

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATIONS CODE (SRC)
AND SRC RULE 17(a)-1(b)(3) THEREUNDER

1. **January 31, 2005**
Date of Report (Date of earliest event reported)
2. **152747** 3. **050-000-153-790**
SEC Identification Number BIR Tax Identification Number
4. **AYALA LAND, INC.**
Exact Name of registrant as specified in its charter
5. **MAKATI CITY, PHILIPPINES** 6. (SEC Use Only)
Province, country or other jurisdiction of Industry Classification Code
incorporation
7. **29/F, Tower One, Ayala Triangle, Ayala Avenue, Makati City** **1226**
Address of principal office Postal code
8. **848-5313**
Registrant's telephone number, including area code
9. **Not Applicable**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the SRC

As of September 30, 2004

Title of Each Class	Number of Shares of Common Stock Outstanding	Amount of Debt Outstanding
COMMON SHARES	10,769,250,668	P 13.7 Billion

Indicate the item numbers reported herein : **Please refer to attached letter**

Re: **Joint Development Agreement between Ayala Land, Inc. (ALI) & Subic Bay Development & Industrial Estate Corp. (SUDECO)**

Pursuant to the requirements of the Securities Regulations Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AYALA LAND, INC.
Registrant

Date : **January 31, 2005**

JAIME E. YSMAEL
Senior Vice President,
Chief Finance Officer and Treasurer

SEC Reg. No. 152747
SEC Sec. Code No. E-5000
PSE Sec. Code No. PR-010

January 31, 2005

SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Mandaluyong City

Attention: **Director Justina F. Callangan**
Corporation & Finance Department

PHILIPPINE STOCK EXCHANGE
4/F PSE Center, Exchange Road
Ortigas Center, Pasig City

Attention: **Ms. Jurisita M. Quintos**
Senior Vice President
Disclosure Department

Gentlemen:

Please be advised that today, Ayala Land, Inc. (ALI) and Subic Bay Development & Industrial Estate Corp. (SUDECO) have agreed to jointly develop a high-end seaside residential resort community on SUDECO's over 320 hectare property.

The project site is located just a few minutes away from the southern gate of Subic, in the neighboring town of Morong, Bataan. It boasts of a beautiful natural setting uniquely combining mountain and sea. The site has a 3.5 kilometer-long pristine coastline, gently rolling terrain, a peak elevation of 135 meters, and spectacular views of Subic Bay and the mountain ranges of Zambales and Bataan.

This community will be Ayala Land's first venture into the leisure market.

For this year, ALI is fast-tracking the launch of the Beach and Nature Club which will form the core amenity of this community and for which club shares will be offered to the market. ALI will also offer seaside lots and elegant sea view villas.

This project is in answer to the market's clamor for a leisure community that will be developed with the same high level of quality and commitment that Ayala Land has always been known for.

For your information.

Very truly yours,

JAIME E. YSMAEL
Senior Vice President,
Chief Finance Officer and Treasurer