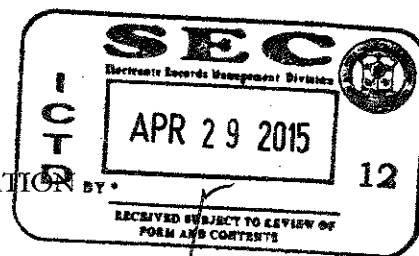


SECURITIES AND EXCHANGE COMMISSION

Form 17- A

PHILIPPINE REALTY AND HOLDINGS CORPORATION BY *



Annual Report Pursuant to Section 17
of the Securities Regulation Code and Section 141
of the Corporation Code of the Philippines

1. For the fiscal year ended: 31st December 2014
2. SEC Identification No. : 99905 3. BIR Tax Identification No.: 116-000-188-233
4. Registrant : Philippine Realty and Holdings Corporation
5. Country of Incorporation: Philippines 6. Industry Classification Code: Real Estate Developer
7. Address of principal office: Andrea North Complex, Balet Drive corner N. Domingo St.,
New Manila, Quezon City
- Satellite Office : 5/F, PSE Centre East Tower, Exchange Road, Ortigas Center
 Pasig City
8. Registrant's telephone no.: 636-1170
9. The Registrant has not changed its corporate name and fiscal year.
10. Securities registered pursuant to Sections 4 and 8 of the RSA

Title of Class	No. of shares of common stock outstanding	Debt Outstanding
Common	4,922,324,908 shares	P-0.00

11. The Registrant's common shares are listed on the Philippine Stock Exchange
12. The Registrant has filed all reports required to be filed by Section 17 of the Securities Regulation Code and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporate Code during the preceding 12 months.

The Registrant has been subject to such filing requirements for the past 90 days.
13. The aggregate market value of voting stocks held by non-affiliates representing 3,053,187,439 of outstanding common shares is P 1,465,529,970 computed on the basis of P0.48 per common share as of close of December 31, 2014.
14. The Registrant has filed all documents and reports required to be filed by Section 17 of the Code.

PART I

BUSINESS AND GENERAL INFORMATION

Item 1. Business

Philippine Realty and Holdings Corporation was incorporated on July 13, 1981 with an initial capitalization of P2 million. In 1986, the Company's capitalization was increased to P100 million to accommodate the entry of new stockholders. In September 1987, Philrealty became a public corporation. Its present authorized capital stock is P 8 billion, divided into 8 billion shares, of which 4.92 billion shares are outstanding and subscribed.

Philrealty's main real estate activity since it started operations has been the development and sale of residential/office condominium projects and to a limited extent, the lease of commercial and office spaces.

It has developed unique and trend setting projects: *The Alexandra*, the first to offer consumers the combination of high-rise condominium and subdivision living; *Philippine Stock Exchange Centre*, the official headquarters of the Philippine Stock Exchange, Inc. and home of the country's corporate and financial stalwarts; *The Alexis*, a low-rise condominium within an upscale subdivision; the exclusive *La Isla*; and *Casa Miguel*, a 4-storey walk-up residential condominium in San Juan, Metro Manila.

After the completion of the Philippine Stock Exchange Centre in January 1996, Philrealty launched its Andrea North project in the 2.8-hectare former Pepsi Cola property in New Manila, Quezon City. This project is an Alexandra-type upscale and high-rise condominium complex, which consists of five residential towers.

On November 16, 2012 the Company held the Ceremonial Concrete Pouring for its second tower in the Andrea North Complex named the Skyvillas Tower. The Company also completed the construction of its Showroom which showcases the model units of The Skyvillas Tower and an area dedicated for retail shops. Construction of the joint venture project, Icon Plaza at the Bonifacio Global City with Xcell Property Ventures, Inc. commenced in mid 2010 and is 74.28% completed as of year-end.

In 2002, the Company filed with the court a petition for corporate rehabilitation with prayer for suspension of payments. The Company settled its loan obligations with all the five creditor banks through dacion-en-pago, cash payments from the sale of assets and loan restructuring. The Company has completed another major component of the rehabilitation plan which is the completion of construction of the Andrea North Skyline Tower. In February 2011, the Company filed a Motion to terminate rehabilitation proceeding on the account of successful implementation of the Rehabilitation Plan. However, in November 2012 the court denied the Company's motion on the basis that it has still substantial obligations to pay in accordance with the court-approved rehabilitation plan.

As of December 20, 2013, the Company's liabilities to the contractor, Andrea North Skyline buyers and unsecured creditors were already paid, such that, the Company has filed a motion to terminate the rehabilitation proceedings on the account of the successful implementation of the rehabilitation plan, which was recently granted on March 31, 2014. The funds were sourced from the balance of the Company's receivables from its joint venture with Xcell Property Ventures, Inc. over two (2) parcels of land in BGC, which is projected to continue to be amortized over the same 14-month period and to be fully collected by December 2014.

Significant Subsidiaries

In line with Management thrust to venture into non-real estate activities, Philrealty has organized/invested in the following subsidiaries and affiliates:

PRHC Property Managers, Inc. (100% owned)

PRHC Property Managers, Inc. (PPMI) was incorporated in May 1991 to oversee the administration, operation and monitoring of Philrealty's growing number of real estate properties. In order to be at par with other property managers such as Century Properties, Inc., FPD Saville Davis and Cuervo Far East, PPMI has expanded its property management services to include non-Philrealty projects. The clientele includes: Philippine Stock Exchange Centre, Icon Residences, LTA Condominium, Greenhills Properties' El Pueblo Real de Manila, Nobel Plaza Condominium, Andrea North Skyline Tower, The Pinnacle Condominium, Greenrich Mansion Condominium, Genato Investment, MDB Condominium and Philippine Stock Exchange, Inc.. PPMI ensures that said properties be operated and managed according to the established requirements and standards in the industry. PPMI is also engaged in the sale and leasing of managed buildings as well as other real estate.

Tektite Insurance Brokers, Inc. (100% owned)

Tektite Insurance Brokers, Inc. was incorporated in January 1989 as Philrealty Insurance Agency. Due to increasing demand, it was reorganized into an insurance brokerage firm in 1994. Major clients includes: A. Brown & Co., Inc., Philrealty Group, Bostik Phils., RG Meditron and Phil. Stock Exchange Centre Condominium Corporation.

Universal Travel Corporation (81.53% owned)

Universal Travel Corporation was incorporated in October 1993 and is engaged in the business of travel services by providing, arranging, marketing, engaging or rendering advisory and consultancy services relating to tours and tour packages. UTC caters to Philippine Stock Exchange Centre's tenants.

Alexandra (USA), Inc. (45% owned)

Jointly owned with Greenhills Properties, Inc. (45%) and Warrenton Enterprises Corp. (10%) of William Cu-Unjieng, this company is involved in property development in Florida, USA. Amidst the real estate slump in the United States, the affiliate, incurred successive losses. Settlement of loan obligations could no longer be met which led to dacion en pago of the remaining lots in Orlando. In late 2011, AUI started the process of liquidation. Philrealty, on its part, provided for the impairment of advances and investment to AUI of about P 101.64 million.

The principal products or services of Philrealty, which are derived from domestic sales and their relative contribution to revenue, are as follows:

	2014	2013	2012
Sale of Land and Condominium Units	34.97%	49.52%	80.20%
Equity in Net Earnings of Joint Venture	0.00%	0.00%	0.00%
Net Underwriting Income	0.00%	0.00%	0.00%
Management Fees	4.91%	6.86%	4.93%
Commission	1.60%	1.55%	1.48%
Rental	5.10%	7.41%	4.97%
Interest and Other Income	53.42%	34.66%	8.42%
	100.00%	100.00%	100.00%

Related Party Transactions

The Company's related transactions were made in an arm's length basis. There was no special pricing policy between related parties. Further disclosures were made to Item No. 12 and to the Notes to Financial Statements No 25. The Parent Company engages the services of its subsidiary, PRHC Property Managers, Inc. (PPMI) in managing company-owned properties. PPMI, on the other hand, purchased a condominium unit back in 1996 from the Parent Company, which is still not fully paid as of to date. The Parent Company also secures insurance through subsidiary, Tektite Insurance Brokers, Inc. The Parent Company is given 90-day period within which to settle the premiums, the same period granted to any assured. Also, the Parent Company extends interest-bearing financial assistance to its subsidiary, PPMI for working capital purposes.

Major Risk/s of the Parent Company and Subsidiaries

The major factors affecting the company's business are:

Philippine Economic Conditions

Since the breakout of the Asian financial crisis in mid-1997 the company has been adversely affected by a general economic slowdown in the Philippines which has shattered business and consumer confidence and reduced incomes. The slowdown in GDP growth from an annual compound rate of 4.5% during the period from 1993 to 1997 to 3.2% from 1998 through 2002 has depressed demand for housing and office space. Beginning 2004, the economy has staged a modest recovery, interrupted only temporarily by the great recession in 2009. The creditable growth can be attributed to the reining in of the government's budget deficit which has stabilized the value of the peso, with the help of the sustained growth of OFW remittances and the strong performance of the business process outsourcing sector. This positive economic environment has given a boost for the real estate industry.

Level of Interest Rates

The cost of housing is made up of the cost of land, construction and financing. Mortgage rates in the Philippines have generally been higher compared to other countries due to higher inflation and the financial system's low liquidity and inefficiencies. Since 2002, annual inflation has been subdued at about 4%, leading to single-digit Treasury Bill rates and sometimes even mortgage rates. The lower financing cost has made housing more affordable to a larger segment of the population.

Remittances of Overseas Filipino Workers

The lack of employment opportunities locally and the opening up of foreign labor markets has driven more and more Filipinos to work abroad. Combined with the higher skills requirement for the new job opportunities, the labor migration has resulted in better paying jobs and thus, increased remittances to the Philippines. This phenomenon has been one of the driving factors for the housing industry in recent years, making up for the lackluster local incomes.

Government Programs

In 2002, the Pag-ibig Fund (Home Development Mutual Fund) came out with increased loanable amounts and lower interest rates for members. The loan features were further improved in 2004. Of interest to the company is the program which allows a member to borrow up to ₱3 million for a term of thirty (30) years, at an interest rate of 11.5% per annum, and with a down payment for the unit of only 20% payable while the unit is under construction or development. Similarly, the HDMF has instituted a Medium/High Rise

Condominium Building financing program for developers. With the trend towards smaller condominium units, these two programs have given the sector a reliable source of funding.

The following procedures are being undertaken to manage risks involved in the Company and Subsidiaries:

Instead of undertaking its own property development, the Company has entered into joint ventures with a more financially capable corporation for its properties in the Bonifacio Global City. With regard to its loans, the Company has fully paid its debt through dacion-en-pago and sale of assets.

Financial and Capital Risk Management are further discussed in Notes 6 and 7 of the attached Audited Financial Statements.

Distribution Method

Condominium sales are being handled by property consultants supervised by an out-sourced marketing firm, The Property Forum, Inc. A new marketing firm is hired to sell the Company's upcoming tower in its Andrea North Complex in New Manila.

Competition

Generally, the major players in the high-end residential and office condominium sector are Megaworld Corporation, Ayala Land, Inc., Federal Land, Inc., Century Properties, Inc., Robinsons Land Corporation and Rockwell Land Corporation. The Parent Company's completed projects have been concentrated at the Ortigas Center, but it has extended its operations to New Manila, Quezon City where it is developing a residential condominium complex and to the Bonifacio Global City where it has acquired land and which the Company contributed to its joint ventures with Xcell Property Ventures, Inc. The Company resumed the construction of its Skyline Tower located at Balete Dr., New Manila, Quezon City in February 2009 and completed it in September 2011 for a total development completion cost of P1.1B. The construction of the second tower of Andrea North Complex is ongoing.

Metro Manila Residential Supply

In the Makati CBD, three new condominium projects were completed in 4Q 2012 totalling 792 units. These were Raffles Residences, Greenbelt Madison, and the Grand Midori Tower 1. In 2013, the level of new supply to be introduced in the CBC will hit a record high at 2,825 units, most of which are Grade A residential condominiums.

In all sub-markets, total residential stock stood at over 53,000 units as of end-2012. Over the next four years, some 23,600 new units or an annual average of 5,900 units will be introduced. The Bonifacio Global City will have the strongest supply pipeline and subsequently the highest level of stock by 2015.

Quezon City/New Manila Market

The Quezon City market remains to be a very attractive market since most developers have opted to position in the main CBDs of Makati, Ortigas, Eastwood and Rockwell. There are still few players developing but this has rapidly increased in the last few years due to high land values in the CBDs. Evident are the emerging new areas of Ayala technohub and Eton Centris. Still, Quezon City has the largest population and therefore, packs a lot of potential.

Financial Strategy

The project will be financed mostly coming from internally generated funds and less aggressive pre-selling activities with a projected sell out within 1-2 years from launch. Prospective buyers will be offered discounts for cash purchases. Basic payment terms will require at least 10 to 60 percent downpayment payable over at 24 months with balance payable upon turnover of the unit.

Marketing Strategy

Philrealty has constructed a showroom with model units inside the property. The project will offer highly-efficient unit layouts that are larger in size compared to those currently available in the market. The units and common areas will be highly illuminated and ventilated making them energy-efficient and environment-friendly. Potential buyers of other developments offering smaller unit cuts will find great value in this development. Apart from this, the almost-center location of the project will be a product differentiator in itself.

Sales Strategy

Having the model units and marketing office on site will make the product accessible to the buyers. A new marketing firm is engaged to sell the second tower of Andrea North Complex.

Direct Competition

Currently, the competition within the area would still be the Magnolia Residences by Robinsons Land Corp, and Pinecrest by Crown Asia. Robinsons is offering units from 1 Br to 3 Br constructed on 4 towers of about 35 floors each. Total inventory is about 800 units all in all. Pinecrest has smaller units constructed on 3 mid-rise towers averaging 10 floors each for a total of about 600 units.

Other newer developments in the area may also be competing within the project niche; however, the location has a big advantage over the other development in the vicinity, being the preferred site for new investments.

Also the new Robinsons Magnolia Mall New Manila opened in mid 2012 which increased the marketability and land values in the surrounding New Manila area.

Sources and Availability of Materials

The company does not maintain its own design team or construction outfit. Architectural and engineering design consultants are commissioned on a per project basis depending on the nature and magnitude of the task. Construction is bid out on a competitive basis to a pre-qualified group of contractors. The company maintains its own project management team, but also relies on independent outfits from time to time.

Customers

The Company sells its condominium units to individual personal and corporate buyers. No single client accounts for a recurring significant percentage of sales.

Government Regulations

Condominium development is governed primarily by P.D. 957 as amended (Regulating the Sales of Subdivision Lots and Condominiums), R.A. No. 4726 (Condominium Act) and R.A. No. 7160 (Local Government Code). Projects are subject to zoning laws of the city or municipality where they are located. Developers are also required to obtain a development permit from the Housing and Land Use Regulatory Board which is also in charge of issuing License to sell and

Certificate of Registration. An Environmental Clearance Certificate must also be secured from the Department of Environment and Natural Resources. The Company has complied with all governmental requirements and there is no pending application with any government agency that requires approval.

Patents and Trademarks

The company has registered with the Intellectual Property Office (IPO) the logo of one of its finest projects La Isla, a residential condominium located at Ortigas Center. It was registered last May 8, 2001 with Registration No. 4-1994-96927. The registration will be effective for twenty (20) years. It also registered the logo and name of Philippine Realty and Holdings Corporation, a developer of trend setting projects like the Philippine Stock Exchange Centre, The Alexandra, La Isla and Casa Miguel as well as the logo and the name Andrea North Tower and Skyline Tower for its project located at New Manila, Quezon. The names of the four (4) towers to be constructed in the complex were also registered namely: Skyview, Skylight, Skyvillas and Skyscape Towers.

Employees

Philrealty has a total workforce of 26 employees as of December 31, 2013, categorized as follows:

Administrative	22
Operations	2
Managerial	6
Executive	9
Total	39

The Company expects to more or less maintain its number of employees in the next 12 months. There is no existing Collective Bargaining Agreement (CBA) between the Company and its employees. The employees are not on strike, have not been on strike for the past three years and are not threatening to strike. The Company has the following supplemental benefits for its employees: (a) Health Care; (b) Group Life Insurance; (c) Retirement Fund and (d) Profit sharing per Company's By-Laws.

Item 2. Properties

All properties of the Company are free from lien or encumbrance. The Company has no intention to acquire properties in the next twelve months.

(A) Landbanking

Location	Area in sqm.	Title No.
Land Estate Held for Development and/or Capital Appreciation		
New Manila, Quezon City	14,716.21	N-157138/157139/157137
Iruhin West, Tagaytay City, (85% owned)	39,975.00	T-34469/34412
Land invested in Joint Venture		
Fort Bonifacio, Taguig	7,205.00	N-1186P/29717/27147

(B) Properties and Equipment

The properties and equipment of Philrealty and its subsidiaries are located at its principal

place of business.

(C) Leased Properties

Philrealty has also leased some of its office unit, storage units and parking slots located at Philippine Stock Exchange Centre to individuals or corporations at prevailing rates. The contracts of lease are renewable for periods ranging from one to five years.

Item 3. Legal Proceedings

* *Petition for Corporate Rehabilitation with Prayer for Suspension of Payments filed with the Regional Trial Court Quezon City*

Philrealty filed on December 12, 2002 a Petition for Corporate Rehabilitation with Prayer for Suspension of Payments to stop the creditors of petitioner from foreclosing on the mortgages over the real properties of petitioner to the prejudice of the other stakeholders of petitioner. The court gave due course to Philrealty's petition on February 26, 2003 and appointed Mr. Ricardo Ysmael, as Rehabilitation Receiver to plan. On June 20, 2003, Philrealty filed with the RTC its amended proposed rehabilitation plan. On June 11 2004, the Court approved the Receiver's Recommendation on the Amended Rehabilitation Plan.

The Company has filed a Motion to Terminate Proceedings on account of the successful implementation of the Rehabilitation Plan with the Regional Trial Court of Quezon City on February 2, 2011. In November 2012 the Rehabilitation Court, upon the recommendation of the Rehabilitation Receiver denied the motion on the basis that the Company has still substantial obligation to pay in accordance with the court-approved rehabilitation plan.

As of December 20, 2013, the Company's liabilities to the contractor, Andrea North Skyline buyers and unsecured creditors were already paid, such that, the Company has filed a motion to terminate the rehabilitation proceedings on the account of the successful implementation of the rehabilitation plan. This was granted on March 31, 2014.

* *Ley Construction and Development Corporation vs. Philippine Realty and Holdings Corporation, Dennis A. Abcede and Josecito L. Santos, Civil Case No. 96-160, Regional Trial Court Makati City Branch 135; CA-GR No. CV 71293, Court of Appeals.*

This is a complaint filed on 29 January 1996 by Ley Construction and Development Corporation ("Ley Construction"), as contractor, for sum of money and damages arising from various construction projects, against Philrealty as the project owner. On February 16, 2001, Philrealty received the copy of the Decision of the Regional Trial Court issued on 31 January 2001, ordering Philrealty to pay Ley Construction a sum of money. On February 20, 2001, Philrealty filed with the Regional Trial Court a Notice of Appeal of the above-mentioned decision. On October 7, 2004, the Court of Appeals Ninth Division reversed and set aside the decision made on January 31, 2001 and the May 7, 2001 amended decision and ordered Ley Construction to pay the defendant-appellant Philrealty the net amount due of Three Million Seven Hundred Forty Seven Thousand Seven Hundred Ninety Three & 50/100 Pesos with legal interest from date of filing of complaint. On November 22, 2004, Philrealty filed a Petition for Review. Ley Construction filed a Petition for Review on Certiorari with Supreme Court which is docketed as SC-G.R. No. 167879 while Philrealty filed its Comment to Petition for Review on Certiorari on December 12, 2005. On June 30, 2011 the Supreme Court ruled in favor of Ley Construction. Our lawyers filed a Motion for Reconsideration which the SC denied with finality on October 25, 2011 and directing the Company to pay P57 million plus legal interest from the time of filing of the case. The Company has booked the prospective settlement expenses in the amount of P112.75 million in its 2011 financial statements. On July 16, 2012, the Company has received a Notice of Garnishment and Notice to Comply/Pay in connection with the claim of "Ley

Construction” which was lifted December 26, 2012 on account of the Company’s Corporate Rehabilitation. On November 12, 2013, this case was settled with Ley and subsequently terminated by the court.

* *Philippine Realty and Holdings Corp. vs. DMCI Project Developers, Inc., Universal Rightfield Property Holdings, Inc., and Universal Leisure Corporation, Civil Case No. 67092, and pending before Branch 161, Regional Trial Court, Pasig City.*

Universal Leisure Corporation(ULC) bought several condominium units from Phil. Realty and Holdings Corp. under two(2) contracts to sell. After paying the down payment ULC refused to pay the balance due on the principal sums of P32,534,202.66 and P32,383,972.00. ULC claims that it is an assignee of receivable from DMCI Project Developers, Inc.(DMCI) and Universal Rightfield Property Holdings, Inc. (URPHI) for a sum of money allegedly owed by Philrealty to DMCI and URPHI as a result of cancellation of joint venture agreement entered into by Philrealty, URPHI and DMCI. The trial Court ruled against Philrealty; thus, it ordered Philrealty to pay a sum of money to ULC, DMCI and URPHI and deliver titles of fourteen condominium units and two storage units situated at 34th Floor West Tower as well as the seventy four parking slots situated at the West Podium 3 Parking Level of the PSE Centre. Philrealty appealed the case with the Court of Appeals (CA) which affirmed the trial court’s decision. In December 2012, Philrealty filed a Motion for Reconsideration and the same was denied. Thereafter, the Parent Company filed a Petition for Review with the Supreme Court where the matter is still pending as of report date.

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

There were no matters submitted to a vote of security holders during the fourth quarter of the calendar year covered by this report.

Part II

OPERATIONAL INFORMATION

Item 5. Market for Registrant's Common Shares and Related Stockholder Matters

Market Information

Principal market for the Registrant's

Common shares : Philippine Stock Exchange

High and Low Sales Prices for each quarter for years 2012-2013 and 2014 based on Philippine Stock Exchange’s Daily Quotation Report

	2 0 1 2		2 0 1 3		2 0 1 4	
	High	Low	High	Low	High	Low
1st quarter	0.62	0.50	0.68	0.45	0.68	0.43
2nd quarter	0.57	0.45	0.63	0.41	0.65	0.63
3rd quarter	0.52	0.43	0.61	0.42	0.60	0.60
4th quarter	0.54	0.40	0.49	0.40	0.48	0.48

Holders

As of December 31, 2014 the Company had 2,499 stockholders. The list of the top twenty stockholders of the Company as of December 31, 2014 is as follows:

Name of Stockholder	Citizenship	No. of Shares	Percentage (%)
PCD Nominee Corporation	Filipino	2,063,957,193	41.93%
Greenhills Properties, Inc.	Filipino	1,755,779,066	35.67%
A Brown Company, Inc.	Filipino	278,505,248	5.66%
Campos, Lanuza & Co., Inc.	Filipino	275,418,451	5.60%
Philex Mining Corporation	Filipino	68,865,002	1.40%
Belson Securities, Inc.	Filipino	30,580,956	.62%
Socorro C. Ramos	Filipino	21,291,750	.43%
Universal Travel Corp.	Filipino	15,807,000	.32%
Brisot Economic Dev. Corp	Filipino	15,280,621	.31%
Vulcan Industrial & Mining Corp.	Filipino	15,159,434	.31%
National Bookstore, Inc.	Filipino	13,258,728	.27%
Ricardo Leong	Filipino	11,810,854	.24%
Ramon de Leon	Filipino	11,810,854	.24%
Calixto Laureano	Filipino	11,810,854	.24%
Consuelo Madrigal	Filipino	11,500,000	.23%
Wealth Securities, Inc.	Filipino	9,339,953	.19%
Oscar S. Cu IIF Anthony Cu	Filipino	7,390,000	.15%
Meridian Securities	Filipino	6,269,888	.13%
Guoco Sec (Phils) Inc.	Filipino	5,961,532	.12%
Citisecurities, Inc.	Filipino	5,628,678	.11%
Guild Securities	Filipino	5,597,412	.11%
E. Chua Chiaco Securities, Inc.	Filipino	5,539,016	.11%
Total		4,634,843,682	94.39%

Dividends

No dividend was declared by the Company since its last declaration on October 24, 1995. There are no unappropriated retained earnings to be distributed to stockholders since 1997. In 1996, the Board of Directors approved the appropriation of P250 million of the Company's retained earnings for the purchase of its own capital stock.

Recent sales of unregistered securities

There were no sales of unregistered securities.

Part III FINANCIAL INFORMATION

Item 6. Management's Discussion and Analysis or Plan of Operation

Refer to 1-B hereof. There are no material off-balance sheet transactions during the reporting period.

Item 7. 2014 Consolidated Financial Statements of Philippine Realty and Holdings Corporation and its Subsidiaries

Refer to Exhibit 2 hereof

Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures

The auditing and accounting firm of Maceda Valencia & Co. is the Company's Independent Public Accountants appointed in the 2014 Annual Stockholders Meeting. There was no event where Maceda Valencia & Co. and the Company had any disagreement with regard to any

matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure.

Audit and Audit Related Fees

The professional fees of independent auditors Maceda Valencia & Co., for 2014 and 2013 amounts to P862,500 and P920,000, exclusive of VAT, respectively. Out of pocket expense is pegged at 15% for 2014 and 2013.

Tax Fees

We did not engage the services of our auditor, Maceda Valencia & Co. with regard to tax services.

PART IV MANAGEMENT AND CERTAIN SECURITY HOLDERS

Item 9. Directors and Executive Officers of the Registrant

Gerardo Lanuza, Jr./ 68 – Other Alien/Spanish

Mr. Lanuza has served as Director of PRHC since 1981 and is the current Chairman of the Board. He has served as such Chairman for the past fifteen years. He also holds the following significant positions in the following companies: Chairman of Universal Travel Corporation, Greenhills Properties, Inc.; Director, Meridian Assurance Corp., Xcell Property Ventures, Inc. He is also a Member of the Philippine Stock Exchange, Inc.

Antonio O. Olbes/ 67 - Filipino

Mr. Olbes has served as Director of PRHC since 1986 and as its Vice-Chairman for nineteen years. His concurrent positions are: Chairman of File Managers, Inc.; Director of Greenhills Properties, Inc., Universal Travel Corporation and Xcell Property Ventures, Inc.

Amador C. Bacani/66 - Filipino

Mr. Bacani, has served as Director of PRHC since 1998. His concurrent positions are: Chairman of PRHC Property Managers, Inc.; Director, Universal Travel Corporation and President, Xcell Property Ventures, Inc.

Atty. Mariano C. Ereso, Jr./81-Filipino

Atty. Ereso is a Partner, Corporate & Tax Consulting Practice of Ongkiko Kalaw Manhit & Acorda Law Offices since October 1999. He has been the Principal/Head-Tax Consulting of various auditing firms the latest of which Laya Mananghaya & Co., CPAs/KPMG, from October 1995 to September 30, 1999. His expertise in the field of taxation has led him to be the Team Leader of the Presidential Fact Finding Committee for the Improvement of the operations of the Bureau of Internal Revenue and Chairman of the Committee for Review and Codification of Income Tax Regulations.

Gerardo Domenico Antonio V. Lanuza/31 – Filipino

Mr. Lanuza was elected as Director on January 15, 2009 and is currently the Vice President of PRHC, Vice President of Campos, Lanuza & Co., Inc. and Director of A Brown Co., Inc.

Gregory G. Yang/58 – Filipino

Mr. Yang is currently the Senior Vice President of McDonalds Philippines. He had been a Branch Manager of International Corporate Bank prior to his stint at McDonalds. He was elected as Director last August 20, 2009.

Andrew C. Ng/31 – Filipino

Mr. Ng is currently the Vice-President of Alpha Alleanza Manufacturing, Inc. He was formerly Operations Manager of Pinnacle Foods, Inc. He was elected as Director last August 20, 2009.

Andrew D. Alcid/55 – Filipino/American

Mr. Alcid was elected as Director on November 8, 2012 and is the current President of the Company. He is also currently the President of Greenhills Properties, Inc. (GPI). Prior to his stint at GPI, he was the President and CEO of Coastal Road Corporation and Knowledge City Holdings & Development Corporation. He occupied the same position in AXA Philippines from 2006 to 2008.

Manuel O. Orros/66 (Independent Director) - Filipino

Mr. Orros has served as Independent Director of PRHC for nine years. He is a Director/Treasurer of Australian International Export-Import, Inc. and the President of O' Mai Khan, Inc. in Baguio City.

Kirk Steven Young – Filipino

Kirk Young, age 45 is the Executive Director, and member of the board of directors of General Milling Corporation, a 56 year old corporation which is one of the first flour mills established in the Philippines.

Fidel R. Racasa - Filipino

Fidel R. Racasa, age 60 is a Partner of Pastelero Law Office, and member of the board of directors of PRHC and Philippine Stock Exchange Condominium Corporation.

Significant Employees

Any director or officer who may be elected is expected to make significant contributions to the operations and business of the Corporation. Likewise, each employee is expected to do his share in achieving the Company's set goals.

Family Relationships

Mr. Gerardo Lanuza, Jr., Chairman of the Board, is the first cousin of Mr. Antonio O. Olbes, and father of Director, Mr. Gerardo Domenico Antonio V. Lanuza. Mr. Gregory Yang is the father-in-law of Mr. Gerardo Domenico Antonio V. Lanuza.

Involvement in Certain Legal Proceedings

There are no legal proceedings against the directors and officers of Philippine Realty and Holdings Corporation within the categories described in Annex C Part IV (A) of Rule 12 for the last five years.

Item 10. Executive Compensation

	Year	Salary	Bonus	Per Diem	Other Annual Compensation	Total
CEO & five most highly compensated executive officers-	2014	29,311,647.28	2,910,000	144,000	None	32,365,647.28
Gerardo Lanuza (Chairman of the Board), Andrew D. Alcidi (President), Gerardo Domenico Antonio Lanuza (Executive Vice President), Vincent Fischer (Chief Finance Officer), Jose Ramon Olives (Vice President for Marketing and Compliance Officer Amador C. Bacani (President) – retired July 31, 2014, Jose F. Santos (Senior Vice-President and COO)- resigned effective November 15, 2014, Robirose M. Abbot (Vice President) – resigned effective September 30, 2014	2013	15,024,744.81	None	99,000	None	15,123,744.80
	2012	10,289,103.10	None	111,000	None	10,400,103.10
	2011	8,790,436.82	None	84,000	None	8,874,436.82
All officers & directors as a group – Other officers include: Antonio Olbes (Vice Chairman), Juan Antonio Lanuza, Joselyn Caren Thomas (VP for Human Resources) – Started August 2014, Erwin Ciar (VP/Head of Project and Construction Management)- started September 2014,	2014	3,064,530.77	530,000	72,000	None	19,460,520.32
	2013	17,684,360.43	None	159,000	None	17,843,360.43
	2012	12,457,595.73	None	162,000	None	12,619,595.73
	2011	11,435,086.08	None	414,000	None	11,849,086.08

The Executive Officers are elected annually by the Board of Directors, at its first meeting following the annual stockholders' meeting. Every officer, including the President, is subject to removal at any time by the Board of Directors. All officers hold office for one year and until their successors are duly elected and qualified; provided that any officer elected to fill any vacancy shall hold office only for the unexpired term of the office filled.

The compensation of the Company's executive officers is fixed by the Board of Directors. They are covered by contract of employment and as such they are entitled to all the benefits accruing to salaried employees of the Company.

Compensation of Directors

Directors are entitled to a per diem of P3,000.00 for board meetings attended except for independent directors who received P10,000.00. In addition, the board is entitled to a portion of the 5% of net income before tax profit-sharing incentive for directors, officers and staff.

The directors of the registrant received per diem in the amount of P430,000, P506,000, and P488,000 and for 2014, 2013 and, 2012, respectively.

Item 11. Security Ownership of Certain Beneficial Owners and Management

The following persons are known to the Company to be directly or indirectly the record or beneficial owner of more than 5% of the Company's voting security as at December 31, 2014.

Title	Name and Address of Record/Beneficial Owner	Record/ Beneficial Ownership	Citizenship	Number of Shares Owned	% Owned
Common	PCD Nominee Corp. MSE Bldg., Ayala Avenue, Makati	"R"	Filipino/ Non-Filipino	2,063,957,193 shares	41.93%
Common	Greenhills Properties, Inc. E-2003B, PSE Centre Exchange Road, Pasig City	"B"	Filipino	1,755,779,066 shares	35.67%
Common	A.Brown Company, Inc. Xavier Estates Uptown Airport Road Cagayan de Oro City	"B"	Filipino	278,505,248 shares	5.66%
Common	Campos, Lanuza & Co., Inc E-2003B, PSE Centre Exchange Road, Pasig City	"R"/"B"	Fil./American Spanish/Other Alien	275,418,451 shares	5.60%

Note: Greenhills Properties, Inc. is represented by its President, Gerardo Lanuza, Jr. and Treasurer, Antonio O. Olbes.

Campos, Lanuza & Co., Inc. is represented by its President, Corazon Lanuza and Vice President, Antonio Reyes-Cuerva while A Brown Co., Inc. is represented by its Chairman, Walter W. Brown and Treasurer, Annabelle P. Brown.

PCD Nominee holds 41.93% interest. PCD Nominee is the registered owner of shares beneficially owned by participants in the PCD. Campos, Lanuza & Co., is a participant of PCD owning 29.728 % of the company's voting securities.

Shares held by Directors and Executive Officers as reported by transfer agent as of 31st December 2014:

Title of Class	Name of Beneficial Owner	Amount and Nature of Class	Citizenship	%age Owned
Common	Antonio O. Olbes	506,388 / Direct	Filipino	0.010%
Common	Amador C. Bacani	229,980 / Direct	Filipino	0.005%
Common	Gerardo Lanuza, Jr.	174,024 / Direct	Spanish	0.004%
Common	Mariano C. Ereso, Jr.	10,000 / Direct	Filipino	0.000%
Common	Manuel O. Orros	1 / Direct	Filipino	0.000%
Common	Gerardo Domenico Antonio V. Lanuza	28,673,000/Direct	Filipino/Spanish	0.58%
Common	Gregory G. Yang	100,000 / Direct	Filipino	0.002%
Common	Andrew C. Ng	10,000 / Indirect	Filipino	0.000%
Common	Andrew D. Alcidi	50,000 / Indirect	Filipino/American	0.000%
Common	Kirk Steven Young	1,000 / Direct	Filipino	0.000%
Common	Fidel R. Racasa	1 / Indirect	Filipino	0.000%
Common	Directors and Officers As a Group	29,694,393/Direct 60,001 / Indirect		0.60%

Voting Trust Holders of 5% or more

Phil. Realty knows of no persons holding more than 5% of common shares under a voting trust or similar arrangement.

Change in Control

As of the present, there is no change in control nor is the Company aware of any arrangement that may result in a change in control of the Company since the beginning of the last fiscal year.

Item 12. Certain Relationships and Related Transaction

These are transactions with our subsidiaries, Universal Travel Corporation and Alexandra, USA wherein the Company extended non-interest bearing loan as additional working capital. In 2008, we provided for allowance for doubtful accounts on our receivable from Alexandra, USA. Also, in the same year we extended interest bearing loan to PRHC Property Managers, Inc. as additional working capital. Advances made by our subsidiary, Tektite Insurance Brokers, Inc. represent advance payment of insurance premium on behalf of the Company.

The Company has not entered into any material transaction nor is it a party to any transaction in which any director, executive officer or significant shareholder of the Company or any member of the immediate family of any of the persons mentioned in the foregoing had or is to have a direct or indirect material interest.

Compliance with Corporate Governance (deleted pursuant to SEC Memorandum Circular No. 5 Series of 2013)

PART V EXHIBITS AND SCHEDULES

Item 13. Exhibits and Reports on SEC Form 11- C

Exhibits

1. Management's Discussion and Analysis or Plan of Operation
2. 2014 Consolidated Financial Statements of Philippine Realty and Holdings Corporation and its Subsidiaries
3. Subsidiaries of the Registrant

Reports on SEC Form 17-C

	February 12, 2014	Purchase of Mr. Manuel Lozano's shares of stocks in Meridian Assurance Corporation (MAC).
	February 26, 2014	Change of stock transfer agency from Fidelity Stock Transfers, Inc. to Professional Stock Transfer, Inc.
	March 19, 2014	Appointment of Mr. Gerardo Domenico Antonio V. Lanuza as Executive Vice President.
	April 2, 2014	Average price of the Company's second tower in Andrea North, New Manila, Quezon City is One Hundred Forty Five Thousand (P145,000) per square meter and

		<p>estimated sales value is around Three Billion (P3,000,000).</p> <p>Rehabilitation proceedings have been ordered by the judge terminated because of successful implementation of the rehab plan.</p>
April 2, 2014		Philrealty going public with a P10-billion investment information—spread over the next 10 years—for its Andrea North development in New Manila, Quezon City.
April 2, 2014		Plans after exiting from rehabilitation.
April 4, 2014		Lodged of 32,797 RLT shares to Philippine Depository & Trust Corp. (PDTC) by Mr. Juan Antonio Lanuza, Vice Chairman of the Company.
April 15, 2014		Annual Stockholders' Meeting set on June 30, 2014. Record date May 5, 2014.
April 15, 2014		Death of Company's Director and Vice Chairman, Mr. Juan Antonio Lanuza.
April 23, 2014		Resignation of Mr. Jose F. Santos, Jr. as Compliance Officer. Mr. Jose Ramon Olives, VP for Marketing, has been designated as new Compliance Officer.
April 23, 2014		Appointment of Mr. Vincent Fischer as Chief Financial Officer.
April 28, 2014		Issuance by the Bureau of Internal Revenue (BIR) of its Final Assessment Notice (FAN) for the deficiency of internal revenue taxes covering the year ending December 31, 2008.
May 21, 2014		Certificate of attendance of key officers on Corporate Governance Seminar
June 4, 2014		Retirement of Company's President, Amador C. Bacani. Mr. Andrew D. Alcid has been designated as new President/CEO.
June 17, 2014		Death of Company's Independent Director, Mr. Ramon Cuervo III.
July 1, 2014		New set of Directors for ensuing year.
July 17, 2014		New set of Officers for ensuing year.
July 21, 2014		Appointment of Mr. Kirk Steven Young as Independent Director.
August 15, 2014		Resignation of Ms. Robirose M. Abbot as Vice President for Finance and Administration.
August 29, 2014		Resignation of Mr. Jose Santos, Jr. as Senior Vice President & Chief Operating Officer.
September 2, 2014		Appointment of Ms. Joselyn Caren L. Thomas as Vice President for Human Resources.
September 24, 2014		Appointment of Mr. Erwin V. Ciar as Vice President/Head of Operation and Construction Management
September 24, 2014		Special Stockholders' Meeting set on November 27, 2014. Record date October 9, 2014.
September 24, 2014		Approval of delinquency sale of shares of delinquent stockholders on October 30 to November 29, 2014, Quasi-reorganization and set of Special Stockholders' Meeting on November 27, 2014.
September 29, 2014		Amendment re: Appointment of Mr. Erwin V. Ciar as " <i>Vice President/Head of Project and Construction Management</i> " instead of " <i>Vice President/Head of Operation and Construction</i> "



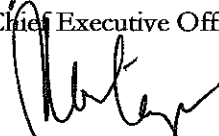

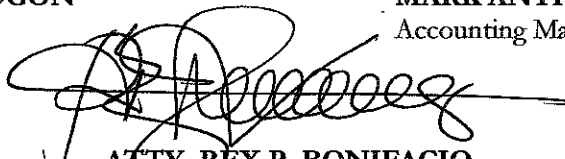
		<i>Management</i>
	October 16, 2014	Amendment to Notice of Special Stockholders' Meeting re: Change on the date and venue of Special Stockholders' Meeting.
	October 16, 2014	Change on the date of Special Stockholders' Meeting from <i>November 27, 2014 to November 21, 2014.</i>
	November 12, 2014	Appointment of Mr. Gerardo Domenico Antonio V. Lanuza as Executive Vice President and Chief Operating Officer.
	November 24, 2014	Result of Special Stockholders' Meeting : Reduction of par value per share from One Peso (P1.00) to Fifty Centavos (P0.50) and reduction of authorized capital stock from Eight Billion Pesos (P8,000,000,000.00) to Four Billion Pesos (P4,000,000,000.00).
	December 9, 2014	Sale of 17,112,438 shares of delinquent stockholders thru auction to Campos, Lanuza & Company, Inc.

SIGNATURES

Pursuant to Section 17 of the SRC and Section 141 of the Corporation Code the Registrant has duly caused this report to be signed in behalf of the undersigned, thereunto duly authorized in Pasig City on April 19, 2015.

PHILIPPINE REALTY AND HOLDINGS CORPORATION
Registrant

Pursuant to the requirements of the SRC, this annual has been signed by the following persons in the capacities indicated.

 ANDREW D. ALCID President (Chief Executive Officer)	 VINCENT FISCHER (Chief Finance Officer)
 MARISSA BONTOGON Controller	 MARK ANTHONY M. RAMOS Accounting Manager
 ATTY. REX P. BONIFACIO Corporate Secretary	

SUBSCRIBED AND SWORN to before me this 19 day of April, 2015, affiants exhibiting to me their ^{etc} ID, as follows:

Names	CTC/ID Number	Date of Issue	Place of Issue
Andrew D. Alcid	CC1101404963396	March 24, 2015	Malabon City
Vincent Fischer	CC1101328753603	March 23, 2015	Quezon City
Marissa Bontogon	N0197356559	March 18, 2015	Quezon City
Mark Anthony Ramos	N1508009321	Sept. 23, 2014	Quezon City
Atty. Rex P. Bonifacio	N2513005093	December 2014	Manila

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ATTY. RICHARD L. ANOLIN
 NOTARY PUBLIC until December 31, 2015
 COMMISSION NO. 2014-059
 FOR CITY OF MANILA PHILIPPINES
 IBE LIFETIME NO. 05179/02 25 05/MLA
 PTR NO. 1828182 01/05/15/MLA
 Rol No. 11596
 MOLE COMPLIANCE NO IV-002385018/16/14
 ROOM 40 ANOLIN AND ASSOCIATES LAW OFFICE
 2/F YMPA OF MANILA BLDG.
 #350 ANTONIO VILLEGAS ST.,
 ERMITA, MANILA TEL. 525-05-86
 EMAIL: AOLIN richardanolin@yahoo.com
 TIN. 116-095-269

EXHIBIT 1**MANAGEMENT'S DISCUSSION AND ANALYSIS**

Sales of Skyline Tower slowed down as fewer units became available to buyers while new sales were booked on sale of Icon Plaza units and Sky Villas which is 90.95% and 31.75% completed respectively, as of year-end. Gross Profit from the sale of condominium units in 2014 amounted to about P1.36 million lower by P7.16 million from 2013.

The table below shows the material change from period to period in the Statement of Comprehensive Income. Material shall refer to changes or items amounting to five percent (5%) of the relevant accounts:

	VERTICAL			HORIZONTAL		
	2014	2013	2012	2014	2013	2012
Sale of real estate	34.97%	49.52%	80.20%	0.20%	(52.67%)	1.00%
Other income	50.54%	26.83%	2.41%	(29.19%)	399%	(87.14%)
Other expense	0.05%	2.15%	.20%	(96.99%)	752.58%	(99.20%)
Cost of real estate	34.71%	47.18%	69.28%	4.37%	(47.79%)	(8.52%)
General and administrative expense	40.28%	38.20%	29.36%	49.59%	(0.26%)	(44.48%)

The Group posted a net income of P140.7 in 2014, P39.35 million in 2013, P4.22 million in 2012. The sale of real estate pertains to units sold at Skyline Tower and Skyvillas located at New Manila, Quezon City and Icon Plaza located at Bonifacio Global City. Other income consists of gain on sale of investment property, AFS investments, trading investments, sales cancellation in 2013, and an adjustment in the interest computation in settlement expenses of LCDC in 2012.

Our property management subsidiary, PRHC Property Managers, Inc. (PPMI), registered a net income of P2.80 million, which decreased by 7% from last year's net income of P3.02 million due to increase in total expenses. Currently, PPMI manages a total of 11 buildings located in various cities in Metro Manila.

Tektite Insurance Brokers, Inc. (TIBI) the Group's insurance brokerage firm posted a net loss of P .575 from last year's net income of P.495 million, due to decrease in total revenue.

Consolidated general and administrative expenses increased to P208.17 million in 2014 from P139.15 million in 2013 due to additional manpower hired by the parent Company in 2014 as well as increase in selling expenses such as sales agent allowances, commissions and other selling expenses.

The table below shows the material change from period to period in the Statement of Financial Position. Material shall refer to changes or items amounting to five percent (5%) of the relevant accounts.

	VERTICAL			HORIZONTAL		
	2014	2013	2012	2014	2013	2012
Cash and cash equivalents	5.19%	9.43%	13.61%	(51.76%)	(39.75%)	28.35%
Trading Investments	1.17%	0.29%	0.49%	250.26%	(48.29%)	76.75%
Available for-sale investments (AFS)	4.26%	2.88%	7.76%	29.87%	(67.76%)	13.04%
Held to maturity investments (HTM)	0.03%	0.00%	1.205	0.00%	(100.00%)	17.67%
Trade and other receivables	27.08%	17.41%	17.69%	36.42%	(14.45%)	76.56%
Real estate inventories	35.15%	26.06%	20.50%	18.25%	10.49%	47.97%
Real estate held for sale and development	5.92%	24.75%	21.51%	(79.03%)	0.00%	(36.47%)
Investment in and advances to associates	2.74%	1.26%	0.01%	91.31%	20,405.40%	(1.81%)
Property and equipment	3.11%	2.60%	1.52%	4.75%	49.12%	(4.36%)
Investment properties	7.12%	7.59%	9.25%	(17.72%)	(28.63%)	(3.43%)
Goodwill	0.00%	0.00%	0.13%	0.00%	(100.00%)	0.00%
Deferred Tax Assets	0.46%	0.48%	0.22%	(16.37%)	87.06%	(16.62%)
Trade and other payables	5.96%	3.21%	8.54%	62.82%	(67.34%)	9.37%
Unearned Income	1.95%	2.05%	3.43%	(16.59%)	(48.06%)	0.00%
Unearned premiums	0.00%	0.00%	1.19%	0.00%	(100.00%)	(16.57%)
Retirement Benefit Obligation	1.71%	1.88%	1.28%	(20.12%)	27.28%	7.39%
Funds held for reinsurer	0.00%	0.00%	0.09%	0.00%	(100.00%)	(21.76%)
Reserves	5.83%	4.40%	9.13%	16.22%	(58.12%)	7.69%

The Company's total assets stood at P3.19 billion as of year-end 2014, lower by P447.85 million from the year 2013. The Company's real estate assets comprise 41.07%, 50.81%, and 42.02% of the total assets of the Company for 2014, 2013 and 2012, respectively.

As at year-end, cash and cash equivalents reached P165.38 million, which is about 5.19% of the total assets. Cash flow from operations, generated mainly from collections of receivable accounts, commission, lease rentals, management and consultancy fees, were utilized to settle current payables. The cash and cash equivalents decreased by 51.76% because of increased operational activities by the parent Company.

The increase in the Trading investments of 250.26% was due to the increased in the market value of Sinophil Corporation which is stock investment of the parent Company. While the increase in the Available for sale investments is mainly due to the 2014 adjustment of the error made in 2013 in the recording of the market value of A Brown shares.

Trade and other receivables increased in 2014 due to additional sale recorded in December from Skyvillas Condominium project.

The increase in Real estate inventories was due to additional cost capitalized for the Skyvillas project.

Decrease in Real Estate held for sale and development of 79.03% and investment property of 17.72% were due to the recognition of sale of two lots located at The Fort Taguig City and two Lots at La Union, respectively.

The increase of 91.31% in Investment in and advances to associates is primarily because of additional investment in Meridian Assurance Corporation.

Unearned income decreased due to the recognition of percentage completed on sale of Icon Plaza Units as of year-end 2014.

There were decreases in Deferred tax asset and Retirement benefit obligation of 16.37% and 20.12%, respectively. The reason for the decrease is the retirement of one of the Parent Company's officer.

Top Five Performance Indicators	2014	2013
Gross Revenue	P 240,724,209	P 237,999,444
$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	$\frac{2,509,289,817}{252,071,141} = 9.95$	$\frac{2,241,604,478}{844,221,967} = 2.66$
$\frac{\text{Liabilities}}{\text{Equity}}$	0.00	0.00
$\frac{\text{Book value per share} = \frac{\text{SHE} + \text{Subs. Rec.}}{\text{\# of shares outstanding}}}$	$\frac{3,375,339,516}{4,877,907,002} = .69$	$\frac{3,236,683,422}{4,877,907,002} = .66$
Earnings Before Interest, Tax, Depreciation and Amortization	P137,739,562	P51,281,156

Gross revenue includes sale of real estate, rent, commission and management fees. The increase in occupancy of leased areas, rental rates and number of customers will contribute significantly to the cash inflows of the company.

The Company has filed with the court a petition for corporate rehabilitation with prayer for suspension of payments in 2002. Settlement has been reached with all the five creditor banks through dacion-en-pago, cash payments from the sale of assets and loan restructuring. The Company has completed another major component of the rehabilitation plan which is the completion of construction of the Andrea North Skyline Tower. This led to the Company's filing of the Motion to terminate rehabilitation proceeding on the account of successful implementation of the Rehabilitation Plan last February 2011, however, the Rehabilitation Court denied the petition on the account that the Company has still substantial obligation to settle per Rehabilitation Plan.

As of December 20, 2013, the Company's liabilities to the contractor, Andrea North Skyline buyers and unsecured creditors were already paid, such that, the Company has filed a motion to terminate the rehabilitation proceedings on the account of the successful implementation of the rehabilitation plan, which was granted on March 31, 2014.

EXHIBIT 3**SUBSIDIARIES OF THE REGISTRANT**
(as of December 31, 2014)

<i>Name</i>	<i>% of Ownership</i>
Tektite Insurance Brokers, Inc.	100.00%
PRHC Property Managers, Inc.	100.00%
Universal Travel Corporation	81.53%
Le Cheval Holdings, Inc.	45.00%
Alexandra (U.S.A), Inc.	45.00%