

**COVER SHEET**

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S.E.C. Registration Number

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( Company's Full Name )

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

<b>LEAH I. GERALDEZ</b>									
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Contact Person

<b>(032) 411-1800</b>									
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Company Telephone Number

**2nd Quarterly Report**

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*Month Day*

Fiscal Year

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FORM TYPE

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*Month Day*

Annual Meeting

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Secondary License Type, if Applicable

S	E	C
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Dept. Requiring this Doc

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Amended Articles Number/Section

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Total No. of Stockholders

X
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Domestic

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Foreign



To be accomplished by SEC Personnel concerned

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES  
REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended June 30, 2009
2. Commission identification number CE02536 3. BIR Tax Identification No. 003-828-269-V
4. Exact name of issuer as specified in its charter ABOITIZ EQUITY VENTURES, INC.
5. Province, country or other jurisdiction of incorporation or organization Cebu City, Philippines
6. Industry Classification Code:  (SEC Use Only)
7. Address of issuer's principal office Postal Code  
Gov. Manuel A. Cuenco Avenue, Kasambagan, Cebu City, Philippines 6000
8. Issuer's telephone number, including area code  
(032) 2312580
9. Former name, former address and former fiscal year, if changed since last report  
N.A.

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

Title of each Class	Number of shares of common stock outstanding and amount of debt outstanding
<u>Common stock, P1.00 par value</u>	<u>5,574,942,121</u>
<u>Total debt</u>	<u>P42,198,283,717</u>

11. Are any or all of the securities listed on a Stock Exchange?

Yes [ x ] No [ ]

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

Philippine Stock Exchange Common

12. Indicate by check mark whether the registrant:

- (a)  has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26

and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

Yes [  ] No [  ]

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

Yes [  ] No [  ]

## PART I--FINANCIAL INFORMATION

### Item 1. Financial Statements.

Please refer to the financial statements and schedules attached herewith

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

*The following discussion and analysis of Aboitiz Equity Ventures, Inc.'s ("AEV" or the "Company" or the "Parent Company") consolidated financial condition and results of operations should be read in conjunction with the consolidated financial statements and accompanying schedules and disclosures set forth elsewhere in this report.*

#### **Adoption of Philippine Interpretation IFRIC 12, Shift from Cost to Fair Value Model in Accounting for Investment Properties and Accounting for Disposal Group**

In 2008, certain power subsidiaries and associates adopted IFRIC 12, a new accounting standard in accounting for service concession arrangements, while AEV shifted to Fair Value Method in accounting for the Group's investment properties. Thus, First semester 2008 financial statements are restated to retroactively apply the adoption of this new accounting standard and the shift to the fair value model.

With the planned sale of the Company's investment in Aboitiz Transport System (ATSC) Corp. (ATS) in 2009 and in compliance with new accounting standards, the December 2008 assets and liabilities of ATS Group, except Aboitiz Jebsen Group, are reported separately as a disposal group held for sale. Since the planned sale did not push through as of April 2009, the June 2009 assets and liabilities of ATS Group are now reflected on a line-by-line consolidation basis.

#### ***Top Five Key Performance Indicators***

Management uses the following indicators to evaluate the performance of registrant AEV and its subsidiaries (AEV and its subsidiaries are hereinafter collectively referred to as the "Group"):

#### **1. EQUITY IN NET EARNINGS OF INVESTEEES**

Equity in net earnings (losses) of investees represents the group's share in the undistributed earnings or losses of its investees for each reporting period subsequent to acquisition of said investment, net of goodwill impairment cost, if any. Goodwill is the difference between the purchase price of an investment and the investor's share in the value of the net identifiable assets of investee at the date of acquisition. Equity in net earnings (losses) of investees indicates profitability of the investments and investees' contribution to the group's consolidated net income.

Manner of Computation: Investee's Net Income (Loss) x Investor's %

2. **EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION & AMORTIZATION (EBITDA)**  
The Company computes EBITDA as earnings before extra-ordinary items, net finance expense, income tax provision, depreciation and amortization. It provides management and investors with a tool for determining the ability of the group to generate cash from operations to cover financial charges and income taxes. It is also a measure to evaluate the group's ability to service its debts and to finance its capital expenditure and working capital requirements.
3. **CASH FLOW GENERATED**  
Using the Statement of Cash Flows, management determines the sources and usage of funds for the period and analyzes how the group manages its profit and uses its internal and external sources of capital. This aids management in identifying the impact on cash flow when the group's activities are in a state of growth or decline, and in evaluating management's efforts to control the impact.
4. **CURRENT RATIO**  
Current ratio is a measurement of liquidity, calculated by dividing total current assets by total current liabilities. It is an indicator of the group's short-term debt paying ability. The higher the ratio, the more liquid the group.
5. **DEBT-TO-EQUITY RATIO**  
Debt-to-Equity ratio gives an indication of how leveraged the group is. It compares assets provided by creditors to assets provided by shareholders. It is determined by dividing total debt by stockholders' equity.

#### KEY PERFORMANCE INDICATORS

*(Amount in thousands except financial ratio data)*

	June 30/2009	June 30/2008 (Restated)	Dec 31/2008
EQUITY IN NET EARNINGS OF INVESTEES	1,865,442	1,735,405	
EBITDA	5,579,386	4,015,564	
CASH FLOW GENERATED:			
Net cash provided by operating activities	4,789,038	825,561	
Net cash used in investing activities	(22,138,662)	(1,982,758)	
Net cash provided by (used in) financing activities	8,405,243	(5,328,206)	
Net Decrease in Cash & Cash Equivalents	(8,944,382)	(6,485,403)	
Cash & Cash Equivalent, Beginning	16,619,181	18,568,226	
Cash & Cash Equivalent, End	7,603,983	12,035,465	
CURRENT RATIO	1.16		1.93
DEBT-TO-EQUITY RATIO	0.86		0.62

All the key performance indicators were within management's expectations during the period under review.

First semester 2009 equity in net earnings of investees registered a 7% YoY improvement mainly due to the substantial increase in the income contribution of the banking associates. The banks generated higher net interest margins, trading gains and other non-interest revenues during the current period. This growth more than offset the decline in earnings contribution of certain power associates brought about by depressed prices in the Wholesale Electricity Spot Market (WESM) that

negatively affected the revenues of both SN Aboitiz Power – Magat, Inc. (SNAP–Magat) and SN Aboitiz Power – Benguet, Inc. (SNAP–Benguet), and the one-month lag in recovery of the National Power Corporation (NPC) rate increase in March 2009 which resulted in the drop in margins of the distribution associates.

The increase in the share in net earnings of associates and the marked improvement in the profit margins of all the subsidiaries correspondingly resulted in the 39% YoY growth of first half 2009 EBITDA.

Current ratio declined and debt-to-equity ratio increased from year-end 2008 levels mainly due to Aboitiz Power Corporation's (AP) deployment of funds and issuance of fixed-rate notes to finance its various investing activities during the current semester. The assumption of debt related to the acquisition of Tiwi–Makban geothermal plants also resulted in the increase of debt.

Despite today's challenging economic environment and external market volatilities, management teams across the Group continue to effectively handle and monitor their respective operating performances and financial requirements. This results in the generation of positive cash inflows from operations and raising of the needed funds to finance various investments and projects, still registering healthy financial ratios in the process. This strong financial position enables the Group to deliver higher value directly to its shareholders while continuing to invest in its growth opportunities.

### **Financial Results of Operations**

For the first semester of 2009, AEV and subsidiaries posted a consolidated net income of ₱3.44 billion, a 55% year-on year increase. This translated to a ₱0.62 earnings per share, 57% higher than that of the previous comparable period. Higher income contributions of parent company and of transport, food and financial services groups accounted for the improvement in the current semester's bottomline.

For the period in review, the group had a non-recurring net income of ₱430 million, versus a non-recurring loss of ₱43 million in the same period last year. Aside from a foreign exchange loss of ₱62 million at the parent and subsidiary levels, AEV parent realized a non-recurring income of ₱633 million, which comprised (1) a ₱575 million reversal of impairment provision to adjust the carrying amount of the assets of ATS in consideration of the termination of the planned sale of ATS, and (2) a ₱58 million booked revenue (net of tax), representing the forfeited option money paid to AEV for the same planned ATS sale. AP also recorded one-off expenses related to the acquisition of the Tiwi–Makban geothermal power plants, contributing ₱141 million to AEV's non-recurring expenses. Sans these one-off items, the group's core net income still recorded a robust growth of 39% YoY, from ₱2.26 billion to ₱3.01 billion.

AP accounted for 42% of AEV's total earnings contributions from the various business segments. This was followed by the banking group with its 31% share and by the food and transport groups, each with 13% share.

## **Power**

Income contribution by AP amounted to ₱1.21 billion, recording a 22% YOY decline. When adjusted for non-recurring items, the group recorded a 14% YOY contribution drop to ₱1.42 billion for the semester in review.

Despite higher net generation levels, the power generation business had an income contribution of ₱796 million, 20% lower YoY. The earnings decline was mainly due to lower spot market prices. When adjusted for non-recurring items, the decline in the business' earnings is reduced to 8% YoY, from ₱1.08 billion to ₱1.01 billion.

Wholly-owned AP Renewables, Inc. (APRI), owner and operator of the Tiwi-Makban geothermal power plants, recorded ₱316 million in operating income for the current period. However, it had to book one-off expenses totaling ₱265 million, which include ₱113 million in acquisition-related costs and ₱152 million in losses due to the settlement of its foreign exchange forward contracts used to hedge the downpayment made to PSALM (40% of the \$447 million acquisition price). On a recurring basis, APRI contributed ₱146 million to the power generation's core earnings contribution to AEV for the first semester of 2009.

For the current semester, the total attributable power sold of the power generation group was 36% higher than last year, from 806 GWh to 1,093 GWh. The expansion could be mainly attributed to the operation of the 100 MW Binga hydropower plant and the Tiwi-Makban geothermal power plants. As of end-June 2009, AP's attributable capacity was at 1,040 MW, posting a 112% YoY expansion. The increase was due to the turnover of the 175 MW Ambuklao-Binga hydro power plants in July 2008 and the 462 MW Tiwi-Makban geothermal power plants in May 2009.

The electricity spot market's load weighted average price for the first semester of 2009 recorded a 26% YoY decline. This could be attributed to several factors, which include (1) the significant reduction in fuel costs, particularly oil and coal, (2) the increase in average generated power offered in the spot market resulting from the improved operating efficiency of privatized power plants, and (3) the System Operator's settlement of offers made by the Limay oil-fired power plant outside of the electricity spot market.

On the other hand, the power distribution group's electricity sales for the period grew by 5% YoY, from 1,532 GWh to 1,603 GWh. Power consumption of both residential and non-residential customers improved by 7% and 4%, respectively. This was on the back of an improved customer base with residential and non-residential accounts growing by 4% and 2%, respectively. Despite the substantial volume growth recorded, the distribution group's income contribution for the period recorded a 16% YoY decline to ₱485 million. This was attributed mainly to the under recovery of cost of purchased power by AP's distribution utilities in March 2009, which resulted from the increase in NPC's grid rates.

## **Financial Services**

Income contribution from the financial services group registered a hefty 96% YoY improvement, from previous year's ₱459 million to ₱899 million. Union Bank of the Philippines (UBP) ended the period with an earnings contribution of ₱869 million, up by 98% YoY, while City Savings Bank (CSB), contributed earnings of ₱30 million, up 49% from the same period last year.

UBP's interest income for the period increased by 39% YoY to ₱6.1 billion. This was mainly attributable to a 67% YoY expansion in interest earnings on loans and receivables to ₱3.5 billion. UBP's loan portfolio recorded a 46% YOY increase, from ₱54.5 billion to ₱79.1 billion, as efforts on accounts acquisition were implemented in the corporate, commercial and consumer finance market segments. Interest earnings from trading and investments securities improved by 37% YoY to ₱2.1 billion. Net interest income rose by 17% YoY, from ₱2.7 billion to ₱3.2 billion, despite the 74% YoY increase in total interest expense brought about by UBP's higher deposit level. Similarly, higher net

trading gains led to a 108% YoY increase in the bank's other income. Meanwhile, other expenses grew only by 18% as UBP continued to implement cost containment and efficiency improvements.

The increase in CSB's contributed earnings could be attributed mainly to CSB's loan volumes expansion for the period which translated to a 64% spike in interest income.

### **Transport**

The transport group shored in a robust income contribution of ₱384 million, 1,966% higher than last year's ₱19 million. This was mainly due to a 28% YoY reduction in fuel costs, complemented by an improved asset utilization and the development of the value added business.

### **Food**

Earnings contribution of Pilmico Foods Corporation (Pilmico), AEV's non-listed food subsidiary, amounted to ₱386 million, up 67% YoY. The flour business recorded a 14% YoY earnings reduction due to lower average selling prices realized in the period, while lower sales volume and average selling prices resulted in a 51% YoY drop in the swine business' earnings. Feeds, in the meantime, recorded a significant jump in earnings on the back of improved margins due to higher prices, coupled with freight cost savings resulting from the operation of the Iligan feedmill. The growth in earnings of feeds outpaced the decline in income of both flour and swine businesses, resulting to the over-all improvement of the food group's bottomline for the period under review.

### ***Material Changes in Line Items of Registrant's Income Statement***

First semester 2009 consolidated net income attributable to equity holders registered a 55% growth, reaching ₱3.44 billion from the ₱2.21 billion posted in the same period last year.

Gross profit for the semester amounted to ₱2.36 billion, a 120% increase from the ₱1.07 billion generated during previous year's comparable period. This improvement was brought about by the ₱2.11 billion increase in consolidated revenues, which more than offset the ₱825 million increase in costs and expenses. All the industry groups recorded higher operating margins during the current period.

Power subsidiaries reported a combined 37% YoY increase in operating margins resulting from the 22% growth in revenues which outpaced the hike in costs and expenses. Improvement in revenues was largely due to the fresh contribution of APRI which took over operations of Tiwi-Makban geothermal power plants in May 2009. APRI's share accounted for 77% of the increase in operating revenues. The rest of the increase could be attributed to the spike in revenues of Davao Light and Power Company, Inc. (DLP) and Cotabato Light and Power Company (CLP) as they passed on their higher cost of purchased power and of Subic Enerzone Corporation (SEZ) resulting from the implementation of its approved unbundled rates and higher volume sales. The 21% rise in consolidated costs and expenses was mainly due to the incremental operating costs of APRI and the higher costs of purchased power of distribution subsidiaries resulting from the approved NPC rate increase in March 2009.

Food group reported a 32% YoY increase in margins (₱520 million vs. ₱393 million) as revenues increased by ₱495 million while costs and expenses rose only by ₱368 million. The 10% boost in sales was attributed to the improved selling prices of feeds. Higher costs of raw materials for flour, which was partially tempered by the decrease in freight costs resulting from the operation of the Iligan feedmill, resulted in a net 8% increase in costs.

Transport group registered a 792% increase in operating margins, from a ₱101 million loss in the first half 2008 to ₱704 million profit in the first half 2009. This turnaround performance was achieved on the back of a 3% increase in revenues (₱6.22 billion vs. ₱6.03 billion), coupled by a 10% drop in costs and expenses (₱5.52 billion vs. ₱6.13 billion). Domestic freight shipping revenues rose 16% YoY resulting from higher average freight rates. ATS also had its full fleet in operations as

compared to the same period last year where it experienced vessel downtime. Freight capacity was being filled up with its own supply chain and value added business which experienced significant increases in margins and registered 228% growth to total P789.1 million during the period. The expansion had been bolstered by Scanasia Overseas, Inc. (SOI), a supply chain company ATS purchased in June 2008. Passage and ancillary revenues also registered a 5% growth brought about by increased volumes. These increases more than offset the 19% decrease in its freight revenues brought about by the decline in the revenues of its international chartering business. The decrease in costs and expenses was mainly brought about by the 28% decrease in fuel cost resulting from declining fuel prices.

Share in net earnings of associates registered a 7% YoY improvement (P1.86 billion vs. P1.73 billion) primarily due to the substantial increase in the income contribution of the banking associates. The banks generated higher net interest margins, trading gains and other non-interest revenues during the current period. Increase in AEV's equity ownership in UBP from 36.34% to 38.66% also contributed to the growth. This improvement more than offset the decline in earnings contribution of certain power associates brought about by depressed prices in the WESM that negatively affected the revenues of both SNAP-Magat and SNAP-Benguet, and the one-month lag in recovery of the NPC rate increase in March 2009 which resulted in the drop in margins of the distribution associates.

The overall growth in consolidated gross profit was further boosted by the 11% increase (P386 million vs. P347 million) in interest income and the 86% increase in other income (P748 million vs. P401 million). Interest income increased due to higher placements from the proceeds of Fixed Rate Notes totaling P3.89 billion and of corporate bonds amounting to P3.0 billion issued by AP parent in December 2008 and April 2009, respectively. This was offset by the 175% spike in finance expense, from P341 million in the first half 2008 to P797 million in the first half 2009, resulting from higher average debt level in 2009. The rise in other income was mainly due to the Company's reversal in first quarter 2009 of the P575 million impairment provision set up in 2008 on its ATS investment and the recognition as revenue in first quarter 2009 of the P83 million forfeited option money resulting from the termination of the planned sale of its ATS investment in April 2009.

Provision for income tax correspondingly increased by 23% as a result of the higher taxable income reported by the Group.

The 3% million increase in net income attributable to minority interests was mainly due to the improvement in ATS's net income, 22% of which belongs to minority shareholders.

## **Changes in Registrant's Resources, Liabilities and Shareholders Equity**

### **Assets**

Compared to year-end 2008 levels, consolidated assets increased 21% to P91.52 billion as of June 30, 2009, due to the following:

- a. Inclusive those of the disposal group as of year-end 2008, Trade and Other Receivables increased by 17% from P4.49 billion to P5.26 billion, primarily due to the newly consolidated trade receivables of APRI and the higher non-trade receivables of the transport group.
- b. Inclusive those of the disposal group as of year-end 2008, Other Current Assets increased by 4% from P1.89 billion to P1.96 billion substantially due to higher unapplied VAT input taxes and accumulation of unutilized prepaid taxes. These prepaid taxes represent creditable taxes withheld by customers and can be used as payment of future income taxes.

- c. Inclusive those of the disposal group as of year-end 2008, Property, Plant & Equipment (PPE) registered an increase of 157%, from ₱13.15 billion to ₱33.78 billion, primarily due to the newly acquired ₱19.5 billion Tiwi-Makban geothermal power plants and the additional ₱1.1 billion costs incurred in the on-going construction of the 42.5 MW Sibulan hydropower plant in Davao del Sur.
- d. Inclusive those of the disposal group as of year-end 2008, Investments and Advances totalled ₱35.71 billion, up by 9% from year-end 2008 level of ₱32.64 billion. This increase was mainly attributed to the following: i.) purchase of ₱297M worth of UBP shares; ii.) extension of stockholder's advance amounting to ₱1.10 billion to Cebu Energy Development Corporation, the project company for the 3X82 MW coal plant in Toledo City, Cebu (Cebu coal project); iii.) recognition of ₱299M share in unrealized valuation gains on UBP's Available-For-Sale investments (AFS Investments); and iv.) increase in accumulated equity earnings resulting from the recording of ₱1.86 billion share in associates' net earnings and the receipt of ₱753 million cash dividends from associates.
- e. Inclusive those of the disposal group as of year-end 2008, goodwill increased by 45%, from ₱1.25 billion to ₱1.81 billion. This increase was due to the reversal during the first quarter of 2009 of the ₱575 million impairment provision recorded by AEV parent on its ATS investment in 2008, effectively reinstating the goodwill in ATS in 2009.
- f. Inclusive those of the disposal group as of year-end 2008, Other Noncurrent Assets increased by 75% to ₱1.06 billion mainly due to the deferred charges recorded by APRI related to costs incurred prior to take over of Tiwi-MakBan geothermal power plants.

The above increases were partially offset by the following decreases:

- a. Cash & Cash Equivalents stood at ₱7.60 billion, 54% lower than the ₱16.62 billion reported as at year-end 2008 which was inclusive of the disposal group's funds amounting to ₱860 million. This decrease was mainly due to the AEV's purchase of ₱297M worth of UBP shares, and by AP's ₱810 million infusion into Abovant Holdings, Inc. (Abovant) to fund its Cebu coal project and ₱9.41 billion infusion into APRI to fund the purchase of the Tiwi-Makban geothermal plants.
- b. Inclusive those of the disposal group as of year-end 2008, Inventories decreased by 19% (₱2.71 billion vs. ₱3.34 billion) mainly due to lower wheat inventory carried by Pilmico as of first semester-end 2009, partially offset by the increase in supplies and materials inventories brought about by the inclusion of the APRI inventory.
- c. Inclusive those of the disposal group as of year-end 2008, Deferred Income Tax Assets decreased by 27% (₱315 million vs. ₱433 million) mainly due to reversal of a portion of deferred tax benefits relating to the applied NOLCO in the first half 2009.

#### **Liabilities**

Inclusive of the ₱551 million loan of the disposal group as of year-end 2008, consolidated short-term bank loans decreased by ₱3.76 billion due to the payment of loans by power distribution and food groups, utilizing internally-generated funds.

Meanwhile, long-term liabilities increased by 121%, from ₱12.39 billion as of 2008 year-end level to ₱27.34 billion as of June 2009, principally due to the additional ₱824 million loan draw down made by Hedcor Sibulan, Inc. (Hedcor Sibulan) to finance the construction of its 42.5 MW hydro plant, the ₱3.0 billion fixed-rate bonds issued AP in April, 2009, and the purchase of Tiwi-Makban geothermal plants for ₱19.5 billion, ₱11.6 billion of which was financed through debt. This increase was partially offset by the payment of loan amortizations due during the current semester.

Inclusive of the ₱3.02 billion payables of the disposal group as of year-end 2008, trade and other payables increased by 26% to ₱8.42 billion. This rise in payables was mainly due to the first-time consolidation of APRI trade payables, higher ATS non-trade payables and the increase in advances from minority shareholders of Abovant.

Income tax payable increased by 89% due to the current income tax provisions recorded by subsidiaries during the period in review.

### **Equity**

Equity attributable to equity holders of the parent increased by 6% from year-end 2008 level of ₱37.79 billion to ₱40.24 billion, mainly due to a) ₱1.93 billion increase in Retained Earnings, resulting from the ₱3.44 billion net income recorded and offset by the ₱1.51 billion cash dividends paid; b) the ₱303 million increase in Share in Unrealized Gains on AFS Investments and Underwriting Accounts of an associate resulting from the improvement in the market prices of these financial instruments as of the end of the current period; and c) ₱198 million increase in Acquisition of Minority Interest account resulting from AEV's recognition of its additional share in UBP's accumulated prior period earnings as it increased its ownership in UBP.

### ***Material Changes in Liquidity and Cash Reserves of Registrant***

For the first semester ended 2009, the group continues to support its liquidity mainly from cash generated from operations and dividends received from associates. External borrowings are also a source of liquidity. When opportunity arises, it raises capital or disposes of certain assets to strengthen its cash position and be financially prepared to partake in major investment projects.

Consolidated cash generated from operating activities increased by 480%, from a ₱826 million in the first half 2008 to ₱4.79 billion in the first half 2009. This increase was largely a result of a higher net income generated during the current period, the lower funds used in financing food group's inventory build-up and the rise in trade payables.

The current period ended up with a ₱22.14 billion net cash used in investing activities, compared to the ₱1.98 billion used during the comparable period last year. The increase was mainly due to the higher business acquisitions made in 2009.

Net cash provided by financing activities during the current period was ₱8.41 billion, compared to the ₱5.33 billion net funds used in the first half 2008. The increase in generated cash in the first half 2009 was from the proceeds of AP's ₱3.0 billion retail bond issuance and the assumption of ₱11.6 billion loan on the purchase price of the Tiwi-Makban plants. This was offset by the cash used in the payment of cash dividends and settlement of short-term debt.

For the first semester ended 2009, net cash outflows were higher than cash inflows, resulting to a 54% decrease in cash and cash equivalents, from ₱16.62 billion in December, 2008 to ₱7.60 billion in June, 2009.

### ***Financial Ratios***

Lower cash balances accounted for the decrease in current ratio, from 1.93:1 as of December 2008 to 1.16:1 as of June 2009. Higher debt level in 2009 resulted in the increase in debt-to-equity ratio from 0.62:1 as of December 2008 to 0.86 as of June 2009, and in net debt-to-equity ratio at 0.48x (versus year-end 2008's 0.07x).

### ***Known Trends, Events, Uncertainties, which may have Material Impact on Registrant***

Except for the developments disclosed in this report and the attached financial statements, there are, as of the date of this report, no known events or uncertainties that have had or are reasonably expected to have a material impact on the financial condition and operations of the Company.

### ***Outlook for the Upcoming Year/ Known Trends, Events, Uncertainties which may have Material Impact on Registrant***

Notwithstanding external and uncontrollable economic and business factors that affect its businesses, AEV believes that it is in a good position to benefit from the opportunities that may arise in the current year. Its sound financial condition, coupled with a number of industry and company specific developments, should bode well for AEV and its investee companies. These developments are as follows:

#### **Generation Business**

##### ***1. Continued Growth in the Company's attributable capacity***

With the turnover of the Tiwi-Makban geothermal plants to APRI in May 2009, AP's total attributable generating capacity increased to 1,040 MW, a jump of at least 80% from the same period last year. The facilities, which have sustainable capacity of 462 MW, are the Company's first geothermal assets.

With close to 70% of NPC assets bid out and awarded, the Company continues to closely evaluate the investment viability of the remaining power generation assets that PSALM intends to auction off.

##### ***2. Greenfield & Rehabilitation Projects***

Construction work on the 42.5 MW run-of-river hydropower plant in Barangay Sibulan, Sta. Cruz, Davao del Sur by AP's 100%-owned subsidiary Hedcor Sibulan remains on track. The project entails the construction of two cascading hydropower generating facilities tapping the Sibulan and Baroring Rivers. These facilities can generate an estimated 212 million kilowatt-hours of clean and emissions-free energy annually.

Another subsidiary, Hedcor Tamugan, Inc. (Hedcor Tamugan), is awaiting the resolution of the Tamugan water rights dispute with the Davao City Water District before it will pursue the construction of the 27.5 MW Tamugan hydropower project. This project originally involved the construction of three run-of-river hydropower plants with a combined capacity of 34.5MW. This was scaled down to 27.5 MW when Hedcor Tamugan decided to abandon the construction of the 7 MW Suawan hydropower plant (the Suawan plant) due to the escalation of construction costs which had rendered the Suawan plant economically unfeasible to build. Nevertheless, this will not affect the Hedcor consortium's (of which Hedcor Tamugan is a part) ability to make good its contractual obligation to deliver the required amount of energy under a power supply agreement with DLP.

In August 2007, AP, together with Vivant Energy Corporation of the Garcia Group, signed a Memorandum of Agreement with Metrobank Group's Global Business Power Corporation for the construction and operation of the 246 MW coal-fired power plant in Toledo City, Cebu. Completion of the project is expected within 2010. AP will have an effective participation of 26% in the project.

On February 17, 2007, AP entered into a Memorandum of Agreement with Taiwan Cogeneration International Corporation (Taiwan Cogen), a Taipei-based generation company, to collaborate in the building and operation of a 300 MW coal-fired power plant in the Subic Bay Freeport Zone. On May 30, 2007, Redondo Peninsula Energy Corporation (RP Energy) was incorporated as the 50:50

joint venture company for this project. The project is estimated to cost approximately US\$500 million. AP together with its partner Taiwan Cogen has put the Subic coal project on hold for further review as the Company continues to assess the changes to the demand in the Luzon Grid following the global financial crisis.

The Company, together with its partner SN Power Invest AS (SN Power), is pursuing the programmed rehabilitation of both the 75 MW Ambuklao and 100 MW Binga hydro facilities. It is projected that the rehabilitation will increase the generating capacity of Ambuklao to 105 MW and of Binga to 120 MW, thus increasing both plants' combined capacity by 29%. To date, the SNAP group is the largest traditional hydro operator in the country.

### ***3. Participation in the Government's Privatization Program for its Power Assets***

Last July 31, 2009, the Company successfully concluded a negotiated bid for the acquisition from PSALM of two barge mounted diesel powered generation plants, each with a generating capacity of 100 megawatts (MW). The prices offered for the power barges, also known as PB 117 and PB 118, were US\$16 million and US\$14 million respectively, out of which at least 40% will be payable upon closing of the acquisition with the remaining 60% payable over a period not to exceed seven years. AP will acquire PB 117, which is located in Barangay Sta. Ana, Nasipit, Agusan del Norte, through its wholly owned subsidiary Therma Mobile Inc. PB 118, which is located in Barangay San Roque, Maco, Davao Del Norte, will be acquired by AP's wholly owned subsidiary Therma Marine Inc.

Closing of the transaction is dependent upon the fulfillment of certain conditions precedent by AP and PSALM which must occur not later than 270 days from the issuance of the letter of award by PSALM. The letter of award is expected to be issued within ten days from today.

Upon turnover of the power barges, AP's attributable generating capacity will be 1,240 MW.

The Company continues to look at other power generation assets to be auctioned by the government. AP is also keen on participating in PSALM's public auction for the Independent Power Producer (IPP) Administrator contracts, which involves the transfer of the management and control of total energy output of power plants under contract with NPC to the IPP administrators.

### **Distribution Business**

As the impact of the global financial crisis to the local economy unfolds, the Company remains optimistic that it will realize modest growth on its existing distribution utilities. It continually seeks for continued efficiency improvements in its operations, in order that healthy margins can be maintained.

The implementation of the rate adjustment formula for the distribution companies under the performance-based rate-setting regulation (PBR) is on a staggered basis. In addition to annual adjustments, PBR allows for rate adjustments in between the reset periods to address extraordinary circumstances. There is also a mandatory rate-setting every four years wherein possible adjustments to the rate take into account current situations.

On May 1, 2009, CLP implemented its final approved rate structure, which was released by the Energy Regulatory Commission (ERC) on April 15, 2009. This rate structure was based on the approved annual revenue requirement and performance incentive scheme under the PBR. CLP is the first distribution utility in the AP group to implement this incentive-based scheme.

VECO and DLP are part of the third group (Group C) of private distribution utilities expected to enter PBR. Both VECO and DLP entered their respective reset periods in end 2008 and are expected to enter the 4-year regulatory period 18-24 months thereafter. Distribution utilities in Group C are in various stages of their respective public hearings at this point.

San Fernando Electric Light and Power Company Inc. (SFELAPCO) and SEZ are part of the fourth batch (Group D) of private distribution utilities to enter PBR. They are expected to enter their respective 4-year regulatory period by April 1, 2011.

In April 2009, VECO also applied for a petition with the ERC under the present return-on-rate base (RORB) ratemaking regime for the adjustment and realignment of its current distribution charge. The current distribution charge of VECO is still based on VECO's asset base in 2000 of approximately ₱2.56 billion. The pending application for rate adjustment is computed based on an asset base as of yearend 2008 of approximately ₱6.41 billion. Public hearings for the rate application have just been concluded. VECO is now awaiting for the ERC decision on the rate application.

The Company's strategy in running its utilities is one of providing world-class service at the least possible cost. Providing value to its customers allows the Company credibility and the ability to successfully implement justified rate increases. This, along with a transparent and open relationship of over 70 years with the regulators, ensures the Company's continued ability to successfully apply and implement rate increases.

### Capital Raising Activities

Last December 2008, AP successfully launched and raised a total of ₱3.89 billion in 5-year and 7-year peso-denominated corporate fixed rate notes. The notes were offered in a private placement to not more than 19 institutional investors.

Last April 30, 2009, AP issued a total of ₱3.0 billion worth of peso-denominated fixed rate retail bonds under the following terms:

MATURITY	INTEREST RATE	AMOUNT
5-year bonds to mature on May 1, 2014	8.7%/p.a.	₱2,294,420,000
3-year bonds to mature on April 30, 2012	8.0%/p.a.	₱705,580,000

The issue was 2.5 times oversubscribed and had to be upsized from ₱1.5 billion to ₱3.0 billion.

Both the ₱3.89 billion corporate notes and the ₱3.0 billion retail bonds received a "PRS Aaa" from Philippine Rating Services Corporation (PhilRatings) last February 2009. Obligations rated "PRS Aaa", the highest possible rating by PhilRatings, are of the highest quality with minimal credit risk - an indication of the extremely strong capacity of the obligor to meet its financial commitment on the obligation.

### Financial Services

UBP's initiatives on strengthening its customer franchise will be at the forefront as it continues to give priority to customer satisfaction through enhanced retail focus and stronger sales management approach. UBP will continue to invest in technology, partnerships and continue to rationalize, redeploy and expand its branch network in strategic areas to maximize growth channels with respect to both deposits and loan accounts. Through research and development of quality and innovative products and services, UBP aims to protect its competitive edge in providing technology-based banking solutions.

UBP will continue to focus on improving the performance of its earning assets portfolio, with loan asset acquisition primarily in the corporate, commercial and consumer sectors. It will implement a disciplined asset allocation built on good governance and effective risk management to ensure

momentum of recurrent income stream.

UBP will likewise continue to enhance operating efficiencies through cost consciousness and business process improvement.

CSB will continue to strengthen its market position in its present niche by improving its products and services further. Improvements in its systems to enhance operating efficiency will continue to ensure customer satisfaction

Other government employees, aside from public school teachers, and private company employees will be tapped. CSB plans to expand its branch network by putting up new branches and extension offices in areas outside of its present coverage.

In March 2009 CSB issued 5-year peso-denominated corporate fixed rate notes in the aggregate amount of ₱1.0 billion via private placement to primary institutional lenders. Proceeds of the issuance will be used to augment the bank's long-term funding base and support its long-term asset growth objectives.

### **Food Manufacturing**

With the completion and operation of its new feedmill plant and new grains silos, Pilmico expects to further generate cost savings this year. Enhancements in its cost structure are expected as savings should be incurred in the following: (1) freight costs as the new capacity will be closer to its customers in the Visayas-Mindanao region; and (2) input costs due to proximity to sources of raw materials, particularly corn in the Northern Mindanao region.

For its swine business, Pilmico's subsidiary, Pilmico Animal Nutrition Corporation (PANC), has completed its grower-finisher farm in Aranguren, Tarlac. This increased the company-owned farm capacity by 75% to 11,200 heads of market hogs. Construction of the nucleus farm in Sto Rosario, Tarlac was completed in February 2009, while commercial operations is expected to commence by January 2010. This project will increase sow capacity by 1,759 heads, or by 37% from current levels.

In November 2008, PANC started constructing a biogas system in its breeder, nucleus and new grower-finisher farm facilities in Tarlac. With this, PANC expects to make its farms' operations almost power self-sufficient with the conversion of hog waste to electricity. Completion is expected by end-2009.

### **Transport**

ATS aims to be the leading provider of integrated transport and supply chain solutions in the country. Initiatives have been implemented since 2007 to achieve this.

- ATS has undergone an asset rationalization program, which resulted to improved vessel utilization and assets' earning capacity. Excess passage capacity was converted to freight accommodating high paying cargos. Sale of assets (e.g. excess containers), replacement of old tonnage and use of more fuel-efficient vessels increased operating efficiencies.
- ATS adopted a low cost carrier business model for its passenger business to enable it to compete effectively with low cost airlines. Features of the business model include high vessel utilization, virtual sales channels, outsourced support services, and tiered pricing with very low fares, among others.
- ATS has built its value added business with the acquisition of ScanAsia Overseas Inc. (ScanAsia), a leading importer and distributor of fine food products and beverages in the country, representing over 20 well-known international brands. ScanAsia has an extensive

distribution network that caters to all key cities nationwide. Moreover, 100%-owned Aboitiz One Distribution, Inc. has completed its new warehouse in Taguig City, thus improving its capacity by 275%, from 8,000 to 30,000 pallet positions.

In September 2008, AEV and Aboitiz & Company, Inc. (ACO) accepted the unsolicited offer of KGLI-NM Holdings, Inc. (KGLI-NM) to buy all of their shareholdings subject to a due diligence audit. The planned acquisition will include all of the shipping and logistics businesses of ATS except the Aboitiz Jebsen Group.

In December 2008, AEV, together with ACO, accepted the Term Sheet offered by KGLI-NM for the acquisition of a 49% equity stake in ATS instead of the total buy-out proposed in the Memorandum of Agreement signed in September 2008. The 49% ownership is broken down as follows: 35% from AEV, 7.2% from ACO and 6.8% free float. The purchase price is based on an ATS equity value of P4.5 billion or P1.84 per share. AEV expects proceeds from sale of P1.57 billion. Transaction closing is expected on or before April 30, 2009.

KGLI-NM has the option to acquire the remaining 51% from AEV and ACO anytime from May 1, 2009 to September 30, 2009 at the same price plus a premium of 9.5% annualized per share calculated from April 30, 2009 to September 30, 2009, or to date of acquisition.

On March 31, 2009, the Company and ACO, received from KGLI-NM a notice that KGLI-NM will exercise its option under the Term Sheet to acquire at least US\$30 million worth of common shares of ATS owned by the Company and ACO. The actual number of shares to be acquired by KGLI-NM will be determined based on the dollar exchange rate on closing date, which is expected to occur on April 30, 2009. KGLI-NM further informed the Company and ACO that its intention to proceed with the purchase of US\$30 million worth of ATS shares from the Company and ACO is without prejudice to KGLI-NM's right under the Term Sheet to acquire the remaining ATS shares.

On April 30, 2009, KGLI-NM informed the Company and ACO that it will not proceed with the purchase of the ATS shares, citing current constraints in the debt markets as the reason for its decision. In view of this, the Term Sheet dated December 19, 2008 as well as the Memorandum of Agreement dated September 23, 2008 between AEV and ACO, on one hand, and KGLI-NM, on the other hand, are now deemed terminated. Likewise, the P100 million option money paid by KGLI-NM to AEV and ACO (P82.88 million for AEV and P17.12 million for ACO) is deemed forfeited in accordance with the provisions of the Term Sheet.

On August 11, 2009, Aboitiz One, Inc., a wholly owned subsidiary of ATS, formed a joint venture with Kerry Logistics Network (KLN) Limited of Hong Kong. Kerry-Aboitiz Logistics, Inc., the joint venture company, aims to offer innovative, cost effective and reliable services on international air and sea freight and cargo forwarding, cargo consolidation, and as a breakbulk agent.

KLN, a leading Asia-based provider of logistics services and supply chain solutions, operates in over 300 cities globally, 23 countries worldwide and serve over 127 cities throughout Mainland China.

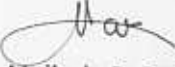

Except for the developments disclosed in some other portion of this report and the attached financial statements, there are, as of March 31, 2009 no known trends, events or uncertainties that have had or are reasonably expected to have a material impact on net sales, revenues, income from continuing operations or on relationship between costs and revenues. There were also no events that would trigger substantial or contingent financial obligations or cause any default or acceleration of an existing obligation.

## **PART II--OTHER INFORMATION**

There are no significant information on the company which requires disclosure herein and/or were not included in SEC Form 17-C.

## SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer	<u>ABOITIZ EQUITY VENTURES, INC.</u>
Principal Accounting Officer	 <u>Melinda R. Bathan</u>
Signature and Title	<u>Vice President - Controller</u>
Date	<u>AUGUST 14, 2009</u>
Corporate Secretary	 <u>M. Jasmine S. Oporto</u>
Signature and Title	<u>First Vice President - Chief Legal Officer/Corporate Secretary/Compliance Officer</u>
Date	<u>AUGUST 14, 2009</u>

**ABOITIZ EQUITY VENTURES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**AT JUNE 30, 2009 AND DECEMBER 31, 2008**  
**(Amounts in Thousands)**

	UNAUDITED JUN 2009	AUDITED DEC 2008
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	7,603,983	15,758,927
Trade and other receivables - net	5,260,818	2,884,534
Inventories - net	2,710,206	2,992,557
Other current assets	1,965,752	1,279,106
	<b>17,540,759</b>	<b>22,915,124</b>
Noncurrent asset classified as held for sale	-	8,630,385
<b>Total Current Assets</b>	<b>17,540,759</b>	<b>31,545,509</b>
<b>Noncurrent Assets</b>		
Property, plant, and equipment - net	33,783,396	8,956,267
Intangible asset - service concession right	873,845	854,193
Investment properties - net	306,611	306,611
Investments and advances	35,711,420	32,629,427
Available-for-sale (AFS) investments	72,363	52,921
Goodwill	1,812,791	996,006
Pension Asset	49,714	10,538
Deferred income tax assets	314,976	88,146
Other noncurrent assets - net	1,056,977	274,993
<b>Total Noncurrent Assets</b>	<b>73,982,093</b>	<b>44,169,102</b>
<b>TOTAL ASSETS</b>	<b>91,522,852</b>	<b>75,714,611</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Bank loans	4,400,379	7,609,099
Trade and other payables	8,422,003	3,657,928
Dividends payable	10,757	12,502
Income tax payable	227,379	91,675
Current portion of long-term debt	1,367,072	558,478
Current portion of redeemable preferred shares	626,000	626,000
Current portion of obligations under finance lease	52,711	-
Current portion of obligations on Power Distribution System	40,000	40,000
Current portion of payable to preferred shareholder of a subsidiary	5,632	9,194
	<b>15,151,933</b>	<b>12,604,876</b>
Liabilities directly associated w/ non-current asset classified as held for sale	-	3,739,563
<b>Total Current Liabilities</b>	<b>15,151,933</b>	<b>16,344,439</b>
<b>Noncurrent Liabilities</b>		
Long-term debt - net of current portion	23,369,742	9,200,019
Redeemable preferred shares	1,517,790	1,500,000
Obligations under finance lease - net of current portion	30,832	-
Obligations on Power Distribution System - net of current portion	269,638	251,816
Customers' deposits	1,676,426	1,581,255
Payable to preferred shareholder of a subsidiary	71,461	88,030
Pension liability	63,236	34,122
Deferred income tax liability	47,226	59,329
<b>Total Noncurrent Liabilities</b>	<b>27,046,351</b>	<b>12,714,571</b>
<b>Total Liabilities</b>	<b>42,198,284</b>	<b>29,059,010</b>
<b>Equity Attributable to Equity Holders of the Parent</b>		
Capital stock	5,694,600	5,694,600
Additional paid-in capital	5,791,324	5,791,324
Net unrealized gains on AFS investments	4,640	3,495
Cumulative translation adjustments	(4,664)	1,444
Share in cumulative translation adjustments of associates	6,454	(14,007)
Share in net unrealized losses on AFS investments and underwriting accounts of associates	(1,426)	(304,420)
Gain on Dilution	5,023,252	5,023,252
Acquisition of Minority Interest	(162,974)	(361,446)
Equity Balances of Disposal Group	-	422
Retained earnings	24,723,671	22,790,973
Treasury stock at cost	(830,654)	(830,657)
	<b>40,244,223</b>	<b>37,794,981</b>
<b>Minority Interests</b>	<b>9,080,345</b>	<b>8,860,620</b>
<b>Total Equity</b>	<b>49,324,568</b>	<b>46,655,601</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>91,522,852</b>	<b>75,714,611</b>

**ABOITIZ EQUITY VENTURES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED INCOME STATEMENTS**  
**FOR THE PERIODS ENDED JUNE 30, 2009 AND 2008**  
(Amounts in Thousands)  
(UNAUDITED)

	<b>JAN-JUN/09</b>	<b>JAN-JUN/08</b>	<b>APR-JUN/09</b>	<b>APR-JUN/08</b>
<b>REVENUES</b>	<b>19,344,933</b>	17,233,797	<b>10,896,124</b>	8,816,907
<b>COSTS AND EXPENSES</b>	<b>16,985,520</b>	16,160,801	<b>9,172,771</b>	8,313,490
<b>GROSS PROFIT</b>	<b>2,359,413</b>	1,072,996	<b>1,723,353</b>	503,417
<b>OTHER INCOME (CHARGES)</b>				
Share in net earnings of associates	<b>1,865,442</b>	1,735,405	<b>1,441,834</b>	837,706
Interest income	<b>386,233</b>	346,650	<b>153,886</b>	139,828
Interest expense	<b>(713,969)</b>	(259,846)	<b>(440,596)</b>	(120,527)
Dividends on redeemable preferred	<b>(82,917)</b>	(80,962)	<b>(40,009)</b>	(40,990)
Other income	<b>748,432</b>	401,188	<b>(44,765)</b>	207,096
	<b>2,203,221</b>	2,142,435	<b>1,070,350</b>	1,023,113
<b>INCOME BEFORE INCOME TAX</b>	<b>4,562,634</b>	3,215,431	<b>2,793,703</b>	1,526,530
<b>PROVISION FOR INCOME TAX</b>	<b>554,249</b>	448,861	<b>353,881</b>	199,197
<b>NET INCOME</b>	<b>4,008,385</b>	2,766,570	<b>2,439,822</b>	1,327,333
<b>ATTRIBUTABLE TO:</b>				
<b>EQUITY HOLDERS OF THE PARENT</b>	<b>3,437,932</b>	2,213,566	<b>2,022,567</b>	1,037,363
<b>MINORITY INTERESTS</b>	<b>570,453</b>	553,004	<b>417,255</b>	289,970
	<b>4,008,385</b>	2,766,570	<b>2,439,822</b>	1,327,333
<b>Earnings Per Common Share **</b>				
Basic, for income for the period attributable to ordinary holders of the parent	<b>0.617</b>	0.392	<b>0.363</b>	0.185
Diluted, for income for the period attributable to ordinary holders of the parent	<b>0.617</b>	0.392	<b>0.363</b>	0.185

\*\* Refer to Disclosure F for the computation of Earnings per Common Share.

**ABOITIZ EQUITY VENTURES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE PERIODS ENDED JUNE 30, 2009 AND 2008**

(Amounts in Thousands)

(UNAUDITED)

	<b>JAN-JUN/09</b>	<b>JAN-JUN/08</b>	<b>APR-JUN/09</b>	<b>APR-JUN/08</b>
<b>Profit for the period</b>	<b>4,008,385</b>	2,766,570	<b>2,439,822</b>	1,327,333
<b>Other comprehensive income:</b>				
Net unrealized losses on AFS investments	<b>(4,584)</b>	(6,997)	<b>663</b>	(3,164)
Exchange differences on translating foreign-denominated transactions	<b>(7,299)</b>	12,534	<b>(4,979)</b>	2,885
Share of other comprehensive income (loss) of associates	<b>325,368</b>	(1,519,415)	<b>(7,778)</b>	(1,102,786)
<b>Other comprehensive income (loss) for the period, net of tax (Schedules A &amp; B)</b>	<b>313,485</b>	(1,513,878)	<b>(12,094)</b>	(1,103,065)
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	<b>4,321,870</b>	1,252,692	<b>2,427,728</b>	224,268
<b>TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:</b>				
Owners of the parent	<b>3,756,003</b>	650,271	<b>2,018,592</b>	(98,088)
Non-controlling interests	<b>565,867</b>	602,421	<b>409,136</b>	322,356
	<b>4,321,870</b>	1,252,692	<b>2,427,728</b>	224,268

**ABOITIZ EQUITY VENTURES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE PERIODS ENDED JUNE 30, 2009 AND 2008**  
**(Amounts in Thousands)**  
**(UNAUDITED)**

**JAN-JUN/09 JAN-JUN/08 APR-JUN/09 APR-JUN/08**

	<b>JAN-JUN/09</b>	<b>JAN-JUN/08</b>	<b>APR-JUN/09</b>	<b>APR-JUN/08</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>				
Income before income tax	<b>4,562,634</b>	3,215,431	<b>2,793,703</b>	1,526,530
Adjustments for:				
Share in net earnings of associates	<b>(1,865,442)</b>	(1,735,405)	<b>(1,441,834)</b>	(837,706)
Depreciation and amortization	<b>1,021,828</b>	838,700	<b>565,973</b>	428,757
Interest income	<b>(386,233)</b>	(346,650)	<b>(153,886)</b>	(139,828)
Interest expense	<b>796,886</b>	340,808	<b>480,605</b>	161,517
Dividend income	<b>(6,596)</b>	(11,223)	<b>(6,574)</b>	(9,964)
Provision for decline in value of assets other than AR, investments & project costs	<b>18,344</b>	-	<b>18,344</b>	-
Provision for retirement benefits	<b>1,956</b>	2,028	<b>909</b>	184
Reversal of provision for impairment of goodwill on investments & of investments	<b>(574,789)</b>	-	-	-
Unrealized foreign exchange loss	<b>70,816</b>	47,358	<b>5,556</b>	63,658
Loss (gain) on sale of available for sale investments	<b>(296)</b>	123	<b>(296)</b>	123
Gain on sale of property, plant & equipment	<b>(25,342)</b>	(40,585)	<b>(15,720)</b>	(19,438)
Operating income before working capital changes	<b>3,613,766</b>	2,310,585	<b>2,246,780</b>	1,173,833
Changes in:				
Decrease (increase) in operating current assets	<b>(298,402)</b>	(1,080,547)	<b>(621,063)</b>	3,276
Increase in operating current liabilities	<b>1,759,819</b>	35,980	<b>84,225</b>	549,665
Cash provided by operations	<b>5,075,183</b>	1,266,018	<b>1,709,942</b>	1,726,774
Income and final taxes paid	<b>(286,145)</b>	(440,456)	<b>(114,247)</b>	(375,600)
Net cash provided by operating activities	<b>4,789,038</b>	825,562	<b>1,595,695</b>	1,351,174
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>				
Dividends received	<b>759,274</b>	1,679,603	<b>754,554</b>	1,425,269
Interest received	<b>433,308</b>	311,425	<b>214,018</b>	137,856
Decrease (increase) in investments and advances	<b>(297,992)</b>	(1,592,420)	<b>9,082</b>	(1,574,449)
Payments for advances to associates	<b>(1,134,617)</b>	(431,996)	<b>(179,799)</b>	(711,760)
Acquisitions of property, plant and equipment - net	<b>(21,617,657)</b>	(1,824,442)	<b>(20,848,781)</b>	(992,665)
Disposals of available for sale investments	<b>9,467</b>	1,818	<b>9,926</b>	476
Decrease in acquisition of minority interest	-	(134,518)	-	(569)
Increase in intangible assets	<b>(41,459)</b>	-	<b>(23,316)</b>	-
Decrease (increase) in other assets	<b>(248,986)</b>	7,773	<b>(293,625)</b>	(22,658)
Net cash used in investing activities	<b>(22,138,662)</b>	(1,982,757)	<b>(20,357,941)</b>	(1,738,500)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>				
Proceeds from (payments of) loans payable	<b>(3,759,720)</b>	416,536	<b>(1,329,210)</b>	225,048
Proceeds from (payments of) long-term debt	<b>14,967,158</b>	(428,330)	<b>14,851,793</b>	949,447
Payments of payable to preferred shareholders of a subsidiary	<b>(10,937)</b>	(20,782)	<b>5,469</b>	5,891
Interest paid	<b>(736,827)</b>	(359,701)	<b>(347,070)</b>	(168,769)
Cash dividends paid	<b>(1,505,234)</b>	(3,473,706)	-	-
Decrease in minority interest	<b>(549,200)</b>	(1,001,848)	<b>(233,016)</b>	(115,980)
Re-issuance (Acquisition) of treasury shares	<b>3</b>	(460,374)	-	(423,346)
Net cash provided by (used in) financing activities	<b>8,405,243</b>	(5,328,206)	<b>12,947,966</b>	472,291
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(8,944,381)</b>	(6,485,401)	<b>(5,814,280)</b>	84,965
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH &amp; CASH EQUIVALENTS</b>	<b>(70,817)</b>	(47,358)	<b>(5,556)</b>	(63,657)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>16,619,181</b>	18,568,226	<b>13,423,819</b>	12,014,159
<b>CASH AND SHORT-TERM INVESTMENTS AT END OF PERIOD</b>	<b>7,603,983</b>	<b>12,035,467</b>	<b>7,603,983</b>	<b>12,035,467</b>

**ABOITIZ EQUITY VENTURES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE PERIODS ENDED JUNE 30, 2009 AND DECEMBER 31, 2008**

	Attributable to owners of the parent											Non-controlling Interests	Total
	Share Capital Common	Share Capital Preferred	Additional Paid-in Capital	Available-for-sale financial assets	Translation of Foreign-denominated Transactions	Share in Other Comprehensive Income of Associates	Gain on Dilution	Acquisition of Minority Interest	Retained Earnings	Treasury Stock	Total		
<b>Balances at December 31, 2008</b>	<b>5,694,600</b>	<b>-</b>	<b>5,791,324</b>	<b>3,496</b>	<b>1,444</b>	<b>(318,005)</b>	<b>5,023,252</b>	<b>(361,446)</b>	<b>22,790,973</b>	<b>(830,657)</b>	<b>37,794,979</b>	<b>8,860,621</b>	<b>46,655,600</b>
<b>Changes in equity for Jan-Jun 2009:</b>													
Sale of treasury shares										3	3		3
Acquisition of minority interest								198,472			198,472	(198,471)	1
Cash dividends									(1,505,234)		(1,505,234)		(1,505,234)
Changes in minority interest											-	(147,671)	(147,671)
Total comprehensive income for the year				1,145	(6,108)	323,034			3,437,932		3,756,003	565,867	4,321,870
<b>Balances at June 30, 2009</b>	<b>5,694,600</b>	<b>-</b>	<b>5,791,324</b>	<b>4,641</b>	<b>(4,664)</b>	<b>5,028</b>	<b>5,023,252</b>	<b>(162,974)</b>	<b>24,723,671</b>	<b>(830,654)</b>	<b>40,244,223</b>	<b>9,080,345</b>	<b>49,324,568</b>

	Attributable to owners of the parent											Non-controlling Interests	Total
	Share Capital Common	Share Capital Preferred	Additional Paid-in Capital	Available-for-sale financial assets	Translation of Foreign-denominated Transactions	Share in Other Comprehensive Income of Associates	Gain on Dilution	Acquisition of Minority Interest	Retained Earnings	Treasury Stock	Total		
<b>Balances at December 31, 2007, as previously stated</b>	<b>5,694,600</b>	<b>-</b>	<b>5,791,324</b>	<b>16,248</b>	<b>(7,855)</b>	<b>(332,380)</b>	<b>5,023,252</b>	<b>(84,543)</b>	<b>22,026,840</b>	<b>-</b>	<b>38,127,486</b>	<b>8,860,611</b>	<b>46,988,097</b>
Effects of adoption of new accounting standard (IFRIC 12)						39,194		1,396	(256,746)		(216,156)	(66,255)	(282,411)
Effects of shift to fair value method in acctg for investment properties									373,699		373,699	16,917	390,616
<b>Balances at December 31, 2007, as restated</b>	<b>5,694,600</b>	<b>-</b>	<b>5,791,324</b>	<b>16,248</b>	<b>(7,855)</b>	<b>(293,186)</b>	<b>5,023,252</b>	<b>(83,147)</b>	<b>22,143,793</b>	<b>-</b>	<b>38,285,029</b>	<b>8,811,273</b>	<b>47,096,302</b>
<b>Changes in equity for Jan-Dec 2008:</b>													
Sale (Purchase) of treasury shares										(830,657)	(830,657)		(830,657)
Acquisition of minority interest								(278,299)			(278,299)	133,977	(144,322)
Cash dividends									(3,473,706)		(3,473,706)		(3,473,706)
Changes in minority interest											-	(1,460,987)	(1,460,987)
Total comprehensive income for the year				(12,752)	9,299	(24,819)			4,120,886		4,092,614	1,376,357	5,468,971
<b>Balances at December 31, 2008</b>	<b>5,694,600</b>	<b>-</b>	<b>5,791,324</b>	<b>3,496</b>	<b>1,444</b>	<b>(318,005)</b>	<b>5,023,252</b>	<b>(361,446)</b>	<b>22,790,973</b>	<b>(830,657)</b>	<b>37,794,981</b>	<b>8,860,620</b>	<b>46,655,601</b>

**ABOITIZ EQUITY VENTURES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE PERIODS ENDED JUNE 30, 2008**

	Attributable to owners of the parent											Non-controlling Interests	Total
	Share Capital Common	Share Capital Preferred	Additional Paid-in Capital	Available-for-sale financial assets	Translation of Foreign-denominated Transactions	Share in Other Comprehensive Income of Associates	Gain on Dilution	Acquisition of Minority Interest	Retained Earnings	Treasury Stock	Total		
<b>Balances at December 31, 2007, as previously stated</b>	5,694,600	-	5,791,324	16,248	(7,855)	(332,380)	5,023,252	(84,543)	22,026,840	-	38,127,486	8,860,611	46,988,097
Effects of adoption of new accounting standard (IFRIC 12)						39,194			(256,747)		(216,157)	(66,255)	(282,411)
Effects of shift to fair value method in acctg for investment properties									373,699		373,699	16,917	390,617
<b>Balances at December 31, 2007, as restated</b>	<b>5,694,600</b>	<b>-</b>	<b>5,791,324</b>	<b>16,248</b>	<b>(7,855)</b>	<b>(293,186)</b>	<b>5,023,252</b>	<b>(83,147)</b>	<b>22,143,792</b>	<b>-</b>	<b>38,285,028</b>	<b>8,811,274</b>	<b>47,096,302</b>
<b>Changes in equity for Jan-Jun 2008:</b>													
Sale (Purchase) of treasury shares										(460,374)	(460,374)		(460,374)
Acquisition of minority interest								(272,169)			(272,169)	5,409	(266,760)
Cash dividends									(3,473,706)		(3,473,706)		(3,473,706)
Changes in minority interest											-	(987,640)	(987,640)
Total comprehensive income for the year				(5,375)		(1,557,920)			2,213,566		650,271	602,420	1,252,691
<b>Balances at June 30, 2008</b>	<b>5,694,600</b>	<b>-</b>	<b>5,791,324</b>	<b>10,872</b>	<b>(7,855)</b>	<b>(1,851,106)</b>	<b>5,023,252</b>	<b>(355,315)</b>	<b>20,883,652</b>	<b>(460,374)</b>	<b>34,729,050</b>	<b>8,431,464</b>	<b>43,160,513</b>

**ABOITIZ EQUITY VENTURES, INC. AND SUBSIDIARIES**  
**FINANCIAL STATEMENT SCHEDULES AND DISCLOSURES**  
**AT JUNE 30, 2009 AND DECEMBER 31, 2008**  
(peso amounts in thousands)

**A. COMPONENTS OF OTHER COMPREHENSIVE INCOME**

	JAN-JUN/09		JAN-JUN/08	
Available-for-sale financial assets:				
Net unrealized losses arising during the year	(4,584)		(6,997)	
Less: Reclassification adjustments for losses included in profit or loss	<u>0</u>	(4,584)	<u>0</u>	(6,997)
Exchange differences on translating foreign-denominated transactions		(7,299)		12,534
Share of other comprehensive income (loss) of associates		<u>325,368</u>		<u>(1,519,415)</u>
Other comprehensive income (loss)		<b>313,485</b>		<b>(1,513,878)</b>
Income tax relating to components of other comprehensive income (loss)		-		-
<b>Other comprehensive income (loss) for the period</b>		<b>313,485</b>		<b>(1,513,878)</b>

**B. TAX EFFECTS RELATING TO EACH COMPONENT OF OTHER COMPREHENSIVE INCOME**

	JAN-JUN/09			JAN-JUN/08		
	Before-Tax Amount	Tax (Expense) Benefit	Net-of-Tax Amount	Before-Tax Amount	Tax (Expense) Benefit	Net-of-Tax Amount
Available-for-sale financial assets	(4,584)	-	(4,584)	(6,997)	-	(6,997)
Exchange differences on translating foreign-denominated transactions	(7,299)	-	(7,299)	12,534	-	12,534
Share of other comprehensive income (loss) of associates	<u>325,368</u>	-	<u>325,368</u>	<u>(1,519,415)</u>	-	<u>(1,519,415)</u>
<b>Other comprehensive income (loss) for the period</b>	<b>313,485</b>	-	<b>313,485</b>	<b>(1,513,878)</b>	-	<b>(1,513,878)</b>

**C. INVESTMENTS AND ADVANCES**

	% OWNERSHIP		
	2009	JUN 2009	DEC 2008
Investments in shares of stock			
At equity			
Acquisition cost:			
Union Bank of the Philippines	38.66%	4,507,737	4,210,174
Accuria, Inc.	49.54%	719,739	719,739
Western Mindanao Power Corporation	20.00%	263,665	263,665
Cebu International Container Terminal, Inc.	20.00%	240,125	240,125
Hijos de Escaño, Inc.	46.66%	857,237	857,237
San Fernando Electric Light & Power Co., Inc.	20.29%	180,864	180,864
Pampanga Energy Ventures, Inc.	42.84%	209,465	209,465
Southern Philippines Power Corporation	20.00%	152,587	152,587
Visayan Electric Co., Inc.	55.12%	655,249	654,820
Manila Oslo Renewable Enterprise, Inc.	83.33%	7,305,257	7,305,257
East Asia Utilities Corporation	50.00%	1,009,143	1,009,143
STEAG State Power Inc.	34.00%	4,400,611	4,400,611
Therma Power Visayas, Inc.	100.00%	5	5
Therma Power, Inc.	100.00%	5	5
Redondo Peninsula Energy Corporation	50.00%	277,545	277,545
Adventenergy, Inc.	100.00%	625	625
City Savings Bank	34.42%	79,001	79,001
South Western Cement Corporation	20.00%	28,995	28,995
Luzon Hydro Corporation	50.00%	1,048,251	1,048,251
Cordillera Hydro Corporation	35.00%	88	88
Aboitiz Projects TS Corp.	50.00%	1,888	1,888
MCCP Philippines	33.00%	16,500	16,500
Hapag-Lloyd Philippines, Inc.	15.00%	1,800	1,800
JAIB, Inc.	49.00%	1,884	1,884
Balance at end of period		21,958,266	21,660,274
Accumulated equity in net earnings:			
Balance, beginning of year		9,048,866	8,044,060
Share in net earnings for the year		1,865,442	3,624,976
Share in associates' prior period's adjustments charged to Retained Earnings (IFRIC 12 implementation & shift to FV in acctg for inv prop)		-	(31,786)
Acquisition of minority interest		198,472	5,969
Cash dividends received		(752,678)	(2,594,353)
Balance, end of period		10,360,102	9,048,866
Gain on dilution		661,212	661,212
Share in net unrealized losses on available-for-sale securities & underwriting accounts of an associate		(1,426)	(300,079)
Share in cumulative translation adjustments of associates		9,400	(17,737)
Allowance for impairment losses		32,987,554	31,052,536
		(28,995)	(28,995)
<b>Investments, at equity</b>		<b>32,958,559</b>	<b>31,023,540</b>
<b>Advances to investees</b>		<b>2,752,861</b>	<b>1,618,244</b>
		<b>35,711,420</b>	<b>32,641,784</b>
Investments in associates included in the disposal group classified as held for sale			12,357
		<b>35,711,420</b>	<b>32,629,427</b>

**D. ACCOUNTS PAYABLE & ACCRUED EXPENSES**

Trade	3,172,276
DOSRI	-
Others	5,249,727
<b>TOTAL</b>	<b>8,422,003</b>

**E. SHORT-TERM LOANS**

	Effective Interest Rate	JUN 2009	DEC 2008
Financial institutions - unsecured	2.15% - 9.25%	4,400,379	7,609,099

**F. LONG-TERM LOANS**

	Effective Interest Rate	JUN 2009	DEC 2008
<b>Company:</b>			
Financial institutions - unsecured peso denominated loans	various	1,975,000	2,350,000
Non-financial institutions	11.00% - 12.00%	-	16,500
		<b>1,975,000</b>	<b>2,366,500</b>
<b>Subsidiaries:</b>			
<b>APC</b>			
Financial institution - secured	8.78% - 9.33%	6,808,354	3,847,906
<b>APRI</b>			
Financial institution - secured	0.1275	11,613,398	-
<b>HEDCOR</b>			
Financial institution - secured	2.25% over the applicable three-month Treasury Securities rate	646,000	647,000
<b>HEDCOR SIBULAN, INC.</b>			
Financial institutions - secured	8.52%	2,512,219	1,687,806
<b>PILMICO</b>			
Financial institutions - secured	various	605,000	620,000
<b>SEZC</b>			
Financial institution - secured	8.26% - 10.02%	339,343	339,285
<b>PANC</b>			
Financial institution - secured	7.22% - 10.04%	237,500	250,000
		<b>22,761,814</b>	<b>7,391,997</b>
Total		<b>24,736,814</b>	<b>9,758,497</b>
Less: Current portion		<b>1,367,072</b>	<b>558,478</b>
		<b>23,369,742</b>	<b>9,200,019</b>

**G. DEBT SECURITIES**

In April, 2009, AP, a 76%-owned subsidiary, registered and issued peso-denominated fixed-rate retail bonds amounting to P3 billion under the following terms:

MATURITY	INTEREST RATE	AMOUNT
5-year bonds to mature on April 30, 2012	8.7%/p.a.	2,294,420
3-year bonds to mature on May 1, 2014	8.0%/p.a.	705,580

**H. EARNINGS PER SHARE**

Earnings per common share amounts were computed as follows:

	JUN 2009	JUN 2008
a. Net income attributable to equity holders of the parent	3,437,932	2,213,566
b. Average number of outstanding shares	5,574,942,121	5,643,652,746
c. Earnings per share (a/b)	0.617	0.392

## I. BUSINESS SEGMENT INFORMATION

Financial information on the operations of the business segment is summarized as follows:

	Power		Financial Services		Food Manufacturing		Transport Services		Parent Company and Others		Eliminations		Consolidated	
	Jan-Jun 2009	Jan-Jun 2008	Jan-Jun 2009	Jan-Jun 2008	Jan-Jun 2009	Jan-Jun 2008	Jan-Jun 2009	Jan-Jun 2008	Jan-Jun 2009	Jan-Jun 2008	Jan-Jun 2009	Jan-Jun 2008	Jan-Jun 2009	Jan-Jun 2008
<b>REVENUES</b>	<b>7,451,001</b>	6,096,968	-	-	<b>5,497,831</b>	5,003,156	<b>6,225,869</b>	6,026,235	<b>230,027</b>	177,609	<b>(59,795)</b>	(70,171)	<b>19,344,933</b>	17,233,797
<b>RESULT</b>														
Segment results	<b>1,083,647</b>	815,964	-	-	<b>519,569</b>	337,622	<b>702,124</b>	(104,726)	<b>51,424</b>	20,175	<b>2,650</b>	3,961	<b>2,359,413</b>	1,072,996
Unallocated corporate income (expenses)	<b>9,683</b>	166,933	-	-	<b>398</b>	36,185	<b>44,009</b>	153,054	<b>696,991</b>	48,976	<b>(2,650)</b>	(3,961)	<b>748,432</b>	401,188
<b>INCOME FROM OPERATIONS</b>													<b>3,107,845</b>	1,474,184
Interest Expense & Dividends on Redeemable Preferred	<b>(534,295)</b>	(137,364)	-	-	<b>(25,671)</b>	(17,506)	<b>(53,257)</b>	(34,474)	<b>(183,663)</b>	(151,464)	-	-	<b>(796,886)</b>	(340,808)
Interest Income	<b>320,844</b>	267,375	-	-	<b>3,622</b>	3,041	<b>17,567</b>	15,680	<b>44,200</b>	60,554	-	-	<b>386,233</b>	346,650
Share in net earnings of associates	<b>970,966</b>	1,309,926	878,813	432,291	-	-	<b>15,517</b>	(12,055)	<b>1,991,943</b>	1,813,851	<b>(1,991,797)</b>	(1,808,607)	<b>1,865,442</b>	1,735,405
Provision for Income tax	<b>(210,815)</b>	(326,621)	-	-	<b>(112,311)</b>	(128,614)	<b>(197,364)</b>	13,158	<b>(33,759)</b>	(6,784)	-	-	<b>(554,249)</b>	(448,861)
<b>NET INCOME</b>													<b>4,008,385</b>	2,766,570
<b>OTHER INFORMATION</b>	<b>Jun 2009</b>	Dec 2008	<b>Jun 2009</b>	Dec 2008	<b>Jun 2009</b>	Dec 2008	<b>Jun 2009</b>	Dec 2008	<b>Jun 2009</b>	Dec 2008	<b>Jun 2009</b>	Dec 2008	<b>Jun 2009</b>	Dec 2008
Segment assets	<b>10,827,231</b>	17,739,650	-	-	<b>2,714,832</b>	4,273,426	<b>4,696,673</b>	4,161,538	<b>281,224</b>	648,882	<b>(979,200)</b>	4,722,013	<b>17,540,759</b>	31,545,509
Investments and advances	<b>23,018,179</b>	21,345,587	12,493,195	11,112,188	-	-	<b>33,090</b>	17,346	<b>31,266,490</b>	29,809,467	<b>(31,099,535)</b>	(29,655,162)	<b>35,711,420</b>	32,629,426
Unallocated corporate assets	<b>29,561,959</b>	8,291,585	-	-	<b>2,196,909</b>	2,158,395	<b>4,918,883</b>	5,230,136	<b>1,032,601</b>	1,038,385	<b>560,322</b>	(5,178,826)	<b>38,270,674</b>	11,539,675
<b>Consolidated total assets</b>													<b>91,522,853</b>	75,714,610
Segment liabilities	<b>32,220,279</b>	16,425,559	-	-	<b>2,018,302</b>	3,987,912	<b>4,477,730</b>	4,798,996	<b>4,108,264</b>	4,110,647	<b>(964,131)</b>	(449,230)	<b>41,860,443</b>	28,873,884
Unallocated corporate liabilities	<b>195,904</b>	154,913	-	-	<b>63,923</b>	-	<b>57,931</b>	19,239	<b>20,083</b>	10,974	-	-	<b>337,841</b>	185,126
<b>Consolidated total liabilities</b>													<b>42,198,284</b>	29,059,010
	<b>Jan-Jun 2009</b>	Jan-Jun 2008	<b>Jan-Jun 2009</b>	Jan-Jun 2008	<b>Jan-Jun 2009</b>	Jan-Jun 2008	<b>Jan-Jun 2009</b>	Jan-Jun 2008	<b>Jan-Jun 2009</b>	Jan-Jun 2008	<b>Jan-Jun 2009</b>	Jan-Jun 2008	<b>Jan-Jun 2009</b>	Jan-Jun 2008
<b>Depreciation</b>	<b>384,223</b>	233,807	-	-	<b>77,428</b>	57,567	<b>529,178</b>	515,736	<b>30,999</b>	31,590	-	-	<b>1,021,828</b>	838,700

## J. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents, AFS investments, bank loans, long-term debt, obligations under finance lease and non-convertible, cumulative, redeemable preferred shares. The main purpose of these financial instruments is to raise finances for the Group's operations and its investments in existing subsidiaries and associates and in new projects. The Group has other financial assets and liabilities such as trade and other receivables and trade and other payables and customer deposits which arise directly from operations.

The main risks arising from the Group's financial instruments are interest rate risk resulting from movements in interest rates that may have an impact on outstanding long-term debt; credit risk involving possible exposure to counter-party default on its cash and cash equivalents, AFS investments and trade and other receivables; liquidity risk in terms of the proper matching of the type of financing required for specific investments; and foreign exchange risk in terms of foreign exchange fluctuations that may significantly affect its foreign currency denominated placements and borrowings. The Board of Directors reviews and agrees policies for managing each of these risks and they are summarized below.

**Interest rate risk.** The Group's exposure to market risk for changes in interest rates relates primarily to its long-term debt obligations. To manage this risk, the Group determines the mix of its debt portfolio as a function of the level of current interest rates, the required tenor of the loan, and the general use of the proceeds of its various fund raising activities. As of June 30, 2009, 6.69% of the Group's long-term debt had floating interest rates ranging from 5.48% to 12.55%, and 93.31% are with fixed rates ranging from 6.75% to 12.75%. As of December 31, 2008, 23.65% of the Group's long-term debt had floating interest rates ranging from 6.29% to 9.47%, and 76.35% are with fixed rates ranging from 6.75% to 12.00%.

The following table set out the carrying amount, by maturity, of the Group's financial instruments that are exposed to interest rate risk:

### As of June 30, 2009

	< 1 year	1 - 5 years	> 5 years	Total
Floating rate - long-term debt	8,000	995,000	-	1,003,000
Fixed rate - long-term debt	1,359,072	14,808,236	7,566,506	23,733,814
Payable to preferred shareholders of a subsidiary - floating	5,632	71,461	-	77,093
Redeemable preferred shares - floating	626,000	-	-	626,000
Redeemable preferred shares - fixed	-	1,517,790	-	1,517,790
Obligations under finance lease - floating	52,711	30,832	-	83,543
	2,051,415	17,423,319	7,566,506	27,041,240

### As of December 31, 2008

	< 1 year	1 - 5 years	> 5 years	Total
Floating rate - long-term debt	384,000	1,645,000	-	2,029,000
Fixed rate - long-term debt	174,478	5,581,907	1,973,112	7,729,497
Financial institutions - unsecured	9,194	88,030	-	97,224
Redeemable preferred shares - floating	626,000	-	-	626,000
Redeemable preferred shares - fixed	-	1,517,790	-	1,517,790
Obligations under finance lease - floating	81,692	30,832	-	112,524
	1,275,364	8,863,559	1,973,112	12,112,035
Liabilities of Disposal Group	81,692	48,622	-	130,314
Liabilities of Continuing Operations Group	1,193,672	8,814,937	1,973,112	11,981,721

Interest on financial instruments classified as floating rate is repriced at intervals of less than one year. Interest on financial instruments classified as fixed rate is fixed until the maturity of the instrument. The other financial instruments of the Group that are not included in the above tables are non-interest bearing and are therefore not subject to interest rate risk.

Interest expenses recognized during the comparative periods are as follows:

	<b>JUN 2009</b>	<b>JUN 2008</b>
Bank loans and long term debt	663,786	222,739
Customers' deposits	2,819	2,729
Obligations under finance lease	3,623	9,440
Obligations on PDS	17,822	12,180
Advances from related parties	25,919	12,758
	<b>713,969</b>	<b>259,846</b>

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings) as of June 30, 2009 and 2008:

	Increase/decrease in basis points	Effect on income before tax
Jun 2009	100	8,924
	50	4,462
Jun 2008	100	14,657
	50	7,328

**Foreign exchange risk.** The foreign exchange risk of the Group pertains significantly to its foreign currency denominated borrowings, including obligations under finance lease. To mitigate the risk of incurring foreign exchange losses, foreign currency holdings are matched against the potential need for foreign currency in financing equity investments and new projects. As of June 30, 2009 and December 31, 2008, foreign currency denominated borrowings account for 13.2% and 21.5%, respectively, of total consolidated borrowings.

	<b>JUNE 30, 2009</b>		<b>DECEMBER 31, 2008</b>	
	<b>US Dollar</b>	<b>Peso Equivalent</b>	<b>US Dollar</b>	<b>Peso Equivalent</b>
<b>Current Financial Assets</b>				
Cash and cash equivalents	44,267	2,130,548	66,904	3,179,275
Trade and other receivables	1,982	95,394	9,764	463,985
Amounts owed by related parties	-	-	1,313	62,394
Inventory	-	-	489	23,237
<b>Total Financial Assets</b>	<b>46,249</b>	<b>2,225,942</b>	<b>78,470</b>	<b>3,728,891</b>
<b>Current Financial Liabilities</b>				
Bank loans	84,450	4,064,579	89,247	4,241,017
Trade and other payables	1,437	69,163	9,763	463,938
Advances from shipping principals	-	-	1,334	63,392
Amounts owed to a related party	536	25,798	536	25,471
Obligations under finance lease	1,184	56,986	1,730	82,210
<b>Total Financial Liabilities</b>	<b>87,607</b>	<b>4,216,525</b>	<b>102,610</b>	<b>4,876,027</b>
<b>Net foreign currency denominated assets (liabilities)</b>	<b>(41,358)</b>	<b>(1,990,583)</b>	<b>(24,140)</b>	<b>(1,147,136)</b>

The following table demonstrates the sensitivity to a reasonably possible change in the US dollar exchange rates, with all other variables held constant, of the Group's profit before tax as of June 30, 2009:

	Increase (decrease) in US dollar rate	Effect on income before income tax
US dollar denominated accounts	5%	(99,529)
US dollar denominated accounts	-5%	99,529

The increase in dollar rate represents the depreciation of the Philippine peso while the decrease in dollar rate represents appreciation of the Philippine peso.

There is no other impact on the Group's equity other than those already affecting the consolidated statement of income.

**Credit risk.** For its cash investments, AFS investments and receivables, the Group's credit risk pertains to possible default by the counterparty, with a maximum exposure equal to the carrying amount of these assets. With respect to cash and AFS investments, the risk is mitigated by the short-term and or liquid nature of its cash investments mainly in bank deposits and placements, which are placed with financial institutions of high credit standing. With respect to receivables, credit risk is controlled by the application of credit approval, limit and monitoring procedures. It is the Group's policy to enter into transactions with a diversity of credit-worthy parties to mitigate any significant concentration of credit risk. The Group ensures that sales are made to customers with appropriate credit history and has internal mechanism to monitor the granting of credit and management of credit exposures. The Group has no significant concentration risk to a counterparty or group of counterparties.

**Liquidity risk.** The Group maintains sufficient cash and cash equivalents to finance its operations. Any excess cash is invested in short-term money market placements. These placements are maintained to meet maturing obligations and pay dividend declarations. The Group, in general, matches the appropriate long-term funding instruments with the general nature of its equity investments.

In managing its long-term financial requirements, the Group's policy is that not more than 25% of long-term borrowings should mature in any twelve-month period. As of June 30, 2009 and December 31, 2008, the portion of the total long-term debt that debt will mature in less than one year is 7.14% and 9.31%, respectively. For its short-term funding, the Group's policy is to ensure that there are sufficient working capital inflows to match repayments of short-term debt.

The following table summarizes the maturity profile of the Group's financial liabilities as of June 30, 2009 based on contractual undiscounted [rincipal payments (amounts in thousands):

Contractual undiscounted principal payments

	Total Carrying					
	Value	Total	On demand	Less than 1 year	1 to 5 years	> 5 years
Bank loans	4,400,379	4,400,379	-	4,400,379	-	-
Long-term debt	24,736,814	24,736,814	-	1,367,072	15,803,236	7,566,506
Customers' deposits	1,676,426	1,676,426	-	95,350	14,761	1,566,315
Trade and other payables	8,422,003	8,422,003	-	8,422,003	-	-
Obligations under finance lease	83,543	83,543	-	52,711	30,832.00	-
Obligations on power distribution system	309,638	800,000	-	40,000	200,000	560,000.00
Payable to preferred shareholder of a subsidiary	77,093	77,093	-	5,632	71,461	-
Redeemable preferred shares	2,143,790	2,143,790	-	626,000.00	1,517,790	-
<b>Total</b>	<b>41,849,686</b>	<b>42,340,048</b>	<b>-</b>	<b>15,009,147</b>	<b>17,638,080</b>	<b>9,692,821</b>

**Capital management.** The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the periods ended June 30, 2009 and December 31, 2008.

The Group monitors capital using a gearing ratio, which is net debt divided by equity plus net debt. The Group's policy is to keep the gearing ratio at 40% or below at the consolidated level. Depending on the quality of cash flows, associates and subsidiaries that can secure limited recourse project financing can maintain a gearing ratio of 70%. The Group determines net debt as the sum of interest-bearing short-term and long-term loans (comprising long-term debt, obligations under finance lease, redeemable preferred shares and payable to preferred shareholders of a subsidiary) less cash and short-term deposits and temporary advances to related parties.

Gearing ratios of the Group as of June 30, 2009 and December 31, 2008 are as follows:

	<u>JUN 2009</u>	<u>DEC 2008</u>
Bank Loans	4,400,379	7,609,099
Long - term debt	27,041,240	12,663,035
Temporary advances from (to) related parties	-	(487,902)
Cash and cash equivalents	<u>(7,603,983)</u>	<u>(16,546,940)</u>
Net Debt (a)	23,837,635	3,237,292
Equity attributable to equity holders of the parent	<u>49,324,569</u>	<u>46,655,600</u>
Equity and Net Debt (b)	<u>73,162,204</u>	<u>49,892,892</u>
<b>Gearing Ratio (a/b)</b>	<b><u>32.58%</u></b>	<b><u>6.49%</u></b>

## K. FINANCIAL INSTRUMENTS

Set out below is a comparison by category of carrying amounts and fair values of all of the Group's financial instruments that are carried in the financial statements at other than fair values.

	<u>JUNE 30, 2009</u>		<u>DECEMBER 31, 2008</u>	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial assets</b>				
<b>Cash</b>				
Cash and cash equivalents	7,603,983	7,603,983	16,619,181	16,619,181
<b>Loans and receivables</b>				
Trade and other receivables	5,260,818	5,260,818	4,505,209	4,505,209
<b>AFS</b>				
AFS investments	72,363	72,363	80,556	80,556
<b>Total</b>	<b>12,937,164</b>	<b>12,937,164</b>	21,204,945	21,204,945
Financial assets of Disposal Group			2,508,563	2,508,563
<b>Financial assets of Continuing Operations Group</b>	<b>12,937,164</b>	<b>12,937,164</b>	18,696,382	18,696,382

	JUNE 30, 2009		DECEMBER 31, 2008	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial liabilities</b>				
<b>Other financial liabilities</b>				
Bank loans	4,400,379	4,400,379	8,160,099	8,160,099
Trade and other payables	8,422,003	8,422,003	6,682,621	6,682,621
Customers' deposits	1,676,426	1,676,426	1,584,991	1,584,991
Obligations on power distribution system	309,638	407,188	291,816	366,862
Obligations under finance leases	83,543	83,543	112,524	112,524
Long-term debt				
Fixed rate	23,733,814	23,972,616	7,729,497	7,857,834
Floating rate	1,003,000	1,003,000	2,029,000	2,029,000
Payable to preferred shareholder of a subsidiary (floating rate)	77,093	77,093	97,224	97,224
Redeemable preferred shares				
Fixed rate	1,517,790	1,548,046	1,517,790	1,511,469
Floating rate	626,000	626,000	626,000	626,000
Total	41,849,686	42,216,293	28,831,562	29,028,624
Financial liabilities of Disposal Group			3,709,744	3,709,744
<b>Financial assets of Continuing Operations Group</b>				
	41,849,686	42,216,293	25,121,818	25,318,880

As of June 30, 2009 and December 31, 2008, the group does not have any investment in foreign securities nor has it issued any traded debt securities.

### Fair Value of Financial Instruments

Fair value is defined as the amount for which an asset could be exchanged or a liability settled between knowledgeable, willing parties in an arm's length transaction. Fair values are obtained from quoted market prices, discounted cash flow models and option pricing models, as appropriate. A financial instrument is regarded as quoted in an active market if quoted prices are readily available from an exchange, dealer, broker, pricing services or regulatory agency and those prices represent actual and regularly occurring market transactions on an arm's length basis. For a financial instrument with an active market, the quoted market price is used as its fair value. On the other hand, if transactions are no longer regularly occurring even if prices might be available, and the only observed transactions are forced transactions or distressed sales, then the market is considered inactive. For a financial instrument with an inactive market, its fair value is determined using a valuation technique (e.g., discounted cash flow approach) that incorporates all factors that market participants would consider in setting a price.

The following methods and assumptions are used to estimate the fair value of each class of financial instruments:

#### *Cash and cash equivalents, trade and other receivables and trade and other payables*

The carrying amounts of cash and cash equivalents, trade and other receivables and trade and other payables approximate fair value due to the relatively short-term maturity of these financial instruments.

#### *Fixed-rate borrowings*

The fair value of fixed rate interest bearing loans is based on the discounted value of future cash flows using the applicable rates for similar types of loans.

#### *Variable-rate borrowings*

Where the repricing of the variable-rate interest bearing loan is frequent (i.e., three-month repricing), the carrying value approximates the fair value. Otherwise, the fair value is determined by discounting the principal plus the known interest payment using current market rates.

#### *Customers' deposits*

The fair value of bill deposits approximates the carrying values as these deposits earn interest at the prevailing market interest rate in accordance with regulatory guidelines. The timing and related amounts of future cash flows relating to transformer and lines and poles deposits cannot be reasonably and reliably estimated for purposes of establishing their fair values using an alternative valuation technique.

#### *Redeemable preferred shares*

The fair values of the redeemable preferred shares are based on the discounted value of future cash flows using the applicable rates for similar types of borrowings.

#### *AFS investments*

The fair values of AFS investments are based on quoted market prices. The publicly-traded equity securities which are owned by the group are all actively traded in the stock market.

#### *Obligations under Power Distribution System*

The fair value of long term obligation on power distribution system is calculated by discounting expected future cash flows at prevailing market rates.

## L. DISCLOSURES

### 1. Basis of Preparation, Statement of Compliance and Changes in Accounting Policies

The consolidated financial statements of the Group have been prepared on a historical cost basis, except for AFS and investment properties, which are measured at fair value, and agricultural produce and biological assets which are measured at fair value less estimated point-of-sale costs. The consolidated financial statements are presented in Philippine peso and all values are rounded to the nearest thousand except for earnings per share and exchange rates and otherwise indicated.

#### Statement of Compliance

The consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRS).

#### Changes in Accounting Policies

The same accounting policies are followed in the preparation of the interim financial statements as compared with those of the most recent annual financial statements, except as follows:

- PFRS 8, Operating Segments
- Amendments to PAS 1, Presentation of Financial Statements
- PAS 23, Borrowing Costs

#### *PFRS 8, Operating Segments*

PFRS 8 replaces PAS 14, Segment Reporting, and adopts a full management approach to identifying, measuring and disclosing the results of an entity's operating segments. The information reported would be that which management uses internally for evaluating the performance of operating segments and allocating resources to those segments. Such information may be different from that reported in the consolidated balance sheet and consolidated statement of income and the Group will provide explanations and reconciliations of the differences. This standard is only applicable to an entity that has debt or equity instruments that are traded in a public market or that files (or is in the process of filing) its financial statements with a securities commission or similar party.

This has no significant impact on the Group as its current manner of reporting segment information is already in compliance with this new accounting standard. The way by which different industries are grouped in the business segment disclosure is the same as the one used internally by management in evaluating their operating performances and in allocating resources.

#### *Amendment to PAS 1, Presentation of Financial Statements*

This Amendment introduces a new statement of comprehensive income that combines all items of income and expenses recognized in the profit or loss together with 'other comprehensive income'. Entities may choose to present all items in one statement, or to present two linked statements, a separate statement of income and a statement of comprehensive income. This Amendment also requires additional requirements in the presentation of the balance sheet and owner's equity as well as additional disclosures to be included in the financial statements.

The Group has adopted the Amendment to PAS 1 as of January 1, 2009. Adoption of this Amendment gave rise to the introduction of a new statement of comprehensive income that combines all items of income and expense recognized in the profit or loss together with 'other comprehensive income'. The reason for the Amendment is mainly to aggregate information in the financial statements on the basis of shared characteristics. Consequently, all owner changes in equity are presented in the statement of changes in equity, separately from non-owner changes in equity which are presented only as a single line labelled as "Total Comprehensive Income for the Period". The details of this single line are indicated in the new statement of comprehensive income.

## PAS 23, *Borrowing Costs*

The standard has been revised to require capitalization of borrowing costs when such costs relate to a qualifying asset. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. The Group expects that this revision will have no impact on the Group's financial statements since the Group is already capitalizing borrowing costs relating to qualifying assets.

## 2. Seasonality of Interim Operations

Operations of hydropower plants are generally affected by climatic seasonality. Seasonality and location have a direct effect on the level of precipitation. In Luzon where rainy and summer seasons are more pronounced, higher rainfall is normally experienced in the months of June to September. As such, the hydropower plants located in Luzon operate at their maximum capacity during this period. In contrast, the hydropower plants in Mindanao experience a well distributed rainfall throughout the year, with a slightly better precipitation during the months of December to April. This provides continuous water flow and thus makes it favorable to all 'run-of-river' hydropower plants' operations.

There were no unexpected seasonal aspects that had a material effect on the Group's financial condition or results of operations.

## 3. Material Events and Changes

### a. AEV Dividend Declaration and Buy-back Program

On February 11, 2009, the Board of Directors (BOD) of the Company approved the declaration of a regular cash dividend of P0.27 a share (P1.505 billion) to all stockholders of record as of February 26, 2009, payable on March 23, 2009.

In accordance with the buy-back program approved by the BOD on February 7, 2008 involving the purchase of the shares of stock of AEV and of its publicly-listed investee companies, AP and UBP, the Company has purchased into treasury 119.7 million of its own shares, 190.9 million of AP shares and 14.8 million of UBP shares as of March 31, 2009.

### b. MOA with KGLI-NM Holdings, Inc. re Purchase of AEV's Shareholdings in ATS

On March 31, 2009, the Company and ACO, received from KGLI-NM a notice that KGLI-NM will exercise its option under the Term Sheet to acquire at least US\$30 million worth of common shares of ATS owned by the Company and ACO. The actual number of shares to be acquired by KGLI-NM will be determined based on the dollar exchange rate on closing date, which is expected to occur on April 30, 2009. KGLI-NM further informed the Company and ACO that its intention to proceed with the purchase of US\$30 million worth of ATS shares from the Company and ACO is without prejudice to KGLI-NM's right under the Term Sheet to acquire the remaining ATS shares.

On April 30, 2009, KGLI-NM informed the Company and ACO that it will not proceed with the purchase of the ATS shares, citing current constraints in the debt markets as the reason for its decision. In view of this, the Term Sheet dated December 19, 2008 as well as the Memorandum of Agreement dated September 23, 2008 between AEV and ACO, on one hand, and KGLI-NM, on the other hand, are now deemed terminated. Likewise, the P100 million option money paid by KGLI-NM to AEV and ACO (P82.88 million for AEV and P17.12 million for ACO) is deemed forfeited in accordance with the provisions of the Term Sheet.

### c. AP issuance of P3B retail bonds

On April 30, 2009, AP issued a total of P3 billion worth of peso-denominated fixed rate retail bonds under the following terms:

MATURITY	INTEREST RATE	AMOUNT
5-year bonds to mature on April 30, 2012	8.7%/ p.a.	2,294,420
3-year bonds to mature on May 1, 2014	8.0%/ p.a.	705,580

The issue was 2.5 times oversubscribed and had to be upsized from P1.5 billion to P3.0 billion. The SEC approved last April 14, 2009 AP's application for registration of P1.5 billion worth of Bonds, with an oversubscription option of up to P1.5 billion.

#### **d. Acquisition of the Tiwi-Makban Plants**

In July 2008, the Power Sector Assets and Liabilities Management Corporation (PSALM) issued the Notice of Award to AP Renewables, Inc., (APRI), a 100%-owned subsidiary of AP, officially declaring APRI as the winning bidder for the 289-MW Tiwi Geothermal Power Plant located in Tiwi, Albay and the 458-MW Makiling-Banahaw (MakBan) Geothermal Power Plant located in Laguna and Batangas provinces (collectively referred to as the Tiwi-MakBan Geothermal Power Plants).

Under the terms of the Asset Purchase Agreement (APA), APRI is required to deliver 40% of the purchase price of \$447 million as up-front payment payable on or before the closing date. The balance of 60% is payable in 14 semi-annual payments with an interest of 12% per annum compounded semi-annually. On May 25, 2009, APRI paid PSALM the P8.29 billion downpayment on the purchase price for the Tiwi-MakBan Geothermal Power Plants which were turned over to APRI on May 26, 2009.

APRI will account for the purchase of the Tiwi-MakBan Geothermal Plants under the purchase method. As of June 30, 2009, it is impracticable to determine the fair values of the Tiwi-MakBan plants as APRI is still compiling all the required information.

Except for the above developments and as disclosed in some other portions of this report, no other significant event occurred that would have a material impact on the registrant and its subsidiaries, and no other known trend, event or uncertainty came about that had or were reasonably expected to have a material favorable or unfavorable impact on revenues or income from continuing operations, since the end of the most recently completed fiscal year. There were also no significant elements of income or loss that did not arise from the continuing operations of the registrant and its subsidiaries.

Other than those disclosed above, no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships with unconsolidated entities or other persons entities or other persons were created during the interim period. There were also no events that would trigger substantial direct or contingent financial obligations or cause any default or acceleration of an existing obligation.

Likewise, there were no other material changes made in such items as: accounting principles & practices, estimates inherent in the preparation of financial statements, status of long-term contracts, changes in the composition of the issuer, and reporting entity resulting from business combinations or dispositions.

Lastly, there were no changes in estimates of amounts reported in prior interim period and financial year that would have a material effect in the current interim period.

#### **4. Material Adjustments**

There were no material, non-recurring adjustments made during period that would require appropriate disclosures. All other adjustments are of a normal recurring nature.

## **5. Contingencies**

There are legal cases filed against certain subsidiaries in the normal course of business. Management and its legal counsel believe that the subsidiaries have substantial legal and factual bases for their position and are of the opinion that losses arising from these cases, if any, will not have a material adverse impact on the consolidated financial statements.

**ABOITIZ EQUITY VENTURES, INC. & SUBSIDIARIES****AGING OF RECEIVABLES**

AS OF : JUN 30/2009

	30 Days	60 Days	90 Days	Over 90 Days	Total
<b>Trade Receivables</b>					
Transport Services	1,249,874	177,198	55,289	290,496	1,772,857
Power	1,801,164	90,708	20,781	64,428	1,977,081
Food Manufacturing	723,611	7,612	2,861	39,701	773,785
Holding and Others	18,085	3,583	510	(411)	21,767
	<b>3,792,734</b>	<b>279,101</b>	<b>79,441</b>	<b>394,214</b>	<b>4,545,490</b>
<b>Insurance and Other Claims</b>	49,473	262	3,944	965	54,644
<b>Related Parties</b>	250,557	21,843	7,095	11,790	291,285
<b>Others</b>	245,183	24,001	7,458	483,039	759,681
	<b>4,337,947</b>	<b>325,207</b>	<b>97,938</b>	<b>890,008</b>	<b>5,651,100</b>
<b>Less Allowance for Doubtful Accounts</b>					<b>390,282</b>
					<b>5,260,818</b>

**ACCOUNTS RECEIVABLE DESCRIPTION**

Type of Receivable	Nature / Description	Period
Trade	uncollected billings to customers for sale of power, goods and services	30 - 60 days
Non-Trade	claims, operating cash advances and advances to suppliers & employees	30 - 120 days

**NORMAL OPERATING CYCLE**

## Power Subsidiaries

Distribution - 60 days

Generation - 65 days

Food Subsidiary - 90 days

Aviation Subsidiary - 60 days

Real Estate Subsidiary - 30 days

Transport Subsidiary - 40 days