inc., and a board member of Sun Life of Canada (Philippines) Inc., Sun Life Financial Plans, Sun Life Asset Management Co. Inc., Sun Life Financial Philippine Holding Co. Inc., Sun Life Grepa Financial, Inc. and Grepalife Asset Management Corporation. She is also the Chair of Sun Life Financial-Philippines Foundation, Inc. She is an independent director of Microventures Foundation Inc. and a member of the Makati Business Club, Management Association of the Philippines, Financial Executives of the Philippines and Women Corporate Directors Philippines. In 2010, she was selected as one of the 100 Most Outstanding Alumni of the past century by the University of the Philippines College of Engineering. In 2011, she was named by Moneysense Magazine as one of the 12 Most Influential in Personal Finance. She is also a recipient of the 2011 CEO EXCEL award given by the International Association of Business Communicators.

Vincent Y. Tan, Filipino, 63, is an Executive Vice President and Head of the Planning Group of ALI. He is a member of the Management Committee of ALI and Director of the following companies: Ayala Greenfield Golf & Leisure Club, Inc., Ayala Property Partners Corporation, First Gateway Real Estate Corporation, Glensworth Development, Inc., One Dela Rosa Property Development, Inc., Gisborne Property, Inc., UP North Property Holdings, Inc., Station Square East Commercial Corp., North Triangle Depot Commercial Corporation.

Management Committee Members / Key Executive Officers

Antonino T. Aquino*	President and Chief Executive Officer
Bernard Vincent O. Dy**	Executive Vice President & Chief Operating Officer
Vincent Y. Tan**	Executive Vice President
Arturo G. Corpuz	Senior Vice President
Raul M. Irlanda	Senior Vice President
Jose Emmanuel H. Jalandoni	Senior Vice President
Emilio J. Tumbocon	Senior Vice President
Jaime E. Ysmael	Senior Vice President & Chief Finance Officer
Dante M. Abando	Vice President
Ruel C. Bautista***	Vice President
Augusto D. Bengzon	Vice President & Treasurer
Aniceto V. Bisnar, Jr.	Vice President
Manuel A. Blas II	Vice President
Maria Corazon G. Dizon	Vice President
Anna Ma. Margarita B. Dy	Vice President
Steven J. Dy	Vice President
Jose Juan Z. Jugo	Vice President
Robert S. Lao	Vice President
Michael Alexis C. Legaspi	Vice President
Joselito N. Luna	Vice President
Christopher B. Maglanoc	Vice President
Francis O. Monera	Vice President
Rodelito J. Ocampo	Vice President
Ma. Rowena Victoria M. Tomeldan	Vice President
Solomon M. Hermosura	Corporate Secretary
Sheila Marie U. Tan****	Assistant Corporate Secretary

*Member of the Board

**Nominee to the Board of Directors

***Retired effective December 31, 2013

****On leave effective November 1, 2013

Arturo G. Corpuz, Filipino, 58, is a Senior Vice President and member of the Management Committee of ALI since 2008. He heads the Urban and Regional Planning Division and the Central Land Acquisition Unit of ALI. He is a Trustee of the Makati Parking Authority and a member of the Board of Aurora Properties, Inc. and of Vesta Properties Holdings, Inc. He is a former President of the Philippine Economic Society and a Fellow of the Foundation for Economic Freedom and the Philippine Institute of Environmental Planning.

Raul M. Irlanda, CFM, Filipino, 58, is a Senior Vice-President of Ayala Land Inc. and a member of the Management Committee. He is the Chairman and Board Member of Ayala Property Management Corporation (APMC), President and Chief Executive Officer and Director of Philippine Integrated Energy Solutions Inc. (PhilEnergy) and DirectPower Service, Inc., Board Member of Makati Development Corporation (MDC) and MDC BuildPlus. He is also Vice-President and Director of Tower One Condominium Corporation, and the first and only Filipino Certified Facility Manager (CFM) by the International Facility Management Association (IFMA), Governor of Ayala Center Estate Association (ACEA) and Makati Commercial Estate Association Inc. (MaCEA) also the head of Ayala Security Force (ASF), and Trustee YMCA Makati.

Jose Emmanuel H. Jalandoni, Filipino, 46, is a Senior Vice President and member of the Management Committee of ALI. He is the Head of Hotels and Resorts, and Head of Commercial Offices. His significant positions include: President and CEO of Ayala Hotels, Inc. and AyalaLand Hotels and Resorts Corporation; Director of Ten Knots Philippines, Inc.; Chairman & Director of Cebu Insular Hotel Co. Inc. and Enjay Hotels, Inc. He is a member of the Investment Committee of Arch Capital Asian Partners, G.P. (Cayman) and KHI-ALI Manila, Inc. He joined ALI in 1996 and held various positions in the company.

Emilio Lolito J. Tumbocon, 57 years old, Filipino, is a Senior Vice-President at Ayala Land, Inc., and a member of its Management Committee. He heads the Visayas-Mindanao and Human Resources & Public Affairs. His other significant positions are Director of the following companies: Cebu Holdings, Inc., Cebu Property Ventures Development Corporation, Inc., Cebu Insular Hotel Co., Inc., Accendo Commercial Corporation, Cagayan de Oro Gateway Corp., Taft Punta Engaño Property, Inc., Makati Development Corporation, MDC Buildplus, Inc., MDC Equipment Solutions, Inc., MDC Subic, Inc., Direct Power Services, Inc., Ecozone Power Management, Laguna Technopark, Inc., Anvaya Cove Golf & Sports Club, Inc., Northgate Hotel Ventures, Inc., ALI Makati Hotel Property, Inc., Southcrest Hotel Ventures, Inc., Westview Commercial Ventures Corp., Avencosouth Corporation, Whiteknight Holdings, Inc., Asian-I Office Properties, Inc. and Aduage Commercial Corporation. He is a certified Project Management Professional (PMP) of the Project Management Institute since 2006. He has 34 years of extensive work experience in the construction and real estate industry.

certified Project Management Professional (PMP) of the Project Management Institute since 2006. He has 32 years of extensive work experience in the construction and real estate industry.

Jaime E. Ysmael, Filipino, 53, is a Senior Vice President, Chief Finance Officer, Compliance Officer and member of the Management Committee of Ayala Land, Inc. Concurrently, he is also a Managing Director of Ayala Corporation. His other significant positions include: Chairman of the Board of Directors and Chief Executive Officer of Aprisa Business Process Solutions, Inc.; Director and President of CMPI Holdings, Inc. and CMPI Land, Inc.; Director and President of South Gateway Development Corporation; President of Tower One & Exchange Plaza Condominium Corporation; Director and Treasurer of Ayala Land International Sales, Inc., Ayala Land Sales, Inc., Alveo Land Corp., Laguna Technopark, Inc., Serendra, Inc., Ayala Hotels and Resorts Corporation and Anvaya Cove Beach & Nature Club, Inc.; Director, Treasurer and ExCom Member of Ayala Hotels, Inc. and Enjay Hotels, Inc.; Director of Cebu Holdings, Inc., Alabang Commercial Corp., Amaia Land Corp., Avida Land Corp., Cebu Insular Hotel Company, Inc., North Triangle Depot Commercial Corp., Station Square East Commercial Corp., Philippine Integrated Energy Solutions, Inc., Ceci Realty, Inc., Aurora Properties, Inc. and Vesta Properties Holdings, Inc. He is also a Director of the Asia Pacific Real Estate Association Ltd. and Chairman of the Board of Directors of its Philippine Chapter.

Dante M. Abando, Filipino, 49, is a Vice President and Member of the Management Committee of ALI. He is concurrently President and a Member of the Board of Directors of Makati Development Corporation, MDC BuildPlus, Inc., MDC Concrete, Inc., MDC Equipment Solutions, Inc., and MDC Subic. His other significant positions include Director of Alveo Land Corp., Avida Land, Corp., Serendra, Inc., and Anvaya Cove Golf and Sports Club, Inc. He is currently the second Vice President of the Philippine Constructors Association. Prior to joining ALI, he served as Manager of Philkoei International, Inc. and Construction Engineer for DM Consunji, Inc.

Ruel C. Bautista, Filipino, 58, was a Vice President of ALI from January 2007 to December 31, 2013. He was the Executive Vice President of Makati Development Corporation and Head of the Construction Management. Prior to joining ALI, he served in various project management, construction operation and engineering capacities in other private institutions for close to 25 years.

Augusto D. Bengzon, Filipino, 51, joined ALI in December 2004 as Vice President and Treasurer. His other significant positions include: Treasurer of Avida Land Corporation, Makati Development Corp., Aurora Properties, Inc., Vesta Properties Holdings, Inc., CECI Realty, Inc and the HERO Foundation; Director of the Anvaya Cove Golf and Sports Club; Trustee of the PNP Foundation, Inc., and the Dr. Fe del Mundo Medical Center Foundation Phils., Inc. Prior to joining ALI, he was Vice President and Credit Officer in Global Relationship Banking at Citibank N.A. where he spent sixteen years in various line management roles covering Treasury, Portfolio Management, Structuring, Debt Syndication and Relationship Management.

Aniceto V. Bisnar, Jr., Filipino, 50, is a Vice President of ALI since January 2009. He served in the Strategic Land Bank Management (SLMG) and headed the NUVALI and ARCA South (former FTI complex) eco-city and business district developments of ALI. His significant positions include: member of the Board of Directors, Executive Vice President and General Manager of Ceci Realty, Inc., Aurora Properties, Inc. and Vesta Property Holdings, Inc.; and Board of Trustee of Hero Foundation, Inc. He served as the Head of Commercial Operations of Fort Bonifacio Development Corporation which developed Bonifacio Global City, and was a Director of Bonifacio Estates Services Corp., Bonifacio Water Corp., Bonifacio Transport Corp., Bonifacio Gas, Inc., Bonifacio Global City Estate

Association, and Bonifacio Arts Foundation, Inc. He also served as General Manager of Ayala Greenfield Development Corporation; Chairman of Crimson Field Enterprises, Inc.; and Director of Red Creek Properties, Inc. He completed his Masters in Business Management (MBM) degree in 1989 from the Asian Institute of Management (AIM) in Makati City and graduated in the top 5% of his class at the Philippine Military Academy in Baguio City in 1985. He joined ALI in 1994 and had served in various positions of responsibility covering land acquisition, planning and development and general management positions.

Manuel A. Blas II, Filipino, 59, is a Vice-President of Ayala Land Inc. since January 2007, and is currently the Head of Commercial Operations in Fort Bonifacio Development Corporation. He is also assigned as Managing Director of Bonifacio Arts Foundation, Inc. He spearheaded the project development of The Mind Museum, the first world class science museum in the country.

Maria Corazon G. Dizon, Filipino, 50, is a Vice President and Head of Business Development and Strategic Planning of the Commercial Business, which consists of malls and office leasing developments. She is also the Head of the Retailing Business, which handles the development and operations of ALI's new retailing businesses. She holds the following significant positions in the following companies: Director of North Triangle Depot Commercial Corporation, Accendo Commercial Corporation, Cagayan De Oro Gateway Corp., Station Square East Commercial Corporation, North Beacon Commercial Corp., South Innovative Theater Management, Inc., Asian I-Office Properties, Inc., Ayala Theatres Management, Inc., Philippine Family Mart CVS, Inc., SIAL Specialty Retailers, Inc., SIAL CVS Retailers, Inc. and Five Star Cinema, Inc.; Chairman and Director of Ayalaland Metro North, Inc., Cavite Commercial Town Center, Arvo Commercial Corporation, Crestview E-Office Corp., Gisborne Property Inc., Primavera Towncentre, Inc., Subic Bay Town Center, Inc., and Summerhill E-Office, Inc.; and Director and Vice President of Varejo Corp. Over the years in ALI, she occupied various key positions including Asset Management Head and Chief Finance Officer for the Ayala Malls, Head of Corporate Control and Analysis Division, and Head of ALI Investor Relations Unit.

Anna Ma. Margarita B. Dy, Filipino, 44, is Vice President and member of the Management Committee of Ayala Land, Inc. effective August 2008. She is Head of the Strategic Landbank Management (SLMG). Her other significant positions include: Director and Executive Vice President of Fort Bonifacio Development Corporation and is a Director of the Nuvali Subsidiaries: Aurora Properties, Inc., Vesta Properties Holdings, Inc., and CECI Realty, Inc. Prior to joining ALI, she was Vice President of Benpres Holdings Corporation.

Steven J. Dy, Filipino, 49, is a Vice President of ALI since December 2010 assigned to the international initiative of the Company in China, Myanmar and Vietnam. Prior to this assignment, he was with the corporate business group for three years heading one of the project development groups and the business development. He had the same responsibilities when he was with Avida Land Corporation.

Jose Juan Z. Jugo, Filipino, 42, is a Vice President of ALI since January 2013. His main function in the company is as Head of Ayala Land Premier. His other key functions are as: Chairman of Ayala Land Sales, Inc., Chairman of Anvaya Environmental Foundation, Inc., Chairman of Verde Golf Development Corporation, Chairman of Capitol Hills Golf & Country Club, President & CEO of Anvaya Cove Beach and Nature Club, Board Director of Aviana Development Corporation, Board Director of Amicassa Process Solutions, Inc., Board Director of Ayala Greenfield Development Corporation, Board Director of BG West Properties, Inc., Board Director of Ayala Greenfield Golf & Leisure Club, and General Manager of Roxas Land Corporation. He joined ALI in 2000 after coming from marketing management positions in the fast moving consumer goods industry.

Robert S. Lao, Filipino, 40, is a Vice President of Ayala Land, Inc. and concurrently the President and a member of the Board of Directors of Alveo Land Corp since January 2012. He is also a member of the Board of Directors of Serendra, Inc. and BG South Properties, Inc., and the Chief Operating Officer of Portico Land Corp. Prior to joining Ayala Land, Inc., he served as Senior Process Engineer of Fujitsu Computer Products Corporation of the Philippines (FCPP) and Lead Process Engineer of PT. Quantum Electronics in Indonesia. He is a licensed Real Estate Broker.

Michael Alexis C. Legaspi, Filipino, 56, is a Vice President of ALI since July 2009, and is currently the Chief Operating Officer of Ayala Hotels, Inc. & AyalaLand Hotels & Resorts Corp. He serves as the President of Enjay Hotels, Inc., Cebu Insular Hotels Co. Inc., Greenhaven Property Ventures, Inc., Southcrest Hotel Ventures, Inc., Bonifacio Hotel Ventures, Inc., Northgate Hotel Ventures, Inc., Mr. Legaspi is also a Director of AyalaLand Hotels & Resorts Corp, KHI-ALI Manila, Inc., Ten Knots Development Corp., and Ten Knots Phils., Inc. He previously held the following positions: Head of Sales Division of ALI, Resident Manager of Oakwood Premier Ayala Center and Senior Vice President and Head of Operations of Ayala Property Management Corporation.

Joselito N. Luna, Filipino, 50, is a Vice President and member of the Management Committee since August 2008. He is also Ayala Land, Inc.'s Chief Architect and Head of Innovation and Design. His other significant positions include: Director of Vesta Properties Holdings, Inc., Aurora Properties, Inc., Anvaya Cove Golf & Sports Club Inc. and Board of Trustees of Philippine Green Building Council. He joined ALI in 1990 as a Registered Architect and Environmental Planner.

Christopher B. Maglanoc, Filipino, 43, is a Vice President of ALI since April 2013 and is currently President of Avida Land Corporation. He was Chief Operating Officer and Head of the Project and Strategic Management in Avida Land before he was elected as president of the Company effective January 1, 2012. Prior to his stint in Avida in 2004, he occupied Management positions in various business units in Ayala Land, Inc. (i.e. Commercial Centers, Corporate Planning, and Alveo Land, Inc.). His other significant positions include: Chairman of Avida Sales Corp.; President of Avencosouth Corp.; and Director of AmicaSSA Process Solutions, Inc.

Francis O. Monera, Filipino, 59, is a Vice President of ALI since January 2006. He is currently the President of Cebu Holdings, Inc. (CHI) and Cebu Property Ventures & Development Corp. (CPVDC). He has served as a director of CHI and CPVDC since April 2006. Before joining ALI, he was the senior AVP/Corporate Controller of Philippine National Construction Corporation. He served as president of the Cebu Chamber of Commerce and Industry from February 2006 to 2008. He is currently the vice president for Visayas of Philippine Chamber of Commerce and Industry.

Rodelito J. Ocampo, Filipino, 51, is a Vice President of ALI since December 2010. He is currently Makati Development Corporation's Head of Construction. Before his MDC assignment, he served as Technical Services Head of Avida Land Corp. and Alveo Land Corp., wholly owned subsidiaries of ALI and Head of the Construction Management of ALI Residential Buildings. Prior to joining ALI, he was employed by a construction firm where he held various engineering and project management positions for a period of 10 years.

Maria Rowena Victoria M. Tomeldan, Filipino, 52, is a Vice President of ALI since January 2005. She currently heads the Operations and Support Services, Commercial Business. Her other significant positions include: Director of Bonifacio Global City Estate Association, ALI-CII Development Corporation, Alabang Commercial Corporation, Cagayan De Oro Gateway Corporation and Asian I-Office Properties, Inc.; Chairman of the Board of Directors of Ayala Theatres Management, Inc., Five Star Cinema, Inc., Leisure and Allied Industries Phils., Inc., South Innovative Theatre Management, Inc., Hillsford Property Corporation, Sunnyfield E-Office Corporation and North Beacon Commercial Corporation; Vice-Chairman of the Board of Directors of Lagoon Development Corporation; President of Station Square East Commercial Corporation, North Triangle Depot Commercial Corporation, Laguna Technopark, Inc., Subic Bay Town Center, Inc., Arvo Commercial Corporation, Cavite Commercial Town Center, Inc., Ecozone Power Management, Inc., ALI Property Partners Corp., One Dela Rosa Property Development, Inc., First Gateway Real Estate Corporation, UP North Property Holdings, Inc., Glensworth Development, Inc., Gisborne Property Holdings, Inc., Ayalaland Metro North, Inc., Crestview E-Office Corporation, Summerhill E-Office Corporation, Solerte Corp., and Primavera Towncentre, Inc.; Vice President of Accendo Commercial Corporation; and Governor of the Ayala Center Association; Presently, she is a member of the International Council of Shopping Centers (ICSC) Asia Advisory Council and the ICSC Asia Research Council.

Solomon M. Hermosura, Filipino, 51, has served as Corporate Secretary of the Company since April 2011. He is a Managing Director of Ayala Corporation and a member of its Management Committee since 2009 and the Ayala Group Management Committee since 2010. He is also the Head of Corporate Governance, General Counsel, Compliance Officer, and Corporate Secretary of Ayala Corporation. He is the CEO of Ayala Group Legal. He serves as Corporate Secretary of Globe Telecom, Inc., Manila Water Company, Inc., Integrated Micro-Electronics, Inc. and Ayala Foundation, Inc.; and a member of the Board of Directors of a number of companies in the Ayala Group.

Sheila Marie U. Tan, Filipino, 46, is the Assistant Corporate Secretary of Ayala Land, Inc. since April 2011 until October 31, 2013. She held the position of Corporate Secretary of Cebu Holdings, Inc., Cebu Property Ventures & Development Corp., Makati Development Corporation, and Ayala Property Management Corporation. She was also the Assistant Corporate Secretary of Ayala Corporation. Effective November 2013, however, Ms. Tan has been on leave from these posts in view of her reassignment to one of the companies in the Ayala Group. She was an Associate in Sycip Salazar Hernandez & Gatmaitan Law Firm until she joined Ayala Land, Inc. in 1995. She headed the Legal Department of Ayala Land, Inc. until 2009. Thereafter, she was the Managing Director of the Ayala Group Legal until end October 2013.

Significant Employees

The Company considers its entire work force as significant employees. Everyone is expected to work together as a team to achieve the Company's goals and objectives.

Family Relationships

Fernando Zobel de Ayala, Chairman of the Board of Directors, and Jaime Augusto Zobel de Ayala, Vice Chairman, are brothers.

Involvement in Certain Legal Proceedings (over the past 5 years)

None of the Directors or Executive Officers is involved in any material pending legal proceedings in any court or administrative agency of the government.

- a. None of them has been involved in any bankruptcy petition.
- b. None of them has been convicted by final judgment in a criminal proceeding or being subject to a pending criminal proceeding, both domestic and foreign.
- c. None of them has been subject to any order, judgment or decree of any court of competent jurisdiction (domestic or foreign) permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities.
- d. None of them has been found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self regulatory organization, to have violated a securities or commodities law or regulation.

Item 10. Executive Compensation

Directors and Executive Officers

Directors. Article IV Section 17 of the Company's By-Laws provides:

"Section 17 – Each director of the Corporation shall be entitled to receive from the Corporation, pursuant to a resolution of the Board of Directors, fees and other compensation for his services as director. The Board of Directors shall have the sole authority to determine the amount, form, and structure of the fees and other compensation of directors. In no case shall the total yearly compensation of directors exceed one percent (1%) of the net income before income tax of the Corporation during the preceding year.

The compensation and remuneration committee of the Board of Directors shall have the responsibility for recommending to the Board of Directors the fees and other compensation for directors. In discharging this duty, the committee shall be guided by the objective of ensuring that the level of compensation should fairly pay directors for work required in a company of the Corporation's size and scope." (As Amended April 13, 2011.)

During the 2011 annual stockholders' meeting, the stockholders ratified the resolution increasing the remuneration of non-executive directors as follows:

	<u>From</u>	<u>To</u>
Retainer Fee:	P 500,000.00	P 1,000,000.00
Board Meeting Fee per meeting attended:	P 100,000.00	P 200,000.00
Committee Meeting Fee per meeting attended:	P 20,000.00	P 100,000.00

None of the directors, in their personal capacity, has been contracted and compensated by the Company for services other than those provided as a director.

Officers. The Company adopts a performance-based compensation scheme. The total annual compensation of the President and top four highly compensated executives amounted to P191.2 million in 2012 and P161.1 million in 2013. The projected total annual compensation for the current year is P165.5 million.

Total compensation paid to all senior personnel from Manager and up amounted to P755 million in 2012 and P823.1 million in 2013. The projected total annual compensation for the current year is P858.7 million.

Name and Principal Position	Year	Salary	Other Variable Pay
Antonino T. Aquino* President & CEO			
Vincent Y. Tan Executive Vice President			
Arturo G. Corpuz Senior Vice President			
Raul M. Irlanda Senior Vice President			
Emilio Lolito J. Tumbocon Senior Vice President			
CEO & Most Highly Compensated Executive Officers	Actual 2012	P101.2M	P90M
	Actual 2013	P98M	P63.1M
	Projected 2014	P105.5M	P60M **
All other officers*** as a group unnamed	Actual 2012	P497M	P258M
	Actual 2013	P545.10M	P278M
	Projected 2014	P588.71M	P270M **

* Compensation includes full year effect of CEO and market adjustments to selected officers for retention purposes

** Exclusive of Stock Option exercise

*** Managers and up

The total annual compensation paid to all senior personnel from Manager and up was all paid in cash. The total annual compensation includes the basic salary and other variable pay (performance bonus and exercise of Stock Option Plan).

The Company has no other arrangement with regard to the remuneration of its existing directors and officers aside from the compensation received as herein stated.

Each executive officer executed an employment contract with the Company for an indefinite period (the terms and conditions of which are in accordance with existing laws) and is entitled to receive retirement benefits in accordance with the terms and conditions of the Company's BIR-registered Employees' Retirement Fund. There is no plan or arrangement by which the Executive Officers will receive from the Company any form of compensation in case of a change-in-control of the Company or change in the officers' responsibilities following such change-in-control.

Options Outstanding

Since 1998, the Company has offered its officers options to acquire common shares under its executive stock option plan (ESOP). The following are the number of outstanding options and the number of options exercised by the officers of the Company as of December 31, 2013:

Name	No. of Outstanding Options	No. of Options Exercised	Date of Grant	Exercise Price	Market Price at Date of Grant
Antonino T. Aquino			Various	Various	Various
Vincent Y. Tan			Various	Various	Various
Arturo G. Corpuz			Various	Various	Various
Raul M. Irlanda			Various	Various	Various
Emilio Lolito J. Tumbocon			Various	Various	Various
All above-named officers	4,300,958	2,908,900		3.77*	5.57*
All other officers** as a group unnamed	10,377,981	3,214,349		3.82*	5.50*

* Average prices

**Managers and up

The Company has adjusted the exercise price of the options awarded to the above named officers due to the stock dividend paid in Jun 2007. For other details on Stock Options, please refer to Note 28 ("Stock Options and Ownership Plans") of the Notes to Consolidated Financial Statements of the 2013 Audited Financial Statements which is incorporated herein in the accompanying Index to Exhibits.

Item 11. Security Ownership of Certain Record and Beneficial Owners and Management

(a) Security Ownership of Record and Beneficial Owners of more than 5% as of January 31, 2014.

Title of Class	Name, address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent (of outstanding shares)
Common	Ayala Corporation ¹ 34/F, Tower One Ayala Triangle Ayala Ave., Makati City	Ayala Corporation ²	Filipino	6,934,509,515	25.4573%
Preferred				12,163,180,640	44.6523%
Common	PCD Nominee Corporation (Non-Filipino) ³	Aberdeen Asset Management Asia	Singaporean	2,243,209,011	8.2350%

¹ Ayala Corporation ("AC") is the parent of the Company.

² Under the By-laws and the Corporation Code, the AC Board has the power to decide how AC's shares are to be voted.

³ PCD is not related to the Company.

	G/F MSE Bldg. Ayala Ave., Makati City	Limited ⁴			
Common	PCD Nominee Corporation (Non-Filipino) ³ G/F MSE Bldg. Ayala Ave., Makati City	Aberdeen Asset Managers Limited ⁴	British	1,776,694,534	6.5224%

(b) Security Ownership of Directors and Management (Executive Officers) as of January 31, 2014.

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent (of outstanding shares)
<i>Directors</i>				
Common	Fernando Zobel de Ayala	12,000 (direct)	Filipino	0.00004%
Common	Jaime Augusto Zobel de Ayala	12,000 (direct)	Filipino	0.00004%
Common	Antonino T. Aquino	19,834,017 (direct & indirect)	Filipino	0.07281%
Common	Mercedita S. Nolleto	406,305 (direct & indirect)	Filipino	0.00149%
Common	Jaime C. Laya	10,000 (direct)	Filipino	0.00004%
Common	Oscar S. Reyes	231,601 (direct & indirect)	Filipino	0.00085%
Common	Delfin L. Lazaro	1 (direct)	Filipino	0.00000%
Common	Francis G. Estrada	1 (direct)	Filipino	0.00000%
Common	Aurelio R. Montinola III	3,579 (direct & indirect)	Filipino	0.00001%
<i>CEO and Most Highly Compensated Executive Officers</i>				
Common	Antonino T. Aquino	19,834,017 (direct & indirect)	Filipino	0.07281%
Common	Vincent Y. Tan	11,496,981 (indirect)	Filipino	0.04221%
Common	Arturo G. Corpuz	4,939,444 (direct & indirect)	Filipino	0.01813%
Common	Raul M. Irlanda	880,377 (indirect)	Filipino	0.00323%
Common	Emilio J. Tumbocon	8,898,121 (direct & indirect)	Filipino	0.03267%
<i>Other Executive Officers</i>				
Common	Bernard Vincent O. Dy	8,133,291 (indirect)	Filipino	0.02986%
Common	Jose Emmanuel H. Jalandoni	4,136,670 (indirect)	Filipino	0.01519%
Common	Jaime E. Ysmael	8,002,996 (direct & indirect)	Filipino	0.02938%
Common	Dante M. Abando	2,452,556 (direct & indirect)	Filipino	0.00900%
Common	Ruel C. Bautista*	506,747 (direct & indirect)	Filipino	0.00186%
Common	Augusto D. Bengzon	1,654,666 (indirect)	Filipino	0.00607%
Common	Aniceto V. Bisnar, Jr.	1,263,289 (indirect)	Filipino	0.00464%
Common	Manny A. Blas II	1,548,460 (direct & indirect)	Filipino	0.00568%
Common	Ma. Corazon G. Dizon	867,002 (direct & indirect)	Filipino	0.00318%
Common	Anna Ma. Margarita B. Dy	4,608,760 (indirect)	Filipino	0.01692%
Common	Steven J. Dy	1,022,969 (indirect)	Filipino	0.00376%
Common	Jose Juan Z. Jugo	207,743 (indirect)	Filipino	0.00076%
Common	Robert S. Lao	412,609 (direct & indirect)	Filipino	0.00151%
Common	Michael Alexis C. Legaspi	3,220,122 (direct & indirect)	Filipino	0.01182%

⁴ Aberdeen Asset Management Asia Limited and Aberdeen Asset Managers Limited (collectively, "Aberdeen") are the clients of a participant of PCD. Aberdeen has the power to decide how their shares in the Company are to be voted.

		indirect)		
Common	Joselito N. Luna	3,332,156 (direct & indirect)	Filipino	0.01223%
Common	Christopher B. Maglanoc	632,557 (direct & indirect)	Filipino	0.00232%
Common	Francis O. Monera	1,203,497 (direct & indirect)	Filipino	0.00442%
Common	Rodelito J. Ocampo	1,047,008 (direct & indirect)	Filipino	0.00384%
Common	Ma. Rowena Victoria M. Tomeldan	1,466,066 (direct & indirect)	Filipino	0.00538%
Common	Solomon M. Hermosura	480 (direct)	Filipino	0.00000%
Common	Sheila Marie U. Tan**	1,109,245 (direct & indirect)	Filipino	0.00407%
All Directors and Officers as a group		93,553,316		0.34344%

* Retired effective December 31, 2013.

** On leave effective November 1, 2013.

None of the members of the Company's directors and management owns 2.0% or more of the outstanding capital stock of the Company.

(c) Voting Trust Holders of 5% or more

The Company knows of no persons holding more than 5% of common shares under a voting trust or similar agreement.

(d) Changes in Control

No change of control in the Company has occurred since the beginning of its last fiscal year.

Item 12. Certain Relationships and Related Transactions

Related Party Transactions

The Company and its subsidiaries (the "Group"), in their regular conduct of business, have entered into transactions with associates and other related parties principally consisting of advances and reimbursement of expenses, purchase and sale of real estate properties, construction contracts, and development, management, underwriting, marketing, leasing and administrative service agreements. Sales and purchases of goods and services to and from related parties are made on an arm's length basis and at current market prices at the time of the transactions.

However, no other transaction, without proper disclosure, was undertaken by the Group in which any director or executive officer, any nominee for election as director, any beneficial owner of more than 5% of the Company's outstanding shares (direct or indirect) or any member of his immediate family was involved or had a direct or indirect material interest.

ALI employees are required to promptly disclose any business and family-related transactions with the Company to ensure that potential conflicts of interest are surfaced and brought to the attention of management.

Please refer to Note 25 ("Related Party Transactions") of the Notes to Consolidated Financial Statements of the 2013 Audited Financial Statements which is incorporated herein in the accompanying Index to Exhibits.

Parent Company / Major Holders

As of January 31, 2014, Ayala Corporation owns 70.11% of the total outstanding shares of the Company.

PART V – CORPORATE GOVERNANCE

Item 13. Compliance with leading practice on Corporate Governance

The evaluation system which was established to measure or determine the level of compliance of the Board and top level management with its Revised Manual of Corporate Governance consists of a Customer Satisfaction Survey which is filled up by the various functional groups indicating the compliance rating of certain institutional units and their activities. The evaluation process also includes a Board Performance Assessment which is accomplished by the Board indicating the compliance ratings. The above are submitted to the Compliance Officer who issues the required certificate of compliance with the Company's Revised Manual of Corporate Governance to the Securities and Exchange Commission.

To ensure good governance, the Board establishes the vision, strategic objectives, key policies, and procedures for the management of the company, as well as the mechanism for monitoring and evaluating Management's performance. The Board also ensures the presence and adequacy of internal control mechanisms for good governance.

There were no deviations from the Company's Revised Manual of Corporate Governance. The Company has adopted in the Manual of Corporate Governance the leading practices and principles of good corporate governance, and full compliance therewith has been made since the adoption of the Revised Manual.

The Company is taking further steps to enhance adherence to principles and practices of good corporate governance.

Item 14. Exhibits and Reports on SEC Form 17-C

(a) Exhibits - See accompanying Index to Exhibits

The following exhibit is incorporated by reference in this report:

2013 Consolidated Audited Financial Statements

The other exhibits, as indicated in the Index to Exhibits are either not applicable to the Company or require no answer.

(b) Reports on SEC Form 17-C

The following current reports have been reported by Ayala Land during the year 2013 through official disclosure letters dated:

February 13, 2013

Ayala Land submitted its unaudited financial results for the year ended December 31, 2013.

March 06, 2013

Ayala Land completed a top-up equity placement of 399,528,299 common shares at P30.50 per share, raising an aggregate of about P12.2 billion.

March 12, 2013

Ayala Land submits 2013 PSE Corporate Governance Report .

April 15, 2013

Ayala Land enters into a sale and purchase agreement with Global Technologies International Limited.

April 16, 2013

Ayala Land sells 60% interest in Asian i-Office Properties to Cebu Property Ventures Corporation.

April 17, 2013

Ayala Land discloses results of annual stockholders' meeting and organizational meeting of Board of Directors.

April 24, 2013

Ayala Land agrees in principle to enter into a 50%-50% joint venture with AboitizLand, Inc.

April 26, 2013

Ayala Land agrees to acquire certain landholding assets of Boulevard Holdings, Inc.

April 26, 2013

Ayala Land enters into joint venture with Taft Property Venture Development Corporation.

May 08, 2013

Ayala Land submitted unaudited financial results as of March 31, 2013.

May 30, 2013

SEC approves amendments to Article VII of Articles of Incorporation exempting the issuance, sale or other disposition of treasury shares from pre-emptive rights.

June 18, 2013

Board approval of issuance of up to P21 billion corporate bonds and incorporation of Verde Golf Development Corporation.

July 01, 2013

Ayala Land enters into agreement to acquire Whiteknight Holdings, Inc.

July 08, 2013

Ayala Land enters into a joint venture agreement with Entenso Equities Incorporated.

August 08, 2013

Ayala Land submitted unaudited financial results as of June 30, 2013.

August 22, 2013

Ayala Land declares cash dividend of P0.14348287 per share and approval of additional capitalization of Avida Land Corporation amounting to P1.1 billion.

September 16, 2013

Ayala Land assigns rights in Taft Punta Engano Property, Inc. to Cebu Holdings, Inc.

November 07, 2013

Ayala Land submitted unaudited financial results as of September 30, 2013.

November 15, 2013

Board approval of additional capital infusion into BellaVita Land Corporation.

November 20, 2013

Ayalaland Hotels and Resorts Corporation signs agreement to acquire Asian Conservation Company stake in El Nido resorts.

(c) Reports under SEC Form 17-C filed

None.

(d) Material events subsequent to the end of the reporting period that have not been reflected in the financial statements of the reporting period

January 27, 2014

Ayala Land signs joint venture agreement with AboitizLand, Inc.

January 30, 2014

Ayala Land assigns to Cebu Holdings, Inc. and Cebu Property Ventures & Development Corporation, rights to subscribe to 10% and 5% respectively, of the authorized capital stock of the joint venture company that will be established pursuant to the joint venture agreement with AboitizLand, Inc.

February 17, 2014

Ayala Land submits full year 2013 unaudited financial results as of December 21, 2013.

February 24, 2014

Ayala Land declares cash dividend of P0.20711082.

February 24, 2014

Ayala Land declares cash dividend of P0.20711082.

March 13, 2014

Ayala Land acquires Mitsubishi Corporation's 40% stake in Philippine Integrated Energy Solutions, Inc.

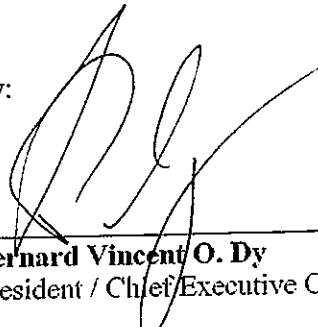
April 11, 2014


Ayala Land to issue up to P15 billion fixed rate bonds.

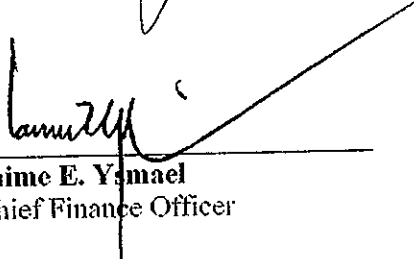
SIGNATURES

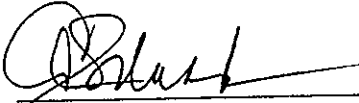
Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in Makati City on

~~APR 11 2014~~

By: 
Bernard Vincent O. Dy
 President / Chief Executive Officer


Solomon M. Hermosura
 Corporate Secretary


Jaime E. Ysmael
 Chief Finance Officer



Angelica L. Salvador
 Comptroller

SUBSCRIBED AND SWORN to before me this APR 11 2014 affiants exhibiting to me their respective Passports, as follows:

<u>Names</u>	<u>Passport No.</u>	<u>Date of Issue</u>	<u>Place of Issue</u>
Bernard Vincent O. Dy	EB4700081	February 14, 2012	Manila
Solomon M. Hermosura	EB2913409	July 5, 2011	Manila
Jaime E. Ysmael	EB6092044	August 6, 2012	Manila
Angelica L. Salvador	EB5675861	June 18, 2012	Manila

Doc. No. 81 :
 Page No. 18 :
 Book No. 4 :
 Series of 2014.




SANDRA A. LUNA-ARIAS
 Notary Public - Makati City
 Appt. No. 286 until 31 December 2016
 Attorney's Roll No. 55755
 PTR No. 4236210MC; 01/09/2014; Makati City
 IBP Lifetime Roll No. 010328
 MCLC Compliance No. IV - 0007327; 08/13/2012
 3rd Floor, Tower One & Exchange Plaza
 Ayala Triangle, Ayala Avenue
 Makati City, Philippines

Notarial DST pursuant to Sec. 183 of the Tax Code affixed on Notary Public's copy.



STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS

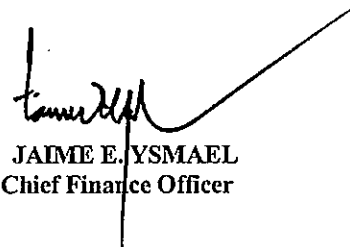
The management of Ayala Land, Inc. and its subsidiaries is responsible for the preparation and fair presentation of the consolidated financial statements for the years ended December 31, 2013 and 2012, including the additional components attached therein, in accordance with Philippine Financial Reporting Standards. This responsibility includes designing and implementing internal controls relevant to the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

The Board of Directors of the Company reviews and approves the consolidated financial statements and submits the same to the stockholders of the Company.

SyCip Gorres Velayo & Co., the independent auditors appointed by the stockholders, has examined the consolidated financial statements of the Company in accordance with Philippine Standards on Auditing and in its report to the stockholders of the Company, has expressed its opinion on the fairness of presentation upon completion of such examination.


FERNANDO ZOBEL DE AYALA
Chairman, Board of Directors

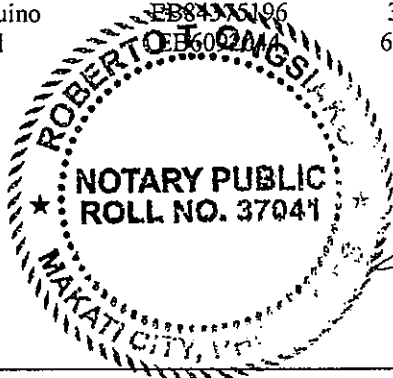

ANTONINO T. AQUINO
President & Chief Executive Officer


JAIME E. YSMAEL
Chief Finance Officer

SUBSCRIBED AND SWORN to before me this FEB 21 2014 at Makati City, affiants exhibiting to me their respective Passports, to wit:

Name	Passport No.	Date & Place of Issue
Fernando Zobel de Ayala	EB5445983	22 May 2012 – Manila
Antonino T. Aquino	EB84375196	30 June 2013 – Manila
Jaime E. Ysmael	EB602011	6 August 2013 – Manila

Doc. No. 263 ;
Page No. 52 ;
Book No. K ;
Series of 2014.



ROBERTO T. ONGSIAKO
Notary Public – Makati City
Appt. No. 278 until December 31, 2014
Attorney's Roll No. 37041
PTR No. 4232757MC; 01-07-2014; Makati City
IBP Lifetime Roll No. 02163
MCL E Compliance No. IV – 0014192; 03-20-2013
3rd Floor, Tower One & Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City, Philippines

Notarized document in
accordance with
Sec. 186 of the Tax Code
affixed on Notary Public's copy.

AYALA LAND, INC.

INDEX TO EXHIBITS

Form 17-A – Item 7

<u>No.</u>		
(3)	Plan of Acquisition, Reorganization, Arrangement, Liquidation, or Succession	n.a.
(5)	Instruments Defining the Rights of Security Holders, Including Indentures	n.a.
(8)	Voting Trust Agreement	n.a.
(9)	Material Contracts	n.a.
(10)	2013 Consolidated Financial Statements: Ayala Land, Inc. and Subsidiaries (with notarized Statement of Management Responsibility)	Attached
	2013 Financial Statements of “significant” subsidiaries/affiliates which are not consolidated	n.a.
(13)	Letter re: Change in Certifying Accountant	n.a.
(16)	Report Furnished to Security Holders	n.a.
(18)	Subsidiaries of the Registrant	50
(19)	Published Report Regarding Matters Submitted to Vote of Security Holders	n.a.
(20)	Consent of Experts and Independent Counsel	n.a.
(21)	Power of Attorney	n.a.
(29)	Additional Exhibits	n.a.

n.a. Not applicable or require no answer.

AYALA LAND, INC. – SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES
(As of December 31, 2013)

	<u>Percentages of Ownership (%)</u>	
	2013	2012
Real Estate:		
Alveo Land Corporation and Subsidiaries (Alveo)	100	100
Serendra, Inc.	39	39
Solinea, Inc. (Solinea)	65	65
BGSouth Properties, Inc.	50	50
Portico Land Corp.	60	-
Serendra, Inc.	28	28
Amorsedia Development Corporation and Subsidiaries	100	100
OLC Development Corporation and Subsidiary	100	100
Ayala Greenfield Development Corp.	50	50
HLC Development Corporation	100	100
Allysonia International Ltd.	100	100
Avida Land Corporation and Subsidiaries (Avida)	100	100
Buklod Bahayan Realty and Development Corp.	100	100
Avida Sales Corp.	100	100
Avida Sales Corp, International	100	100
Ayalaland International Marketing Ltd.	100	100
Amicassa Process Solutions, Inc.	100	100
BGNorth Properties, Inc.	50	50
Avencosouth Corp. (Avencosouth)	70	70
Amaia Land Co. (Amaia)	100	100
Amaia Southern Properties, Inc.	65	-
Ayala Land International Sales, Inc. (ALISI)	100	100
Ayalaland International Marketing, Inc. (AIMI)	100	100
Ayala Land Sales, Inc.	100	100
Buendia Landholdings, Inc.	100	100
Crans Montana Holdings, Inc.	100	100
Crimson Field Enterprises, Inc.	100	100
Ecoholdings Company, Inc. (ECI)	100	100
NorthBeacon Commercial Corporation (NBCC)	100	100
Red Creek Properties, Inc.	100	100
Regent Time International, Limited (Regent Time)		
(British Virgin Islands)	100	100
Bonifacio Land Corp.	5	5
Fort Bonifacio Development Corp.	3	3
Asterion Technopod, Incorporated (ATI)	100	100
Westview Commercial Ventures Corporation (WCVC)	100	100
Fairview Prime Commercial Corporation (FPCC)	100	100
Hillsford Property Corporation (HPC)	100	100
Primavera Towncentre, Inc. (PTI)	100	100
Summerhill E-Office Corporation (Summerhill)	100	100
Sunnyfield E-Office Corporation (Sunnyfield)	100	100
Subic Bay Town Centre, Inc.	100	100
Lagoon Development Corporation	30	30
Regent Wise Investments Limited (Regent Wise)		
(Hongkong company) and Subsidiaries	100	100
AyalaLand Real Estate Investments Inc.	100	100
Rize-AyalaLand (Kingsway) GP Inc.	39	39
AyalaLand Advisory Broadway Inc.	100	100
AyalaLand Development (Canada) Inc.	100	-
Tianjin Eco City Ayala Land Development Co. Ltd.	40	40

AyalaLand Commercial REIT, Inc. (ALCRI)	100	100
Asian I-Office Properties Inc. (AiO)	-	60
Arvo Commercial Corporation (Arvo)	100	100
BellaVita Land Corporation (BellaVita)	100	100
Nuevo Centro, Inc. (Nuevo Centro)	100	100
Cavite Commercial Town Center, Inc.	100	100
ALI Property Partners Corp. (APPCo) (Note 24)and Subs.	100	68
One Dela Rosa Property Development, Inc.	100	68
First Gateway Real Estate Corp.	100	68
Glensworth Development, Inc. (Glensworth)	100	68
UP North Property Holdings, Inc.	100	68
Laguna Technopark, Inc. (LTI)	75	75
Ecozone Power Management, Inc.	100	75
Aurora Properties Incorporated	78	70
Vesta Property Holdings, Inc.	70	70
Station Square East Commercial Corporation (SSECC)	69	69
Accendo Commercial Corp. (Accendo) and Subsidiaries	67	67
Avenco South Corp.	30	20
Aviana Development Corporation	10	-
Cagayan de Oro Gateway Corp. (CDOGC)	70	70
Ceci Realty, Inc. (Ceci)	60	60
Soltea Commercial Corp.	40	40
CMPI Holdings, Inc.	60	60
CMPI Land, Inc.	60	36
ALI-CII Development Corporation (ALI-CII)	50	50
Roxas Land Corporation (RLC)	50	50
Construction:		
Makati Development Corporation and Subsidiaries (MDC)	100	100
MDC – First Balfour, Inc. Joint Venture	51	51
MDC – Subic	100	100
MDC – Build Plus	100	100
MDC Equipment Solutions, Inc.	100	100
MDC Concrete Inc.	100	100
Hotels and Resorts:		
Ayala Hotels, Inc. (AHI)	50	50
AyalaLand Hotels and Resorts Corporation (AHRC) and Subsidiaries	100	100
ALI Makati Hotel & Residences, Inc. (formerly KHI-ALI Manila, Inc.)	80	80
ALI Makati Hotel Property, Inc. (formerly KHI Manila Property, Inc.)	80	80
Enjay Hotels, Inc. (Enjay)	100	100
Greenhaven Property Venture, Inc. (GPVI)	100	100
Cebu Insular Hotel Company, Inc. (CIHCI)	63	63
Bonifacio Hotel Ventures, Inc.	100	100
Southcrest Hotel Ventures, Inc.	67	67
Northgate Hotel Ventures, Inc.	70	70
North Triangle Hotel Ventures, Inc.	100	100
Ecosouth Hotel Ventures, Inc.	100	100
Asian Conservation Company, Inc.	17	17
Asian Conservation Company Limited	100	100
Asian Conservation Company, Inc.	83	83
Ten Knots Phils, Inc. and Subsidiary	40	40
Ten Knots Development Corp. and Subsidiaries	40	40

Ten Knots Phils, Inc.	60	60
Bacuit Bay Development Corporation	100	100
Ten Knots Development Corporation	60	60
Chirica Resorts Corp	100	100
Kingfisher Capital Resources Corp.	100	100
ALI Makati Hotel Property, Inc.	20	20
ALI Makati Hotel & Residences, Inc.	20	20
Property Management:		
Ayala Property Management Corporation (APMC)	100	100
Ayala Theatres Management, Inc. and Subsidiaries	100	100
Rizal Theatres Management Corp.	100	100
Entertainment:		
Five Star Cinema, Inc.	100	100
Leisure and Allied Industries Philippines, Inc. (LAIP)	50	50
Others:		
ALInet.com, Inc. (ALInet)	100	100
First Longfield Investments Limited (First Longfield)		
(Hongkong company)	100	100
Green Horizons Holdings Limited	100	100
Aprisa Business Process Solutions, Inc. (Aprisa)	100	100
Directpower Services, Inc. (Directpower)	100	100
Philippine Integrated Energy Solutions, Inc. (PhilEnergy)	60	60
Varejo Corp. (Varejo)	100	100
SIAL Specialty Retailers, Inc.	50	-
AyaGold Retailers, Inc.	50	-
SIAL CVS Retailers, Inc.	50	-
Philippine FamilyMart CVS, Inc.	60	-
Aduage Commercial Corporation	87	87
South Gateway Development Corp.	100	100
Ayalaland MetroNorth Inc.	100	100
North Triangle Depot Commercial Corporation	49	-
Alabang Commercial Corporation	50	-
BGWest Properties, Inc.	50	-
Solerte, Inc.	100	-
Verde Golf Development Corporation	100	-
Soltea Commercial Corp.	60	-
Aviana Development Corporation	50	-
Whiteknight Holdings, Inc.	100	-
Mercado General Hospital, Inc.	33	-
Cebu Holdings, Inc. and Subsidiaries	50	50
Taft Punta Engano Property	55	55
Cebu Property Ventures Development Corp.	76	76
Asian I-Office Properties, Inc.	100	-
Cebu Leisure Company, Inc.	100	100
CBP Theatre Management, Inc.	100	100
Cebu Insular Hotel Company, Inc.	37	37
Solinea, Inc.	35	35
Amaia Southern Properties, Inc.	35	35
Cebu Property Ventures Development Corporation	8	-

AYALA LAND, INC.

INDEX TO SUPPLEMENTARY SCHEDULES
Form 17-A, Item 7

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**INDEPENDENT AUDITORS' REPORT
ON SUPPLEMENTARY SCHEDULES**

The Stockholders and the Board of Directors
Ayala Land, Inc.
Tower One, Ayala Triangle
Ayala Avenue, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Ayala Land, Inc. and its subsidiaries as at December 31, 2013 and 2012 and for each of the three years in the period ended December 31, 2013, included in this Form 17-A, and have issued our report thereon dated February 21, 2014. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Schedules A to K listed in the Index to the Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Company's management. These schedules are presented for purposes of complying with the Securities Regulation Code Rule 68, As Amended (2011) and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state in all material respects the information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Jessie D. Cabaluna

Jessie D. Cabaluna
Partner
CPA Certificate No. 36317
SEC Accreditation No. 0069-AR-3 (Group A),
February 14, 2013, valid until February 13, 2016
Tax Identification No. 102-082-365
BIR Accreditation No. 08-001998-10-2012,
April 11, 2012, valid until April 10, 2015
PTR No. 4225155, January 2, 2014, Makati City

February 21, 2014

AYALA LAND, INC. AND SUBSIDIARIES
SCHEDULE A - Financial Assets
As of December 31, 2013

NAME OF ISSUING ENTITY AND ASSOCIATION OF EACH ISSUE	NUMBER OF SHARE OR PRINCIPAL AMOUNT	AMOUNT IN THE BALANCE SHEET	INCOME RECEIVED & ACCRUED
Loans and Receivables			
A. Cash in Bank		Php 11,738,628,937	Php 964,000,421
BPI			
Peso		6,688,730,495	961,341,906
Foreign Currency		48,341,578	1,695
Other Banks			
Peso		4,549,756,797	2,527,466
Foreign Currency		451,800,067	129,355
B. Cash Equivalents 1/		16,179,216,919	259,484,535
BPI			
Special Savings Account		1,240,737,306	26,701,835
Time Deposits		1,119,381,226	28,214,864
Others		1,961,200,161	57,205,058
Other Banks			
Special Savings Account		759,274,456	49,943,576
Time Deposits		3,896,562,203	22,030,946
Others		7,202,061,567	75,388,256
C. Loans and receivable		47,907,467,511	1,512,249,007
Trade		38,381,608,309	1,472,253,521
Advances to other companies		8,525,859,202	-
Investment in bonds classified as loans and receivables 2/		1,000,000,000	39,995,486
D. Financial Assets at FVPL		13,403,497,040	28,058,737
Investment in UITF 3/		12,794,654,412	28,058,737
Investment in Funds 4/		608,842,628	
E. AFS Financial assets		336,260,897	60,793,403
TOTAL :		Php 89,565,071,304	Php 2,824,586,104

1/ Cash equivalents are short term, highly liquid investments that are made for varying period of up to three (3) months depending on the immediate cash requirements of the group and earn interest at the respective short term rates.

2/ Investment in bonds classified as loans and receivables pertain to the Company's investment in unsecured subordinated notes of Land Bank of the Philippines and Development Bank of the Philippines and Company's investment in collateralized bonds of First Metro Investment Corp.

3/ Pertains to investment in BPI Short Term Fund

4/ Pertains to Investment in ARCH Capital Fund

AYALA LAND, INC. AND SUBSIDIARIES
 SCHEDULE B - Amounts Receivable from Directors, Officers, Employees, Related Parties
 and Principal Stockholders (Other than Related Parties)
 As of December 31, 2013

NAME	BEGINNING BALANCE	ADDITIONS	DEDUCTIONS	ENDING BALANCE		TOTAL
				CURRENT	NON-CURRENT	
Employees						
Notes Receivable	Php 252,557,294	Php 144,113,185	Php 327,754,792	Php 41,962,177	Php 26,953,511	Php 68,915,688
Accounts Receivable	198,781,824	344,615,681	382,174,005	104,329,953	56,893,547	161,223,500
	Php 451,339,118	Php 488,728,866	Php 709,928,797	Php 146,292,131	Php 83,847,057	Php 230,139,188

AYALA LAND, INC. AND SUBSIDIARIES
Schedule C - Accounts Receivable from Related Parties which are eliminated during the Consolidation Period
As of December 31, 2013

	Amount Owed by Ayala Land, Inc. (ALI) Subsidiaries to ALI Parent			
	Receivable Balance per ALI Parent		Payable Balance per ALI Subsidiaries	
			Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Accendo Commercial Corp.	Php 84,509,088	Php 84,509,088	Php 84,509,088	
Adauge Commercial Corp.	1,800	1,800	1,800	
Alabang Commercial Corporation.	18,841,001	18,841,001	18,841,001	
ALI Property Partners Corp.	376,555,346	376,555,346	376,555,346	
ALI-CII Development Corporation	1,600,056	1,600,056	1,600,056	
Alveo Land Corporation	3,334,505,849	3,334,505,849	3,334,505,849	
Amala Land Co.	62,675,066	62,675,066	62,675,066	
Amorsedia Development Corporation and Subsidiaries	1,113,374,915	1,113,374,915	1,113,374,915	
Aprisa Business Process Solutions, Inc.	3,087,424	3,087,424	3,087,424	
Arvo Commercial Corporation	1,224,791	1,224,791	1,224,791	
Aurora Properties Incorporated	64,083,825	64,083,825	64,083,825	
Avida Land Corporation and Subsidiaries	4,357,761,424	4,357,761,424	4,357,761,424	
Ayala Land Hotels and Resorts Corporation	1,683,689,972	1,683,689,972	1,683,689,972	
Ayala Land International Sales, Inc.	44,636,500	44,636,500	44,636,500	
Ayala Land Sales, Inc.	32,738,686	32,738,686	32,738,686	
Ayala Property Management Corporation	52,893,015	52,893,015	52,893,015	
Ayala Theatres Management, Inc. and Subsidiaries	489,105	489,105	489,105	
AyalaLand Club Management Inc.	2,963,627	2,963,627	2,963,627	
AyalaLand Metro North, Inc.	2,530	2,530	2,530	
BellaVita Land Corporation	80,545,975	80,545,975	80,545,975	
BG West Properties, Inc.	2,117,671,900	2,117,671,900	2,117,671,900	
Buendia Landholdings, Inc.	2,014	2,014	2,014	
Cagayan De Oro Gateway Corporation	61,750,388	61,750,388	61,750,388	
Cavite Commercial Center, Inc.	654,972,999	654,972,999	654,972,999	
Cebu Holdings, Inc.	85,627,203	85,627,203	85,627,203	
Ceci Realty, Inc.	27,673,161	27,673,161	27,673,161	
CMPI Holdings, Inc.	171,387	171,387	171,387	
Crans Montana Holdings Inc.	3,305,944	3,305,944	3,305,944	
Crestview E-Office Corporation	40,795,469	40,795,469	40,795,469	
Crimson Field Enterprises, Inc.	79,041,710	79,041,710	79,041,710	
Directpower Services, Inc.	6,172,063	6,172,063	6,172,063	
Fairview Prime Commercial Corp	21,354,079	21,354,079	21,354,079	
Hillsford Property Corporation	300,284,720	300,284,720	300,284,720	
Laguna Technopark, Inc.	75,689,904	75,689,904	75,689,904	
Leisure and Allied Industries Philippines, Inc.	5,004,248	5,004,248	5,004,248	
Makati Development Corporation	391,611,811	391,611,811	391,611,811	
NorthBeacon Commercial Corporation	34,597,297	34,597,297	34,597,297	
North Triangle Depot Commercial Corporation	84,258,725	84,258,725	84,258,725	
Nuevocentro, Inc.	664,203,261	664,203,261	664,203,261	
Philippine Integrated Energy Solutions, Inc.	39,510,575	39,510,575	39,510,575	
Primavera Towncentre, Inc.	22,286,476	22,286,476	22,286,476	
Red Creek Properties, Inc.	224,139,070	224,139,070	224,139,070	
Regent Time International, Limited	96,780,963	96,780,963	96,780,963	
Regent Wise Investment Limited	18,237,526	18,237,526	18,237,526	
Roxas Land Corporation	5,310,256	5,310,256	5,310,256	
Serendra, Inc.	51,331,745	51,331,745	51,331,745	
Southgaleway Development Corporation	3,742,851,927	3,742,851,927	3,742,851,927	
Station Square East Commercial Corporation	6,091,900	6,091,900	6,091,900	
Subic Bay Town Centre, Inc.	2,894,990	2,894,990	2,894,990	
Summerhill E-Office Corporation	806,249	806,249	806,249	
Sunnyfield E-Office Corp	153,524	153,524	153,524	
Ten Knots Development Corporation	572,443,857	572,443,857	572,443,857	
Ten Knots Philippines, Inc.	83,395	83,395	83,395	
Vesta Property Holdings, Inc.	14,107,669	14,107,669	14,107,669	
Subtotal	Php 20,777,188,179	Php 20,777,188,179	Php 20,777,188,179	

	Amount Owed by ALI Parent to ALI Subsidiaries			
	Receivable Balance per ALI Subsidiaries	Payable Balance per ALI Parent	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Accendo Commercial Corp.	Php 78,284	Php 78,284	Php 78,284	
Alabang Commercial Corporation.	2,052,087	2,052,087	2,052,087	
Allysonia International, Inc.	100,936,299	100,936,299	100,936,299	
Alveo Land Corporation	66,979,267	66,979,267	66,979,267	
Amata Land Co. (formerly First Realty Communities, Inc.)	449,227	449,227	449,227	
Amicassa Process Solutions, Inc.	1,738,004	1,738,004	1,738,004	
Aprisa Business Process Solutions, Inc.	2,187,549	2,187,549	2,187,549	
Arvo Commercial Corporation	2,796	2,796	2,796	
Aurora Properties Incorporated	10,624,593	10,624,593	10,624,593	
Avida Land Corporation and Subsidiaries	6,931,299	6,931,299	6,931,299	
Ayala Land International Sales, Inc.	10,129,844	10,129,844	10,129,844	
Ayala Property Management Corporation	5,430,158	5,430,158	5,430,158	
Ayala Land Hotels and Resorts Corporation	11,301	11,301	11,301	
Buklod Bahay Realty Development	1,430,249	1,430,249	1,430,249	
Cagayan De Oro Gateway Corporation	247,935	247,935	247,935	
Cebu Holdings, Inc.	6,285,971	6,285,971	6,285,971	
Ceci Realty, Inc.	11,450,973	11,450,973	11,450,973	
CMPI Holdings, Inc.	5,922,761	5,922,761	5,922,761	
Crans Montana Holdings Inc.	174,991,300	174,991,300	174,991,300	
Directpower Services, Inc.	81,078,435	81,078,435	81,078,435	
Fairview Prime Commercial Corp	232,611	232,611	232,611	
Five Star Cinema, Inc.	158,400	158,400	158,400	
Gentri Realty Corp.	1,125,000	1,125,000	1,125,000	
Glensworth Development, Inc.	26,019,213	26,019,213	26,019,213	
HLC Development Corp.	19,363,231	19,363,231	19,363,231	
Laguna Technopark, Inc.	2,408,289	2,408,289	2,408,289	
Makati Development Corporation	1,048,500	1,048,500	1,048,500	
NorthBeacon Commercial Corporation	18,471,840	18,471,840	18,471,840	
North Triangle Depot Commercial Corporation	17,056,527	17,056,527	17,056,527	
Primavera Towncentre, Inc.	7,850,588	7,850,588	7,850,588	
Regent Time International, Limited (British Virgin Islands)	324,348,117	324,348,117	324,348,117	
Serendra, Inc.	176,732	176,732	176,732	
South Innovative Theater Management	145,876	145,876	145,876	
Station Square East Commercial Corporation	1,688,673	1,688,673	1,688,673	
Vesta Property Holdings, Inc.	8,159,923	8,159,923	8,159,923	
Subtotal	Php 917,209,852	Php 917,209,852	Php 917,209,852	

	Amount Owed by Makati Development Corporation to ALI Subsidiaries			
	Receivable Balance per ALI Subsidiaries	Payable Balance per MDC	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Accendo Commercial Corp.	Php 80,215,070	Php 80,215,070	Php 80,215,070	
Adauge Commercial Corp.	29,480,000	29,480,000	29,480,000	
Alabang Commercial Corporation.	7,821,314	7,821,314	7,821,314	
ALI Property Partners Corp.	5,372,783	5,372,783	5,372,783	
Alveo Land Corporation	390,100,909	390,100,909	390,100,909	
Amata Land Co. (formerly First Realty Communities, Inc.)	440,377,474	440,377,474	440,377,474	
Amorsedia Development Corporation and Subsidiaries	23,007,588	23,007,588	23,007,588	
Arvo Commercial Corporation	7,457,042	7,457,042	7,457,042	
Avida Land Corporation and Subsidiaries	104,241,466	104,241,466	104,241,466	
Ayala Land Hotels and Resorts Corporation	29,796,583	29,796,583	29,796,583	
Ayala Land, Inc.	2,475,828,666	2,475,828,666	2,475,828,666	
BellaVita Land Corporation	41,278,644	41,278,644	41,278,644	
BG West Properties, Inc.	414,881,184	414,881,184	414,881,184	
Cavite Commercial Center, Inc.	16,447,540	16,447,540	16,447,540	
Fairview Prime Commercial Corp	294,608,579	294,608,579	294,608,579	
Laguna Technopark, Inc.	29,667,564	29,667,564	29,667,564	
Philippine Integrated Energy Solutions, Inc.	54,277,326	54,277,326	54,277,326	
Primavera Towncentre, Inc.	16,134,657	16,134,657	16,134,657	
Serendra, Inc.	260,566,686	260,566,686	260,566,686	
Subic Bay Town Centre, Inc.	4,710,024	4,710,024	4,710,024	
Subtotal	Php 4,726,251,100	Php 4,726,251,100	Php 4,726,251,100	

	Amount Owed by ALI Subsidiaries to Makati Development Corporation (MDC)			
	Receivable Balance per MDC	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Accendo Commercial Corp.	Php 171,077,348	Php 171,077,348	Php 171,077,348	
Adauge Commercial Corp.	85,499,118	85,499,118	85,499,118	
Alabang Commercial Corporation.	51,245,469	51,245,469	51,245,469	
ALI Property Partners Corp.	50,549,272	50,549,272	50,549,272	
Alveo Land Corporation	1,596,340,584	1,596,340,584	1,596,340,584	
Amaia Land Co. (formerly First Realty Communities, Inc.)	1,667,074,812	1,667,074,812	1,667,074,812	
Aryo Commercial Corporation	48,895,395	48,895,395	48,895,395	
Asian i-Office Properties, Inc.	125,993,892	125,993,892	125,993,892	
Aurora Properties, Inc.	260,458,217	260,458,217	260,458,217	
Avida Land Corporation and Subsidiaries	1,399,857,026	1,399,857,026	1,399,857,026	
Ayala Greenfields Dev. Corp	93,337,357	93,337,357	93,337,357	
Ayala Land Hotels and Resorts Corporation	395,240	395,240	395,240	
Ayala Land, Inc.	2,575,795,810	2,575,795,810	2,575,795,810	
Bellavita Land Corp	230,328,864	230,328,864	230,328,864	
BG North Properties Inc.	3,021,810	3,021,810	3,021,810	
BG West Properties, Inc.	101,980,064	101,980,064	101,980,064	
BG South Properties, Inc.	64,314,491	64,314,491	64,314,491	
Bonifacio Hotel Ventures, Inc.	66,128,861	66,128,861	66,128,861	
Cagayan De Oro Gateway Corp.	31,488,867	31,488,867	31,488,867	
Cavite Commercial Towncenter, Inc.	7,004,702	7,004,702	7,004,702	
Cebu Holdings, Inc.	629,633,017	629,633,017	629,633,017	
CECI Realty Corp.	146,738,910	146,738,910	146,738,910	
Cresview E-Office Corp	6,779,118	6,779,118	6,779,118	
Ecosouth Hotel Ventures, Inc.	158,814,055	158,814,055	158,814,055	
Fairview Prime Commercial Corp.	603,601,361	603,601,361	603,601,361	
Greenfield Devt Corp	819,482	819,482	819,482	
Laguna Technopark Inc.	91,046,666	91,046,666	91,046,666	
North Triangle Hotel Ventures, Inc.	5,539,428	5,539,428	5,539,428	
Nuevocentro, Inc.	12,092,826	12,092,826	12,092,826	
Phil Integrated Energy Soln., Inc	292,910,398	292,910,398	292,910,398	
Primavera Towncentre Inc.	68,278,531	68,278,531	68,278,531	
Serendra, Inc.	998,502,675	998,502,675	998,502,675	
Solinea, Inc.	32,662,896	32,662,896	32,662,896	
Southcrest Hotel Ventures, Inc.	10,122,688	10,122,688	10,122,688	
Station Square East Commercial Corporation	1,632,201	1,632,201	1,632,201	
Subic Bay Town Center Inc.	212,867,535	212,867,535	212,867,535	
Eco Holdings, Inc.	10,791,935	10,791,935	10,791,935	
Vesta Property Holdings, Inc.	127,392,948	127,392,948	127,392,948	
Subtotal	Php 12,039,013,465	Php 12,039,013,465	Php 12,039,013,465	Php -

	Amount Owed by ALI Subsidiaries to Accendo Commercial Corporation			
	Receivable Balance per Accendo Commercial Corporation	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Philippine Integrated Energy Solutions, Inc.	Php 4,238,811	Php 4,238,811	Php 4,238,811	
Subtotal	Php 4,238,811	Php 4,238,811	Php 4,238,811	

	Amount Owed by ALI Subsidiaries to Alabang Commercial Corporation			
	Receivable Balance per Alabang Commercial Corporation	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Five Star Cinema, Inc	Php 2,327,310	Php 2,327,310	Php 2,327,310	
Subtotal	Php 2,327,310	Php 2,327,310	Php 2,327,310	

	Amount Owed by ALI Subsidiaries to Alveo Land Corp.			
	Receivable Balance per Alveo Land Corp.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Accendo Commercial Corp. (Accendo)	Php 114,068,582	Php 114,068,582	Php 114,068,582	
Aurora Properties Incorporated (API)	9,929,179	9,929,179	9,929,179	
Avida Land Corporation and Subsidiaries	2,894,000	2,894,000	2,894,000	
Cebu Holdings, Inc	18,131,298	18,131,298	18,131,298	
Serendra, Inc.	5,130,736	5,130,736	5,130,736	
Vesta Property Holdings, Inc.	152,946,908	152,946,908	152,946,908	
Subtotal	Php 303,098,702	Php 303,098,702	Php 303,098,702	

Amount Owed by ALI Subsidiaries to ALI Property Partners Corp.				
	Receivable Balance per ALI Property Partners Corp.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Makati Development Corporation (MDC)	Php 52,730	Php 52,730	Php 52,730	
Subtotal	Php 52,730	Php 52,730	Php 52,730	

Amount Owed by ALI Subsidiaries to Amaia Land Corporation				
	Receivable Balance per Amaia Land Corporation	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation and Subsidiaries	Php 2,614,853	Php 2,614,853	Php 2,614,853	
BellaVita Land Corporation (BellaVita)	64,727	64,727	64,727	
Subtotal	Php 2,679,581	Php 2,679,581	Php 2,679,581	

Amount Owed by ALI Subsidiaries to Aprisa Business Solutions Process, Inc.				
	Receivable Balance per Aprisa Business Solutions Process, Inc.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Accendo Commercial Corp. (Accendo)	Php 251,898	Php 251,898	Php 251,898	
Alabang Commercial Corporation (ACC)	432,180	432,180	432,180	
Makati Development Corporation (MDC)	117,600	117,600	117,600	
North Triangle Depot Commercial Corporation	419,445	419,445	419,445	
NorthBeacon Commercial Corporation (NBCC)	91,058	91,058	91,058	
Subic Bay Town Centre, Inc.	61,265	61,265	61,265	
Subtotal	Php 1,373,242	Php 1,373,242	Php 1,373,242	

Amount Owed by ALI Subsidiaries to Arvo Commercial Corporation				
	Receivable Balance per Arvo Commercial Corporation	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Cavite Commercial Center, Inc.	Php 52,500	Php 52,500	Php 52,500	
Subtotal	Php 52,500	Php 52,500	Php 52,500	

Amount Owed by ALI Subsidiaries to Aurora Properties, Inc.				
	Receivable Balance per Aurora Properties, Inc.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation and Subsidiaries	Php 288,723	Php 288,723	Php 288,723	
Ceci Realty, Inc.	39,051	39,051	39,051	
Vesta Property Holdings, Inc.	27,739	27,739	27,739	
Subtotal	Php 335,513	Php 335,513	Php 335,513	

Amount Owed by ALI Subsidiaries to Avida Land, Corp.				
	Receivable Balance per Avida Land, Corp.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Amaia Land Co. (Amaia) (formerly First Realty Communities)	Php 2,515,152	Php 2,515,152	Php 2,515,152	
Aurora Properties Incorporated (API)	69,503	69,503	69,503	
Aurora Properties Incorporated (API)	14,413,705	14,413,705	14,413,705	
Ayala Land International Sales, Inc. (ALISI)	498,271	498,271	498,271	
Ayala Property Management Corporation (APMC)	1,049,097	1,049,097	1,049,097	
Cebu Property Ventures & Dev't Corp.	22,834,798	22,834,798	22,834,798	
Community Innovations, Inc.	34,075	34,075	34,075	
Subtotal	Php 41,414,599	Php 41,414,599	Php 41,414,599	

Amount Owed by ALI Subsidiaries to Ayala Land International Sales, Inc.				
	Receivable Balance per Ayala Land International Sales, Inc.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Alveo Land Corporation	Php 9,502,722	Php 9,502,722	Php 9,502,722	
Amaia Land Co. (Amaia) (formerly First Realty Communities, Inc.)	1,188,985	1,188,985	1,188,985	
Avida Land Corporation and Subsidiaries	1,991,805	1,991,805	1,991,805	
Subtotal	Php 12,683,492	Php 12,683,492	Php 12,683,492	

Amount Owed by ALI Subsidiaries to Ayala Property Management Corporation				
	Receivable Balance per Ayala Property Management Corporation	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Amaia Land Co. (Amaia) (formerly First Realty Communities, Inc.)	Php 2,448,213	Php 2,448,213	Php 2,448,213	
Aurora Properties Incorporated (API)	282,717	282,717	282,717	
Avida Land Corporation and Subsidiaries	2,856,719	2,856,719	2,856,719	
Ceci Realty, Inc.	523,800	523,800	523,800	
North Triangle Depot Commercial Corporation	29,375	29,375	29,375	
Serendra, Inc.	468,490	468,490	468,490	
UP North Property Holdings, Inc.	197,889	197,889	197,889	
Vesta Property Holdings, Inc.	334,779	334,779	334,779	
Subtotal	Php 7,121,963	Php 7,121,963	Php 7,121,963	

Amount Owed by ALI Subsidiaries to Ayala Theaters Management, Inc.				
	Receivable Balance per Ayala Theaters Management, Inc.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
South Innovative Theater Management	Php 6,048	Php 6,048	Php 6,048	
Subtotal	Php 6,048	Php 6,048	Php 6,048	

Amount Owed by ALI Subsidiaries to Bella Vita Land Corp.				
	Receivable Balance per Bella Vita Land Corp.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Amaia Land Co. (Amaia) (formerly First Realty Communities, Inc.)	Php 388	Php 388	Php 388	
Subtotal	Php 388	Php 388	Php 388	

Amount Owed by ALI Subsidiaries to BG West Properties, Inc.				
	Receivable Balance per BG West Properties, Inc.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Makati Development Corporation (MDC)	Php 21,523,579	Php 21,523,579	Php 21,523,579	
Subtotal	Php 21,523,579	Php 21,523,579	Php 21,523,579	

Amount Owed by ALI Subsidiaries to Cagayan De Oro Gateway Corp.				
	Receivable Balance per Cagayan De Oro Gateway Corp.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Accendo Commercial Corp. (Accendo)	Php 6,783	Php 6,783	Php 6,783	
Subtotal	Php 6,783	Php 6,783	Php 6,783	

Amount Owed by ALI Subsidiaries to Cebu Holding, Inc.				
	Receivable Balance per Cebu Holding, Inc.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Alveo Land Corporation	Php 110,189	Php 110,189	Php 110,189	
Amaia Land Co. (Amaia) (formerly First Realty Communities, Inc.)	2,262,135	2,262,135	2,262,135	
Amicassa Process Solutions, Inc.	160,927	160,927	160,927	
Avida Land Corporation and Subsidiaries	7,913,003	7,913,003	7,913,003	
Makati Development Corporation (MDC)	1,102,370	1,102,370	1,102,370	
Subtotal	Php 11,548,604	Php 11,548,604	Php 11,548,604	

Amount Owed by ALI Subsidiaries to Ceci Realty Corp.				
	Receivable Balance per Ceci Realty Corp.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Aurora Properties Incorporated (API)	Php 14,478,949	Php 14,478,949	Php 14,478,949	
Makati Development Corporation (MDC)	626	626	626	
Vesta Property Holdings, Inc.	16,345,032	16,345,032	16,345,032	
Subtotal	Php 30,824,607	Php 30,824,607	Php 30,824,607	

Amount Owed by ALI Subsidiaries to Direct Power Services, Inc.				
	Receivable Balance per Direct Power Services, Inc.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Philippine Integrated Energy Solutions, Inc.	Php 13,181,018	Php 13,181,018	Php 13,181,018	
Station Square East Commercial Corporation (SSECC)	30,911,899	30,911,899	30,911,899	
Subtotal	Php 44,092,917	Php 44,092,917	Php 44,092,917	

Amount Owed by ALI Subsidiaries to Eco Holdings, Inc.				
	Receivable Balance per Eco Holdings, Inc.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Ten Knots Development Corporation (TKDC)	Php 723,065,745	Php 723,065,745	Php 723,065,745	
Ten Knots Philippines, Inc. (TKPI)	94,668,752	94,668,752	94,668,752	
Subtotal	Php 817,734,497	Php 817,734,497	Php 817,734,497	

Amount Owed by ALI Subsidiaries to Five Star Cinema, Inc.				
	Receivable Balance per Five Star Cinema, Inc.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
South Innovative Theater Management	Php 25,520	Php 25,520	Php 25,520	
Subtotal	Php 25,520	Php 25,520	Php 25,520	

Amount Owed by ALI Subsidiaries to Makati Development Corporation				
	Receivable Balance per Makati Development Corporation	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Alveo Land Corporation	Php 26,816	Php 26,816	Php 26,816	
Amaia Land Co. (Amaia) (formerly First Realty Communities, Inc.)	2,181,737	2,181,737	2,161,737	
Amicassa Process Solutions, Inc.	742,202	742,202	742,202	
Crestview E-Office Corporation (CeOC)	96,000	96,000	96,000	
Glensworth Development, Inc.	25,000,000	25,000,000	25,000,000	
Philippine Integrated Energy Solutions, Inc.	1,266,902	1,266,902	1,266,902	
Subtotal	Php 29,293,656	Php 29,293,656	Php 29,293,656	

Amount Owed by ALI Subsidiaries to NorthBeacon Commercial Corporation				
	Receivable Balance per NorthBeacon Commercial Corporation	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Alabang Commercial Corporation. (ACC)	Php 114,857	Php 114,857	Php 114,857	
Amaia Land Co. (Amaia) (formerly First Realty Communities, Inc.)	289,316	289,316	289,316	
North Triangle Depot Commercial Corporation	5,609	5,609	5,609	
Subic Bay Town Centre, Inc.	(71,588)	(71,588)	(71,588)	
Subtotal	Php 318,196	Php 318,196	Php 318,196	

Amount Owed by ALI Subsidiaries to North Triangle Depot Commercial Corporation				
	Receivable Balance per North Triangle Depot Commercial Corporation	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Alabang Commercial Corporation. (ACC)	Php 90,311	Php 90,311	Php 90,311	
Cagayan De Oro Gateway Corporation	150	150	150	
NorthBeacon Commercial Corporation (NBCC)	50,000	50,000	50,000	
Serendra, Inc.	56,552	56,552	56,552	
Subic Bay Town Centre, Inc.	740	740	740	
Subtotal	Php 197,752	Php 197,752	Php 197,752	

Amount Owed by ALI Subsidiaries to Philippine Integrated Energy Solutions, Inc.				
	Receivable Balance per Philippine Integrated Energy Solutions, Inc.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Accendo Commercial Corp. (Accendo)	Php 38,902,842	Php 38,902,842	Php 38,902,842	
Alabang Commercial Corporation. (ACC)	18,672,983	18,672,983	18,672,983	
Direct Power Services Inc.	237,598	237,598	237,598	
Subtotal	Php 57,813,422	Php 57,813,422	Php 57,813,422	

Amount Owed by ALI Subsidiaries to Primavera Towncentre, Inc.				
	Receivable Balance per Primavera Towncentre, Inc.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Accendo Commercial Corp. (Accendo)	Php 305,616	Php 305,616	Php 305,616	
Subtotal	Php 305,616	Php 305,616	Php 305,616	

Amount Owed by ALI Subsidiaries to Subic Bay Towncenter, Inc.				
	Receivable Balance per Subic Bay Towncenter, Inc.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Makati Development Corporation (MDC)	Php 13,203,467	Php 13,203,467	Php 13,203,467	
Alabang Commercial Corporation (ACC)	862	862	862	
North Triangle Depot Commercial Corporation	862	862	862	
Subtotal	Php 13,205,191	Php 13,205,191	Php 13,205,191	

Amount Owed by ALI Subsidiaries to Serendra, Inc.				
	Receivable Balance per Serendra, Inc.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
ALI Property Partners Corp. (APPCo)	Php 99,000,000	Php 99,000,000	Php 99,000,000	
Alveo Land Corporation	350,000,000	350,000,000	350,000,000	
Amaia Land Co. (Amaia) (formerly First Realty Communities, Inc.)	500,000,000	500,000,000	500,000,000	
Ayala Property Management Corporation	446,230	446,230	446,230	
Subtotal	Php 949,446,230	Php 949,446,230	Php 949,446,230	

Amount Owed by ALI Subsidiaries to Station Square East Commercial Corporation				
	Receivable Balance per Station Square East Commercial Corporation	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
BellaVita Land Corporation (BellaVita)	Php 12,972	Php 12,972	Php 12,972	
Cavite Commercial Center, Inc.	24,707	24,707	24,707	
North Triangle Depot Commercial Corporation	87,433	87,433	87,433	
NorthBeacon Commercial Corporation (NBCC)	220	220	220	
Subic Bay Town Centre, Inc.	260	260	260	
Subtotal	Php 125,613	Php 125,613	Php 125,613	

Amount Owed by ALI Subsidiaries to Vesta Property Holdings, Inc.				
	Receivable Balance per Vesta Property Holdings, Inc.	Payable Balance per ALI Subsidiaries	Current	Non-Current
Ayala Land, Inc. (ALI) Subsidiaries:				
Avida Land Corporation and Subsidiaries	Php 880,358,780	Php 880,358,780	Php 880,358,780	
Ceci Realty, Inc.	72,845	72,845	72,845	
Subtotal	Php 880,431,625	Php 880,431,625	Php 880,431,625	

Total Eliminated Receivables	Php41,691,941,284.44	Php41,691,941,284.44	Php41,691,941,284.44	
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AYALA LAND, INC. AND SUBSIDIARIES
Schedule D - Intangible Assets - Other Assets
As of December 31, 2013

DESCRIPTION	BEGINNING BALANCE	ADDITIONS AT COST	CHARGED TO COSTS & EXPENSES	CHARGED TO OTHER ACCTS	OTHER CHANGES ADDITIONS (DEDUCTIONS)	ENDING BALANCE
Lease Right 1/	Php 113,495,714	Php -	Php (6,676,219)	Php -	Php -	Php 106,819,496
	Php 113,495,714	Php -	Php (6,676,219)	Php -	Php -	Php 106,819,496

1/ Leaserright pertains to the right to use an island property expiring on December 31, 2029.
These intangible assets were included under non-current assets.

AYALA LAND, INC. AND SUBSIDIARIES
SCHEDULE E - LONG-TERM DEBT
As of December 31, 2013

TITLE OF ISSUE & TYPE OF OBLIGATION	AMOUNT AUTHORIZED BYIndenture	CURRENT PORTION OF LONG-TERM DEBT	LONG-TERM DEBT (NET OF CURRENT PORTION)	Interest Rate	No. of Periodic Installment	Maturity Date
Ayala Land, Inc.:						
BONDS						
Philippine Peso	Php 2,016,000,000	Php 620,195,000	Php -	5.000%	N/A, Bullet	Due 2014
Philippine Peso	1,000,000,000	-	992,460,000	5.000%	N/A, Bullet	Due 2015
Philippine Peso	2,000,000,000	-	1,999,650,000	4.000%	N/A, Bullet	Due 2016
Philippine Peso	9,350,000,000	-	9,350,000,000	5.625%	N/A, Bullet	Due 2019
Philippine Peso	4,000,000,000	-	4,000,000,000	4.625%	N/A, Bullet	Due 2020
Philippine Peso	5,650,000,000	-	5,650,000,000	6.000%	N/A, Bullet	Due 2022
Philippine Peso	15,000,000,000	-	15,000,000,000	5.000%	N/A, Bullet	Due 2024
Philippine Peso	2,000,000,000	-	2,000,000,000	6.000%	N/A, Bullet	Due 2033
Floating rate corporate notes (FRCNs)	1,000,000,000	-	1,000,000,000	Variable at 4%	N/A, Bullet	Due 2016
Fixed rate corporate notes (FXCIs)						
Philippine Peso	920,000,000	-	100,000,000	7.75%	N/A, Bullet	2016
Philippine Peso	1,330,000,000	13,300,000	1,316,700,000	8.90%	6	2019
Philippine Peso	10,000,000,000	37,500,000	8,012,500,000	Various 5.625% to 7.500%	Various from 3 to 11	Various from 2016 to 2016
Philippine Peso	5,000,000,000	-	5,000,000,000	4.50%	33	2023
US Dollar - denominated long term loan	2,598,661,325	-	2,598,661,325	Variable	6	2023
Sub-Total	61,864,661,325	Php 670,995,000	Php 57,019,971,325			
Subsidiaries:						
Bank Loan (BPI)	Various	Php 1,450,704,416	Php 15,418,356,587	Fixed and Floating rates, various	Various	Various from 2015 to 2023
Bank Loan (ChinaBank)	Various	938,351,958	2,343,243,035	Fixed and Floating rates, various	Various	Various 2015 to 2018
Bank Loan (LandBank of the Phil)	Various	6,250,000	4,490,937,500	Fixed and Floating rates, various	Various	Various from 2016 to 2021
Bank Loan (Security Bank)	Various	208,038,111	944,263,889	Fixed rates, various	Various	Various from 2014 to 2017
Bank Loan (DBP)	Various	110,000,000	5,690,000,000	Fixed and Floating rates, various	Various	Various 2017 to 2021
Bank Loan (MetroBank)	Various	157,812,500	405,875,000	Fixed rates, various	Various	Various from 2014 to 2015
Sub-Total		Php 2,871,156,985	Php 29,292,676,011			
		Php 3,542,151,985	Php 86,312,647,336			

AYALA LAND, INC. AND SUBSIDIARIES
SCHEDULE F - Indebtedness to Related Parties
 (Long Term Loans from Related Companies)
As of December 31, 2013

NAME OF RELATED PARTY	BALANCE AT BEGINNING OF PERIOD		BALANCE AT END OF PERIOD	
Bank of the Philippine Islands	Php	12,989,555,884	Php	16,869,061,003

AYALA LAND, INC. AND SUBSIDIARIES
 SCHEDULE G - GUARANTEES OF SECURITIES OF OTHER ISSUERS
 As of December 31, 2013

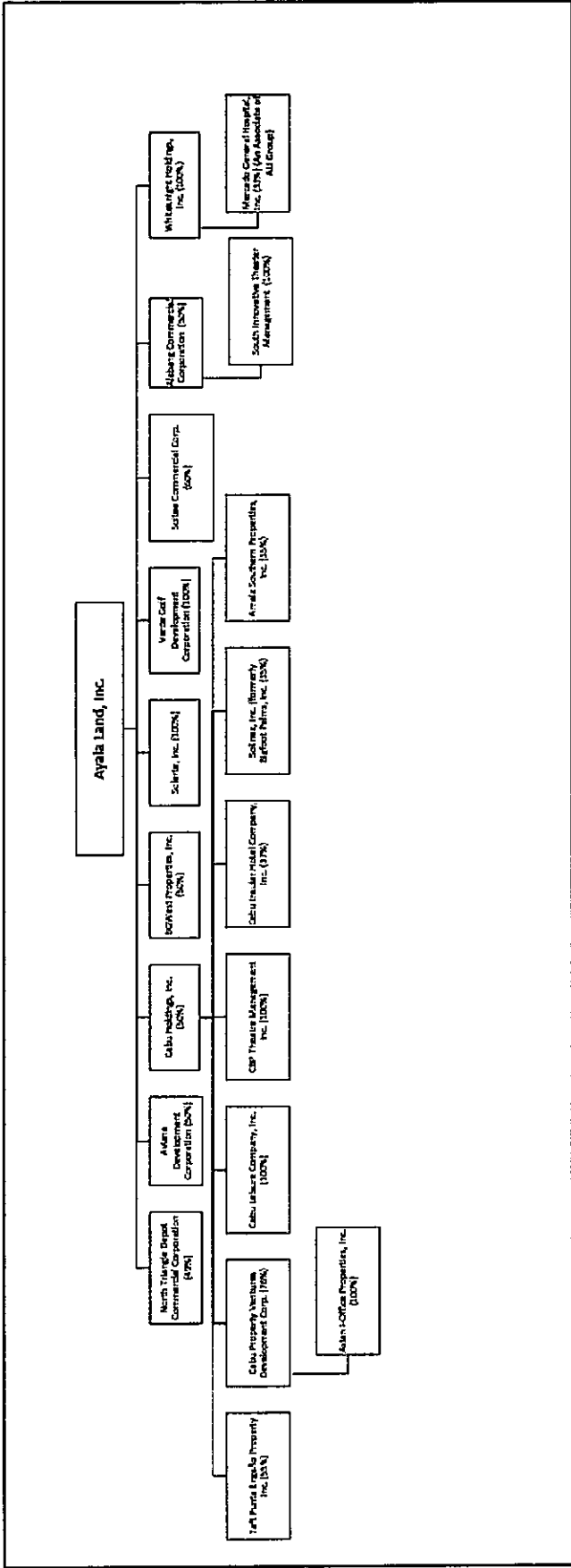
NAME OF ISSUING ENTITY OF SECURITIES GUARANTEED BY THE COMPANY FOR W/C THIS STATEMENT IS FILED	TITLE OF ISSUE OF EACH CLASS OF SECURITIES GUARANTEED	TOTAL AMOUNT GUARANTEED & OUTSTANDING	AMOUNT OWNED BY PERSON FOR W/C STATEMENT IS FILED	NATURE OF GUARANTEE
<div data-bbox="488 779 946 819" style="border: 1px solid black; padding: 2px; display: inline-block;">NOT APPLICABLE</div>				

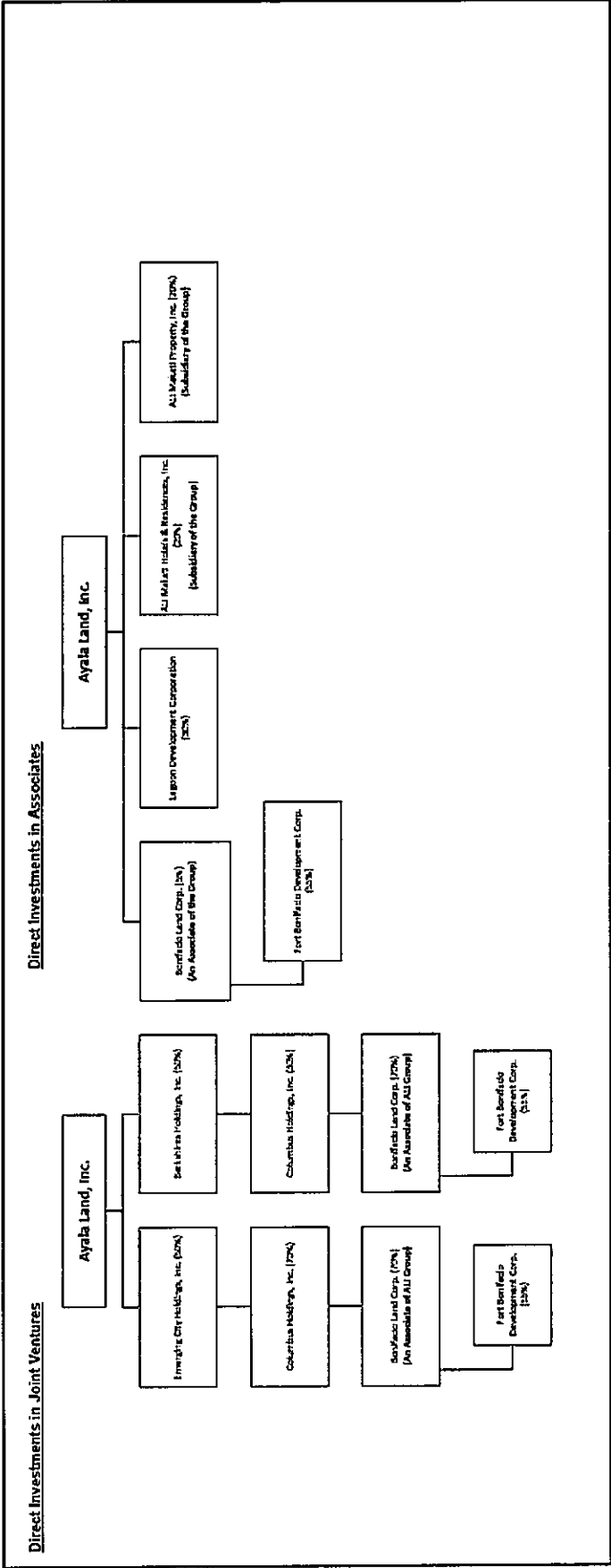
AYALA LAND, INC. AND SUBSIDIARIES
 SCHEDULE H- CAPITAL STOCK
 As of December 31, 2013

TITLE OF ISSUE	NUMBER OF SHARES AUTHORIZED	NUMBER OF SHARES ISSUED AND OUTSTANDING AT SHOWN UNDER RELATED BALANCE SHEET CAPTION				NUMBER OF SHARES RESERVED FOR OPTIONS, WARRANTS, CONVERSION AND OTHER RIGHTS	NUMBER OF SHARES HELD BY RELATED PARTIES	DIRECTORS, OFFICERS AND EMPLOYEES	OTHERS
		ISSUED	SUBSCRIBED	TREASURY SHARES	TOTAL				
Common Stock	20,000,000,000	14,063,901,538	109,385,073		14,173,286,611	29,891,029	6,934,509,515	116,540,309	
Preferred Stock	15,000,000,000	13,066,494,759			13,066,494,759		12,163,180,640	-	

AYALA LAND, INC.
SCHEDULE I - RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
December 31, 2013

Unappropriated Retained Earnings, beginning		Php	23,615,474,829
Less adjustments:			
Treasury shares	Php	(2,127,427,858)	
Deferred tax assets		(1,002,783,094)	
Fair Value adjustment		(593,852,588)	(3,724,063,539)
Unappropriated Retained Earnings, as adjusted, beginning			19,891,411,290
Net Income based on the face of AFS	Php	6,477,002,236	
Less: Non-actual/unrealized income net of tax			
Equity in net income of associate/joint venture			
Unrealized foreign exchange gain - net (except those attributable to Cash and Cash Equivalents)			
Unrealized actuarial gain			
Fair value adjustment (M2M gains)			
Fair value adjustment of Investment Property resulting to gain			
adjustment due to deviation from PFRS/GAAP-gain			
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (Actuarial loss on pension liabilities)		(383,919,849)	
Add: Non-actual losses			
Depreciation on revaluation increment (after tax)			
Adjustment due to deviation from PFRS/GAAP – loss			
Loss on fair value adjustment of investment property (after tax)			
Net Income Actual/Realized		6,093,082,387	
Less: Other adjustments			
Amount of provision for deferred tax during the year		(754,281,582)	
Dividend declarations during the period		(4,129,312,526)	
Effects of prior period adjustments (PAS 19R)		(57,721,639)	
Reversal of Treasury shares		2,127,427,857	3,279,194,497
Unappropriated Retained Earnings, as adjusted, ending		Php	<u>23,170,605,786</u>





AYALA LAND, INC. AND SUBSIDIARIES
SCHEDULE K - LIST OF APPLICABLE STANDARDS AND INTERPRETATIONS
December 31, 2013

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2013		Adopted	Not Adopted	Not Applicable
Framework for the Preparation and Presentation of Financial Statements Conceptual Framework Phase A: Objectives and qualitative characteristics		✓		
PFRSs Practice Statement Management Commentary		✓		
Philippine Financial Reporting Standards				
PFRS 1 (Revised)	First-time Adoption of Philippine Financial Reporting Standards			✓
	Amendments to PFRS 1 and PAS 27: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate			✓
	Amendments to PFRS 1: Additional Exemptions for First-time Adopters			✓
	Amendment to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters			✓
	Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters			✓
	Amendments to PFRS 1: Government Loans			✓
PFRS 2	Share-based Payment	✓		
	Amendments to PFRS 2: Vesting Conditions and Cancellations	✓		
	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions	✓		
PFRS 3 (Revised)	Business Combinations	✓		
PFRS 4	Insurance Contracts			✓
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			✓
PFRS 5	Non-current Assets Held for Sale and Discontinued Operations			✓
PFRS 6	Exploration for and Evaluation of Mineral Resources			✓
PFRS 7	Financial Instruments: Disclosures	✓		
	Amendments to PFRS 7: Transition	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	✓		

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2013		Adopted	Not Adopted	Not Applicable
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets – Effective Date and Transition	✓		
	Amendments to PFRS 7: Improving Disclosures about Financial Instruments	✓		
	Amendments to PFRS 7: Disclosures - Transfers of Financial Assets	✓		
	Amendments to PFRS 7: Disclosures – Offsetting Financial Assets and Financial Liabilities	✓		
	Amendments to PFRS 7: Mandatory Effective Date of PFRS 9 and Transition Disclosures	✓		
PFRS 8	Operating Segments	✓		
PFRS 9	Financial Instruments	Not early adopted		
	Amendments to PFRS 9: Mandatory Effective Date of PFRS 9 and Transition Disclosures	Not early adopted		
PFRS 10	Consolidated Financial Statements	✓		
PFRS 11	Joint Arrangements	✓		
PFRS 12	Disclosure of Interests in Other Entities	✓		
PFRS 13	Fair Value Measurement	✓		
Philippine Accounting Standards				
PAS 1 (Revised)	Presentation of Financial Statements	✓		
	Amendment to PAS 1: Capital Disclosures	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation	✓		
	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	✓		
PAS 2	Inventories	✓		
PAS 7	Statement of Cash Flows	✓		
PAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	✓		
PAS 10	Events after the Balance Sheet Date	✓		
PAS 11	Construction Contracts	✓		
PAS 12	Income Taxes	✓		
	Amendment to PAS 12 - Deferred Tax: Recovery of Underlying Assets	✓		
PAS 16	Property, Plant and Equipment	✓		
PAS 17	Leases	✓		
PAS 18	Revenue	✓		

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2013		Adopted	Not Adopted	Not Applicable
PAS 19	Employee Benefits	✓		
	Amendments to PAS 19: Actuarial Gains and Losses, Group Plans and Disclosures	✓		
PAS 19 (Amended)	Employee Benefits	✓		
PAS 20	Accounting for Government Grants and Disclosure of Government Assistance			✓
PAS 21	The Effects of Changes in Foreign Exchange Rates	✓		
	Amendment: Net Investment in a Foreign Operation			✓
PAS 23 (Revised)	Borrowing Costs	✓		
PAS 24 (Revised)	Related Party Disclosures	✓		
PAS 26	Accounting and Reporting by Retirement Benefit Plans			✓
PAS 27 (Amended)	Separate Financial Statements	✓		
PAS 28 (Amended)	Investments in Associates and Joint Ventures	✓		
PAS 29	Financial Reporting in Hyperinflationary Economies			✓
PAS 31	Interests in Joint Ventures	✓		
PAS 32	Financial Instruments: Disclosure and Presentation	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation	✓		
	Amendment to PAS 32: Classification of Rights Issues	✓		
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities	✓		
PAS 33	Earnings per Share	✓		
PAS 34	Interim Financial Reporting	✓		
PAS 36	Impairment of Assets	✓		
PAS 37	Provisions, Contingent Liabilities and Contingent Assets	✓		
PAS 38	Intangible Assets	✓		
PAS 39	Financial Instruments: Recognition and Measurement	✓		
	Amendments to PAS 39: Transition and Initial Recognition of Financial Assets and Financial Liabilities	✓		
	Amendments to PAS 39: Cash Flow Hedge			✓

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2013		Adopted	Not Adopted	Not Applicable
	Accounting of Forecast Intragroup Transactions			
	Amendments to PAS 39: The Fair Value Option	✓		
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			✓
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets – Effective Date and Transition	✓		
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives	✓		
	Amendment to PAS 39: Eligible Hedged Items			✓
PAS 40	Investment Property	✓		
PAS 41	Agriculture			✓
Philippine Interpretations				
IFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities			✓
IFRIC 2	Members' Share in Co-operative Entities and Similar Instruments			✓
IFRIC 4	<i>Determining Whether an Arrangement Contains a Lease</i>	✓		
IFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds			✓
IFRIC 6	<i>Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment</i>			✓
IFRIC 7	<i>Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies</i>			✓
IFRIC 8	<i>Scope of PFRS 2</i>	✓		
IFRIC 9	Reassessment of Embedded Derivatives	✓		
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives	✓		
IFRIC 10	<i>Interim Financial Reporting and Impairment</i>	✓		
IFRIC 11	PFRS 2- Group and Treasury Share Transactions	✓		
IFRIC 12	Service Concession Arrangements			✓
IFRIC 13	Customer Loyalty Programmes			✓
IFRIC 14	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction			✓
	Amendments to Philippine Interpretations IFRIC- 14, Prepayments of a Minimum Funding Requirement			✓
IFRIC 16	Hedges of a Net Investment in a Foreign Operation			✓

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2013		Adopted	Not Adopted	Not Applicable
IFRIC 17	Distributions of Non-cash Assets to Owners			✓
IFRIC 18	Transfers of Assets from Customers			✓
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments			✓
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine			✓
SIC-7	Introduction of the Euro			✓
SIC-10	Government Assistance - No Specific Relation to Operating Activities			✓
SIC-12	Consolidation - Special Purpose Entities			✓
	Amendment to SIC - 12: Scope of SIC 12			✓
SIC-13	Jointly Controlled Entities - Non-Monetary Contributions by Venturers	✓		
SIC-15	Operating Leases - Incentives	✓		
SIC-21	Income Taxes - Recovery of Revalued Non-Depreciable Assets			✓
SIC-25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders			✓
SIC-27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	✓		
SIC-29	Service Concession Arrangements: Disclosures.			✓
SIC-31	Revenue - Barter Transactions Involving Advertising Services			✓
SIC-32	Intangible Assets - Web Site Costs			✓

AYALA LAND, INC. AND SUBSIDIARIES
SCHEDULE L - FINANCIAL RATIOS
December 31, 2013

	2013	2012 (As Restated)
	(Amounts in Thousands)	
Current / liquidity ratios		
Current Assets	146,986,957	111,055,354
Current liabilities	101,623,207	78,671,224
Current ratios	1.45	1.41
Current Assets	146,986,957	111,055,354
Inventory	43,572,245	27,322,746
Quick assets	103,414,712	83,732,609
Current liabilities	101,623,207	78,671,224
Quick ratios	1.02	1.06

	2013	2012 (As Restated)
	(Amounts in Thousands)	
Solvency/ debt-to-equity ratios		
Short-term debt	12,407,056	9,779,146
Current portion of long-term debt	3,542,152	6,591,354
Long-term debt - net of current portion	85,952,677	58,407,563
Debt	101,901,885	74,778,063
Equity	112,097,564	95,540,214
Less: Noncontrolling interest	13,627,789	13,547,045
Equity attributable to parent	98,469,775	81,993,169
Less: Unrealized gain - AFS	32,105	36,751
Equity, net of unrealized gain	98,437,670	81,956,418
Debt to equity ratio	1.04	0.91
Debt	101,901,885	74,778,063
Cash and cash equivalents	27,966,138	32,122,085
Short term investments	16,728	16,503
Financial assets at FV through P&L	13,403,497	713,716
Net Debt	60,515,522	41,925,758
Equity	98,437,670	81,956,418
Net Debt to equity ratio	0.61	0.51

	2013	2012 (As Restated)
	(Amounts in Thousands)	
Asset to equity ratios		
Total Assets	325,473,685	254,115,680
Total Equity	112,097,564	95,540,214
Asset to Equity Ratio	2.90	2.66

	2013	2012 (As Restated)
	(Amounts in Thousands)	
Interest rate coverage ratio		
Net income after tax	14,304,692	11,076,489
Add:		
Provision for income tax	4,655,370	3,471,108
Interest expense and other financing charges	4,115,555	3,264,994
Other charges	678,930	367,296
	9,449,855	7,103,398
Less:		
Interest and investment income	3,538,357	4,277,637
EBIT	20,216,190	13,902,250
Depreciation and amortization	3,898,401	2,714,537
EBITDA	24,114,591	16,616,787
Interest expense	3,735,452	2,470,151
Short-term debt	815,954	162,781
Long-term debt	2,919,498	2,307,370
Interest rate coverage ratio	6.5	6.7

	2013	2012 (As Restated)
	<i>(Amounts in Thousands)</i>	
Profitability ratios		
Net Income Attributable to Equity holders of Ayala Land, Inc.	11,741,764	9,038,328
Revenue	81,523,070	59,932,163
Net income margin	14.4%	15.1%
Net income after tax	14,304,692	11,076,489
Total Assets CY	325,473,685	254,115,680
Total Assets PY	254,115,680	166,398,998
Average Total Assets	289,794,683	210,257,339
Return on total assets	4.9%	5.3%
Net income after tax	11,741,764	9,038,328
Total Equity-CY	98,469,775	82,315,209
Total Equity-PY	82,315,209	62,183,518
Average total equity	90,392,492	72,249,364
Return on Equity	13%	13%

AYALA LAND, INC. AND SUBSIDIARIES
SCHEDULE M – SCHEDULE and USE OF PROCEEDS
December 31, 2013

P4.0 Billion in Fixed Rate Bonds due 2020 and P2.0 Billion Fixed Rate Bonds due 2033

	ESTIMATED PER PROSPECTUS	ACTUAL
Issue Amount	6,000,000,000.00	6,000,000,000.00
Expenses		
Documentary Stamp Tax	30,000,000.00	30,000,000.00
Upfront Fees		
Underwriting Fee (375 bps + GRT)	22,500,000.00	22,500,000.00
Professional Expenses	1,457,500.00	2,517,808.07
Listing Fee	100,000.00	100,000.00
Out of Pocket Expenses (publication, printing etc.)	1,000,000.00	5,530.00
	55,057,500.00	55,123,338.07
Net Proceeds	5,944,942,500.00	5,944,876,661.93

Balance of Proceeds as of 12.31.2013

NIL

Ayala Land raised from the Bonds gross proceeds of P6.0Bn. After issue-related expenses, actual net proceeds amounted to approximately P5.9B. Net proceeds were used to partially finance various projects including, but not limited to, (i) the construction of various leasing assets including an additional BPO building in Cebu IT Park and the construction of Fairview Terraces Mall (P0.9 billion), (ii) infusion to Avida Land Corp. (a subsidiary) to fund various residential development projects and acquisitions (P1.0 billion) and (iii) the acquisition of several properties in strategic areas around the country (P4.0 billion).

P15.0 Billion Fixed Rate Bonds due 2024

	ESTIMATED PER PROSPECTUS	ACTUAL
Issue Amount	15,000,000,000.00	15,000,000,000.00
Expenses		
Documentary Stamp Tax	75,000,000.00	75,000,000.00
SEC Registration	5,812,500.00	5,812,500.00
Legal Research Fee	58,125.00	58,125.00
Upfront Fees		
Underwriting Fee	56,250,000.00	56,250,000.00
Professional Expenses	7,336,000.00	401,082.05
Trustee	20,000.00	20,000.00
Registry Account Opening Fee	150,000.00	150,000.00
Listing Fee	100,000.00	100,000.00
Out of Pocket Expenses (publication, printing etc.)	2,500,000.00	97,807.91
	147,226,625.00	137,889,514.96
Net Proceeds	14,852,773,375.00	14,862,110,485.04

Balance of Proceeds as of 12.31.2013

NIL

Ayala Land raised from the Bonds gross proceeds of P15.0Bn. After issue-related expenses, actual net proceeds amounted to approximately P14.9B. Net proceeds were used to partially finance various projects including, but not limited to, (i) the pump-priming development activities for new townships like Vertis North in Quezon City, Arca South, formerly FTI, in Taguig, Alvierra in Pampanga, and Altaraza in Bulacan (P4.0B), (ii) development of various residential projects such as Park Terraces, Garden Towers and subdivision projects in Nuvali (e.g. Santierra, Elaro and Luscara) (P4.0B), (iii) the construction of various leasing assets including an additional BPO buildings in UP – Ayala Land Technohub, the construction of the UP Town Center, expansion of Ayala Center Cebu and Abreeza (P1.2B), (iii) new Seda Hotel in Nuvali (P0.3B) and (iv) the acquisition of several properties in strategic areas around the country (P5.4B).

P9.35 Billion Fixed Rate Callable Bonds due 2019 and P5.65 Billion Fixed Rate Callable Bonds due 2022

	ESTIMATED PER PROSPECTUS	ACTUAL
Issue Amount	15,000,000,000.00	15,000,000,000.00
Expenses		
Documentary Stamp Tax	75,000,000.00	75,000,000.00
Underwriting Fee	54,035,000.00	54,035,000.00
Rating Fee	5,040,000.00	4,125,000.00
SEC Registration		
SEC Registration Fee	4,312,500.00	4,312,500.00
SEC Legal Research Fee	43,125.00	43,125.00
Professional Expenses	1,960,000.00	3,064,146.00
Marketing/Printing/Photocopying Costs and OPEs	500,000.00	383,755.82
Registry and Paying Agency Fee	337,500.00	1,056,314.87
Trustee Fees	112,500.00	20,000.00
Listing Fee	100,000.00	443,666.68
	141,440,625.00	142,483,508.37
Net Proceeds	14,858,559,375.00	14,857,516,491.63

Balance of Proceeds as of 12.31.2013

NIL

Ayala Land raised from the Bonds gross proceeds of P15.0Bn. After issue-related expenses, actual net proceeds amounted to approximately P14.9Bn. Net proceeds were used to partially finance various projects including, but not limited to, (i) the development of various residential projects such as Park Terraces and Garden Towers (P1.2Bn), (ii) the construction of various leasing assets including the redevelopment of Glorietta I and II malls, Glorietta BPO and the Holiday Inn hotel at Ayala Center (P1.5Bn) and the (iii) the acquisition of 74 hectares located in the FTI complex, Taguig City (P12.2Bn).

HOMESTARTER BONDS 6

	PROSPECTUS	ACTUAL
Issue Amount	2,000,000,000.00	2,000,000,000.00
Expenses		
Underwriting and Other Professional Fees	15,000,000.00	15,060,000.00
Issue Management Fee	2,000,000.00	2,000,000.00
Underwriting Fee	12,500,000.00	12,500,000.00
Legal Fee -- Joint Underwriters	500,000.00	560,000.00
Marketing/Printing/Photocopying Costs and OPEs	2,200,000.00	1,486,780.27
Documentary Stamp Tax	10,000,000.00	10,000,000.00
	27,200,000.00	26,546,789.27
Net Proceeds	1,972,800,000.00	1,973,453,210.73

Balance of Proceeds as of 12.31.2013

NIL

Ayala Land raised from the Bonds gross proceeds of P2.0Bn. After issue-related expenses, actual net proceeds amounted to approximately P1.97 billion. Net proceeds were used to partially finance its various projects such as, but not limited to, Park Terraces, Garden Towers, ParkPoint Residences, Ayala Westgrove Heights, Luscara, Elaro, Santierra and the redevelopment of Ayala Center (P540 million); and the balance of the purchase price to acquire Global Technologies International Limited's 32% stake in ALI Property Partners Corp. and additional capital infusion to a subsidiary (P650 million). Remaining net proceeds from the Bonds will be deployed to various projects in the succeeding months.

HOMESTARTER BONDS 5

	PROSPECTUS	ACTUAL
Issue Amount	1,000,000,000.00	1,000,000,000.00
Expenses		
SEC Registration	1,325,625.00	1,325,625.00
Underwriting and Other Professional Fees	8,000,000.00	9,421,000.00
Marketing/Printing/Photocopying Costs and OPEs	2,200,000.00	1,587,085.83
Registry and Paying Agency Fees	200,000.00	154,090.30
Documentary Stamp Tax	10,000,000.00	5,000,000.00
	21,725,625.00	17,487,801.13
Net Proceeds	978,274,375.00	982,512,198.87

Balance of Proceeds as of 12.31.2013

NIL

Ayala Land raised from the Bonds gross proceeds of P1.0Bn. After issue-related expenses, actual net proceeds amounted to P982.5Mn. Net proceeds were used to partially finance costs related to the acquisition of 74 hectares located in the FTI Complex, Taguig City.