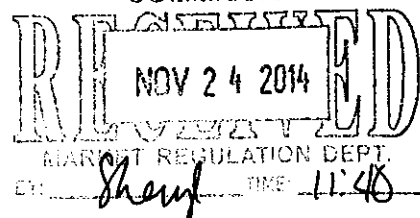


SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

**INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

SECURITIES AND EXCHANGE
COMMISSION



1. Check the appropriate box:

Preliminary Information Statement

Definitive Information Statement

2. Name of Registrant as specified in its charter: **PRIME MEDIA HOLDINGS, INC.**

3. Province, country or other jurisdiction of incorporation or organization
Metro Manila, Philippines

4. SEC Identification Number: **Reg. No. 22401**

5. BIR Tax Identification Code: **TIN 000-491-007**

6. Address of principal office:
No. 3 San Antonio St. Bo. Kapitolyo, Pasig City Postal Code **1603**

7. Registrant's telephone number, including area code, Tel. Nos.: **(632) 831-4479**

8. Date, time and place of the meeting of security holders

19 December 2014, 9:00 AM, at Metroclub Rockwell, Estrella St., Guadalupe Viejo, Makati City

9. Approximate date on which the Information Statement is first to be sent or given to security holders

02 December 2014

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common Shares	698,930,906*
Preferred Shares	48,559,000

*1 Reported by the stock transfer agent as of 30 September 2014.

11. Are any or all of registrant's securities listed in a Stock Exchange?

Yes No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

**Philippine Stock Exchange.
Common Shares**

PRIME MEDIA HOLDINGS, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Please be advised that the Annual Meeting of the stockholders of PRIME MEDIA HOLDINGS, INC. will be held on **19th day of December 2014, 9:00 AM, at Metroclub, Rockwell, Estrella St., Guadalupe Viejo, Makati City, for the following purposes:**

1. To consider and approve the President's Report and the Annual Report for the year 2013
2. To review the minutes of the meeting of the last Annual Stockholders' Meeting
3. To consider and adopt the Audited Financial Statements for the year ended 31st December 2013 contained in the Annual Report
4. To ratify all acts of the Board of Directors and Management for the year 2013
5. To deliberate and vote on the propose amendment to the Articles of Incorporation and By-Laws of the Corporation to change the principal place of business to 16th Floor Citibank Tower, Paseo de Roxas, Makati City.
6. To appoint the external auditor of the Company for the year 2014
7. To elect the Directors and Independent Directors of the Company for the ensuing year
8. To transact such other business as may properly come before the meeting and at any adjournment thereof.

The Board of Directors has fixed the close of business on the **02 December 2014** as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Stockholders' Meeting.

All proxies (which must be acknowledged before a notary public) must be submitted to the Corporate Secretary on or before **9 December 2014, 5:00 p.m.** at the following address:

Prime Media Holdings, Inc.
c/o Ocampo and Manalo Law Firm
6th Flr. Pacific Star Building
Makati Ave. cor. Sen. Gil Puyat Ave.
Makati City
Attention: Monica Isabelle I. Villanueva

Very truly yours,


MONICA ISABELLE I. VILLANUEVA *ist*
Corporate Secretary

SAMPLE PROXY FORM

The undersigned stockholder of PRIME MEDIA HOLDINGS INC. (the "Company") hereby appoints _____ or in his/her/its absence, the Chairman of the meeting, as attorney-in-fact and proxy, to represent and vote all the shares registered in his/her/its name at the annual meeting of the stockholders of the Company scheduled on **19 December 2014, 9:00 AM** at the **Metroclub, Rockwell, Estrella St., Guadalupe Viejo, Makati City**, and any of its adjournment(s), as fully as the undersigned can do if present and voting in person, ratifying all action taken on matters that may properly come before such meeting or its adjournment(s). The undersigned directs the proxy to vote on the agenda items which have been expressly indicated with "X" below:

PROPOSAL	ACTION			
	FOR	AGAINST	ABSTAIN	
1. Approval the President's Report and the Annual Report for the year 2013				
2. Adoption of Audited Financial Statements for the year ended 31 December 2013 contained in the Annual Report				
3. Ratification of all acts of the Board of Directors and Management for the year 2013 up to December 2014				
4. Appointment of Reyes Tacandong & Co. as External Auditor of the Company for the year 2014				
5. Election of Directors:	FOR ALL	AGAINST ALL	ABSTAIN FOR	FULL DISCRETION OF PROXY
<p>The nominees are:</p> <ul style="list-style-type: none"> - Manolito A. Manalo - Juan Victor S. Valdez - Bernadeth A. Lim - Diane Madelyn C. Ching - Monica Isabelle I. Villanueva <p>Nominees for independent directors:</p> <ul style="list-style-type: none"> - Edgardo E. Tumangan - Johnny Y. Aruego, Jr. <p><i>Instruction: To withhold authority to vote for any nominee, please mark "Abstain" box and list the name(s) under.</i></p>				

The undersigned stockholder further authorizes the Proxy to vote according to the discretion of the Company's President or Chairman of the Meeting on any additional matters that may be discussed and proposed.

Signed this ____ day of _____ 2014 at _____

PRINTED NAME OF THE STOCKHOLDER

SIGNATURE OF THE
STOCKHOLDER/AUTHORIZED
REPRESENTATIVE

This proxy must be acknowledged before a notary public and must be submitted to the Corporate Secretary on or before **9 December 2014, 5:00 p.m.** The stockholder giving a proxy has the power to revoke it either in an instrument in writing duly presented for recording with the Corporate Secretary at least five (5) days prior to the meeting or by personal attendance at the stockholders' meeting. For corporations, the proxy must be accompanied by a Secretary's Certificate authorizing an authorized representative to represent the corporation in the meeting.

SAMPLE SECRETARY'S CERTIFICATE

I, _____, of legal age, with address at _____, being the Corporate Secretary of _____, do hereby certify that:

1. In the regular/special meeting of the Board of Directors of the Corporation held on _____ 201_ at the _____, the following resolution was approved:

“RESOLVED, that the Board of Directors of _____ (the “Corporation”) hereby authorize, _____ and/or _____ to represent the Corporation and to vote all of the Corporation’s shares registered in the books of the PRIME MEDIA HOLDINGS INC. (PRIM) at any annual stockholders’ meeting of PRIM, particularly, the annual stockholders’ meeting to be held on _____, and any adjournments or postponements thereof.

“RESOLVED, FURTHER, that the Board of Directors of the Corporation authorize _____ and/or _____ to sign, execute and deliver nominations and proxies in relation to said annual stockholders’ meeting of PRIM.”

2. This resolution has not been suspended, revoked nor amended.

_____ (date of execution), _____ (place of execution).

Corporate Secretary

SUBSCRIBED AND SWORN to before me on _____ at Makati, Metro Manila, affiant exhibiting to me his/her valid proof of identification _____ issued at _____ on _____.

Doc. No. _____
Page No. _____
Book No. _____
Series of 2014.

INFORMATION STATEMENT AND MANAGEMENT REPORT

INFORMATION STATEMENT

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY

However, if you cannot attend and you wish to send a representative/proxy, please send your proxy letter to the Office of the Corporate Secretary on or before 9 December 2014, 5:00 p.m., a sample of which is attached to this report. On the day of the annual stockholders' meeting, 19 December 2014, 9:00 AM, your representative should bring the proxy letter and present valid proof of identification (e.g. passport, driver's license, company ID or TIN card)

A. GENERAL INFORMATION

Item 1. Date, Time and Place of Annual Meeting of Security Holders

The Annual Meeting of the stockholders of PRIME MEDIA HOLDINGS, INC. will be held on 19th day of December 2014, 9:00 AM, at Metroclub, Rockwell, Estrella St., Guadalupe Viejo, Makati City.

The mailing address of the Company is at c/o Ocampo & Manalo Law Firm, 6th Flr. Pacific Star Building, Makati Ave. cor. Sen Gil Puyat Ave., Makati City.

This Information Statement will be first sent or given to security holders on or around the 02 December 2014.

Item 2. Dissenters' Right of Appraisal

There is no proposed corporate action or matter to be taken up at the Annual Stockholders' Meeting on 19th day of December 2014, 9:00 AM that will give rise to the exercise of appraisal right by the dissenting stockholders.

The Corporation Code limits the exercise of the appraisal right by any dissenting stockholder to the following instances:

- a. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence (Section 81);
- b. In case of the sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets (Section 81);
- c. In case of merger or consolidation (Section 81);
- d. In case of investments in another corporation, business or purpose (Section 42).

The appraisal right may be exercised by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares; provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder, upon surrender of the certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made; Provided, That no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment; and Provided, further, That upon payment by the corporation of the agreed or awarded price, the stockholders shall forthwith transfer his shares to the corporation.

The appraisal right shall be exercised in accordance with Title X of the Corporation Code.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

No director or officer of the Company or any nominee for election as director of the Company or any associate of the foregoing, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than election to office as director of the Company. None of the officers or directors or any of their associates has any substantial interest, direct or indirect, in any of the matters to be acted upon in the stockholders' meeting.

None of the directors of the Company has informed the Company that he intends to oppose any action to be taken by the Company at the stockholders' meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

As of 30 September 2014, the following shares of common and preferred stock of the Company were outstanding:

<u>Class</u>	<u>Number of Outstanding Shares</u>
Common	698,930,906
Preferred	
Series A	48,559,000
Series B	Nil

As of 30 September 2014, the foreign equity ownership on a per class basis is as follows:

<u>Class</u>	<u>Number of Outstanding Shares</u>
Common	1,135,587
Preferred	109,650

All registered owners of the Company's common stock at the close of business on **02 December 2014** will be entitled to notice and vote at its Annual Stockholders' Meeting on 19 December 2014, 9:00 AM.

Each common share is entitled to one (1) vote on all matters to be taken up during the Annual Meeting except in the case of electing directors where one (1) share is entitled to Seven (7) votes, i.e. each share is entitled to as many votes as there are Board seats to be filled up.

Each stockholder is entitled to cumulate his votes and cast the same in favor of one or several nominees of his choice in such proportion as he shall deem fit, provided that, the total votes cast do not exceed the number of his shares multiplied by the number of directors to be elected. There is no condition precedent to the exercise by the stockholders of their cumulative voting right.

As of 30 September 2014, the stock transfer agent reported 1,621 holders of common shares of the Company. The top 20 stockholders, the number of common shares held and the percentage of the common shares outstanding held by each are as follows:

	Name of Stockholders	No. of shares	Percentage of ownership
1	PCD Nominee Corporation (Filipino)	357,793,313	51.1837%
2	Metro Tagaytay Land Company, Inc.	218,099,360	31.2047%
3	Neo Oracle Holdings, Inc. (formerly Metro Pacific Corporation)	93,685,410	13.4041%
4	First Producers Holdings Corp. FAO Ray Burton Development Corporation	6,175,789	0.8836%
5	First Producers Holdings Corp. FAO Producers Properties, Inc.	4,903,852	0.7016%
6	Ray Burton Development Corporation	3,213,293	0.4597%
7	Producers Properties, Inc.	3,013,701	0.4311%
8	Mercantile Investment Company, Inc.	1,585,989	0.2269%
9	M. J. Soriano Trading, Inc.	1,141,000	0.1632%
10	PCD Nominee Corporation (Foreign)	977,063	0.1397%
11	Ernesto B. Lim	880,000	0.1259%
12	Lucio W. Yan &/or Clara Yan	600,000	0.0858%
13	Joel B. Vargas	534,876	0.0765%
14	Merlene So &/or So Peng Kee	239,000	0.0341%
15	Maria T. Uy	211,200	0.0302%
16	Jose Yu Go, Jr.	210,000	0.0300%
17	Robert Sianyusiong	174,416	0.0249%
18	Jovy Lim Go	150,000	0.0214%
19	Que Lu Kiong	150,000	0.0214%
20	Rufino H. Abad	142,011	0.0203%

The number of preferred shareholders of record as of 30 September 2014 is 269. The top 20 stockholders, the number of preferred shares held and the percentage of the preferred shares outstanding held by each are as follows:

RANK	STOCKHOLDER NAME	NO. OF SHARES	PERCENTAGE OF OWNERSHIP
1	Albert Del Rosario ITF Anthony Salim	32,231,970	66.3769%
2	Ricardo S. Pascua	1,960,770	4.0379%
3	Florentino L. Martinez	907,340	1.8685%
4	Carlos Torres	880,00	1.6474%
5	MDI Employees Retirement Plan	610,450	1.2571%
6	Metrolab Employees Retirement Plan	545,040	1.1224%
7	Helena Llereza	529,810	1.0910%
8	HPPI Employees Retirement Plan	500,000	1.0296%
9	E. Chua Chiacco Sec., Inc.	449,640	0.9259%
10	Citisecurities Inc.	403,000	0.8299%
11	Wealth Securities, Inc.	402,000	0.8278%
12	Virginia U. Ng	344,470	0.7093%
13	PNB Securities, Inc.	300,280	0.6183%
14	Tato A. Johan	300,000	0.6178%
15	Banco De Oro Trust Banking Group FAO	280,000	0.5766%

	Miriam College Foundation, Inc. Employees		
16	Antonio R. Samson	250,000	0.5148%
17	Segundo Seangio	244,000	0.5024%
18	Diversified Sec., Inc.	218,080	0.4491%
19	Antonio Alipio	218,000	0.4489%
20	Teresita T. Cometa	210,000	0.4324%

Security Ownership of Persons Owning More Than 5% of the Company's Outstanding Common Stock

As of 30 September 2014, the Company knows of no one who is directly or indirectly the record or beneficial owner of more than five percent (5%) of the Company's capital stock except as set forth below:

Type of Class	Name and address of record owner and relationship with Issuer	Citizenship	Name of Beneficial Owner & Relationship with Record Owner	No. of Shares Held	Percent of class
Common	RYM Business Management Corp. / 106 Paseo de Roxas Ave. Makati City	Filipino	RYM is both the record and beneficial owner of the shares.	298,949,218	42.77%
Common	Metro Tagaytay Land Company, Inc.	Filipino		218,099,360	31.20%
Common	Neo Oracle Holdings Inc. /	Filipino		93,685,410	13.40%
Preferred	Albert Del Rosario ITF Anthony Salim C/O NOHI, Taguig	Filipino	Mr. Albert Del Rosario holds the shares in trust for Mr. Anthony Salim	32,231,970	66.38%

Security Ownership of Management as of 30 September 2014

Type of Class	Name of Beneficial Owner	Amount and nature of ownership	Citizenship	Percent of class
Common	Manolito A. Manalo	1/ Direct	Filipino	0.00%
Common	Bernadeth A. Lim	1/ Direct	Filipino	0.00%
Common	Monica Isabelle I. Villanueva	1/ Direct	Filipino	0.00%
Common	Juan Victor S. Valdez	1/Direct	Filipino	0.00%
Common	Diane Madelyn C. Ching	1000/Direct	Filipino	0.00%

Common	Johnny Y. Aruego Jr.	1/ Direct	Filipino	0.00%
Common	Edgardo E. Tumangan	1/ Direct	Filipino	0.00%
Common	Vivian S. Liban	0	Filipino	0.00%
Common	Rolando S. Santos	0	Filipino	0.00%
	Aggregate for above named officers and directors	1006		

Voting Trust Holders of 5% or More

The Company is not aware of the existence of persons holding five percent (5%) or more of the Company's shares of common stock under a voting trust or similar agreement.

Changes in Control

No change in control of the Company has occurred since the beginning of its last fiscal year. The Company has no knowledge of any existing arrangements which may result in a change in control of the Company.

Item 5. Directors and Executive Officers

Directors

The following are the names, ages, citizenship, periods of service of the incumbent directors of the Company as of 30 September 2014:

Name	Age	Citizenship	Period during which individual has served as such
Manolito A. Manalo	45	Filipino	May 2013 to the present
Bernadeth A. Lim	33	Filipino	May 2013 to the present
Juan Victor S. Valdez	43	Filipino	May 2013 to the present
Monica Isabelle I. Villanueva	33	Filipino	May 2013 to the present
Diane Madelyn C. Ching	32	Filipino	October 2013 up to the present
Johnny Y. Aruego (Independent Director)	45	Filipino	May 2013 to the present
Edgardo E. Tumangan (independent director)	80	Filipino	May 2013 to the present

The business experience of each of the incumbent directors of the Company for the last five (5) years is as follows:

Manolito A. Manalo was elected as President and Director in May 2013. He is the co-founder and managing partner of Ocampo and Manalo Law Firm. He is a Director and President of Panalpina World Transport (Phils.), Inc. He also sits as Director in Kajima Philippines Inc. He began his law practice as an associate in Leovillo C. Agustin Law Offices from 1995 to 1996 and Britanico Consunji and Sarmiento from 1996 to 1997. He later headed the Legal Division of Air Philippines from 1997 to 1999.

Bernadeth A. Lim was elected as Vice President and Director in May 2013. She is a junior partner of Ocampo and Manalo Law Firm. She is a Director and Corporate Secretary of Kajima Philippines Incorporated, Ripple Mobile Technology Solutions Inc., and Anawhan Realty Inc. She also sits as a Director in Ayannah Information Solutions Inc.

Juan Victor S. Valdez was elected as Director in May 2013. He is a junior partner of Ocampo and Manalo Law Firm. He is a director, Vice-President for Legal Affairs and Corporate Secretary of PATTS College of Aeronautics, one of the country's leading aeronautic schools. He also sits as director in Segundo Travel & Tours Inc., Hafti Tours Inc., and Kajima Philippines Incorporated.

Monica Isabelle I. Villanueva was elected as Corporate Secretary and Director in April 2013. She is a senior associate in Ocampo and Manalo Law Firm. She is also a Director in Autocardinal Inc., Building Maintenance Unit Inc., Manorfot Capital Inc. and Ripplewood Property Holdings Inc.

Diane Madelyn C. Ching was elected as Director in October 2013. She currently serves as Corporate Secretary of Bright Kindle Resources & Investments Inc. (formerly Bankard Inc.) as well as General Counsel and Assistant Corporate Secretary of Marcventures Holdings Inc. and its subsidiary, Marcventures Mining and Development Corp. She provides legal consultancy services to PLDT Global (Philippines) Corp. Atty. Ching was previously an associate of Ocampo & Manalo Law Firm from March 2010 to June 2013.

Edgardo E. Tumangan was elected as an Independent Director in May 2013. He is a partner in Tumangan & Partners Law Offices and a legal counsel in San Miguel Corporation. He is a director in Macet, Inc., Lenspro Corporation and CEI Laboratories, Inc. He is the President of the Capitol Bar Association and the Founding Chairman of the Philippine Insurance Law Association. He is the Chairman of the Rotary Leadership Institute and the President of the U.P. Alumni Association in the Nueva Ecija Chapter.

Johnny Y. Aruego, Jr. was elected as an Independent Director in May 2013. He is a partner in Aruego Bite and Associates. He is a director of Excel Unified Land Resources Corporation. He is the Corporate Secretary and Legal Counsel for Agility, Inc. and A. V. Ocampo-ATR Kimeng Insurance Broker, Inc. He is a Legal Consultant of Lorzana Food Corporation, National Steel Corporation and Margarita Land and Management Co., Inc. He is the assistant rehabilitation receiver for Pacific Activated Carbon, Inc., Pet Plans, Inc., Bacnotan Steel Industries, Inc. and All Asia Capital and Trust Corporation. He is an assistant liquidator of East Asia Capital Corporation, Reynolds Philippines Corporation.

For purposes of election of directors including the independent directors, the Nomination Committee, composed of the following members: Juan Victor S. Valdez (Chairman), Edgardo E. Tumangan and Monica Isabelle I. Villanueva, endorsed the foregoing directors for re-election during the Annual Stockholders' meeting. The Nomination Committee determined that the candidates possess all the qualifications and none of the disqualifications as director or independent director.

The independent directors were both nominated by Monica Isabelle I. Villanueva. The nominator is not related to the persons she has nominated for independent directors.

The procedure and selection of the independent directors were made in accordance with Section 38 of the Code and the Company's By-laws. In compliance with the provisions of Rule 38 of the Amended Implementing Rules and Regulations of the Securities Regulation Code, the Company's By-laws was amended on 30 September 2004.

The qualifications of all nominated directors including the nominated independent directors have been pre-screened in accordance with the rules of the Company. Only the nominees whose names appear on the Final List of Candidates are eligible for election as directors (independent or otherwise). No other nominations were entertained after the preparation of the Final List of Candidates and no further nominations shall be entertained or allowed during the annual stockholders' meeting.

Officers

The following are the names, ages, positions, citizenship and periods of service of the incumbent officers of the Company:

Name	Age	Position	Citizenship	Period during which individual has served as such
Manolito A. Manalo	45	President & CEO	Filipino	May 2013 up to present
Bernadeth A. Lim	33	Vice President	Filipino	May 2013 to present
Monica Isabelle I. Villanueva	32	Corporate Secretary	Filipino	May 2013 up to present
Vivian S. Liban	64	Treasurer/ Corporate Information Officer	Filipino	2011 up to present
Rolando S. Santos	64	Asst. Treasurer	Filipino	October 2013 up to present
Christopher Sam S. Salvador	31	Corporate Information Officer	Filipino	May 2014 up to present

Vivian S. Liban was elected as Treasurer and Corporate Information Officer in 2011. She currently serves as Vice President for Business Development and Chief Information Officer of Bright Kindle Resources & Investments Inc. (formerly Bankard Inc.) and Vice President for Corporate Planning, Process and Systems of Marcventures Mining and Development Corp. She is likewise a Director of Metro Tagaytay Land Company Inc. Until December 2013, she served as Director of Landco NE Resources Ventures Inc. and Lucena Commercial Land Co. Ms. Liban held various positions in Metro Pacific Corporation (now Neo Oracles Holdings Inc.) as Budget Manager from April 1994 to August 1999, Budget and Accounting Manager from September 1999 to May 2003, Chief Finance Officer from June 2003 to June 2006, and Consultant from June 2010 to 2013.

Rolando S. Santos was elected as Assistant Treasurer in October 2013. He serves as Vice President and Treasurer of Bright Kindle Resources & Investments Inc. and as Treasurer of Marcventures Holdings Inc. and Marcventures Mining and Development Corp. He was previously the Branch Head/ Cluster Head for Makati Branches of Equitable PCI Bank which was eventually acquired by BDO from 2001 to 2013.

Christopher Sam S. Salvador was appointed as Corporate Information Officer in 2014. He is an associate of Ocampo and Manalo Law Firm. He is a director and the treasurer of Pureholdings, Inc., Corporate Secretary of Timebound Trading, Inc., and Assistant Corporate Secretary for Island Transvoyager, Inc. and Bacuit Airholdings, Inc.

Period in Which Directors and Executive Officers Should Serve

The directors and executive officers should serve for a period of one (1) year.

Term of Office of a Director

The seven (7) directors shall be stockholders and shall be elected annually by the stockholders owning majority of the outstanding capital stock for a term of one (1) year and shall serve until the election and qualification of their successors.

Any vacancy in the board of directors other than removal or expiration of term may be filled by a majority vote of the remaining members thereof at a meeting called for that purpose if they still constitute a quorum, and the director or directors so chosen shall serve for the unexpired term.

Significant Employees

The business of the Company is not highly dependent on the services of certain key personnel. There is no employee who, while not being an executive officer, is expected by the Company to make a significant contribution to the business.

Family Relationships

There are no family relationships either by consanguinity or affinity up to the fourth civil degree among directors, executive officers and nominees for election as directors.

Involvement in Certain Legal Proceedings

The Company is not aware that any one of the incumbent directors and officers and persons nominated to become director/s and officer/s has been the subject of a bankruptcy petition or a conviction by final judgment in criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses, or has been by judgment or decree found to have violated securities or commodities law and enjoined from engaging in any business, securities, commodities or banking activities for the past five (5) years until the date of this Information Sheet.

Certain Relationships and Related Transactions

A discussion on Related Party Transactions is contained in Note 19 of the Company's Audited Financial Statements for 2013, which is attached herewith as Annex "A".

On 6 April 2013, the Company offered to its related parties Neo Oracle Holdings, Inc. (NOHI) and Metro Tagaytay Land Co., Inc. (MTLCI) to subscribe to 71.6 million shares at an issue price of P2.50 per share in order for the Company to raise funds in the amount of P179 million for the settlement of the Company's maturing liabilities. The Company likewise offered to convert the advances of NOHI and MTLCI in the Company amounting to P600.46 million into 240,184,770 common shares at an issue price of P2.50 per share subject to the filing of requisite applications for the public listing of the said shares with the PSE.

Aside from the foregoing, there has been no material transaction during the last two (2) years, nor is there any material transaction currently proposed, to which the Company was or is a party or in which any director or executive officer of the Company, any nominee for election, any owner of more than five percent (5%) of the Company's voting shares, or any member of the immediate family of any such director or officer or owner of more than five percent (5%) of the Company's voting shares, had or is to have a direct or indirect material interest.

Resignation/Disagreement

Tanya Pamela C. Caronongan resigned as Assistant Corporate Secretary on 1 May 2014.

Item 6. Compensation of Directors and Executive Officers

The aggregate compensation paid in 2012 and 2013 and estimated to be paid in 2014, (1) to the Chief Executive Officer and four (4) most highly compensated officers of the Company, as a group; and (2) to all key officers, other officers, and directors as a group, is set out below:

Name and Principal Position	Year	Salary	Bonus	Other Compensation
CEO & four most highly compensated key officers ¹	Actual 2012	0	0	0
	Actual 2013	0	0	0
	2014 (est.)	0	0	0
All other key officers, other officers and directors as a group unnamed(excluding the CEO and four most highly compensated key officers)	Actual 2012	0	0	0
	Actual 2013	0	0	0
	2014 (est.)	0	0	0

¹ The current officers of the Company are not receiving any compensation from the Company.

Item 7. Independent Public Accountants

a) The auditing firm of Reyes Tacandong & Company (“RTC”) is being recommended for appointment as external auditor for the current year. The previous auditing Firm was SGV & Company (SGV) and the partner-in-charge of the audit for the year 2011, 2012 and 2013 was Ms. Cyril Jasmin Valencia.

b) During the Company’s three most recent fiscal years or any subsequent interim periods, there was no instance where the Company’s public accountants resigned or indicated that they decline to stand for re-election or were dismissed nor was there any instance where the Company had any disagreement with its public accountants on any accounting or financial disclosure issue.

c) SGV billed the Company the amount of Php 368,800.00 and Php308,000.00 for 2013 and 2012, respectively, as fees for the examination of the financial statements of the Company and for out-of-pocket expenses. They also billed the Company the amount of PhP 67,200 for non-audit services performed during 2013.

d) There were no tax engagements done by SGV for 2013.

The 2013 audit of the Company is in compliance with Rule 68, paragraph (3)(b)(ix) of the Amended Securities Regulation Code Rule 68, which provides that the external auditor should be rotated, or the handling partner changed, every five (5) years or earlier and that a two-year cooling off period should be observed in the re-engagement of the same signing partner or individual auditor.

The Company created an Audit Committee composed of the following members: Bernadeth A. Lim (Chairman), Juan Victor S. Valdez and Johnny Y. Aruego, Jr.

Duly authorized representatives of SGV will be present at the Annual Stockholders’ Meeting to respond to appropriate questions concerning the 2013 financial statements of the Company. SGV auditors will also be given the opportunity to make a representation or statement in case they are required to do so. Auditors of the Reyes Tacandong & Company will also be present to accept the appointment.

Item 8. Legal Proceedings

In the normal course of operations, the Company is named a defendant in various legal actions, but it is the opinion of Management, that the ultimate liability, if any, from these cases will not seriously affect the Company. The only potential liability of the Company in relation to the pending cases is that of the case involving collection for sum of money. The said case is entitled **Bangko Sentral ng Pilipinas vs. Prime Media Holdings, Inc.**, docketed as Civil Case No. 13130993, and pending before the Regional Trial Court of Manila, Branch 25.

The BSP filed the said action based on various contracts with BSP concerning lease of certain properties with option to re-purchase the same. BSP seeks to recover PhP42,487,770.23 representing actual damages for unpaid obligations, consisting mainly of rental arrearages under the Agreements.

Management believes that there are viable defenses against BSP’s claim against the Company. These defenses are summarized as follows:

1. The agreements with BSP contained provisions favorable to BSP which violates principle of mutuality of Contracts under Article 1308 of the New Civil Code, which renders them void or non-existent. Hence, the contract should not be enforced.
2. The condition requiring the Company to buy-back the properties was a unilateral imposition by BSP and leveraging the same as a pre-condition for its (BSP’s) grant of approval to the Company’s rehabilitation. This tantamount to vitiated consent on the part of the Company which, under Article 1330 of the New Civil Code, renders the subject contracts voidable or void.

3. The Company already made partial payments for the repurchase of the subject property in the amount of PhP145 million. Thus, the unilateral forfeiture of the entire amount by BSP is iniquitous and unconscionable as provided for under Article 1229 and 2227 of the New Civil Code. Courts can equitably reduce the amount forfeited by the BSP, and then order its refund to the Company.
4. The BSP's unilateral imposition on the Company to buyback the very same properties that were earlier *dacioned* violates Section 51 of the General Banking Law of 2000 which mandates banks to acquire real estate only if it is "necessary for its own use in the conduct of its business.

Last 23 October 2014, the Answer with Counterclaim was filed with the Honorable Court.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Financial and Other Information

The audited financial statements of the Company for the year ended 2013 is attached to this Information Statement as Annex "A" and is hereby incorporated by reference.

Item 10. Securities of the Issuer

The following is a list of the top twenty (20) stockholders of the Company and their corresponding shareholdings as of 30 September 2014:

	Name of Stockholders	No. of shares	Percentage of ownership
1	PCD Nominee Corporation (Filipino)	357,793,313	51.1837%
2	Metro Tagaytay Land Company, Inc.	218,099,360	31.2047%
3	Neo Oracle Holdings, Inc. (formerly Metro Pacific Corporation)	93,685,410	13.4041%
4	First Producers Holdings Corp. FAO Ray Burton Development Corporation	6,175,789	0.8836%
5	First Producers Holdings Corp. FAO Producers Properties, Inc.	4,903,852	0.7016%
6	Ray Burton Development Corporation	3,213,293	0.4597%
7	Producers Properties, Inc.	3,013,701	0.4311%
8	Mercantile Investment Company, Inc.	1,585,989	0.2269%
9	M. J. Soriano Trading, Inc.	1,141,000	0.1632%
10	PCD Nominee Corporation (Foreign)	977,063	0.1397%
11	Ernesto B. Lim	880,000	0.1259%
12	Lucio W. Yan &/or Clara Yan	600,000	0.0858%
13	Joel B. Vargas	534,876	0.0765%
14	Merlene So &/or So Peng Kee	239,000	0.0341%
15	Maria T. Uy	211,200	0.0302%
16	Jose Yu Go, Jr.	210,000	0.0300%
17	Robert Sianyusiong	174,416	0.0249%
18	Jovy Lim Go	150,000	0.0214%
19	Que Lu Kiong	150,000	0.0214%
20	Rufino H. Abad	142,011	0.0203%

D. OTHER MATTERS

Item 11. Action with Respect to Reports

The President's Annual Report and the Audited Financial Statements for the fiscal year 2013 will be submitted for approval by the stockholders.

Item 12. Matters to be submitted to a Vote

The following matters shall be submitted to the vote of the stockholders of the Company during the stockholders' meeting:

1. Approval of the President's Report and the Annual Report for the year 2013
2. Adoption of Audited Financial Statements for the year ended 31st December 2013 contained in the Annual Report
3. Ratification of all acts of the Board of Directors and Management for the year 2013 up to December 2014
4. Appointment of Independent External Auditor of the Company for the year 2013
5. Election of the Board of Directors and Independent Directors of the Company for the ensuing year

Other Proposed Actions

The following acts of the Board and acts and transactions of the officers of the Company, among others, for the year 2013 up to 30 September 2014 as reflected in the books, records and financial statements of the Company shall be ratified by the stockholders:

Summary of Resolutions	Date of meeting
Approval for the filing of application with the Securities and Exchange Commission for the extension of the Company's corporate life and the holding of a special Stockholders' meeting to obtain stockholders ratification for the extension of the Corporate life	January 26, 2013
Approval of the Company's audited financial statements for FY 2012	March 15, 2013
Approval of the Closure of the Company's Banco De Oro Account in Pasig Kapitolyo.	March 15, 2013
Appointment of Atty. Dionne Sanchez as the authorized officer relating to the claiming of the Company for redemption proceeds and new preferred stock certificate of Advent Capital and Finance Corporation.	March 15, 2013
Approval of the resignation of Atty. Garth Castañeda as director and election of Atty. Monica Isabelle Villanueva as director.	April 6, 2013
Appointment of Atty. Diane Madelyn Ching as Corporate Secretary and Assistant Treasurer to replace Atty. Garth Castañeda, who resigned as Corporate Secretary	April 6, 2013
Approval to offer 71.6 million shares to the Company's related parties Neo Oracle Holdings, Inc. (NOHI) and Metro Tagaytay Land Co., Inc. (MTLCI) at an issue price of P2.50 per share in order to raise total funds of P179 million for the settlement of the Company's maturing liabilities.	April 6, 2013
Approval for the full settlement of the Company's loan with Banco De Oro with the proceeds from the new share issuances.	April 6, 2013
Approval of the conversion of advances from related parties, NOHI and MTLCI, amounting to P600.46 million into 240,184,770 common shares at an issue price of P2.50 per share and the filing of requisite applications for the public listing of the said shares with the PSE	April 6, 2013
Authorized the President to request for or cause the release of the Company's mortgaged properties with Banco de Oro covered by Promissory Note No. 800010022612	31 May 2013
Authorized Ms. Lorna S. Gamboa to represent and testify for and in	31 May 2013

behalf of the Company in the case entitled Go Tong Electrical Supply Co. Inc. vs. Prime Media Holdings, Inc. docketed as Civil Case No. 04-110687 pending before RTC of Manila	
Authorized the President of the Company, Manolito A. Manalo to sign, execute and deliver for and in behalf of the Company the Affidavit of Consolidation over the properties covered by TCT No. 41815 of the Registry of Deeds for the Province of Cebu	18 September 2013
Election/Appointment of Diane Madelyn Ching, as member of the Board of Directors of the Corporation	22 October 2013
Appointment of Mr. Rolando S. Santos as the Assistant Treasurer of the Company	22 October 2013
Authorized Mr. Rolando S. Santos to be the Company's authorized representative in all transactions involving the sale, transfer, encumbrance or disposal of the Company's assets, or which create liability on the part of the Company	22 October 2013
Authorized Mr. Rolando S. Santos to be the Company's authorized representative to conduct business with Land Bank of the Philippines (LBP) concerning transfer to the farmer-beneficiaries and payment/settlement due to the Company over all its agricultural lands, including the authority to purchase agrarian reform/LBP bonds and/or sell, assign, dispose, transfer or endorse any and all such bond/s in the name of the Company for such price or prices and under such terms and conditions as he may deem proper, among others	22 October 2013
Authorization to the Stock Transfer Agent of the Company, Securities Transfer Services, Inc. to issue the subscription certificates arising from the Subscription of NOHI and MTLC for 71,600,000 shares of the Company's common equity at PhP 2.50 per share or a total of PhP 179,000,000.00	02 December 2013
Authorization to the Stock Transfer Agent of the Company, Securities Transfer Services, Inc. to issue the subscription certificates arising from the conversion of the advances of NOHI in the amount of PhP 119,653,525.00 to 47,861,410 common shares at PhP 2.50 per share. Authorization to convert the advances of MTLCI in the amount of PhP 480,808,400.00 to 192,323,360 common shares at PhP 2.50 per share.	02 December 2013
Appointment of signatories for the Company's account with Banco De Oro Tordesillas Branch	28 January 2014
Authorization for the Company to be elected and appointed as custodian of loan and collateral documents of All Asia Bank Borrower and to hold in trust all loan documents of All Asia Bank from Asiatrust Development Bank-Trust Banking Group (ATDB-TBG) and for Vivian S. Liban to sign, execute and delivery waiver and quitclaim in favor of ATDB-TBG in connection with Order of the Court in a Liquidation case for All Asia Banking Corporation	05 February 2014
Authorization to sell its property located at NLSA Road, Barangay Lagao, General Santos City for PhP 2,530,000.00.	07 March 2014
Approval of issuance of the Company's Audited Financial Statement for the period ending 31 December 2013	10 April 2014
Decision to inform STSI to refrain from using or linking to the PASTRA EDR and authorizing the Company's president concerning PASTRA EDR system	9 August 2014
Authorizing the filing of Answer in the case entitled Bangko Sentral ng Pilipinas vs. Prime Media Holdings Inc. docketed as Civil Case No. 13130993, pending before Branch 25 of the Regional Trial Court of the City of Manila, and further authorizing Ms. Vivian S. Liban and the Ocampo and Manalo Law Firm and its lawyers to represent the Corporation	15 September 2014
Authorization for the Company to be elected and appointed as custodian of loan and collateral documents of H.R. Lopez Co. and to act as representative of All Asia Bank Borrower and to hold in trust all	11 November 2014

loan documents of All Asia Bank from Asiatruster Development Bank-Trust Banking Group (ATDB-TBG) and for Vivian S. Liban to sign, execute and delivery waiver and quitclaim in favor of ATDB-TBG in connection with Order of the Court in a Liquidation case for All Asia Banking Corporation for receivables from H.R. Lopez Co.	
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Item 13. Summary of the Minutes of the 2013 Stockholders' Meeting

The last annual meeting of the stockholders of the Company was held in 21 May 2013, where the stockholders of the Company approved the following matters: (i) the President's Annual Report and the Financial Statements for the year 2012; (ii) the acts and resolutions of the Board of Directors and Management from 2012 up to 03 May 2013; (iv) the listing in the Philippine Stock Exchange of a total of 311,784,770 common shares covering the following: (a) Conversion of the advances of Neo Oracles Holdings Inc. (NOHI) and Metro Tagaytay Land Corp. (MTLC) amounting to P600.46 million into equity; (b) Subscription of P179 million by NOHI and MTLC; (v) the appointment of the external auditor; (vi) the election of the members of the Board of Directors (including the Independent Directors) of the Company.

Item 14. Voting Procedures

In the election of directors, the seven (7) nominees garnering the highest number of votes will be elected as members of the board of directors, provided that there shall always be at least two (2) members who are independent directors.

For all other matters proposed to be acted upon, the affirmative vote of the shareholders representing a majority of the outstanding common capital stock will be needed for approval.

Manner of Voting

Each common share entitles the person in whose name it is registered in the books of the Company to one vote with respect to all matters to be taken up during the annual meeting of stockholders.

In the election of directors, each stockholder may vote such number of shares for as many persons as there are directors to be elected or may cumulate said shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his share shall equal, or he may distribute them on the same principle among as many nominees as he shall see fit, provided, that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.

Voting Requirements

- (a) With respect to the election of directors, candidates who received the highest number of votes shall be declared elected as directors of the Company.
- (b) All other matters presented for approval of the stockholders of the Company require the affirmative vote of the stockholders representing a majority of the outstanding stock of the Company

Method by which Votes will be Counted

Unless required by law, or demanded by a stockholder present or represented at the meeting and entitled to vote thereat, voting need not be by ballot and will be done by show of hands.

The Corporate Secretary will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies at the Annual Meeting of the Stockholders.

MANAGEMENT REPORT

Plan of Operation

The company has not been actively operating since its primary purpose was changed from a development bank to a holding company in December 2002 other than the continuing activities involving the transfer of almost all its assets to either PDIC or BSP. There are no known trends, events or material commitments that are expected to have a material favorable or unfavorable impact on the financial condition or on income from continuing operations. The Company converted about P600.46 million of its debts to related parties into equity as part of the plan to reduce its capital deficiency from P835 million as of 31 December, 2012 to only P164 million as of December 31, 2013 (see Note 1 of the AFS). The Company also signed subscription agreements with its major stockholders for total proceeds of P179 million, of which P70 million was received in April 2013 and the balance of P109 million was received in June 2014 after regulatory approval was obtained from the SEC. This further brought the capital deficit down to a manageable level of P46.8 million as of 30 September 2014. Aside from the transfer of assets to PDIC and BSP, the Company continues to pursue the clean-up of its books and the settlement of its remaining obligations to pave the way for possible additional capital infusion from third party investors. The Company was able to transfer close to P15 million of asset values to PDIC and BSP during the year 2013 and the first nine months of 2014. As of 30 September 2014 about P223 million of asset values are still to be transferred to PDIC and about P2 million are to be transferred to BSP.

Management Discussion and Analysis

For the last three fiscal years and the first nine months of 2014, aside from revenues derived from rental of certain properties to be transferred to PDIC and the collection of previously written off loans receivable, the Company has no revenues arising from business operations

Changes in Financial Condition and Results of Operation (2011- September 30, 2014)

Any significant change in the Company's financial condition is a result of on-going activities of the Company relating to the transfer of certain assets to PDIC and BSP and its efforts to clean-up its books. The major changes in the Company's Statement of Financial Position and Statement of Income for 2012 as opposed to 2011 and for 2013 as against 2012 are discussed on pages 8-9 of the Annual Report (SEC form 17-A), which is attached herewith as Annex "B".

The Company's key performance indicators of financial soundness for 2012 and 2013 are indicated on page 10 of the Annual Report.

There were no significant changes in the Company's Financial Position as of the nine months of 2014 as against the same period in 2013 except as discussed in the Notes to the Financial Statements of the Quarterly Report (SEC form 17-Q) attached herewith as Annex "C".

There are no known trends or any known demands, commitments, events or uncertainties, except as disclosed on page 9 in the Other Financial Information section Item b of the Quarterly Report, that will result to or that are likely to result in a significant change in the Company's liquidity position, revenues or contingent financial liabilities.

There are no material off-balance sheet transactions, arrangements, obligations and other relationships of the company with unconsolidated entities or other persons created during the last three fiscal years and the first nine months of 2014. The Company has not made any material commitment for capital expenditures during the same reporting period.

The foregoing discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the accompanying financial statements and the related notes as of 30 September 2014, and 31 December 2013, 2012 and 2011, as well as the report for the period

ending 31 December 2013, 2012, 2011 included in the Annual Report (SEC Form 17-A) which is attached herewith as Annex "B".

Market Information

The number of common shareholders of record as of 30 September 2014 is 1621 with total number of shares at 698,930,906. The shares are actively being traded in the Philippine Stock Exchange for the past 3 years. The high and low sales prices in pesos for each quarter within the last two fiscal years 2012 to 2013, for the first 3 quarters of 2014 and the latest trading date are given below:

Year	Quarter	High	Low
2012	1 st	1.92	1.58
	2 nd	1.65	1.30
	3 rd	1.66	1.31
	4 th	1.42	1.08
2013	1 st	2.70	1.20
	2 nd	2.56	1.60
	3 rd	1.90	1.27
	4 th	2.31	1.25
2014	1 st	2.15	1.40
	2 nd	2.00	1.66
	3 rd	1.99	1.67
28 Oct 2014		1.61	1.60

Holdings

Listed below is the top twenty (20) stockholders of the Company and their corresponding shareholdings as of 30 September 2014:

	Name of Stockholders	No. of shares	Percentage of ownership
1	PCD Nominee Corporation (Filipino)	357,793,313	51.1837%
2	Metro Tagaytay Land Company, Inc.	218,099,360	31.2047%
3	Neo Oracle Holdings, Inc. (formerly Metro Pacific Corporation)	93,685,410	13.4041%
4	First Producers Holdings Corp. FAO Ray Burton Development Corporation	6,175,789	0.8836%
5	First Producers Holdings Corp. FAO Producers Properties, Inc.	4,903,852	0.7016%
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7	Producers Properties, Inc.	3,013,701	0.4311%
8	Mercantile Investment Company, Inc.	1,585,989	0.2269%
9	M. J. Soriano Trading, Inc.	1,141,000	0.1632%
10	PCD Nominee Corporation (Foreign)	977,063	0.1397%
11	Ernesto B. Lim	880,000	0.1259%
12	Lucio W. Yan &/or Clara Yan	600,000	0.0858%
13	Joel B. Vargas	534,876	0.0765%
14	Merlene So &/or So Peng Kee	239,000	0.0341%
15	Maria T. Uy	211,200	0.0302%
16	Jose Yu Go, Jr.	210,000	0.0300%
17	Robert Sianyusiong	174,416	0.0249%
18	Jovy Lim Go	150,000	0.0214%
19	Que Lu Kiong	150,000	0.0214%
20	Rufino H. Abad	142,011	0.0203%

Dividends

The Company has not declared dividends for the last two fiscal years. Under existing regulations, a corporation can only declare dividends out of its unrestricted retained earnings.

Recent Sales of Unregistered or Exempt Securities including Recent Issuance of Securities Constituting an Exempt Transaction

On 6 April 2013, the Company offered to its related parties, Neo Oracle Holdings, Inc. (NOHI) and Metro Tagaytay Land Co., Inc. (MTLCI) to subscribe to 71.6 million shares at an issue price of P2.50 per share in order for the Company to raise funds in the amount of P179 million for the settlement of the Company's maturing liabilities. The Company likewise, offered to convert the advances of NOHI and MTLCI in the Company amounting to P600.46 million into 240,184,770 common shares at an issue price of P2.50 per share subject to the filing of requisite applications for the public listing of the said shares with the PSE. The Company received the SEC approval for exemption last 14 January 2014.

Aside from the foregoing, there were no sales of unregistered or exempt securities or issuance of securities constituting an exempt transaction made by the Company for the last two fiscal years.

Corporate Governance

The Company adopted a manual on corporate governance, which details the standards by which it conducts sound corporate governance consistent with relevant laws and regulations.

Ultimate responsibility for the Company's adherence to its manual rests with its Board of Directors, and through three committees that are to be charged with oversight functions on specific areas of the Company's activities. The Audit Committee is charged with internal audit oversight over all of the Company's transactions. The Nomination Committee is charged with ensuring that those admitted as members of the Company's Board of Directors are qualified, as well as ensuring fair representation of independent directors in the Company's Board of Directors. Finally, the Compensation and Remuneration Committee is tasked to ensure that fair compensation practices are adhered throughout the organization.

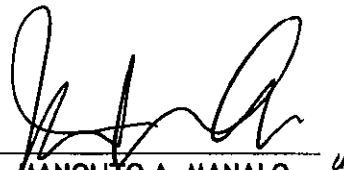
In view however, of its current condition, the Company is not actively conducting business. Despite said absence of actual business operations, the Company is currently undergoing internal reorganization and in the processing of evaluating its compliance with its reporting obligations as a public company. As such, it is not in a position to fully comply with the provisions of the manual on corporate governance. Particularly, the company's Board of Directors and Committees do not meet regularly. There is likewise no Compensation Committee, in view of the fact that the Company's directors and officers currently do not receive compensation for serving as such. Notwithstanding the foregoing, the Company continues to endeavor towards internally reorganizing and evaluating its compliances to the rules applicable to it as a public company. Despite the status of the business operations of the Company, it has submitted to the Securities and Exchange Commission current reports (SEC Form 17-C) and quarterly (SEC Form 17-Q) and annual (SEC Form 17-A) reports to update the investing public of its financial and operational condition.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on the ____ day of _____ 2014.

PRIME MEDIA HOLDINGS, INC.

By:

A handwritten signature in black ink, appearing to read 'Manolito A. Manalo', written over a horizontal line.

MANOLITO A. MANALO
President and Chief Executive Officer