

FINAL PROSPECTUS

RELATING TO THE PUBLIC OFFER OF

100,000,000 Shares
OF COMMON STOCK OF

FIRST METRO SAVE & LEARN BALANCED FUND, INC.

AN OPEN-END INVESTMENT COMPANY
ISSUER

The number of securities to be offered inclusive of what has already been subscribed to upon incorporation is One Hundred Million (100,000,000) shares. Twenty Five Million (25,000,000) shares have been subscribed at incorporation at par value of P1.00 per share. The price at which the Seventy Five Million (75,000,000) shares are to be offered is based on the NAV per share computed on a daily basis plus a front end sales load. No share of the Issuer shall, however, be sold at less than its par value. The shares to be offered are unlisted and will be traded through the over-the-counter market.

FIRST METRO ASSET MANAGEMENT, INC.

INVESTMENT COMPANY ADVISER, FUND ADMINISTRATOR,
AND PRINCIPAL DISTRIBUTOR

FINAL PROSPECTUS
11 MAY 2007

Out of the authorized One Hundred Million (100,000,000) shares at a par value of One peso (P1.00) per share, the number of shares to be offered by the issuer is Seventy Five Million (75,000,000) so that the total number of shares outstanding after the offering is One Hundred Million (100,000,000). The gross proceeds from the sale of the shares of stock of the fund estimated at P100,007,500 (25 million subscribed @ P1.00 per share par value plus 75 million unissued capital stock @ P1.0001 per share which was the NAVPS as of February 28, 2007 shall be held by the issuer's custodian bank, which is The Hong Kong Shanghai Banking Corporation.

The proceeds from the offering will be invested in listed equities, government securities, SEC-registered commercial papers, among other debt instruments, all of these are valued on a marked-to-market valuation basis. The investment objective of the Fund is classified as moderate risk. The assets of the Fund shall be structured based on market conditions, the level of interest rates, and liquidity needs of the Fund, where its investments in debt instruments, denominated in Philippine Pesos or foreign currencies, are to be of above-average credit quality and minimal risk, and the average maturity are to take into account any expectation of any changes in interest rates.

The Issuer is a domestic corporation, incorporated on 29 January, 2007 as First Metro Save and Learn Balanced Fund, Inc. (the "Fund"), with principal business office address at 20th Floor, G.T. Tower International, Ayala Ave., corner H.V. de la Costa St., 1227 Makati City, Philippines, and Telephone Numbers: (632) 8405751 to 56.

The issuer is engaged primarily in the business of investing, reinvesting and trading in securities and the sale of its shares of stock. As a licensed Mutual Fund, it offers to the public, on a continuous basis, redeemable shares of stock, at a price computed on a daily basis plus a front end sales load.

While the Fund aims to provide total returns consisting of current income and capital appreciation, various risk factors (such as stock market risk, interest rate risk, credit risk, inflation risk, manager risk) can affect the market value of the assets of the Fund and cause the Fund's net asset value to vary. Consequently, there can be instances where the redemption prices of redeemed shares will be less than the prices at which the shares were originally purchased. Investors who redeem their shares during this time may not recover the full cost of their investment.

First Metro Asset Management, Inc. (FAMI) is the Investment Manager, Fund Administrator and Principal Distributor of the Fund

The shares issued by the Fund have not been publicly offered. Once the shares of stock issued by the Fund are offered to the public, the Fund intends to invest the proceeds from the sale of the shares of stock in a

portfolio of carefully selected equity and debt securities. The Fund's investments shall be guided by Investment Guidelines and Restrictions, which are set out in detail in the body of this Prospectus.

The total fee payable to First Metro Asset Management, Inc. (FAMI), is a monthly fee equivalent to one-and-three-fourths percent (1.75%) per annum of the average net asset value of the Fund's assets, computed on a daily basis. The "net asset value" shall be determined by computing the total value of the Fund's assets less its liabilities divided by the number of outstanding shares in accordance with the procedure used in computing the net asset value of each share of the Fund. In addition, as Investment Manager, FAMI shall be paid an incentive fee equivalent to 10% of the realized appreciation in the value of the fund's net assets in excess of the benchmark, defined as follows: Benchmark = 60% x [PSEi Annual Performance + 6.5%] + 40% x [Mart1(5 years) + 1%]"

FAMI will also receive from the Fund a sales load fee based on the following schedule:

<u>Investment Amount</u>	<u>Sales Load</u>
P5,000 to less than P100,000	2.0%
P100,000 to less than P500,000	1.5%
P500,000 to less than P2,000,000	1.0%
P2,000,000 and above	0.5%

The Fund is authorized under its By-Laws to issue cash, property and stock dividends out of its unrestricted retained earnings whenever the condition of the Fund's finances will render it expedient to declare said dividends. If ever dividends are declared, the computation and distribution shall be proportionate to the holdings or ownership of each of the stockholders.

As provided for in the issuer's By-laws, the Board of Directors may make arrangements with its stockholders whereby dividends and/or other distributions may be reinvested in the Fund's securities in lieu of cash to be paid to the stockholders. The arrangement with shareholders shall be such that the dividends to be reinvested shall be valued at the net asset value per share of the Fund at the time said dividends are paid.

Summary of Financial Information

Balance Sheet

as of February 28, 2007

Total Assets	P25,023,333.34
Total Liabilities	0.00
<u>Stockholders' equity</u>	<u>P25,023,333.34</u>
<u>Total Net Assets</u>	<u>P25,023,333.34</u>
Net Asset value per share	P1.0001

Statement of Income
as of February 28, 2007

Interest Income	P29,116.67
Less:	
Directors Fees and allowances	P17,000.00
Miscellaneous Expenses	2,600.00
<u>Provision for income Tax-Final</u>	<u>5,883.33</u>
Net Income	P 3,733.34

Table of Contents

Cover Page...	1
Executive Summary...	2
Summary of Financial Information...	3
Balance Sheet...	3
Statement of Income...	4
Table of Contents...	5
Risk Disclosure Statement...	8
Prospectus Summary...	9
Issuer...	9
Investment Objective...	9
Type of Issue...	9
Shares Offered...	9
Par Value...	9
Offering Price...	9
Sales Load Fee...	9
Minimum Investment...	9
Redemption Price...	9
Daily Cut-Off Time...	10
Redemption Charge...	10
Risks of Investing...	10
Risk Factors...	10
Stock Market Risk...	10
Interest Rate Risk...	11
Credit Risk...	11
Inflation Risk...	11
Manager Risk...	11
Absence of Operating History...	11
Risk of Dilution...	12
Adoption of PAS39...	12
Glossary...	13
Fund Features...	15
The Fund...	15
Background and Purpose...	15
Capitalization and Ownership...	15
Right of Redemption...	16
Waiver of Pre-emptive Rights...	16
Restriction on Transfer...	17
Distribution of Dividends...	17
Properties...	17
Market Information...	17
Dividends...	17
Determination of Offering Price During Initial Selling Period...	18
Affiliated Companies...	18
Management's Discussion of Plan of Operations...	18
Directors and Officers of the Fund...	18
Extent of Participation or Ownership of Members of the Board...	22
Holders...	22
Significant Employee...	22
Family Relationship...	23

Executive Compensation... ..	23
Legal Proceedings... ..	23
Security Ownership of Certain Record and Beneficial Owners... ..	24
Security Ownership of Management... ..	24
Certain Relationships and Related Transactions... ..	25
Direct or Indirect Interest in Registrant... ..	25
Compliance With the Investment Company Act... ..	25
Investment Policy... ..	25
Investment Guidelines and Restrictions... ..	26
Use of Proceeds... ..	27
Expenses to be deducted from the Gross Proceeds... ..	28
Plan of Distribution/Distribution method... ..	28
Competition... ..	28
Effect of existing governmental regulation... ..	29
Subscription Procedure... ..	29
Eligible Investors... ..	30
Requirements for Corporate Applicants... ..	30
Minimum Investment... ..	30
Offering Price... ..	30
Acceptance of Investment Applications... ..	31
Payment Terms... ..	31
Refunds... ..	32
Delivery of Stock Certificates... ..	32
Redemption of Shares... ..	32
Benefits to the Investor... ..	33
Professional Management... ..	33
Diversification at Low Cost... ..	33
Liquidity... ..	34
Convenience... ..	34
Protecting Investors... ..	34
Parties Involved in the Fund... ..	34
Investment Manager, Fund Administrator & Principal Distributor... ..	34
Custodian Bank... ..	38
Transfer Agent... ..	38
External Auditors... ..	38
Material Contracts and Agreements... ..	38
Management and Distribution Agreement... ..	38
Custodian Bank Agreement... ..	40
Stock and Transfer Agency Agreement... ..	40
Expenses Chargeable to the Fund/Fund Management Company... ..	40
Applicable Philippine Laws... ..	41
Investment Company Act of 1960... ..	41
Dividends... ..	42
Rights of Minority Shareholders... ..	42
Management... ..	43
Accounting and Auditing... ..	44
Taxation... ..	44
Shareholder... ..	45

No dealer, selling agent and any other person has been authorized to give information or make any representation not contained in this Prospectus. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction or to any person to whom it is unlawful to make such an offer or solicitation in such jurisdiction. The delivery of this Prospectus at any time does not imply that the information herein contained is correct as of any time subsequent to this date.

The information contained in this Prospectus has been supplied by First Metro Save and Learn Balanced Fund, Inc. unless stated otherwise. First Metro Save and Learn Balanced Fund, Inc. accepts full responsibility for the accuracy of the information given herein, and confirms that there are no omissions of fact that would make any statement in this Prospectus misleading. First Metro Asset Management, Inc., the Fund Administrator of First Metro Save and Learn Balanced Fund, Inc. has exerted reasonable efforts to verify the information herein and does not make any representations or warranties as to the accuracy or completeness of the materials contained herein.

First Metro Save and Learn Balanced Fund, Inc. has filed Registration Statements with the Securities and Exchange Commission in accordance with the Investment Company Act and the Securities Regulation Code. The SEC has issued on May 10, 2007 an Order rendering effective the Registration Statement of the Company covering all of the common shares of the authorized capital stock and a Certificate of Permit to offer these securities for sale.

ALL REGISTRATION REQUIREMENTS HAVE BEEN MET AND ALL
INFORMATION CONTAINED HEREIN IS TRUE AND CURRENT

EDWIN B. VALEROSO
President

SUBSCRIBED AND SWORN to before me this 11th day of May 2007 affiant exhibiting to me his Community Tax Certificate no. 17681884 issued on February 5, 2007 at Makati City.

NOTARY PUBLIC

Doc. No. _____ ;
Page No. _____ ;
Book No. _____ ;
Series of 2007.

RISK DISCLOSURE STATEMENT

I. GENERAL RISK WARNING

- The price of securities of securities can and does fluctuate, and any individual security may experience upward or downward movement, and may even become valueless. There is an inherent risk that losses maybe incurred rather than profit made as a result of buying and selling securities.
- Past performance is not a guide to future performance.
- There is an extra risk of losing money when securities are bought from smaller companies. There maybe a big difference between the buying price and the selling price of these securities.
- An investor deals in a range of investments of which may carry a different level of risk.

II. PRUDENCE REQUIRED

This disclosure does not purport to disclose all the risks and other significant aspects of investing in these securities. An investor should undertake his or her own research and study on the trading of securities before commencing any trading activity. He/she may request information on the securities and issuer thereof from the Commission which are available to the public.

III. PROFESSIONAL ADVICE

An investor should seek professional advice if he or she is uncertain of, or has not understood any aspect of the securities to invest in or the nature of risk involved in trading of securities especially those high risk securities.

Prospectus Summary

The following summary is qualified in its entirety by the detailed information appearing elsewhere in this Prospectus.

Issuer

First Metro Save and Learn Balanced Fund, Inc.

Investment Objective

The Fund seeks to provide total return consisting of as high a level of current income as is consistent with the preservation of capital and liquidity and long-term capital appreciation by investing in a mix of debt instruments and equity securities.

Type of Issue

Open-end investment company.

Shares Offered

Common stock.

Par Value

One Peso (Php1.00) per share.

Offering Price

At Net Asset Value (NAV) per share for the banking day, if payment is made within the daily cut-off time, plus a front-end sales load fee.

Sales Load Fee

<u>Investment Amount</u>	<u>Sales Load</u>
P5,000 to less than P100,000	2.0%
P100,000 to less than P500,000	1.5%
P500,000 to less than P2,000,000	1.0%
P2,000,000 and above	0.5%

Minimum Investment

The minimum initial investment shall be 5,000.00 and the minimum additional investments shall be P1,000.00. All sales shall be on cash basis and installment sales are prohibited.

Redemption Price

The price of securities surrendered for redemption within the daily cut-off time shall be the NAV per share of the next banking day while those surrendered after the daily cut-off time shall be deemed to have been received on the next banking day and will be processed accordingly. Payment shall be made no later than seven (7) banking days from receipt of redemption request.

Daily Cut-Off Time

12:00 Noon.

Redemption Charge

<u>Retention Period</u>	<u>Fee</u>
Less than 6 months	1.0%
6 months and beyond	nil

Risks of Investing

An investment in the Fund is not insured or guaranteed by the Philippine Deposit Insurance Corporation or any other government agency. Although the Fund seeks to preserve the value of its investments, it is possible to lose money by investing in the Fund. The Fund's income will change as a result of movements in the stock market and other macroeconomic factors. No single fund is intended to be a complete investment program, but individual funds, such as this Fund, can be an important part of a balanced and diversified investment program. Mutual funds have the following general risks: returns may vary, the investor may lose money, and the investor cannot be certain that the Fund will achieve its investment objective.

Risk Factors

Various risk factors can affect the market value of the assets of the Fund and cause the Fund's net asset value to vary. Consequently, there are instances where redemption prices of redeemed shares may be less than the prices at which the shares were originally purchased. Investors who redeem their shares during this time may not recover the full cost of their investment.

The following are the risks factors in the order of importance:

Stock market risk

Investing in shares of stock is generally riskier because of the volatility of the stock market. Changes in prices of equity securities that compose the Fund's portfolio may substantially vary in a short span of time. The performance of the companies whose shares are included in the portfolio of the Fund are very much dependent on the people behind those companies. Added to that, stock prices are sensitive to political and economic conditions that normally change from time to time. To manage the risk, the stocks included in the portfolio will be cautiously selected by the investment manager based on their soundness and long-term profitability. Diversification of the stockholdings (not only in terms of the number of stocks but also in the different sectors and industries) of the portfolio will be done to reduce its impact.

Interest rate risk.

If interest rates rise, the prices at which the assets of the Fund can be sold may fall. The longer the maturity of the assets, the more sensitive the prices of the assets will be to changes in interest rates. In other words, a long-term investment (e.g. 5-year Retail Treasury Bond) will have higher interest rate sensitivity than a short-term investment (e.g. 365-day Treasury Bill). To mitigate the risks, the Fund manager will diversify in terms of the type of securities (such as treasury bonds, notes, bills) and the time horizons of the said securities (such as one-year, 3-year, 5-year, 10-year, and above 10 years).

Credit risk

Credit risk (also called default risk) is the risk that the issuer of the security will not be able to make principal and interest payment on a debt issue. The credit ratings of issuers can change and affect the Fund's returns. To manage the risk, SEC-registered and investment grade fixed-income securities will be selected.

Inflation risk

Inflation risk is the risk that inflation may erode the real value of an investment by the Fund. One way to manage the risk is to actively trade in fixed-income securities, particularly government securities, which are valued on a marked-to-market basis.

Manager risk

The performance of the Fund is dependent upon the investment manager's skill in making appropriate investments. As a result, the Fund may underperform the market or its peers. Also, the Fund could fail to meet its investment objectives. The board of directors of the issuer will see to it that the all investment policies and restrictions enumerated in this prospectus are strictly followed. The board will meet more often to continually monitor the investment manager's performance in this area.

No single fund is intended to be a complete investment program, but individual funds, such as this Fund, can be an important part of a balanced and diversified investment program. Mutual funds have the following general risks: returns may vary, the investor may lose money, and the investor cannot be certain that the Fund will achieve its investment objective.

Absence of operating History.

The Fund is a start-up company and may also be affected by risks associated with companies that do not have operating histories. However,

people and companies behind the Fund have actual experience and track record in mutual funds and other financial institutions.

The investors should be aware that their investment in mutual funds is not guaranteed by the Philippine Deposit Insurance Corporation (PDIC). The Investment Advisor is also not permitted by law to guarantee any yield to the investors of the Fund.

Risk of dilution.

Being an open-end mutual fund, investors may effectively subscribe any amount of shares of the Fund. As such, investors face the risk of their investments being diluted as more investors subscribe to shares. The influence that the investors can exert over the control and management of the Fund decreases proportionally.

Adoption of PAS 39.

Mark-to-market method of valuation of fixed-income instruments, assesses such instruments on the current market price for that particular instrument so that any profit or loss is reflected or booked in the net assets of the Fund; hence the net asset value per share is affected.

Risks of this kind can be managed by proper portfolio diversification in terms of types of debt instruments. Interest rate risk can be further managed by spreading out the schedule of maturities or tenors. By diversifying its investments across different issuers, the Fund can manage credit or default risk. Additionally, the Investment Company Act requires that not more than 10% of the Fund's assets may be invested in one issuer.

Purchasing power risk will be managed by the Fund manager by attempting to invest in instruments that provide greater than the current inflation rate.

Prospective investors should carefully evaluate these risks as well as and in connection with the other information contained in this prospectus.

Glossary

The following words or expressions used in this Prospectus, unless the context otherwise requires, shall have the corresponding meanings:

Act	Investment Company Act, Republic Act No. 2629
BSP	Bangko Sentral ng Pilipinas
Close-end Company	An investment company other than an open-end company
Custodian Bank	The Hongkong and Shanghai Banking Corp. Ltd.
Investment Application Form	The forms to be used by the Principal Distributor for investors to purchase the shares of stock of the Fund in accordance with the terms and conditions of the Fund as described in this Prospectus.
Investment Company	Any issuer which is or holds itself out as being engaged primarily, or proposes to engage primarily, in the business of investing, re-investing or trading in securities, as defined in Section 4 of the Act.
Fund Manager	First Metro Asset Management, Inc. or (FAMI)
Fund Administrator and Principal Distributor	First Metro Asset Management, Inc. or (FAMI)
Investor	Any person, association, or corporation with the intention of investing in the shares of the Fund.
NAV	Net Asset Value
Open-end Company	An investment company which is offering for sale, or has outstanding, any redeemable security, of which it is the issuer.
P or Pesos	Philippine Pesos, lawful currency of the Republic of the Philippines
PSE or Stock Exchange or the Exchange	The Philippine Stock Exchange, Inc.
R.A. 2629	Republic Act No. 2629 or the Investment Company

	Act of 1960
SEC	Securities and Exchange Commission
Shareholder or Stockholder	Any natural or juridical person who has subscribed to the shares of the Fund.
Transfer Agent	Metrobank Trust Banking Group
VAT	Value Added Tax

The Fund

Background and Purpose

First Metro Save and Learn Balanced Fund, Inc. is an open-end investment company, which was incorporated on 29 January, 2007. It is principally engaged in the sale of its shares of stock and in the investment of the proceeds from these sales into a portfolio of quality, high grade equity securities and fixed income instruments. The Fund's investment objective is classified as moderate. One of the objectives of the Fund is to provide small investors with the opportunity to access the capital markets and enable them to reap satisfactory returns on their investments through prudent selection of equity and fixed income securities, and the professional management and supervision of the Fund.

While the Fund aims to provide total returns consisting of current income and capital appreciation, various risk factors (such as stock market risk, interest rate risk, credit risk, inflation risk, manager risk) can affect the market value of the assets of the Fund and cause the Fund's net asset value to vary. Consequently, there can be instances where the redemption prices of redeemed shares will be less than the prices at which the shares were originally purchased. Investors who redeem their shares during this time may not recover the full cost of their investment.

To manage stock market risk, the stocks included in the portfolio will be cautiously selected based on their soundness and long-term profitability. Diversification of the stockholdings (not only in terms of the number of stocks but also in the different sectors and industries) of the portfolio will be also done to reduce this risk.

On interest rate and inflation risks, the Fund manager will diversify in terms of the type of fixed income securities and time horizons of the said securities.

To manage default risk, SEC-registered and investment grade fixed-income securities will be selected.

On management risk, the issuer's board of directors will see to it that all investment policies and restrictions mentioned in this prospectus are strictly followed. The board will meet more often to continually monitor the investment manager's performance in this area.

Capitalization and Ownership

The Fund's authorized capital is ONE HUNDRED MILLION PESOS (Php100,000,000.00), composed of One Hundred Million (100,000,000) unclassified common shares with a par value of Php1.00 per share.

The Company had an initial paid-up capital of TWENTY FIVE MILLION PESOS (Php25,000,000.00), which was subscribed by the following:

Name	Nationality	Number of shares subscribed	Amount subscribed (in Php)	Percentage (%)
First Metro Investment Corporation	Filipino	24,999,992	24,999,992.00	100.00
Antonio M. Bernardo	Filipino	1	1.00	0
Francisco G. Co	Filipino	1	1.00	0
Roberto Juanchito T. Dispo	Filipino	1	1.00	0
Manuel V. De Leon, FMS	Filipino	1	1.00	0
Gloria C. Garrovillo	Filipino	1	1.00	0
Eduardo A. Mendoza	Filipino	1	1.00	0
Nimfa B. Pastrana	Filipino	1	1.00	0
Edwin B. Valeroso	Filipino	1	1.00	0
TOTAL		25,000,000	25,000,000.00	100.00

Pursuant to Article IV, Section 4.4 of the SEC's rules and regulations governing R.A. 2629, the incorporators of the Fund agreed not to sell, transfer, convey, encumber or otherwise dispose of their shares in the Fund within twelve (12) months from the registration date of the Fund.

Each share of stock of the Fund is a voting stock with voting rights equal to every other outstanding shares of stock and subject to the following:

- **Right of Redemption** – The holder of any shares of stock of the Fund, upon presentation to the Fund or to any of the Fund's duly authorized representatives of the Confirmation Receipt or stock certificate, and upon filing of the duly accomplished redemption form, shall receive by way of redemption approximately his proportionate share in the Fund's current net assets or the cash equivalent thereof, i.e., the net current asset value per share, subject to existing laws and the By-Laws of the Fund.
- **Waiver of Pre-emptive Rights** – No stockholder shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock or of any other securities

convertible into or carrying options or warrants to purchase stock of the Fund. The Fund's Articles of Incorporation further provide that any part of such stock or other securities may at any time be issued, optioned for sale, and sold or disposed of by the Fund pursuant to the resolution of its Board of Directors, to such persons and upon such terms as the Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

- **Restrictions on Transfer** – No transfer of stock of the Fund's stock, which would reduce the stock ownership or equity interest of Filipino citizens to less than the percentage required by applicable laws or regulations shall be caused or allowed to be recorded in the books of the Fund.

- **Distribution of Dividends** - As provided for in the Fund's By-laws, the Board of Directors may make arrangements with its stockholders whereby dividends and/or other distributions may be reinvested in the Fund's securities in lieu of cash to be paid to the stockholders. The arrangement with shareholders shall be such that the dividends to be reinvested shall be valued at the net asset value per share of the Fund at the time said dividends are paid.

Consistent with Sec 5 of the By-Laws of the issuer, the Board of Directors, may by resolution, direct that the stock transfer books of the issuer be closed for a period not exceeding thirty (30) days preceding the date for the payment of any dividend, as a record date for the determination of the stockholders entitled to receive payment of any such dividend and in such case only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to receive payment of such dividend, notwithstanding any transfer of any stock on the books of the issuer after such record date as aforesaid.

Properties

The issuer does not own any properties (such as real estate, plant and equipment, mines, patents, etc.).

Market Information

There is no principal market where the Fund's shares will be traded, not even in the Philippine Stock Exchange due to its nature as an open-end investment company. The Fund's shares shall be sold through its appointed Principal Distributor and sub-distributors.

Dividends

The Board of Directors of the Fund may decide to declare dividends from the unrestricted retained earnings of the Fund at a time and percentage as the same Board may deem proper and in accordance with law. If dividends are to be declared, the computation and distribution

shall be proportionate to the holdings or ownership of each of the stockholders.

As provided for in the issuer's By-laws, the Board of Directors may make arrangements with its stockholders whereby dividends and/or other distributions may be reinvested in the Fund's securities in lieu of cash to be paid to the stockholders. The arrangement with stockholders shall be such that the dividends to be reinvested shall be valued at the net asset value per share of the Fund at the time said dividends are paid.

Determination of Offering Price During Initial Selling Period

The fixed offering price of One Peso (P1.00) per share during the initial thirty (30) day selling period is a marketing plan to attract a critical mass of investors to the Fund, similar to an initial public offering involving equity securities. The offering price of One Peso (P1.00) per share is based on the par value of the Fund. The thirty (30)-day initial selling period was also based on a similar initial offerings made by other Philippine mutual funds.

Affiliated Companies

First Metro Investment Corporation (FMIC) is affiliated with the Fund, being its majority founding shareholder. First Metro Asset Management, Inc. is also the Investment Manager, Administrator, and Principal Distributor of two other investment companies (namely: First Metro save & Learn Equity Fund and First Metro Save & Learn Fixed-Income Fundthe issuer) and FMIC is a stockholder of said two investment companies.

Management's Discussion of Plan of Operations

FAMI shall be the principal distributor of the Fund's shares. FAMI shall receive from the Fund a distribution fee based on the NAV of the Fund's assets, computed on a daily basis. In addition, FAMI shall receive the sales load.

The Fund will rely on the services of third parties to run its operations (i.e., management, distribution, administration, custodian, transfer agent and others). Most of these operations will charge fees based on the Fund's net assets. The total operating cost, by law, cannot exceed ten percent of the net assets of a mutual fund as indicated in its previous year's audited financial statements, if applicable. The Fund does not expect any significant changes in the number of its employees due to the fact that third parties run its operations.

Directors and Officers of the Fund

As of the date of this Prospectus, the Board of Directors and the officers of the Fund are as follows:

- **Atty. Antonio M. Bernardo** - 52 years old, Filipino, Chairman of the Board. Term of office is one year and has served as director from January 29, 2007 up to present. He is also a Director of First Metro Save & Learn Fixed Income Fund and First Metro Save & Learn Equity

Fund (from 2005 to present), He is Chairman of the Executive Committee of The Bernardo and Placido Law Offices (2007) and President of the Bernardo-Francisco & Associate Insurance Brokers, Inc.(2005-present) Among his past positions during the last five years, he was the Commissioner of the Bureau of Customs (2002-2004), Undersecretary and Chief of Staff of both Department of Finance (2002-2002) and Department of Energy (2001),, Secretary of the Commission on Appointments (2000). Atty. Bernardo has a Bachelor of Science degree in Mathematics and a Bachelor of Laws degree (class valedictorian and Bar Exam 2nd Placer) both from Ateneo de Manila University.

- **Mr. Eduardo A. Mendoza** - 55 years old, Filipino, Director. Term of office is one year and has served as director from January 29, 2007 up to present. He is the President of Lumens Solutions, Inc.(2001), a Board member of PHINMA Property Holdings Corp.(1995) and Bacnotan Industrial Park Corp (1997), and a consultant of First Metro Investment Corporation (2006-present). He was Senior Vice President of PHINMA, Inc.(1981-2001) and Vice President for Marketing of United Pulp & Paper Corp (1990-1993). Mr. Mendoza finished BS Management from Ateneo de Manila University and Master of Business Administration from Stanford University, USA.
- **Mr. Edwin B. Valeroso** - 43 years old, Filipino, President, Director. Term of office is one year and has served as director from January 29, 2007 up to present. He is the President of First Metro Save & Learn Fixed Income Fund and First Metro Save & Learn Equity Fund (from May 2005 to present), Chairman of MJR Bros Insurance Associates (2002-present)and Associate Professorial Lecturer at De La Salle University-Graduate School of Business (2000-present). He was President of Emergent Fund, Inc. (formerly Abacus Growth Fund, Inc.), and Emergent Asset Management, Inc. (2002-2004); he was a Mutual Fund Strategist/Consultant at First Metro Investment Corp.(2004-2005); Vice President & General Manager of ECC Asset Management, Inc. (1998-2002); currently a Trustee of Investment Company Association of the Philippines (ICAP)(2000, 2006-present); and was President of Amacon Financial Management Corp(1998-2002). Mr. Valeroso finished the requirements for the degree Doctor of Business Administration at De La Salle University-Manila. He has a Master of Science degree in Applied Mathematics from University of the Philippines and a BS Actuarial Mathematics from the University of Santo Tomas. He is also an alumnus of the Trust Institute Foundation of the Philippines.
- **Bro. Manuel V. de Leon, FMS** - 49 years old, Filipino, Independent Director. Term of office is one year and has served as

director from January 29, 2007 up to present. He is also a Director of First Metro Save & Learn Fixed Income Fund and First Metro Save & Learn Equity Fund (2005 to present), He is the Provincial Superior of Marist Brothers of Schools (Philippines) from 2003-present and a member of Marist Int'l. Commission for Education (Italy). He is the Founding President of SAGIP KA 2000 Foundation, Inc.(2000-present) He is a member of the Board of Notre Dame of Dadiangas College, Notre Dame of Kidapawan College, Notre Dame of Cotabato, Marist Asia Pacific, Marist School, Assumption Antipolo, and Assumption College. He was a Director of Catholic Educational Association of the Philippines (CEAP-NCR), Treasurer of CEAP, Board Member of COCOPEA and accreditor of PAASCU, and President of Marist School-Marikina (1988-2003) and Notre Dame of Kidapawan ((1983-1987). He was awarded one of the Ten Outstanding Young Men (TOYM) in 1992. He has masteral and doctorate degrees in Education from University of the Philippines.

- **Ms. Gloria C. Garrovillo** – 61 years old, Filipino, Independent Director. Term of office is one year and has served as director from January 29, 2007 up to present. She is also a Director of First Metro Save & Learn Fixed Income Fund and First Metro Save & Learn Equity Fund (from May 2005 to present), She is the Finance Director of Miriam College Quezon City (1999-present), a member of the CEAP Retirement Plan Commission and Consultant of Country Rural Bank of Taguig (1997-present), Inc. She was Consultant of Mobil Asia Pacific-Singapore and Manager of Mobil Philippines Inc (1983-97) and Planning/CMS Director of De LaSalle University System (2005-2006). Ms. Garrovillo took up the Ateneo-Regis MBA program (Candidate) at Ateneo de Manila University. She finished her Bachelor of Science degree at the University of the Philippines. She took up various courses in banking, information technology and marketing from different institutions here and abroad. Ms. Garrovillo is also a Certified Public Accountant.
- **Mr. Danilo G. Olondriz** - 52 years old, Filipino, Chief Financial Officer. Term of office is one year and has served as such from January 29, 2007 up to present. He is also the Chief Financial Officer of First Metro Save & Learn Fixed Income Fund and First Metro Save & Learn Equity Fund (from May 2005 to present),. He is Senior Vice President/Controller of First Metro Investment Corp. (2004-present). He is the Controller of First Metro Insurance Agency, Inc. (2001-present), and Manila Medical Services, Inc 2005-present). He was the Treasurer/Director of PriceSmart, Philippines, Inc. Prior to his stint with FMIC, he was a Bank Examiner at the Bangko Sentral ng Pilipinas (1978-1989) for

almost a decade. He is a product of the Ateneo Graduate School of Business and Philippine School of Business Administration where he completed the academic requirements leading to a Masteral and Bachelor's degree in Business Administration, respectively. He is a Certified Public Accountant.

- **Atty. Nimfa B. Pastrana** - 44 years old, Filipino, Corporate Secretary. Term of office is one year and has served as such from January 29, 2007 up to present. She is Vice President and Asst. Corporate Secretary of First Metro Investment Corporation. She is also the Corporate Secretary of First Metro Save & Learn Fixed Income Fund, First Metro Save and Learn Equity Fund (from May 2005 to present), First Metro Securities Brokerage Corporation, PBC Capital Investment Corporation, Prima Ventures Development Corporation and First Metro Asset Management Inc. She graduated from the University of the Philippines with a degree A.B. Philosophy and from San Beda College with a Bachelor of Laws degree.
- **Mr. Jonathan T. Tabac** - 52 years old, Filipino, Compliance Officer. Term of office is one year and has served as such from January 29, 2007 up to present. He is also the Compliance Officer of First Metro Investment Corporation, First Metro Securities Brokerage Corporation, First Metro Save & Learn Fixed Income Fund, First Metro Save & Learn Equity Fund, and First Metro Asset Management, Inc (from May 2005 to present),. He was AVP & Compliance Officer of Citystate Savings Bank (2002-2003), Vice President of Maybank Philippines (formerly PNB Republic Planters Bank)-1997-2001 and Chairman of the Board of RPB Provident Fund, Inc.(1997-2001) Mr. Tabac finished BSC-Accounting from University of Baguio and MBA units from the University of Santo Tomas. He is a Certified Public Accountant.
- **Ms. Marie Arabella D. Veron** - 46 years old, Filipino, Treasurer. Term of office is one year and has served as such from January 29, 2007 up to present. She is the Vice President of First Metro Investment Corporation (2006-present), Treasurer/Director of SBC Properties, Inc.(2003-present), Treasurer of First Metro Save & Learn Fixed Income Fund, First Metro Save & Learn Equity Fund, First Metro Asset Management, Inc. (from May 2005 to present),, First Metro Insurance Agency (2001-present), Inc., and Saleage Insurance Agency (2001-present), Treasurer of PBC Capital Investment Corporation (2006-present). She was a manager of MBTC Domestic Subsidiaries, a Senior Auditor of Joaquin Cunanan & Co./Price Waterhouse (1980-1985) and of Philippine International Trading Corporation (1985-1990). Ms. Veron finished her Bachelor of

Science Degree in Business Administration, major in Accounting from University of the East. She is a Certified Public Accountant.

Extent of Participation or Ownership of Members of the Board of Directors

<u>Name of Subscriber</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
Atty. Antonio M. Bernardo	1	P1.00
Mr. Eduardo A. Mendoza	1	1.00
Bro. Manuel V. de Leon	1	1.00
Ms. Gloria C. Garrovillo	1	1.00
Mr. Edwin B. Valeroso	1	1.00

Holders

The incorporators, directors and FMIC are the current owners of the Fund:

Name	Shares subscribed	Amount paid (in Php)
1. First Metro Investment Corporation	24,999,992	24,999,992.00
2. Antonio M. Bernardo	1	1.00
3. Francisco G. Co	1	1.00
4. Roberto Juanchito . Dispo	1	1.00
5. Manuel V. De Leon, FMS	1	1.00
6. Gloria C. Garrovillo	1	1.00
7. Eduardo A. Mendoza	1	1.00
8. Nimfa B. Pastrana	1	1.00
9. Edwin B. Valeroso	1	1.00
Total	25,000,000	25,000,000.00

ICA Rule 35-1 requires that the minimum paid-up capital to set-up a mutual fund is P50 million. However, it also states that if the said fund is part of a group of funds being managed by the same investment company adviser, then a lower paid up capital may be considered. In this regard, the Fund requested for a lower paid-up capital of P25 million since this is a third fund to be managed by FAMI, the investment company adviser.

Significant Employee

There is no significant employee who is expected by the registrant to make a significant contribution to the business.

Family Relationship

There are no family relationships up to the fourth civil degree either by consanguinity or affinity among directors, executive officers or persons nominated or chosen by the Registrant to become directors or executive officers.

Executive Compensation

The members of the Board of Directors Fund shall receive per diem for their attendance in regular or special meetings of the Board in the amount of P5,000 per Director for every actual meeting attended. The estimated total amount of per diem for the year 2007 is P75,000.

There is no employment contract between the Registrant and a named executive officer. There is no compensatory plan or arrangement, including payments to be received from the Registrant, with respect to a named executive officer in the event of resignation, retirement or any other termination of such officer's employment with the Registrant and its subsidiaries.

Legal Proceedings

The Registrant has no material pending legal proceedings to which it is a party. None of the Board of Directors and its Executive Officers is:

1. involved in any legal proceeding the past five (5) years that are material to an evaluation of the ability or integrity of any director, any nominee for election as director, executive officer, underwriter, or control person of the Registrant;
2. involved in any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to that time;
3. involved in or convicted by final judgment in any criminal proceeding, domestic or foreign, or subject to a pending criminal proceeding, foreign or domestic, excluding traffic violations and other minor offenses;
4. subject to any order, judgment, or decree not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending, or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
5. found by a domestic or foreign court of competent jurisdiction(in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or organized trading market or self-regulatory organization, to have violated a securities or commodities law or

regulation and the said judgment has not been reversed, suspended or vacated.

Security Ownership of Certain Record and Beneficial Owners

The security ownership of certain record and beneficial owners as of the date of this prospectus are as follows:

Title of Class	Name/Address of Owner/Relationship with Issuer	Name of Beneficial Owner & Relationship w/ Record Owner	Citizenship	Number of Shares Held	Percent of Class
Common	First Metro Investment Corp./ 20F GT Tower Ayala Ave. Makati City/Stockholder	Francisco C. Sebastian/ President of First Metro Investment Corp.	Filipino	24,999,992	99.999%

The person who will exercise the voting powers over the shares of First Metro Investment Corporation is Mr. Francisco C. Sebastian.

The original proponents have agreed not to sell, transfer, convey, encumber or otherwise dispose of their shares of the Fund within twelve (12) months from its registration.

Security Ownership of Management

The security ownership of management as of the date of this prospectus is as follows:

Title of Class	Name of Record Owner	Name of Beneficial Owner	Citizen-ship	Number of Shares/ Nature of Beneficial Ownership	Amount	Percent of Class
Common	Antonio M. Bernardo	First Metro Investment Corp. (FMIC)	Filipino	1/indirect beneficial owner	P1.00	0.00%
Common	Francisco G. Co	FMIC	Filipino	1/indirect beneficial owner	P1.00	0.00%
Common	Roberto Juanchito T. Dispo	FMIC	Filipino	1/indirect beneficial owner	P1.00	0.00%
Common	Manuel V. De Leon, FMS	FMIC	Filipino	1/indirect beneficial owner	P1.00	0.00%
Common	Gloria C. Garrovillo	FMIC	Filipino	1/indirect	P1.00	0.00%

				beneficial owner		
Common	Eduardo A. Mendoza	FMIC	Filipino	1/indirect beneficial owner	P1.00	0.00%
Common	Nimfa B. Pastrana	FMIC	Filipino	1/indirect beneficial owner	P1.00	0.00%
Common	Edwin B. Valeroso	FMIC	Filipino	1/indirect beneficial owner	P1.00	0.00%

Certain Relationships and Related Transactions

There are no material transactions with or involving the Fund or any of its subsidiaries in which a director, executive officer, or stockholder owns ten percent (10%) or more of the total outstanding shares, and any member of their immediate family had or is to have a direct or indirect material interest.

There are no transactions during the last two (2) years or proposed transactions, to which the Registrant was or is to be a party in which any of the Fund's directors, executive officers or stockholders had or is to have a direct or indirect material interest.

There are no transactions by any security holder named in response to Part IV, paragraph C of the Securities Regulation Code.

There are no transactions with promoters and there are no transactions that involve the nature and amount of anything of value (including money, property, contracts, options or rights of any kind) received or to be received by each promoter, directly or indirectly, from the Issuer and the nature and amount of any assets, services or other consideration received or to be received by the Registrant. There are no transactions as to any acquired or to be acquired from a promoter.

Interest of Named Experts and Independent Counsel. Direct or Indirect Interest in Registrant

There are no experts or independent counsels hired on a contingent basis and who received a direct or indirect interest in the Fund.

Compliance with the Investment Company Act

In compliance with the requirements of the R.A. No. 2629, otherwise known as the Investment Company Act of 1960 or ICA, the Fund is organized as a stock corporation. All the members of the Board of Directors of the Fund are Filipino citizens and all shares of its capital stock are common and voting shares. The Articles of Incorporation of the Fund provide for the waiver of pre-emptive rights of stockholders.

Investment Policy

The Fund is an open-end mutual fund designed to provide total returns consisting of current income and long-term capital appreciation through investment in a mix of debt and equity securities.

Investment Guidelines and Restrictions

The company's investment objective is classified as moderate risk. It is a balanced fund which seeks good returns through current income and a long-term capital appreciation by investing in a mix of debt instruments and equity securities. The Fund intends to invest up to 60% of its assets in equities but a minimum of 30% in fixed-income securities. ICA Rule 35-1 provides that an investment company shall not change its investment objective without prior approval of a majority of its shareholders

For this purpose, the term "equity securities" generally includes common stock, preferred stock and securities convertible into or exchangeable for such equity securities, such as convertible debentures and convertible preferred shares, or shares which carry warrants to purchase such securities.

"Debt Instruments", on the other hand, consist of Government Securities such as Treasury Bills, Fixed Rate Treasury Notes or FXTNs, Retail Treasury Bonds, Progress Bonds and Small-Denominated Treasury Bonds or SDT Bonds and repurchase agreements involving these instruments. These also include Certificates of Deposits, SEC-registered commercial papers and bonds, Bankers' acceptances, and other allowed fixed-income instruments both Peso and Dollar denominated.

The assets of the Fund shall be structured based on stock market condition, the level of interest rates, market conditions, and liquidity needs of the Fund, where its investments, denominated in Philippine Pesos or foreign currencies, are to be of above-average credit quality and minimal risk, and the average maturity are to take into account any expectation of any changes in interest rates.

Moreover-

1. The maximum investment of the Fund in any single enterprise shall be limited to ten percent (10%) of the Fund's NAV, except for investments in securities of the Philippine Government or its instrumentalities and, in no case, shall the total investment of the Fund exceed 10% of the outstanding securities of any one investee company;
2. Pursuant to the governing rules and regulations of the SEC, the Fund shall not invest in any of the following: margin purchases of securities; commodity futures contracts; precious metals; unlimited liability investments; short-selling of currencies; short-selling of securities; and, other investments as the SEC shall, from time to time, prescribe;
3. The Fund shall not incur any further debt or borrowing, unless at the time it is incurred or immediately thereafter, there is asset

coverage of at least three hundred percent (300%) for all its borrowings. In the event that such asset coverage shall at any time fall below 300%, the Fund shall within three (3) days thereafter, reduce the amount of borrowings to an extent that the asset coverage of such borrowings shall be at least 300%;

4. The Fund shall not participate in an underwriting or selling group in connection with the public distribution of securities, except for its own capital stock;
5. The Fund shall not invest in real estate properties and developments;
6. The Fund shall not invest in any company for the purpose of exercising control or management;
7. The Fund shall not invest in the securities of other investment companies;
8. The Fund shall not purchase from or sell to any of its officers or directors or the officers or directors of its investment adviser/s, manager or distributor/s or firm/s of which any of them are members, any security other than the capital stock of the Fund;
9. The total operational expenses of the Fund shall not exceed ten percent (10%) of its total investment fund or total net worth as shown in the previous year's audited financial statements;
10. The Fund shall focus on industries and enterprises with strong growth potentials or profitable historical financial performance. There may be concentration on certain industries at various points in time, depending on the overall condition of the financial and capital markets;
11. The Fund shall not engage in lending operations without prior approval of the Board of Directors. Such approval shall be limited only to corporations or other entities, public or private, determined to be financially sound by the Board of Directors;
12. The Fund anticipates a gradual turnover in portfolio with the aim of ensuring the preservation of capital and liquidity.

Use of Proceeds

The net proceeds from the sale of the shares of stock of the Fund estimated at P99,806,500.00 will be used in accordance with the policies set forth in the sections headed "Investment Policy" and "Investment Guidelines and Restrictions." The Gross proceeds was estimated at

P100,007,500 (25million subscribed @ P1.00 per share (par value) plus 75 million unissued capital stock @ P1.0001 per share which is the NAVPS as of February 28,2007.) minus expenses estimated at P201,000.00(composed of registration fees, prospectus printing, publication, management fees). The proceeds will be invested in equity and fixed-income securities in accordance with the policies and limitations of this prospectus and other applicable laws.

No material amount of the proceeds is to be used to acquire assets or finance the acquisition of other business. The proceeds will not be used to discharge debt or reimburse any officer, director, employee or shareholder for services rendered, assets previously transferred, money loaned or advanced or otherwise any expenses.

The proceeds derived by the Fund from the sale of its shares including the payments for original subscriptions during incorporation shall be deposited and held by the Fund's Custodian Bank.

Expenses to be deducted from the Gross Proceeds

The expenses that shall be paid out of the gross proceeds are composed of investment management fee, distribution fee and administration fee (1.75%), Stock and Transfer Agency fee (approximately P8,000 per month), Custodianship fee and documentary stamp tax.

Plan of Distribution/Distribution method

The Fund has appointed First Metro Asset Management, Inc. (FAMI) as principal distributor of its shares of stock and will not sell or agree to sell any shares of its capital stock except through FAMI. FAMI will set up a marketing network and accredit sub-dealers or agents to sell the shares. Accredited sub-dealers or agents are directly liable to FAMI.

FAMI is licensed by SEC to act as the Investment Company Adviser/Manager, Administrator and Principal Distributor Its license was issued on September 7, 2005 and was recently renewed on _December 29, 2006.

Competition

The competitive environment for the company's products includes not only the products and services offered by the other Mutual Fund players, but all other investment instruments that the target market has access to. The Philippine mutual fund industry is still a relative young industry compared to those of other countries, however, it is growing at a fast rate.

Currently the big players in this category are Philam and Sunlife. These companies have big sales force and they have life insurance companies as affiliates which they also tap to market their mutual funds. These two companies have big multinational financial institutions as their parent

companies. They have longer track record and experience not only in the mutual fund industry but also in other financial products and services. The top three competitors substantially capture the local industry's market share. In fact, the bond fund of Ayala Fixed-Income fund captures about 40% of the industry.

The Fund will compete with other Balanced Funds which at present are also few. It will target potential clients all over the country with concentration in the major cities. The Fund believes that the competition is in the area of investment performance and client services. It will be competing more in the in terms of investment performance. It will adopt active investment strategies and tactics. It will fully utilize its present network, database, and available technology to its advantage.

The institutional funds of the target market (especially the bigger ones) evidently have access to almost all types of instruments locally available such as common trust funds (now unit investment trusts), pre-need plans, universal life products and other bank products. The retail funds and smaller institutional funds, however, are limited to simple bank products. Appropriately formulated marketing strategies, sales tactics and promotional activities will be employed to present the Fund ultimately close the sale and maintain the account.

Effect of existing governmental regulation

On PAS 39. Mark-to-market method of valuation, assesses both equity and debt instruments based on the current market price of those instruments. Therefore, the interplay of demand and supply of those instruments and other macroeconomic factors, i.e. level of prevailing interest rates, affect their prices. The changes in the prices will be reflected in the valuation of these instruments, hence reflected in the value of the net assets of Fund. The Fund's net asset value per share (NAVPS) is thus affected.

On Labor Concerns. The Registrant has no employees because all aspects of its operations and administration are subcontracted with FAMI, hence it has no risks as far as labor problems are concerned.

Subscription Procedure

Investments in mutual funds are covered by the Anti-Money Laundering Law. An Investment Application Form and signature cards must be submitted together with the appropriate payment. The issuer or its Principal Distributor reserves the right to accept, reject, or reduce the number of shares applied for in any Investment Application at its discretion in such a manner that it may deem appropriate. An Investment Application, once accepted, shall constitute an agreement between the Investor and the Investment Manager and Principal Distributor at the time, in the manner and subject to the conditions set forth in this Prospectus and the Investment Application Form.

Eligible Investors

The shares of the Fund may be purchased and held by any person of legal age or duly organized and existing corporations, partnerships or corporate entities regardless of nationality. The Articles of Incorporation of the Company provides, however, that no transfer of shares of stock of the Company which would reduce the stock ownership or equity interest of Filipino citizens to less than the percentage required by applicable laws or regulations shall be caused or allowed to be recorded in the proper books of the Fund. The Investor shall declare and warrant that there are no legal restrictions prohibiting the purchase of the shares applied for and that the Investor is otherwise eligible throughout the duration of the period that the Investor remains a stockholder of the Company.

Purchase of the shares of the Fund may be restricted by law in certain jurisdictions. Foreign investors interested in subscribing to the shares should get information on the applicable legal requirements under the laws and regulations of the countries of their nationality, residence or domicile and as to any relevant tax or foreign exchange control laws and regulations affecting them personally.

Requirements for Corporate Applicants

For Investors other than individuals, the following documents, in addition to the Investment Application Form and the signature cards, must be accomplished and shall be considered integral parts thereof: copy of the Investor's SEC Certificate of Registration, Articles of Incorporation and By-Laws; notarized corporate secretary's certificate setting forth the resolutions of the Investor's Board of Directors or equivalent body: authorizing the purchase of the shares of the Fund; designating the signatories for the purpose; and, certifying the percentage of capital stock held by non-Filipinos.

Minimum Investment

The minimum initial investment is FIVE THOUSAND PESOS (Php5,000.00) and subsequent investments shall be for a minimum of ONE THOUSAND PESOS (Php1,000.00).

Offering Price

The net asset value computation shall be made in accordance with the valuation method indicated in the prospectus and shall be applied consistently. Any change in the NAVPS computation or valuation method shall be subject to approval by the Commission. Investment companies shall compute and post their NAVPS on a daily basis and shall publish such daily prices in newspapers of general circulation in the Philippines and shall post them daily in a conspicuous place at the principal office of the investment company as well as all its branches or correspondent offices which are designated redemption centers.

The daily cut-off time for the reckoning of the date of submission of the subscription application shall be 12:00 noon. If the application is received on or before the said cut-off time, the shares shall be valued based on the net asset value (NAV) per share for the same banking day. For applications received after the cut-off time, it shall be deemed to have been received the following banking day. In both instances, a sales load fee shall be charged based on the total price of the application. The NAV per share shall be the computed difference between total assets of the Fund and its total liabilities divided by the number of shares outstanding.

The sale load fees applicable for the various levels of investments are as follows:

Investment Amount	Sales Load
P5,000 to P100,000	2.0%
P100,000 to P500,000	1.5%
P500,000 to P2,000,000	1.0%
P2,000,000 and above	0.5%

Subscriptions must be paid in full upon submission of the application for subscription.

Acceptance of Investment Applications

Applications for the number of shares and the applicable NAV are subject to acceptance and approval by the Principal Distributor. The Principal Distributor reserves the right to reject, scale-down and re-allocate any application for the shares for whatever reason. Applications for which check payments are dishonored upon first presentment, as well as those which do not comply with the requirements set in this Prospectus and Investment Application Form, shall be rejected.

The Principal Distributor shall inform the Investor of such reduction or rejection within three (3) days after submission of the Investment Application.

Payment Terms

Subscriptions shall be paid in full upon submission of a duly accomplished and executed Investment Application Form. Payments must be made in the form of personal or corporate check or cashier's or manager's check, drawn against a bank account with a BSP authorized agent bank located in Metro Manila. All such checks must be made payable to "First Metro Save and Learn Balanced Fund, Inc.," dated as of the date of the Investment Application, and remitted directly to the Principal Distributor at its principal office. A provisional receipt will be issued initially to the Investor. Upon acceptance of the Investment Application by the Principal Distributor, a Confirmation Receipt will be issued to confirm the purchase of the shares of the Fund and to likewise serve as the Investor's Official Receipt.

Refunds

Refunds of payments for any rejected or scaled-down applications shall be made without interest by the Principal Distributor not later than five (5) days after submission. The respective Investor shall receive a check, crossed "Payee's Account Only," mailed and delivered at the Investor's risk to the address specified in the Investment Application Form or to the corresponding distributor or any authorized investment salesmen of the Investor.

Delivery of Stock Certificates

Each stockholder of the Fund is entitled to receive a stock certificate representing ownership of the shares of the Fund. However, an Investor has an option not to request for stock certificates because the legal requirements for replacing lost certificates entail costly and lengthy procedures. Nevertheless, if an Investor still wants to receive a stock certificate, he must indicate so in the Investment Application Form. Stock certificates shall be made available to the Investor as soon as practicable at the office of the Transfer Agent. Any certificate that remains unclaimed for a period of thirty (30) days shall be mailed to the address specified in the Investment Application Form at the risk of the Investor.

Redemption of Shares

Investors in redeemable securities issued by an open-end investment company shall have the right to have their securities redeemed in accordance with the terms of the issue thereof and the procedures indicated in this prospectus. Payments for securities redeemed shall be effected within seven (7) banking days from receipt of the request for redemption, in accordance also to Sec 22(b) of the Investment Company Act. The Commission may, whenever necessary or appropriate in the public interest or for the protection of investors, suspend the redemption of securities of open-end companies. The investment company may establish a network of redemption centers acceptable to the Commission.

The holder of any shares of stock of the Fund, upon its presentation to the Fund in its principal office or to any of its duly authorized representatives of the confirmation receipt or stock certificate, and upon filing of the redemption request form, is entitled to receive by way of redemption approximately his proportionate share of the Company's current net assets or the cash equivalent thereof, i.e. the current NAV per share, subject to the existing laws and By-laws of the Company.

For NAV is then divided by the number of shares outstanding to arrive at the NAV per share.

For securities surrendered for redemption before the daily cut-off time of 12:00 noon, the price at which the Company's securities may be redeemed shall be computed based on the NAV per share on the banking day following the day when such request for redemption is received. Should

the request for redemption be received after the said daily cut-off time, it shall be deemed to have been received on the following banking day, and the applicable NAV per share to be used as basis for redemption shall be that which shall be computed for the following banking day when such request for redemption is deemed to have been received.

There shall be no minimum holding period, however, redemption fees shall be deducted out of the redemption proceeds depending on the retention period of the investor as follows:

<u>Retention Period</u>	<u>Fee</u>
Less than 6 months	1.0%
6 months and beyond	nil

Payments for redeemed shares shall be effected within seven (7) banking days from receipt of the request for redemption.

The Fund shall not suspend the right of redemption or postpone the date of payment or satisfaction upon redemption of any redeemable security in accordance with the terms appearing in this Prospectus, for more than seven (7) banking days after the tender of such security to the Corporation, except on the instances prescribed by applicable Philippine laws or regulations.

Benefits to the Investor

Mutual funds make saving and investing simple, accessible, and affordable. They offer professional management, diversification, liquidity, affordability, convenience, and ease of recordkeeping, as well as strict government regulation and full disclosure.

Professional Management

Even under the best of market conditions, it takes an experienced investor to invest prudently, and a further commitment of time to monitor those investments. With mutual funds, experienced professionals manage a portfolio full-time, and decide where to invest based on extensive research.

Diversification at Low Cost

Successful investors know that diversification will reduce the adverse impact of a single investment. Mutual funds provide diversification to your investment portfolio automatically by holding a wide variety of securities at a fraction of the cost of making such investments independently.

Liquidity

Liquidity is the ability to readily access your investment. Mutual fund shares are liquid investments that can be sold on any business day. Mutual funds are required by law to buy, or redeem, shares each business day.

Convenience

You can purchase or sell fund shares directly through a broker, bank or insurance agent, by mail, over the telephone, and increasingly by personal computer. You can also arrange for automatic reinvestment or periodic distribution of the dividends and capital gains paid by the fund. A wide variety of other services can be provided, including monthly or quarterly account statements, tax information, and easy access to fund and account information.

Protecting Investors

Not only are mutual funds subject to exacting internal standards, they are also highly-regulated by the Securities and Exchange Commission which has a direct and indirect impact on the environment where mutual funds operate.

Parties Involved in the Fund**Investment Manager, Fund Administrator, and Principal Distributor**

First Metro Asset Management Inc., ("FAMI"), the Investment Manager, Fund Administrator and Principal Distributor of the shares of the Company, was incorporated on April 21, 2005 with an authorized capital stock of Forty Million Pesos (Php40,000,000.00) divided into Four hundred Thousand shares at par value of One Hundred Peso (Php100.00) per share. It has a subscribed capital of Eleven Million Seven Hundred Sixty Five Pesos (Php11,765,000.00) of which Ten Million Pesos (Php10,000,000.00) are paid up.

The guidelines for the investment management, fund administration and shares distribution of the Company are set in the Management and Distribution Agreement between the parties.

FAMI is a corporation organized by a group of individuals with a solid track record in management. The following are the members of the Board of Directors and officers of FAMI:

Mr. Francisco C. Sebastian - 52 years old, Filipino, Chairman of the Board. Mr. Sebastian has over two decades of experience in investment banking and corporate finance. He is director and President/CEO of First Metro Investment Corporation since October 1, 1997. Prior to this, he was Managing Director of Integrated Financial Services Limited, Deputy General Manager of Filinvest Finance (HK) Limited, and Assistant Director of Ayala Finance (HK) Limited. He also sits as Vice-Chairman of Metropolitan Bank and Trust Company (Metrobank) and President of

Global Business Holdings, Inc. and Global Business Power Corporation, formerly Mirant Global Corporation. Mr. Sebastian graduated Magna cum Laude from the Ateneo de Manila University with a Degree in Economics.

Mr. Roberto Juanchito T. Dispo - 42 years old, Filipino, Vice Chairman. He is the Executive Vice President, Treasurer, and Director of First Metro Investment Corporation. He is currently Chairman of the Board of First Metro Securities Brokerage Corporation and Vice Chairman of PBC Capital Investment Corporation. He is also a Director First Metro Insurance Brokerage Corporation, Saleage Insurance Agency, Inc., and FMIC Equities, Inc. He is also the Treasurer of ORIX-METRO Leasing, the Executive Vice President of Prima Ventures Corporation, and the Vice President of Gainsworth Insurance Brokerage Corporation. Mr. Dispo is also the Director of Money Market Association of the Philippines. He was Deputy Treasurer of the Philippines, Director of Public Debt Management Service of the Bureau of Treasury as well as the Director of Policy and Planning Services of the Bureau of Treasury. He was also the Executive Director of the Board of Liquidators of Central Bank of the Philippines. He received his Master's degree in Business Administration from the Pamantasan ng Lungsod ng Maynila (with Distinction). He undertook Diploma Courses in International Banking and Finance from the Economic Institute of the University of Colorado and Management Development Program from Asian Institute of Management.

Mr. Eduardo A. Mendoza - 55 years old, Filipino, Director, President. He is the President of Lumens Solutions, Inc., a Board member of PHINMA Property Holdings Corp. and Bacnotan Industrial Park Corp, and a consultant of First Metro Investment Corporation. He was Senior Vice President of PHINMA, Inc. and Vice President for Marketing of United Pulp & Paper Corp. Mr. Mendoza finished BS Management Engineering from Ateneo de Manila University and Master of Business Administration from Stanford University, USA.

Fr. Roderick C. Salazar, Jr., SVD- 59 years old, Filipino, Director. He is concurrent President of Catholic Educational Association of the Philippines (CEAP) and University of San Carlos in Cebu City. Fr. Salazar is the Chairman of the Board of Trustees of Holy Name University, St. Jude Catholic School, St. Scholastica's Academy, Divine Word University of Tacloban, and chairman of Cebu Archdiocesan Commission on Education. He is a Trustee of St. Paul University, St. Theresa's College, Center for Educational Measurement, and Daughters of Charity Schools Visayas Cluster. He is also a member of Private Education Advisory Council, Bishop-Businessmen's Conference, Cebu Archdiocesan Presbyteral Council, SVD Southern Province Provincial Council, Search Committee for the Konrad Ademaer Medal of Excellence given to the best managed local government in the Philippines (2003). He is also a Director of People's Television Network (PTV 4). Among other past responsibilities, he was President of PAASCU Research Foundation, Inc.,

Chairman of FILIPINO, Inc., Chairman of Divine Word Educational Association. He has a Bachelor and Master of Arts degrees in Philosophy at Divine Word Seminary, Master and Doctor of Arts degrees in Mass Communication from University of Leicester (England). He also finished courses on Financial Management and Corporate Management in Education from University of Leeds (England).

Francisco G. Co -68 years old, Filipino, Director. He is one of the pioneer employees of Metrobank and has served the Metrobank Group for over four decades. He holds the following positions in concurrent capacities: Consultant of First Metro Investment Corporation; Chairman/Director of PBC Capital Investment Corporation and of Prima Ventures Development Corporation; Chairman/President/Director of SBC Properties, Inc. and of FMIC Equities, Inc; Director/Vice Chairman of First Metro Travelex, Inc.; Director/President of Saleage Insurance Agency, Inc. of First Metro Insurance Agency, Inc., of First Metro Insurance Brokerage, Inc., and of First Metro Securities Brokerage Corporation; Director of Mirant Generation Cebu Limited Duration Company; Director/Vice President of Aurora Tower, Inc.; and President/Director of Panay Power Corporation, of Toledo Power Company, of Toledo Holdings Corporation, of Avon River Power Holdings Corporation, of GBH Power Resources, Inc., of Claredon Tower Holdings, Inc., of Masinloc Global Holdings Corporation, and of ARB Power Ventures, Inc. He has a Bachelor's degree in Accounting from the University of the East.

Mr. Jose Pacifico E. Marcelo - 47 years old, Filipino, Director. Mr. Marcelo has over twenty-one years experience in investment banking/corporate finance and five years in the government service in the areas of livelihood management and microfinance. As Executive Vice President, he heads the Investment Banking Group of First Metro Investment Corporation, a position he has held since August 2, 1999. He concurrently serves as Director of PBC Capital Corporation and Director of FMIC Equities Corporation. He earned his Bachelor's degree in Business Economics from the University of the Philippines and his Master's degree in Business Management from the Asian Institute of Management.

Mr. Danilo G. Olondriz - 52 years old, Filipino, Chief Financial Officer. He is Senior Vice President/Controller of First Metro Investment Corp. (FMIC). He is the Controller of First Metro Insurance Agency, Inc., and Manila Medical Services, Inc. He was the Treasurer/Director of PriceSmart, Philippines, Inc. Prior to his stint with FMIC, he was a Bank Examiner at the Bangko Sentral ng Pilipinas for almost a decade. He is a product of the Ateneo Graduate School of Business and Philippine School of Business Administration where he completed the academic requirements leading to a Masteral and

Bachelor's degree in Business Administration, respectively. He is a Certified Public Accountant.

Bro. Manuel V. de Leon, FMS - 49 years old, Filipino, Director. He is the Provincial Superior of Marist Brothers of Schools (Philippines) and a member of Marist Int'l. Commission for Education (Italy). He is the Founding President of SAGIP KA 2000 Foundation, Inc. He is a member of the Board of Notre Dame of Dadiangas College, Notre Dame of Kidapawan College, Notre Dame of Cotabato, Marist Asia Pacific, Marist School, Assumption Antipolo, and Assumption College. He was a Director of Catholic Educational Association of the Philippines (CEAP-NCR), Treasurer of CEAP, Board Member of COCOPEA and accreditor of PAASCU, and President of Marist School- Marikina. He was awarded one of the Ten Outstanding Young Men (TOYM) in 1992. He has a master's and doctorate degrees in Education from University of the Philippines.

Mr. Jose M. Santos - 65 years old, Filipino, Director. Mr. Santos is currently the Vice-President for Finance and Treasurer of Ateneo de Manila University. He is the Director/Treasurer of Manila Observatory, Ateneo Scholarship Foundation, Inc. and Philippine Institute of Pure and Applied Chemistry. He is also the Director of the Catholic Educational Association of the Philippines Retirement Board. He was involved in Sylvia Santos, Inc. a manufacturer of leather goods and garments for marketing in both domestic and export markets. He was President & CEO of Philippine Pacific Capital Corporation and Head of the Trust and Investments Division of RCBC. He was also the head of the Branch Banking Group of Philippine Commercial and Industrial Bank, and Head of the Investment Management Group of First National City Bank. Mr. Santos is a graduate of Ateneo de Manila University with a Bachelor of Arts degree in Economics and a product of the Graduate School of Wharton School, University of Pennsylvania.

Bro. John Y. Tan, FMS - 49 years old, Filipino, Director. He is a member of the Board of Trustees of Notre Dame of Dadiangas College, Notre Dame of Kidapawan College, Notre Dame of Marbel University, Marist Development Foundation, Inc., Marist School Marikina City, Marian Hills Memorial Park, Inc., ND Business Resource Center Foundation, Inc., First Metro Investment Corporation, and SAGIP KA 2000 Foundation, Inc. He is the Chairman of the Board of Trustees of Notre Dame of Cotabato, Inc. He is also the treasurer of Notre Dame Educational Association and a member of the International Preparatory Commission on Mission, Marist Brothers Generalate, Rome, Italy. He is a member of the Provincial Council and Provincial Econome of Marist Brothers of the Philippines, Inc. He was a Mindanao Cluster Team Member of FORD Foundation IP Regional Screening Committee, President of Samahan ng mga Pari at Relihiyoso ng Kidapawan (SPARK), Chairman of Cotabato Province CHED Sports Council, and Board of Trustees Member of Cotabato Private Schools Association, Inc. He has a bachelor's degree in Education

(English/Science) and a master's degree in Education (Educational Administration) from Notre Dame University.

Mr. Edwin B. Valeroso - 43 years old, Filipino, Director. He is the President of Save and Learn Fixed Income Fund and Save and Learn Equity Fund, Chairman of MJR Bros Insurance Associates and Associate Professional Lecturer at De LaSalle University-Graduate School of Business. He was President of Emergent Fund, Inc. (formerly Abacus Growth Fund, Inc.), and Emergent Asset Management, Inc.; he was a Mutual Fund Strategist/Consultant at First Metro Investment Corp.; Vice President & General Manager of ECC Asset Management, Inc.; Director of Investment Company Association of the Philippines (ICAP); and President of Amacon Financial Management Corp. Mr. Valeroso finished the requirements for the degree Doctor of Business Administration at De LaSalle University-Manila. He has a Master of Science degree in Applied Mathematics from University of the Philippines and a BS Actuarial Mathematics from the University of Santo Tomas. He is also an alumnus of the Trust Institute Foundation of the Philippines.

Custodian Bank

The Custodian Bank of the Company is The Hongkong and Shanghai Banking Corporation Ltd (HSBC). The Custodian Bank Agreement covers the custodian bank's duties on receipt of investments, redemption procedures to be used, reports and records to be accomplished by the custodian bank, procedures governing the transfer of the Company's shares and accounts of investors, custody of certificates representing investments made by the fund manager for the Fund and fees of the Custodian bank.

Transfer Agent

Metrobank-Trust Banking Group is the designated Stock and Transfer Agent of the Fund.

External Auditors

SGV & Co. has been appointed as the external auditor of the Company.

Material Contracts and Agreements

The following is a summary of the material contracts and agreements relating to the Fund:

Management and Distribution Agreement

Under this agreement, First Metro Asset Management, Inc., was appointed as the Investment Manager, Principal Distributor, and Fund Administrator of the Fund. Under the Agreement, the services of FAMI shall include the following:

1. Coordination of the activities of, and extension of all necessary cooperation or assistance to the Fund's Custodian Bank, the

-
- Transfer Agent, the auditors, and the legal counsel without prejudice to the direct responsibility of such firms to the Fund;
2. Preparation of such reports, circulars, notices and other information on internal corporate affairs that may be required, from time to time, by the Fund, its stockholders, board of directors, and/or officers, which shall include a monthly report on: a.) Revenues and disbursements broken-down as to investments and expenses; b.) Sales and redemptions; and c.) Performance, change or status of the Fund's assets;
 3. Representation with Government offices, instrumentalities and agencies, including all work required in registering the Fund's securities, obtaining proper licenses and permits, complying with other legal requirements including those requirements relevant to FAMI's own operations, and submitting regular reports to various government agencies;
 4. Accounting, bookkeeping, clerical and other administrative services in the ordinary conduct of the Fund's activities, other than those services provided by the Custodian Bank, the auditors, and the legal counsel;
 5. Provide office space and other administrative facilities;
 6. Distribution of the shares of the Fund
 7. Investment and reinvestment of the resources of the Fund in accordance with the investment policies and guidelines set by the Fund's board of directors in conformity with the Fund's Prospectus, the Investment Company Act and other applicable laws and regulations;
 8. Preparation and submission of such information and data relating to economic conditions, industries, business, corporations, or securities as may be reasonably required by the Fund's Board of Directors or as FAMI may deem to be helpful in formulating and evaluating its investment policies or guidelines;
 9. Transactions with stockbrokers for the account of the Fund in connection with the investment and reinvestment of the Fund's assets;

The fees payable to FAMI, is a monthly fee equivalent to one and three-fourths percent (1.75%) per annum of the average net asset value of the Fund's assets, computed on a daily basis. The "net asset value" shall be determined by computing the total value of the Fund's assets less its liabilities divided by the number of shares outstanding in accordance with the

procedure used in computing the net asset value of the Fund. In addition, as Investment Manager, FAMI shall be paid an incentive fee equivalent to 10% of the realized appreciation in the value of the fund's net assets in excess of the benchmark, earlier defined in this prospectus.

Custodian Bank Agreement

Under the agreement, the Custodian Bank shall receive, safe-keep, record, and account for the proceeds of the sale of the shares of stock of the Fund. The Custodian Bank shall, likewise, hold all the certificates representing the investments made by the Investment Manager in behalf of the Fund in accordance with the regulations of the SEC.

Stock and Transfer Agency Agreement

Under the agreement, the Stock and Transfer Agent shall render the following services:

1. File the reports pertaining to the Fund as may be required by the SEC and other governmental entities;
2. Prepare the list of stockholders for all regular or special meetings of the Fund's stockholders;
3. Prepare and mail out all notices, reports, and circulars to all stockholders upon prior request of the Fund, Investment Manager or Administrator;
4. Prepare and mail dividend checks;
5. Prepare and issue stock certificates; and,
6. Register all liens constituted on the shares of stock of the Fund.

Expenses Chargeable to the Fund and the Fund Management Company

The expenses chargeable to the Fund are:

1. Compensations of the officers and directors of the Fund;
2. Audit and legal fees of the Fund;
3. Brokerage charges and other customary fees in connection with the acquisition, appraisal and disposition of the Fund's assets;
4. Fees of the Custodian Bank to the extent not absorbed by buyers of the Fund's securities;
5. Cost of printing and mailing notices, reports, proxies and other communication material to the Fund's stockholders;
6. Fees of Transfer Agent for the securities to the extent not absorbed by the buyers of the Fund's securities;
7. Taxes, including income taxes, documentary stamp taxes, and license fees, to the extent not absorbed by the buyers of the Fund's securities and as may be required by law or by the rules and regulations of the SEC; and,

-
8. Investment Management fee, Distribution Fee and Fund Administration fee which are computed in accordance with the Management and Distribution Agreement.

The expenses chargeable to FAMI are:

1. Salaries, bonuses, allowances, and other compensation of the personnel hired by the company to perform the administrative and distribution functions and other services as may be required by law or by the rules and regulations of the SEC;
2. Expenses incurred for the office space and other administrative facilities;
3. Commission fees and other compensation due to agents and dealers in connection with the distribution of the shares of the Fund;
4. Transportation and communication charges in relation to the distribution of the shares;
5. Cost of selling materials such as brochures, sales kits, and cost of printing and distributing the Prospectus; and,
6. Advertising and promotional expenses incurred in connection with the selling of the Fund's shares, including the daily publication of NAV quotations.

Applicable Philippine Laws

Investment Company Act of 1960

The business of investment companies is primarily regulated by the Investment Company Act of 1960 and the SEC rules and regulations governing investment companies. Subject to the exceptions under the law, an investment company is any issuer which is or holds itself out as being engaged primarily, or proposes to engage primarily in the business of investing, reinvesting, or trading in securities. An investment company is either, an open-end company or a closed-end company.

On one hand, an open-end company is an investment company that offers for sale or has outstanding redeemable security, of which it is the issuer. On the other hand, a closed-end company is any investment company other than an open-end company.

To be incorporated as an investment company, the following requirements should be complied with:

1. Minimum subscribed and paid-in capital of Php50,000,000.00;
2. All shares of stock should be common and voting shares. In the case of open-end companies, the articles of incorporation thereof should expressly deny the pre-emptive rights of stockholders;
3. All the members of the board directors must be Filipino citizens.

The Investment Company Act, likewise, requires the registration of the investment company and of the shares of the investment company itself. Likewise, the Investment Company Act requires an investment company to place and maintain its securities and similar investments in the custody of: a duly organized local commercial bank of good repute; or a company that is a member of a securities exchange as defined in the Securities Regulation Code subject to such rules and regulations of the Securities and Exchange Commission; or such registered company, but only in accordance with such rules and regulations or order as the Commission may from time to time prescribe for the protection of investors.

Dividends

The corporation may pay dividends only out of its unrestricted retained earnings, the unrestricted retained earnings of the corporation that have not been allocated for any managerial, contractual, or legal purposes and that are free for distribution to shareholders. The corporation may satisfy dividends in cash, by the distribution of property, or by the issuance of shares of stock. Dividends satisfied by the issuance of shares may only be paid with the approval of shareholders representing at least two-thirds (2/3) of the outstanding capital stock at a shareholders' meeting specially called for that purpose.

Declaration of dividends is generally discretionary with the board of directors. However, corporations with surplus profits in excess of 100% of their paid-in capital are required to declare and distribute the amount of such excess profits as dividends, except when the retention is justified by: Definite corporate expansion projects, programs approved by the board of directors, or when consent of creditors is required under any loan agreement, or when it can be clearly shown that such retention is necessary under special circumstances.

Rights of Minority Shareholders

The right of a shareholder to institute proceedings on behalf of the corporation in a derivative suit is recognized by Philippine law. Derivative suits may be filed where the corporation itself is unable or unwilling to institute the necessary proceedings to redress wrong committed against the corporation or to vindicate corporate rights. Derivative suits involving intra-corporate disputes are filed before the Courts of general jurisdiction of the appropriate Regional Trial Court per Sec 5.2 of the Securities Regulation Code.

Shareholders have the right to inspect the records of the corporation at reasonable hours on business days. These records include minutes of all meetings of the board of directors and of the shareholders, and records of all business transactions of the corporation. However, the right of inspection may be denied if the shareholder seeking to examine the corporate records has improperly used any information secured through

any prior examination of corporate records, or was not acting in good faith or with a legitimate purpose in making his demand for inspection.

Management

Corporate powers are exercised, all business conducted, and all properties of a corporation are controlled and held by the board of directors. However, a corporation may enter into a management contract with another corporation, for a period not exceeding five (5) years for any one term, subject to the approval of the board of directors and stockholders owning at least a majority (or in certain instances, two-thirds) of the outstanding capital stock of both the managing and managed corporations. The nature of an investment company's business, however, makes it imperative for the corporation to enter into a management contract with an investment manager/adviser. The Investment Company Act lays down the requirements for such kind of contracts as follows:

1. The contract has been approved by the vote of a majority of the outstanding voting securities of the investment company;
2. The contract precisely described all compensation to be paid thereunder;
3. The contract shall continue in effect for a period of more than two years from the date of its execution, provided that such continuance is specifically approved at least annually by the board of directors or by vote of a majority of the outstanding voting securities of such company;
4. The contract provides in substance that it may be terminated at any time without the payment of any penalty by the board of directors of the company or by vote of two-thirds of the outstanding voting securities of such company or not more than sixty days written notice to the investment adviser; and,
5. The contract provides in substance for the automatic termination in the event of assignment thereof by the investment adviser/manager.

Unless otherwise provided by the Corporation Code, the articles of incorporation or By-laws of the corporation, an act of the majority of the directors present in a meeting with a quorum shall be valid as a corporate act. Certain corporate acts, however, may only be effected with the approval of shareholders representing at least two-thirds (2/3) of the outstanding capital stock at a shareholders' meeting convened for the purpose. Matters requiring such shareholders' approval include, but are not limited to: the amendment of the articles of incorporation; the removal of directors; the sale, lease, exchange, mortgage, pledge, or other disposition of all or a substantial part of the assets of the corporation; and investment of corporate funds in any other corporation, or business, or for any purpose other than primary purpose for which the corporation was organized.

Each member of the board of directors, who must hold at least one (1) share of the corporation, is elected for a one (1) year term during the annual meeting of stockholders of the corporation.

Each share of stock is entitled to one vote during shareholders' meeting. However, in the election of directors, each shareholder is entitled to such number of votes as is equal to the product of the number of shares owned by him and the number of directors to be elected. The shareholder may cumulate his votes in favor of one candidate or distribute these votes in such proportion and amount between or among as many of the candidates as he may think fit. The election of directors may only be held at a meeting convened for that purpose at which shareholders representing a majority of outstanding capital stock are present in person or by proxy. However, any vacancy in the board, other than by removal or expiration of term, may be filled by the majority of the remaining directors if still constituting a quorum.

Accounting and Auditing

Corporations are required to file copies of their annual financial statements with the SEC. Shareholders are entitled to request copies of the most recent financial statements of the corporation which shall include a balance sheet as of the end of the last tax year and profit and loss statement approved at least annually by the board of directors or by vote of a majority of the outstanding voting securities of such company for that year. The board of directors is required to present to shareholders at every annual meeting a financial report of the operations of the corporation for the preceding year. This report is required to include audited financial statements.

Taxation

1. Corporate income tax on taxable income derived from all sources within and without the Philippines is 35% effective January 2006;
2. Final withholding tax of 20% on gross interest from Philippine currency bank deposits and yield from deposit substitutes, trust funds and similar arrangements;
3. Final withholding tax on sale of shares listed and traded through the Exchange of 1/2 of 1% of gross selling price;
4. Tax on net capital gain of sale of shares not traded through the Exchange: not over 100,000.00 - 5% and amount in excess of 100,000.00 - 10%;
5. Documentary stamps tax at the rate of P1.00 per P200.00 (or fractional part thereof) of par value on original issuance of shares by the Fund.

Shareholder

1. Tax on dividends received from the Fund by: domestic corporations and resident foreign corporation: None; individual citizen and individual resident alien: 10%
2. Documentary stamps tax of P0.75 per P200.00 (or fractional part thereof) of par value on subsequent sale or transfer of shares by the Shareholder.
3. Tax on gains realized by the investor upon redemption of shares in a mutual fund company: None.
4. Tax on net capital gain of sale of shares not traded through the Exchange: Not over 100,000.00: 5%; and amount in excess of 100,000.00: 10%.
5. Tax on dividends received from domestic corporations: None.
6. Documentary stamps tax at the rate of P1.00 per P200.00 (or fractional part thereof) of par value on original issuance of shares by the Fund.