13 April 2015

Ms. Janet A. Encarnacion
Head, Disclosure Department
Philippine Stock Exchange
3rd floor, PSE Plaza
Ayala Triangle Plaza
Ayala Ave., Makati City

Dear ***Ms. Encarnacion:***

We are herewith submitting our SEC Form 17-A Annual Report in accordance with the Securities Regulations Code and the Revised Disclosure Rule.

Thank you and warm regards.

Very truly yours,

Socorro Ermac-Cabreros.

Atty. Socorro Ermac Cabreros
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A, AS AMENDED

ANNUAL REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SECTION 141 OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the period ended: 31 December 2014

2. SEC identification number: A200207283

3. BIR Tax Identification No. 006-036-274

4. Exact name of issuer as specified in its charter **P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.**

5. Province, country or other jurisdiction of incorporation or organization Davao City, Philippines.

6. Industry Classification Code: (SEC Use Only)

7. Address of issuer's principal office: Stella Hizon Reyes Road, Bo. Pampanga, Lanang, Davao City
   Postal Code: 8000

8. Issuer's telephone number, including area code: (082) 233-0168

9. Former name, former address and former fiscal year, if changed since last report: Not Applicable

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

Title of each class	Number of Shares Outstanding
COMMON	1,428,777,232
PREFERRED	10,000,000

Amount of Debt Outstanding as of December 31, 2014: Php **17,949,934,696**

11. Are any or all of the securities listed on the Stock Exchange? Yes [✓] No [ ]

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

12. Check whether the issuer has:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports): Yes [✓] No [ ]

(b) has been subject to such filing requirements for the past ninety (90) days: Yes [✓] No [ ]

DOCUMENTS INCORPORATED BY REFERENCE

The Consolidated Financial Statements as of and for the year ended December 31, 2014 and 2013 (incorporated as reference for Item _ and ___ of SEC Form 17-A)

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PART I – BUSINESS AND GENERAL INFORMATION

1. Business Description

P-H-O-E-N-I-X Petroleum Philippines, Inc. (the Parent Company) was incorporated in the Philippines on May 8, 2002 and is 41% owned by P-H-O-E-N-I-X Petroleum Holdings, Inc. (PPHI), a company organized in the Philippines.

The Parent Company's shares of stock are listed with the Philippine Stock Exchange (PSE). The Parent Company is presently engaged in trading of petroleum products on wholesale and retail basis and operating of gas stations, oil depots, storage facilities and allied services. The registered office of the Parent Company, which is also its principal place of business, is located at Stella Hizon Reyes Road, Barrio Pampanga, Davao City.

PPHI was incorporated in the Philippines on May 31, 2006. PPHI's primary purpose is to provide management, investment and technical advice for commercial, industrial, manufacturing and other kinds of enterprises. PPHI's registered office is located at Stella Hizon Reyes Road, Barrio Pampanga, Davao City.

The ultimate parent is Udenna Corporation, which is primarily organized to purchase, acquire, take over and manage all or any part of the rights, assets, business and property; undertake and assume the liabilities of any person, firm, association, partnership, syndicate of corporation; and to engage in the distribution, selling, importation, installation of pollution control devices, units and services, and all other pollution control related products and emission test servicing. The ultimate parent company's registered office is located at Stella Hizon Reyes Road, Barrio Pampanga, Davao City.

The Parent Company has a total of 418 operating retail service stations, comprising of 141 service stations in Luzon, 56 in the Visayas and 221 in Mindanao and a total of 61 service stations under construction as of December 31, 2014.

1.1 Subsidiaries, Associate and their Operations

The Parent Company holds ownership interests in the following entities as of December 31 (the Parent Company and the subsidiaries are collectively referred to as "the Group"):

	2014	2013
P-F-L Petroleum Management, Inc. (PPMI)	**100%**	100%
P-H-O-E-N-I-X Global Mercantile, Inc. (PGMI)	**100%**	100%
Phoenix Petroterminals & Industrial Park Corp. (PPIPC)	**100%**	100%
Subic Petroleum Trading and Transport Phils., Inc. (SPTT)	**100%**	100%

Chelsea Shipping Corp. (CSC)	**100%**	100%
Bunkers Manila, Inc. (BMI)*	**100%**	100%
Michael, Inc. (MI)*	**100%**	100%
PNX – Chelsea Shipping Corp. (PNX – Chelsea)*	**100%**	100%
Chelsea Ship Management Marine Services Corp. (CSMMSC)*	**100%**	100%
Fortis Tugs Corp. (FTC)*	**100%**	100%
Norse/Phil Marine Services Corp. (NPMSC)**	**45%**	45%

* *Wholly-owned subsidiaries of CSC*
***Associate of CSC*

All the subsidiaries were organized and incorporated in the Philippines.

PPMI is primarily engaged in organizing, managing, administering, running and supervising the operations and marketing of various kinds of services-oriented companies such as petroleum service stations. PPMI was registered with the Securities and Exchange Commission (SEC) on January 31, 2007.

PGMI was registered with the SEC on July 31, 2006 to engage in the manufacture, production and creation of all kinds of motor, and all other transportation lubricants, fluids and additives of all kinds and other petroleum products purposely for motor vehicles and other transportation. PGMI has temporarily ceased its operation since 2008.

PPIPC is engaged in real estate development. PPIPC was registered with the SEC on
March 7, 1996. PPIPC is also registered with the Housing and Land Use Regulatory Board (HLURB) under Executive Order No. 648 and was granted to sell parcels of land on the Group's project, the Phoenix Petroleum Industrial Park (the Park).

SPTT was registered with the SEC on February 20, 2007 and is engaged in buying and selling, supply and distribution, importation and exportation, storage and delivery of all types of petroleum for industrial, marine, aviation and automotive use. It does not carry any inventory at any given time.

CSC was incorporated in the Philippines on July 17, 2006 and started commercial operations on January 1, 2007 and is engaged in maritime trade through conveying, carrying, loading, transporting, discharging and storing of petroleum products, goods and merchandise of every kind, over waterways in the Philippines.

BMI was registered with the SEC on March 7, 2000 to serve the growing demand of marine fuel (bunker) of foreign vessels calling on the ports of the Philippines. Aside from international bunkering, BMI also ventures into hauling of marine fuel and petroleum products for major oil companies.

MI, which was registered with the SEC on December 26, 1957 and whose corporate life was approved to be extended for another 50 years by the SEC on May 6, 2008, is engaged in the business of acquiring and operating floating equipment for charter or hire and for the conveyance and carriage of goods, wares, and merchandise of every description in the Philippines coastwise traffic without any fixed schedule. MI is also engaged in the trading of fuel oil.

PNX – Chelsea was incorporated on February 2, 2011 and is engaged in the ownership and operation of vessels for domestic trade for the purpose of conveyance or carriage of petroleum products, goods, wares and merchandise of every kind and description.

CSMMSC was incorporated on March 30, 2012 to carry on the business of ship management and to act as agent, broker, ship chandler or representative of foreign/domestic shipping corporations and individuals for the purpose of managing, operating, supervising, administering and developing the operation of vessels.

FTC was incorporated on April 8, 2013 and started commercial operations on
November 8, 2013. It is engaged in the towage and salvage of marine vessels and other crafts including their cargoes upon seas, lakes, rivers, canals, bays, harbours, and other waterways between the various ports of the Philippines, and to acquire by purchase, charter, lease or modes recognized by law of obtaining title to or use of such equipment and properties, real or personal, which may be necessary to achieve such purpose.

NPMSC was incorporated on January 30, 2013 to engage in the business of providing technical ship services and to act as agent, broker, ship handler or representative of foreign/domestic shipping corporations and individuals for the purpose of operating, supervising, administering and developing the operation of vessels belonging to or which are or may be leased or operated by said shipping corporations and individuals, and to equip any and all kinds of ships, barges and vessels of every class and description owned by any shipping corporation. NPMSC started commercial operations on June 10, 2013.

PPMI's registered office is located at Penthouse, Valero Tower, 122 Valero Street, Salcedo Village, Makati City and its principal place of business is located at Stella Hizon Reyes Road, Barrio Pampanga, Davao City.

The registered office of PGMI, CSC, BMI, MI and PNX – Chelsea, which is also their principal place of business, is located at Stella Hizon Reyes Road, Barrio Pampanga, Davao City.

PPIPC's registered office is located at 4th Floor, Phinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City and its principal place of business is located at 26th Floor, The Fort Legend Tower, 3rd Avenue corner 31st Street, The Fort Global City, Taguig City.

The registered office of SPTT, which is also its principal place of business, is located at Units 113 and 115 Subic International Hotel, Alpha Building, Rizal Highway, Subic Bay Freeport Zone, Zambales.

The registered address of CSMMSC and FTC, which is also their principal place of business, is located at the 26/F, Fort Legend Towers, 3rd Ave. corner 31st St., Bonifacio Global City, Taguig City.

The registered office of NPMSC, which is also its principal place of business, is located at 2/F Harbor Centre II Bldg., Railroad and Delgado Sts., South Harbor, Port Area, Manila.

1.2 Acquisition of CSC

On September 6, 2012, CSC became a wholly owned subsidiary of the Parent Company upon the approval of the Parent Company's stockholders of the acquisition of the 100% of CSC's outstanding shares from Udenna Management Resources Corp. (UMRC), a related party under common ownership (see Note 27.3). The acquisition was initially approved by the Parent Company's Board of Directors (BOD) on July 6, 2012 and was subsequently ratified by the Parent Company's stockholders on September 6, 2012.

Operation Highlights

Sales: Leading Independent Player in the Industry

Retail

We continue to strengthen our retail network in terms of service, products, and customer experience.

- Solid position as the leading independent oil player, with 418 stations nationwide: 141 in Luzon, 56 in Visayas, and 221 in Mindanao

- Opening of our flagship 400th station near the Mall of Asia, featuring a commercial complex which includes Jollibee and Family Mart as locators

- High acceptance of our flagship product, Phoenix Premium 98, which enhances acceleration, reduces engine friction, and removes fuel deposit – restoring overall lost engine performance

- Roll-out of 10-Point Forecourt Service Steps for improved and consistent service levels by Phoenix stations nationwide

- Tapping more locators to make our Phoenix stations an essential destination of consumers and to expand our market. These locators include restaurants in the fast food and quick service industries such as McDonald's, Jollibee, Shakey's, and Pizza Hut; convenience stores such as Mini-Stop, 7-11 and Family Mart; automotive centers, ATMs, and other shops. The non-fuel related business generated Php 12.6 million revenues or 173% growth over 2013

- Recognition of outstanding dealers in the annual grand Business Partners Appreciation Night, held in Manila for Luzon and Davao for VisMin

Commercial

Phoenix fuels vital industries such as power, construction, transport, mining, fishing, and manufacturing. We continue to be aggressive in acquiring new accounts and retaining existing clients through focused account management and customized service.

- Expanding to fuel oil to serve the power generation industry
- 10 years of partnership with Cebu Pacific as their major supplier of Jet-A1 fuel nationwide. Cebu Pacific is the largest domestic airline operator in the country.

- Enhanced product quality assurance

- Provision of technical assistance to clients through site visits and product knowledge workshops

- Building for long-term business

Lubricants

For the year, the Lubricant Division rationalized its sales and product mix. Run-out conditions due to port congestions resulted to lower volumes sales, however, this forced the unit to be more strategic and moved to more profitable SKUs/products. Percentage growths in our Specialties & Industrial lines is noticeable, while still managing a decent increase in Motorcycle Oil (MCO) share to the total company volume for 2014. This resulted to a higher gross profit rate in 2014 compared to 2013.

Six (6) new Lubes Distributors across were been appointed in 2014 to cover vacant territories.

Saturation drives were initiated across all 15 territories with the objective of increasing the Company penetration & brand awareness. Distribution outlets doubled to 2,402, where 524 signages were installed.

The Company gained ground in the motorcycle OEM sector with partnerships with Ropali Corporation (120 branches) & Racal Motors (260 braches).

Marketing and Brand Activities:

Major regional events:

- **Inside Racing Bike Festival & Trade Show**
  The Company Sponsored the 8th Annual Inside Racing Bike Festival and Trade show last March 22 and 23 at Seashell Lane, Mall of Asia Complex, Pasay City.

- **2014 PHOENIX Cup 1/8 Mile Regional Shoot Out Championships**
  Top drag racing teams and riders from all over Mindanao gathered for the said even held on March 29-30, 2014 at Speed City, Crocodile Park, Maa, Davao City. This is followed by Phoenix Accelerate Vega National Dragster 1/8 Mile Bracket Racing Competition held last June 7-8, 2014 in the same venue.

- **PHOENIX Accelerate Vega Regional Autocross Championships**
  Top autocross racers from cities inside and outside Mindanao competed last March 29-30, 2014 at Speed City, Crocodile Park, Maa, Davao City.

- Other Motoring Events aim to boost PNX Lubes in 2014.

EVENT	**Date**	**Venue**
1. 2nd Convention of the Federation of Motorcycle Clubs	Apr 12-13	Digos City, Davao Del Sur
2. 20th Annual Convention of the National Federation of Motorcycle Clubs in the Philippines	Apr 4-6	Dakak, Dapitan City
3. 1st CHAMMP Motorshow	May 4	Megatent, Libis, Quezon City
4. 1st ROPALI Partakan Ride and Rock Fest 2014	Apr 19	Sta. Ana, Cagayan
5. 4th Unified Motor Show	Apr 26-27	Puregold, Cagayan de Oro City
6. Phoenix Cyclomax Motocross	May 24	Davao City
7. 8th Inside Racing Grand Prix	Nov 14-16	Carmona Race Track, Carmona Cavite
8. PNX Motorsports Fest 2014	Oct 17-19	SRP Sugbu, Cebu City

Delivering seamless logistics

Reliable Supply and Operations

The service chain starts at supply, and the product must be handled safely and expertly at our depots and terminals, for delivery to our customers.

- Improving supply chain performance through integrated supply chain operating system, inventory control and forecasting accuracy, and distribution resource planning. Performance is measured in terms of safety in operations, on-time delivery, and total end-to-end supply chain costs.

- Expansion of storage and improvement of facilities in our depots and terminals nationwide
- Completion of depot in Calapan, Oriental Mindoro, which will start operating in January 2015, to cater to the south Luzon market. Additional depots will be opened 2015.

- Centralization of the Scheduling unit to serve all depots and terminals, with the goal of delivering within our standard lead time. In the next year, we will acquire more lorries to serve our growing retail and commercial accounts.

Operations, Logistics and Engineering

The Company achieved and exceeded target goals in operational startup in new depots, and expanded its storage capacities in Luzon, Visayas, and Mindanao, with special attention to “Greenfields” targets for dealer and retail outlet growth. The Company additionally upgraded supportive facilities and Human Resource capabilities to keep pace with the current growth of business.

Retail Engineering continues to enhance retail station standards in cooperation with Branding Business Unit.

These infrastructure and HR developments are designed to accommodate predicted growth patterns for both commercial and consumer sales and will assure that growth is not limited by logistical issues.

One example is storage capacity of 276 million liters with lined-up expansion and additions in 2015. These are spread in locations such as Calaca in Batangas, Cagayan de Oro City, Davao City, Subic in Pampanga, Zamboanga City, Cebu City, New Washington in Aklan, and in Bacolod City. Then, the newly inaugurated storage facility in Calapan, Mindoro.

On-going capacity expansion for areas in Cebu and Cagayan de Oro to further support growth.

Customer-specific logistical development is a core strategy of the Company. Since 2005, a customer-specific logistics development strategy has supported its role as the exclusive logistics provider of leading budget carrier, Cebu

Pacific Airlines, in all its Mindanao destinations. The Company also expanded its logistics service to Cebu Pacific in areas in Visayas namely, Cebu, Kalibo, Ilo-ilo, Caticlan and Tacloban.

Lubricant Manufacturing

Growth in both commercial and consumer lubricant sales has been and will continue to be a priority. Pursuant to this, the Company has built strategic logistical support through Depot Operations that established lubricant warehousing and distribution capabilities in Cagayan de Oro, Zamboanga, and Calaca, Batangas. This is in addition to the existing Central Warehouse in Caloocan, Davao terminal, Cebu, and Bacolod.

Our Subsidiaries and Operations

The subsidiary companies and the services they provide to the Company have always been a part of its vertical strategy that has allowed it to successfully navigate the future of the deregulated downstream energy business in the Philippines. These subsidiaries and their relationships to the Company have created a symbiotic value creation and growth process for both subsidiary and parent.

Phoenix Petroterminals and Industrial Park Corp. (PPIPC)

PHOENIX PETROTERMINALS & INDUSTRIAL PARK CORP.

Phoenix Petroterminals & Industrial Park Corp. (PPIPC) is the developer of Phoenix Petroterminals & Industrial Park (PPIP) located in Calaca, Batangas. This industrial park covers 94 hectares of land, spanning barangays Salong, Puting Bato West and Lumbang Calzada in Calaca.

In July 2014, PPIPC inaugurated its new port facility located at Brgy. Puting Bato West, Calaca, Batangas. It is an L-shaped port facility with a pier deck of 120m x 18m, with 9m width trestle equipped with fenders, bollards, lighting facilities and mooring dolphins. It is equipped with hoppers, conveyor system and sprinklers that can discharge coal shipments of South Luzon Thermal Energy Corp. (SLTEC) at the pier deck direct to its coal yards for faster discharging and environment-friendly operations. The new port facility is expected to enhance PPIPC’s capability to accept more shipments from its current and prospective locators.

PPIP is home to the steel manufacturing plant of Steel Asia Manufacturing Inc., bulk solid warehouses of Arvin International Marketing, Inc., chemical storage facilities of Asian Chemicals Corporation and Philippine Prosperity Chemicals, Inc., the power plant of South Luzon Thermal Energy Corp., and the biggest petroleum depot of Phoenix Petroleum Philippines, Inc. nationwide.

As of end 2014, PPIP still has a land inventory of 48 hectares that is available for sale or for lease to interested locators. PPIP is an ideal location to put up manufacturing plants, warehouses, storage tanks and other facilities especially those that are reliant on water transport.

Port volume of PPIP continued to pass the 1,000,000 MT mark achieved in 2013 as it handled 1,045,660 MT in 2014, or 4% higher compared to 1,007,742 MT achieved in 2013. Port revenues rose to P74.5 million, or 17% higher compared to P63.4 million in 2013.

Chelsea Shipping Corporation (CSC)

In September 2012, Company acquired the entire outstanding capital stock of Chelsea Shipping Corporation from Udenna Management & Resources Corp., making CSC a wholly-owned subsidiary of PPPI.

The acquisition ensures control of product supply and minimizes and eliminates potential risk of current and future supply and distribution disruptions due to scarcity of tanker vessels.

The Chelsea Shipping Group is composed of Chelsea Shipping Corporation and its subsidiaries Bunker Manila, Michael Inc., Chelsea Ship Management & Marine Services Corp., Fortis Tugs, and PNX-Chelsea Shipping.

In 2014, the group posted revenues of Php 894.5 million and a net income of Php 236.9 million with a total asset base of Php 5.26 billion. It is one of the top five major petroleum tanker owners in the country, serving Phoenix Petroleum Philippines, Cebu Pacific Air, Marine Fuels, and Batangas Bay Carriers, among other companies, and sailing on local and regional seas.

In February 2014, CSC took delivery of M/T Chelsea Donatela, the 11th vessel in the Chelsea Shipping Fleet. It is the sister ship of M/T Chelsea Thelma, the largest Philippine-registered oil tanker, with the same specifications of 14,000 DWT, 9,366 GRT and 146m in length. Commencement of operations of M/T Chelsea Donatela began on July 2014.

In September, CSC acquired another vessel, M/T Chelsea Denise II, which is scheduled for delivery in March 2015.

The Chelsea Shipping Fleet currently has 12 vessels with a total capacity of 44,368 MT. These vessels are M/T Chelsea Thelma, M/T Chelsea Cherylyn, M/T Chelsea Denise, M/T Chelsea Resolute, M/T Chelsea Intrepid, M/T Chelsea Enterprise and M/T Excellence (M/T Vela) owned by Chelsea Shipping Corp. (CSC), M/T Ernesto Uno and M/T Jasaan owned by Michael,Inc.; M/T Patricia owned by Bunkers Manila, Inc., M/T Chelsea Donatela and M/T Chelsea Denise II owned by PNX-Chelsea Shipping Corp.

The Chelsea Shipping Fleet is being managed by Chelsea Ship Management & Marine Services Corp. (CSMMSC), with the exception of M/T Chelsea Cherylyn, which is under ship management of Transnational Uyeno Maritime, Inc. CSMMSC is a wholly-owned subsidiary of CSC, which was incorporated in March 30, 2012.

The entire Chelsea Fleet is classed by reputable Classification Associations:

* IACS Class Bureau Veritas - M/T Chelsea Cherylyn, M/T Chelsea Donatela, M/T Chelsea Thelma and M/T Chelsea Denise II

* Ocean Register of Shipping - M/T Chelsea Resolute, M/T Chelsea Denise, M/T Chelsea Excellence, M/T Chelsea Intrepid, M/T Ernesto Uno and M/T Jasaan

* Filipino Vessels Classification System Inc. - M/T Chelsea Enterprise

In line with the company's vision to upgrade its entire fleet to comply with international standards, M/T Patricia, M/T Chelsea Intrepid, M/T Chelsea Cherylyn and M/T Chelsea Thelma are SIRE-compliant. The other remaining vessels of the Fleet are presently undergoing inspection by a SIRE-accredited inspector for SIRE qualification.

Three vessels of the Chelsea Fleet – M/T Chelsea Cherylyn, M/T Chelsea Thelma and M/T Chelsea Donatela – are registered with the Board of Investments and enjoy BOI incentives including Income Tax Holiday incentive.

For its newest vessel, M/T Chelsea Denise II, an application for registration with the BOI has been filed and is pending approval.

For 2015, CSC plans to use its larger vessels for chartering locally or regionally.

Health, Safety, Security, and Environment:
Making safety a way of life

The Company aims to build a safety-conscious culture that is deeply engrained and readily apparent in every way a Phoenix employee thinks and performs his or her job in the workplace.

It envisions to address occupational health, safety, security, and environmental management issues and concerns and effectively integrate them in the top management's day-to-day business decision-making processes and strategic planning.

The formalization of its HSE policy in 2010 signifies top management's full commitment in supporting and promoting HSE management programs and initiatives.

Its goal is to achieve a zero-accident operation. To attain this, the Company inculcates upon all its employees, *safety as a way of life*. That it is everyone's responsibility. Also, the Company provides continuing education and comprehensive training on safe work practices and operational competence. Employees are evaluated on their compliance through HSE audits and reviews.

More HSE programs and documents are underway, such as a Safety Orientation Program for New Hires, Work Permitting Program, Accident/Incident Investigation and Reporting System, Emergency Response Organization, Bulk Receiving Operations, Tank Truck Loading Operations, and Tank Truck Delivery Operations. New HSE programs will continue to be developed and written as deemed necessary. The highlights of HSE programs and activities are as follows:

- The continued process of attaining a safety culture within the company premises.
- The continuing conduct of safety orientations for new employees and those who have worked continuously for 2 years.
- Mandatory continuing safety training of forecourt personnel in service stations.
- Trainings provided to depot personnel in terms of operational knowledge in accordance with the company's ISO certified procedures, fire safety, and response team organization.
- Incident reporting made a standard program for all employees to ensure that necessary actions and interventions are taken to preclude similar incidents in the future..
- The attainment of NO LOST MAN HOURS in the workplace without injury in all depots and terminals and offices.
- The setting up of continuing programs such as annual safety inspections, preventive maintenance and defensive driving seminars for company drivers who operate company owned trucks as well as drivers of ex-bodega clients.
- Providing depots and terminals with the necessary safety equipment for firefighting, personal protective equipment and other HSE items (Oil Spill Booms, eyewash and shower stations, ETC) in compliance with government requirements and industry practice.
- Work permit issuance monitoring and compliance.
- Review of accreditation/updating requirements of service stations and depot contractors with the end view of aligning safety requirements and programs vis-a-vis company safety standards.
- Setting up of an HSE organization to oversee the implementation of programs in all depots and terminals and the formation of a management heath, safety, and environment committee to provide directions across the organization.
- Safety shall remain to be a factor in all business decisions and activities.
- Continuing assessments of depots and terminals on their compliance with government requirements.
- The implementation of guidelines on safety and how to improve the same in order to maintain high standards of safety awareness and HSE capabilities.

Enabling a strong company

Finance

Financial capability and competence has been and continues to be a core strength and differentiator in the Phoenix success story.

Fund raising and Effective Investor Relations

The Philippine debt market celebrated two landmark events on November 10, 2014: debut and maiden issuance in the organized secondary debt market of an independent oil company, Phoenix Petroleum and the first ever listing of a Short Term Commercial Paper (STCP)- as security that hasn't been offered to the public in more than a decade. The remarkable performance of the Company has extended to the investing public as reflected in the over subscription of the PNX STCPs due 2015 of almost two times (2X). The Php 2 Billion STCPs were offered by PNX to investors through its underwriters AB Capital & Investment Corporation (AB Capital) and Multinational Investment Bancorporation (MIB) from October 14 to 17, 2014 and were issued October 24, 2014. PNX uses the proceeds from the offer on its working capital requirements.

Throughout year, the team actively managed investor relations by participating in broker-sponsored investor forums locally and in SE Asia, as well as meeting local and foreign-based Fund Managers and Analysts on a one-on-one basis.

The BPM has both tactical and strategic objectives.

IT infrastructure Enhancements with hardware and software programs to improve security to the Company network. The enhancement is also aimed for improved capacity and speed for more effective internal processes and customer support.

On October 1, 2013, the company's SAP A1 ERP (Enterprise Resource Program) went live. At an investment of Php90.72MM (inclusive of Business Process Mapping), the SAP A1 ERP is a substantial improvement over the Company's old SAP Business One system. The more robust ERP effectively handles all financial transactions (budget, Purchasing, Invoicing, Banking and Real Estate Contracts) across the organization. The system allows users to enter transactions directly into the system at point of creation rather than being created manually – backended by Finance. Besides streamlining and simplifying many processes in the Company, the system has more robust security. Moreover, management can process many previously manual transactions such as Purchase Requisition online – thereby speeding up processes with real time monitoring. This system although clearly an inwardly focused one – ensures that the Company processes all stakeholders needs as expediently as necessary with the required controls and approvals of Management. In 2014, the reporting module is being developed and enhanced.

It is also aimed the company's subsidiaries will be running in SAP environment. Thereby, rolling out SAP to two (2) of its subsidiaries, PPIPC and SPTT last February 1, 2015 and March 1, 2015 respectively. CSC and Subsidiaries is in the process of business process mapping and targeted to be rolled out to SAP by January 2016.

People

People and knowledge have been the foundation of the Phoenix success story from the beginning. This past year, the Company grew not only in numbers from 521 staff to 550, but this also added extensively to its knowledge and technical capability especially in the areas of marketing, brand development and logistics to support the Company's expansion.

Investments in Supply Chain & Logistics and Purchasing Business Units.

Supply is in the forefront in reducing vulnerability to price and supply volatility as impacted by world oil prices which have more than halved since June 2014, crashing on worries over global oversupply due to increasing shale production, and weak demand in a fumbling world economy. It creates a buffer against a form of bullwhip effect further influenced by refinery upsets and inclement weather.

Supply focuses on improving supply chain performance and maximising efficiencies. Operational objectives ensure that the next step in the supply chain meets strategic and tactical goals. It provides compliance with Phoenix standards, while constantly minimizing costs by controlling and managing inventories. A set of tools delivers this objectives, namely: (1) integrated supply chain operating system, (2) inventory control and forecasting accuracy, and (3) distribution resource planning. In evaluating performance, it focused on the following categories to create consistency and balance across the chain: (1) safety in operations, (2) service measured by on-time delivery, and total end-to-end supply chain costs.

Supply lays the foundation for future supply chain capability. To sustain the momentum for improvement and efficiency, support its re-engineering program, and ensure a future flow of talent into the organization, Supply began an initiative to recruit graduates from top universities with technical background. Along with the recruitment program, it provides on-going training for existing employees to help them further enhance their supply chain knowledge and skills. Thus, efforts is now on creating a strong pipeline at all levels as part of its core mission to improve service, lower cost and develop talent, capabilities /competencies.

The investment in more senior management and staff technical competency in Purchasing combined with the higher capabilities of the SAP A1 ERP is expected to increase overall efficiency and cost effectiveness of locally purchased materials, supplies, equipment and services particularly the Company's numerous building contractors (for the construction, repair and maintenance of the Company's nationwide network of retail stations and depots). Full manning complement of the Purchasing unit was achieved in 2014 with the hiring of additional technical buyers.

Both Supply and Purchasing are expected to protect and enhance the net margin and bottom line of the business through cost effectiveness of the Company.

Brand of reliability, Vision of indispensability

The past eight years and the succeeding years, we will see the Company continuing to build its permanent foundation for the expression of the Phoenix brand. Based on a systematic and independent analysis of what we do, who we are, how we behave, and where we are going, the Phoenix Brand strategy is a permanent building block in the sustainability of our growth and value creation.

The past year's brand development focused heavily on corporate brand, as the Company built the retail outlet and commercial growth that built the critical mass necessary to significantly expand more consumer-targeted brand communications in the next 12 months.

Both Philippine and international opinion leaders and strategic relationships were successfully targeted as Phoenix achieved corporate recognition in awards and nominations in markets as diverse as Hong Kong and Singapore.

Brand Phoenix is being progressively implemented via an integrated, coordinated and seamless brand strategy across fuels, product brands, retail network, personnel and corporate operations.

Few of the 2014 and 2013 brand activities/events:

1. The Company signs multi-year partnership with National Basketball Association (NBA), a sports global brand with huge following across the world.
   Benefits of the partnership includes:

- participation in all NBA events in the Philippines such as Jr. NBA presented by Alaska; NBA 3X presented by Sprite and the NBA Global Games, NBA-themed promotions, hospitality visits of NBA legends and players plus the use of naming rights --- Official fuel of the NBA.

- Phoenix run NBA-themed promotions both in 2013 and 2014. Phoenix-NBA On the Road to Play-offs Promo offering Phoenix customers limited edition aluminum NBA sports bottles at participating Phoenix stations which featured 8 teams--- Chicago Bulls, Boston Celtics, Los Angeles Lakers, Houston Rockets, New York Knicks, Oklahoma Thunders and Miami Heat.

- Phoenix-NBA Fastbreak to Summer Promo offering limited edition car sunshades which featured as well 8 teams---San Antonio Spurs, Los Angeles Lakers, Houston Rockets, Oklahoma City Thunder, Indiana Pacers, Miami Heat, New York Knicks and Chicago Bulls.

- Phoenix was named as major sponsor in the once-in-a-lifetime NBA Global Games held at Mall of Asia Arena last October 10, 2013. 50 game tickets with overnight hotel accommodation and travel allowance was raffled off to lucky Patrons in the Phoenix-NBA Gas up, Match up Promo. 50 Winners from Luzon, Visayas and Mindanao came together to watch the NBA Global Games match-up between Houston Rockets and Indiana Pacers. It may seem just a promotion but we actually made some dreams happen.

- Phoenix hosted the Jr. NBA/Jr. WNBA program in Davao in 2013 and in Cebu in 2014 which attracted a record breaking number of participants. Two players in Davao leg while 3 in Cebu leg made it to the All-Stars and was rewarded an authentic NBA experience abroad.

2. Phoenix supported the Gilas Pilipinas, national basketball team in their historic journey to the 2014 FIBA World Cup and Asian Games 2014. This included support for the Kwentong Gilas documentary series. “Oras Na Ng Gilas” promo run at our retail stations where motorists availed of limited Gilas Pilipinas Sports Watch.

4. The Company also ran nationwide promos that was not NBA-themed. The Phoenix Gas Na, Good As Cash Promo in 2013 where we gave away Phoenix-Union Bank Visa Cash Cardsas prizes. Branded Cash cards were pre-loaded with Cash worth P100K, P75K, 50K and 25K which they can use to buy anything they want. The Phoenix OMG or “Oh My Gas” Load Promo runin 2014 where we gave away free mobile load for worth P30, P50 or P100 for a minimum fuel purchase.

5. The Company supported Ms.Earth 2014 as an official sponsor for the said pageant held at University of the Philippines Theater, in Diliman, Quezon City. Before the coronation night, the Ms. Earth 2014 Candidates had series of activities with Phoenix including mall tours, school tours, Phoenix Retail Station visits and charity visit. They joined sportsfest and clean-up drive. Did also some Meet and Greet in various Phoenix Stations in Metro Manila. Ms. Earth 2014 was won by the Philippine Candidate, Jamie Herell, from Cebu City.

6. The Company won best booth or best pavilion display during the Transport Show and Franchise Expo in 2012 and 2013. In 2014, won Special Citation for Best Booth Design in the Franchise Asia Philippines.

7. The Company launched Phoenix Kalsada Brigada nationwide, our motorists assist program offering FREE vehicle check-up to all Phoenix customers. We did KalsadaBrigada during Holy Week and Undas week last 2013 and the customer participation significantly increased as compared to previous years. Program also provided opportunities to tie-up with up-coming brands to offering free products to our motorists.

8. In 2013, launched Phoenix Premium 98, our premium fuel with high octane rating plus performance additives that enhances acceleration, reduces engine friction, removes fuel deposit and overall improves and

restores lost engine performance. Premium 98 is our flagship brand. A product that combines value for money and performance that will make you feel the difference in your car.

9. Phoenix launched the first phase of Phoenix Central, a Phoenix App available in the App Store which gives information on nearest Phoenix Station in your site, fuel calculator and motoring News & tips.

10. The Company was the presenter of the 23rd Trans port Show last May 22-25, 2014 at the SMX Convention Center, SM Mall of Asia, Pasay City to increase brand visibility in events catering to the ABC market. Phoenix Premium 98 was given centered stage in this event. Since 2012, Phoenix Petroleum has been the presenter of the event.

11. Supported the 8th Mindanao Franchise Expo held at the Abreeza Ayala Mall in Davao City last September 12-14, 2014 as Diamond Sponsor.

12. Joined and or sponsored various festivals such Sinulog in Cebu City, Dinagyang in Ilo-ilo City, Kadayawan&Arawng Davao in Davao City, Masskara and Panaad in Bacolod City and other smaller various festivities.

13. Participated in the 2nd BIMP-EAGA & IMT-GT Trade Fair and Business Leaders' Conference as silver sponsor and official fuel partner of the event. The Brunei Darussalam Indonesia Malaysia Philippines-East ASEAN Growth Area (BIMP-EAGA) and the Indonesia Malaysia Thailand - Growth Triangle (IMT-GT) was held at the SMX Convention Center, SM Lanang Premier, Davao City on October 23-26, 2014.

Major Capital Expenditures

The following major projects were completed and/or on-going as of end December 2014:

- New Pier in Calaca, Batangas
- On-going expansion in Cagayan Storage
- 50 Retail Stations completed and additional 61 on-going construction of Phoenix Service Stations in various sites in the country.
- On-going construction of Company corporate headquarters in Davao
- Acquisition of 14,000 Metric Ton Dead Weight Marine Tanker.
- Acquisition of two (2) Tug-boats
- Acquisition of Land in Dumaguit, Aklan for expansion

Other Significant Operational Highlights

In an unceasing effort to improve its operations, the Company embarked on two major efficiency-enhancing programs.

Quality Management Systems

On February 1, 2008, the Company received its first accreditation from Bureau Veritas for ISO 9001: 2000 accreditation. ISO 9000 is a family of standards for quality management systems. The scope of the quality system, intended for its Davao bulk plant and aviation fuel tank truck operations, included "Receiving, Storage and Distribution of Petroleum Fuels". In the last quarter of 2008, audit for ISO process were done and the Company was evaluated to be compliant. Subsequently, in yearly audit and re-certification, the Parent Company outstandingly and consistently pass the said accreditation.

Summary of ISO Certifications received as follows:

ISO 9001:2008

Location	Scope	Date issued/Recertification
Davao Terminal	Receiving, Storage and Distribution of Petroleum Fuels and Into Plane Refuelling Service	Feb 01, 2008/Nov. 6, 2012
Calaca Terminal	Receiving, Storage and Distribution of Petroleum Fuels.	Jul 10, 2010
Zamboanga Depot	Receiving, Storage and Distribution of Petroleum Products and Into Plane Services	Nov 10, 2011
Misamis Oriental Depot (CDO Facility)	Receiving, Storage and Distribution of Petroleum Fuels.	April 8, 2014
Bacolod Depot	Receiving, Storage and Distribution of Petroleum Fuels.	Passed and Recommended for Certification

Bacolod and Cagayan de Oro facility is now on the stage 2 of the accreditation.

EXTERNAL AND CORPORATE AFFAIRS

As part of the Company's commitment to uphold best practices in corporate affairs and social responsibility, the Company through its External and Corporate Affairs Department has remained committed to maintain a good and productive relationship with its stakeholders in the communities where the Company operates.

The Company sees to it that its various operational sites all over the country are legally compliant with all permitting and licensing requirements of the national and local government units.

The Company engages in regular consultations in communities, where it operates and where it intends to operate in the future. It discloses as part of its transparency program, information about its present activities and future plans and seeks feedback regarding its performance. It aims to contribute to the social and economic development of the areas where it operates.

The Company intends to implement a sustainable and culturally acceptable business programs in consultation with stakeholders and in cooperation with the local government units. Building literacy and women empowerment shall be key priorities of the Company in community development..

The Company continues to pursue better media relationship through business-media dialogues, meetings and media fora. The Company will continue to make announcements through press releases and printing of articles, research, annual reports.

Being a very busy and challenging year, the Company was very prominent in 2014 in public coverage as it was conspicuously present in television, radio, print, and internet where all major achievements of the Company like the disclosures, quarterly reports, annual reports, station openings and inaugurations of stations and depots, Business Partners Night and the Phoenix Open, and a host of other major activities were published in national broadsheets and local dailies.

The Company spearheaded various corporate social responsibility projects and activities aimed to help create awareness in the preservation and protection of the environment, to support and strengthen education specially the youth sector, and to provide community service.

In coordination with the Phoenix Philippines Foundation, various activities were undertaken by the Company.

The Company established libraries and provided books to 20 public schools in the Visayas and Mindanao and continued to provide assistance to its adopted schools in Davao, Zamboanga and Calaca, Batangas as part of its educational programs. In 2014, there are 14 adopted schools compared to 7 in 2013. it also continued its various livelihood program which in 2014 252 scholars grduated. Participated in "Brigada Eskwela" in various schools in Davao and Cebu.

The Company also planted thousands of seedlings all over Mindanao, Visayas and Luzon to support the preservation efforts and providing care to our only environment. It signed a Memorandum of Understanding with the Local Government for the adoption of 5-hectare watershed in Davao. It has likewise assured financial support to the endangered Philippine Eagle for 5 years as it participated in the Adopt-An-Eagle Program of the Philippine Eagle Foundation. The Company is a regular active sponsor and or participant of activities like the Earth Hour and International Coastal Clean-up.

In valuing life, the Company has undertaken numerous blood-letting activities in coordination with the Philippine National Red Cross, conducted medical and dental missions in various provinces, and has sponsored the various "Operations Manhood" which total 465 beneficiaries took advantage of activity.

Corporate Social Responsibility

The Phoenix Petroleum Philippines Foundation:

Partners in community-building

Phoenix Philippines Foundation (PNX Foundation) remains steadfast in its commitment to serve the community as an indispensable partner. In line with the national growth of Phoenix, in 2014, the foundation expanded its programs in education, environment, health and safety, and outreach to serve more people in more communities across the nation.

It takes the united efforts of a community to enable opportunities for many, to sustain common resources, and to bounce back from tragedies. The Filipino's resilience is drawn from the strength and compassion of others, and it is this that inspires us to help build a brighter future for our countrymen.

Through Phoenix Philippines Foundation's programs in education, environment, health and outreach, the Company hope to make a difference in the communities it serves.

Education

ADOPT-A-SCHOOL PROGRAM

The Company has now seven adopted schools: in Davao City, Zamboanga and Salong Batangas. 1,374 kindergarten pupils graduated from the Company's adopted schools in Davao and Zamboanga last March 2014.

For the adopted pre-school libraries, the Company donated books, tables and chairs.

LIVELIHOOD PROGRAM

252 students graduated in June 2014 from Electrical, Computer Technology, Beauty & Hairstyling and Welding courses. The Company also turned over three welding machines and three computers units to the training center in Davao City. Beauty and Hairstyle students conducted a "Libreng Gupit" activity for teachers, students and guests.

Environment

Since 2012 the Company adopted a Philippine Eagle, for five years. This is in support of the Philippine Eagle Foundation's wildlife conservation program to preserve the eagle's population threatened with extinction.

Under the adoption program, the Company will grant an annual cash donation of P125,000 to be used to take care of the needs of the eagle, the operation and maintenance of the eagle's breeding facility, and the associated conservation research and campaigns of PEF.

The adopted bird, the 'Phoenix Eagle,' is a 15-year-old male eagle that arrived in 2005 from Sultan Kudarat. The eagle had been shot, but with care gradually recovered.

Aside from the Eagle adoption, the Company continued with its annual tree-planting and fish dispersal programs. It planted 18,500 seedlings in areas of Mindanao, Visayas and Luzon.

In Batangas and Davao, the Company organized a coastal cleanup with Team Phoenix, barangay officials, and students, parents, and teachers of its adopted schools.

At the Phoenix Petroterminal and Industrial Park in Calaca, Batangas where it has a hatchery, the Company's Pawikan Conservation Program continues to protect the endangered marine turtles.

Health and Safety

The Company, conducted "Operation Manhood" of which 464 young boys benefited on such medical activity.

In partnership with the Philippine Red Cross, the Company organized bloodletting activities in Mindanao, collecting a total of 1,669 cc of fresh blood.

Outreach

The Company continues to do its tradition of gift giving, of which 750 recipients kids from Luzon, Visayas and Mindanao received gift packs and school supplies.

<u>Business</u>

The Company was adjudged as the Best Independent Oil Company in Asia by World Finance magazine in its 2013 Oil & Gas Awards. The annual Awards is given "in recognition of those companies that have successfully weathered the tough economic conditions while ensuring the continuing success of the industry." The London-based magazine cited the awardees "for their forward thinking, business acumen, and services to the oil and gas industry."

- **Top 7 Importer in the Philippines**, awarded by the Bureau of Customs, for paying a total of P4.733 billion in import taxes to the government. Phoenix Petroleum became the fourth biggest importer, after the major companies. In 2011, Phoenix was also the Top 7 Importer, paying P3.69 billion in duties and taxes.

- **No. 1 Importer in the Port of Davao City**, awarded by the Bureau of Customs. This is the third consecutive year for the Company as Top Importer / Taxpayer in Davao.

- **Top 3 Importer in the Port of Cagayan de Oro for CY 2013.** awarded by the Bureau of Customs. Phoenix Petroleum paid P429 million in duties and taxes for CY 2013.

- **Top 6 Importer in the Port of Batangas for January - June 2013**

- **Top 2 Taxpayer in the City of Cebu** among Supplier of Goods and Services for CY 2011

Management

President/CEO and founder, Dennis A. Uy had its share of awards and recognition in 2014 and 2013 for the work he has done with the Company. Among which were as follows:

- 2013 - Agora Award for Outstanding Achievement in Entrepreneurship-Large Scale given by the Philippine Marketing Association for "growing a provincial-based business into nationally successful brand, for embodying the Filipino's enterprising spirit, for persevering despite the odds, and for being and indispensable partner of the Filipino".

- 2013 - Nominated and became a finalist in the Asia Business Leaders Award (ABLA) sponsored by CNBC Asia. This was the third consecutive year that Mr. Uy was recognized by ABLA.

- 2014 - Named as Outstanding Filipino Achiever for Entrepreneurship during the Golden Globe Annual Awards 2014 " for his outstanding and significant achievement in Entrepreneurship".

  Chelsea Shipping Corporation, a wholly owned subsidiary of Phoenix Petroleum also received the Best Petroleum Products Conveyance Service Provider award in that event.

- 2014 - Awarded also as Most Outstanding Mindanao Business Leader in the 3rd Mindanao Business Leaders & Entrepreneur Awards. Mr. Uy won the Mega-Entrepreneur category. Awardees were decided based on five criteria: Best Practices, Corporate Social Undertakings, Degree of Innovation, Creative and Ingenious Production and the Extent of Expansion (local and international market).

<u>Brand Awards</u>

Best Booth (Non-Food 54-sqm category) in Franchise Asia Philippines 2013, Asia's biggest franchise event. This is second year in a row for the Company to win this award.

Best Pavilion Display in Trans Sport Show 2013

Best Booth in the 15th National Tuna Congress Trade Exhibit given by the National Tuna Congress.

Winner, 1st Mindanao Youth Choice Awards 2013 as "trusted brand in petroleum product distribution and outstanding brand name in Mindanao".

Special Citation for Best Booth Design "for its remarkable brand promotion through booth design and aesthetics: in the Franchise Asia Philippines 2014, the biggest franchise show in Asia, held at the SMX Convention Center, Pasay City last July 16-20, 2014.

Corporate Social Responsibility

The Company receives a citation given by the Department of Education Adopt-A-School Program "in grateful recognition of the Company's strong support to the Adopt-A-School Program, through the delivery of substantial and meaningful programs of intervention to the public schools".

Sports

In 2013 Recognition for the Sports Development given during the 19th So Kim Cheng Sport Awards for the Company's untiring support to sports development in Davao City and Region XI.

Civic Awards

Datu Bago Award 2013 for President and CEO Dennis A. Uy, " for bringing the name of Davao with pride to the national and Asia levels" for his contributions to the business and community. The Datu Bago Awards is the highest award the City Government of Davao bestows to a citizen.

2. Business of Issuer

i) Principal's products or services and the Company's market and distribution method:

The Company's core businesses are: the trading of refined petroleum products, lubricants and other chemical products on a wholesale basis nationwide and the operation of oil depots and storage facilities, allied services and shipping. The Company's ultimate markets are motorists, companies using petroleum products and lubricants as well as airline companies in need of specialized services.

It mainly sells refined petroleum products through its network of retail service stations, carrying the "Phoenix Fuels Life" brand name. Its retail service stations started in the Davao Regions in 2005 and soon spread out around Southern Mindanao thereafter. Starting 2008, the Company expanded its retail business in neighboring provinces, then into Luzon and the Visayas. The Company also directly serves commercial and industrial accounts.

The Company also distributes lubricants and chemicals. The Company produced its own blend of lubricants variety and sells these under the Phoenix brand name such as ***Cyclomax,*** a motorcycle oil brand.

The Company provides storage space for the Jet A-1 fuel supply of Cebu Pacific Airlines (CPA) for the latter's requirements for their Cebu, Kalibo, Davao, Cagayan de Oro, Cotabato, General Santos, Zamboanga City, Pagadian City, Butuan and Ozamis City flights. The Company is the exclusive service provider for CPA in all its Mindanao Operations. It also supplies Jet A-1 fuels and services to Tiger Airways in Aklan.

ii) Percentage distribution of sales or revenues:

On 2014, the Company attained a Total Revenue of ₱34.734 billion which ₱31.937 billion or 96.94% was accounted for by the sales of petroleum products, and the balance accounts for the revenue on Charter Hire (Shipping), fuel service, storage income and other income.

iii) Other products or services:

In addition to its lubricant lines, the Company continues to promote and sell car care products into the market such as car fresheners, tire black, and others. In response to the automotive market's demand for better oil formulation for Heavy Duty Engine Oil, the Company launched Zoelo Extreme, a high-quality shear-stable diesel engine oil, with better formulation and packaged in a new label design. This formulation meets API CI-4/SL standard that offers superior quality and heavy duty engine performance among SAE 15w-40 Multi-grade engine oils. This variant is also suitable for mixed fleet of diesel and gasoline engines.

iv) Competition:

The Company's main competitors are the major players in the downstream oil industry namely, Petron, Shell and Chevron, other multi-national industry players such as Total (of France), PTT (of Thailand) and other independent local players like Seaoil Corp., TWA, Filpride, Phoenix, Liquigaz, Petronas, Prycegas, Micro Dragon, Unioil, Isla LPG Corp., Jetti, Eastern Corp., Perdido and Filoil Gas Co., as well as the end users who directly import part of their requirements captured 28.9 percent of the market. The three major players are estimated by the Department of Energy (DOE) to have a cumulative market share of 71.1% of the total Philippine market as of June 30, 2014 while the balance of 28.9% is shared among the aforementioned multi-national players, the independent players and importers. The Company was reported to have 4.00% of the market, while Seaoil cornered around 2.9%, Total 2.7%, PTT 2.4%, Jetti 1.6%, TWA about 1.6% while the remaining balance of 13.7% is shared by the other independent players and importers.

It should be noted that the Company competes with other players in the industry in terms of pricing, quality of service and products, and strategic locations and visual manifestation of its service station retail network.

v) Sources and availability products and principal suppliers

From the start of its operation in 2005 until the first half of year 2009, the Company procured its petroleum products within the Philippines. Its main suppliers are PTT Philippines Corporation as the well as Total Philippines Corporation. With the growth in volume and the availability of the storage capacities in Calaca, Batangas and the Davao expansion, the Company started importing refined petroleum products by September 2009 until the present from Singapore and Taiwan. The Company also sources products from Thailand, Korea and China through various foreign traders and suppliers.

The Company continues to import some of its lubricants from Singapore and Thailand.

vi) Transactions with and/or dependence on related parties.

The Company has existing synergies with related companies as follows:

- UDENNA Corporation.

  Lease of properties from UDENNNA Corporation which are identified under Leased Properties;

- Chelsea Shipping Corporation (CSC).

  The Company has existing Contracts of Affreightment with CSC to haul the Company's petroleum supplies. CSC serves other clients including but not limited to Cebu Pacific Airways, Marine Fuels and other petroleum companies. The Company acquired CSC last September 2012.

vii) Patents, trademarks, licenses, franchises

The Company uses its registered trademark *PHOENIX Fuels Life* ™ to identify its brand. Branding is a cornerstone of the Company's marketing program. It sells its refined petroleum products like the Magma Diesel, Raptor Premium Gasoline, Glide Unleaded 93-RON, Phoenix Regular Gasoline, Flame Kerosene and Phoenix JET A1. Below are the approved Trademark by the International Property Philippines (IPP) through the Trademark Department.

Product/Device	**Reg. No.**	**Date of Registration**	**Term/Duration**
Phoenix Raptor X Premium & Device	4-2008-005932	Oct. 13, 2008	Oct 13, 2018
Phoenix Regular & Device	4-2008-005931	-do	-do-
Phoenix Flame Kerosene & Device	4-2008-005929	-do-	-do-

Phoenix Glide Super Unleaded & Device	4-2008-005933	-do-	-do-
Phoenix Magma Diesel & Device	4-2008-005936	-do-	-d o-
Phoenix Jet A-1 & Device	4-2008-005934	-do-	-do
Cage Free Ur Spirit & Device	4-2008-012148	Feb. 09, 2009	Feb. 09, 2019
Nest Necessities for Life & Device	4-2008-012149	-do-	-do-

viii) Total number of employees

The Company has a total of 550 as of December 31, 2014 from 521 employees in December 31, 2013. This is broken down as follows:

	2014	2013
Chairman	1	1
President/CEO	1	1
Vice President	5	5
Assistant Vice President	11	8
Senior Manager	27	8
Managers	33	17
Supervisor/PTC*	171	159
Rank and File	300	294
	550	**521**

** Professional, Technical and Confidential*

There are no labor unions in the Company and its subsidiaries nor are there any labor cases filed against the Company and its subsidiaries that may materially and adversely affect the Company's result in financial or operational position.

Aside from the statutory benefits, the Company grants group term life insurance and hospitalization benefits fully paid by the Company. It also provides free uniforms, free meals, and vacation, sick, emergency leaves and recently Employee Stock Option Plan (ESOP) to all its regular employees based on annual performance evaluation.

Major Risks Involved

Risk Factors

The Company recognizes, assesses and manages certain risks that could materially and adversely affect its business, financial condition, results of operations and prospects.

An integral part of its risk management process involves the establishment of a Credit Committee, Pricing Committee, an Internal Audit Department, and organization of special teams to conduct financial analysis, planning and evaluation of company projects/plans and other business activities. Monthly Business Unit reviews are conducted to identify risks, threats and opportunities, and to ensure that concerned units manage or promptly address identified risks.

Major Risks

The Company manages the following major risks relative to its business, industry and area of operations:

Volatility of Prices of Fuels.

Oil prices, which have been and are expected to continue to be volatile and subject to a variety of factors beyond the Company's control could affect the Company's profitability, liquidity and sales volume.

Intense Competition.

Competitive pressures from the majors and all other independent/new players could lead to a possible loss of market share or a decrease in prices, either of which could result in decreased revenues and profits. The Company's competitors are numerous, ranging from large multinational corporations, which have significantly greater capital resources, to relatively small and specialized regional companies.

Material Disruptions in the Availability or Supply of Fuel.

As a trading concern, the Company largely depends on its ability to find stable sources of supply of fuel oil, diesel oil and blend components to assure uninterrupted supply of requirements of its customers. Some of its fuel purchases are negotiated transactions with suppliers offering fuel for immediate or near term delivery, also known as the spot market. In times of extreme market demand or other supply disruptions, there may be possibility of having limited supply to fully satisfy requirements of customers or of having to buy at higher prices in order to meet customer demand.

Reliance on Third Parties to Fulfill their Obligations on a Timely Basis.

The Company, at certain levels, depends on some third party providers for various aspects of its business. As such, it runs the risk that suppliers and service providers may fail to honor their contractual obligations. The Company relies on suppliers of fuel to regularly provide it with its inventory. Shipping companies and charter tankers are contracted to transport fuel oil, diesel oil and blend components from suppliers' facilities to service centers. The failure of these third parties to fulfill their obligations or to perform the services they have agreed to provide could affect the Company's relationships with its customers or may lead to its not being able to honor its own contractual obligations to other parties.

Regulatory Risk.

Risk can arise from changes in government policies and regulations that may limit the Company's ability to do business or require it to incur substantial additional costs or otherwise materially adversely affect business, results of operation or financial condition.

Risk Management and Mitigants

RISKS RELATING TO THE COMPANY AND ITS SUBSIDIARY

The following discussion is not intended to be a comprehensive description of all applicable risk considerations, and is not in any way meant to disclose all risk considerations or other significant aspects.

Volatility of the price of crude oil may have an adverse effect on the Company's business, results of operations and financial condition.

The Company's financial results are primarily affected by the difference between the price and cost of its petroleum products, which accounts for more than 99% of the Company's total cost of goods sold. A number of domestic and international factors influence the price of petroleum products, including but not limited to the changes in supply and demand for crude oil, economic conditions, conflicts or acts of terrorism, weather conditions, and governmental regulation.
International crude oil prices have been volatile, and are likely to continue being volatile going forward. International crude oil prices in 2014 records another record drop. Crude production was on its high, with demand for oil did not catch-up. Dubai spot crude oil 2014 high of US$111.16/bbl in June 2014 and went down to under US$52.89/bbl in December 2014. Mean of Platts - Singapore (MOPS) followed the drastic decline, thereby affecting local petroleum prices. In this year, the MOPS for GASOIL hits a low of US$ 59.74/barrel from a high of US$ 125.68/barrel. There is no assurance that prices will remain stable over the near- and medium- term.

The Company holds about twenty (20) to thirty (30) days of inventory and uses the average method to account for its inventory. Should crude and or MOPS prices suddenly drop significantly, this could adversely affect the Company which could translate into the Company being forced to sell its petroleum products at a selling price below acquisition costs of its existing inventory. In a period of rising crude oil prices, social and competitive concerns, and government intervention can further force the Company to keep current selling prices, resulting in an inability to pass on price fluctuations in a timely manner. The Government has previously intervened to restrict price increases for petroleum products, following a declaration of a state of national calamity. Another declaration of a state of national calamity may result in the Company being unable to pass on prices effectively which could adversely affect the profitability for the period of effect of the order. Such inability to pass on price fluctuations may result to an adverse effect on the Company's business, results of operations and financial condition.

Demand for the Company's products may also be affected as a result of price increases, following passing on of the increased costs of imported oil.

Though currently prices are at a low level, a sharp rise in oil prices will require higher working capital and may force the Company to acquire higher financing costs. A material adverse effect on the Company's financial condition and results of operations may follow should the Company face challenges in securing short-term financing for working capital.

To mitigate this risk, the Company closely monitors the prices of fuel in the international and domestic markets. Following industry practice, prices for the upcoming week are set based on the world market price of fuel of the immediately preceding week. These enable the Company not only to anticipate any significant price movement but likewise plan out contingencies to hasten the disposition of its existing inventory as necessary to various distributors and other clients.

The Company's business, financial condition and results of operations may be adversely affected by intense competition.

The Company faces intense multinational, national, regional and local competition in the sale of refined petroleum products and other related products in the Philippines. Competition is driven and dictated primarily by the price, as oil is one of the basic commodities. Differences in product specifications, and other overhead costs such as transportation, distribution and marketing costs, account for the price differentials amongst industry players. Some competitors, notably Petron, Shell and Chevron, have significantly greater financial and operating resources, and access to capital than Phoenix, and could arguably dictate domestic marketing and selling conditions to the detriment of the Company.

As competition is mainly driven by price, the Company's business, operational and financial condition may be materially adversely affected if it is unable to compete effectively against other players, which will be primarily driven by its ability to manage overhead costs, streamline transportation and distribution costs, and maximize utilization of its assets.

Smuggling and illegal trading activities of petroleum products have affected the domestic petroleum market. These activities have translated to lower sales price and volumes for legitimate market players in the domestic market. The Company's financial condition and results of operations may be adversely affected if the Government is unable to properly enforce and regulate the domestic oil market.

Competition risk is primarily mitigated by the Company continually strengthening and expanding its distribution network to improve its presence in both growing and high potential markets. The Company continues to invest in building brand equity to ensure that it is consistently recognized and recalled by its target market, and improving customer service to a level at par with or superior to its competitors.

The growth of the Company is dependent on the successful execution of its expansion plans.

Proper execution and successful implementation of the Company's expansion plans is critical to maintain the growth of Phoenix going forward. These plans are based on certain assumptions about oil demand, oil prices, competition, financing cost and acquiring the necessary timely regulatory approvals, among other things. The Company cannot and does not represent with absolute certainty that these assumptions would materialize as predicted. In the event that these prove to be incorrect, the Company's future financial performance may be negatively affected.

To mitigate this risk, the Company continually reviews its network expansion program by identifying and anticipating target locations, dealers and operating and logistical requirements up to a year in advance. The Company is able to mobilize financial and operating resources in a timely manner and allocate resources effectively to support the Company's expansion plans. In both site selection and dealer selection, a Panel of senior management reviews CAPEX proposals and Dealer selection respectively.

The Company's business strategies require significant capital expenditures and financing, which are subject to a number of risks and uncertainties. Its financial condition and results of operations may be adversely affected by its debt levels.

The Company's business is capital intensive, particularly the importation, storage and distribution of petroleum products. The Company's financial condition, sales, net income and cash flows, will depend on its capital expenditures for, among others, the construction of storage and wholesale distribution facilities and equipment, the construction of retail gas stations and the acquisition of tanker trucks. Its business strategies involve the construction of new terminal facilities and the expansion of its service station networks. If the Company fails to complete its capital expenditure projects on time or at all or within the allotted budget, or to operate such facilities at their designed capacity, it may be unable to maintain and increase its sales and profits or to capture additional market share as planned, and its business, results of operations and financial conditions could be adversely affected.

The Company has incurred additional indebtedness to support its capital expenditure program. The Company's ability to follow this program and meet its debt obligations will partly depend on the business' ability to generate cash flows from its operations and obtain additional financing. There can be no assurance that the Company will be able to generate sufficient cash flows from its operations or obtain adequate financing for its capital expenditure projects or to meet its debt servicing obligations, on acceptable terms or at all. The inability of the Company to meet its capital expenditure program whether through unsuccessful implementation or insufficient funding could adversely affect its business, financial condition and results of operations.

Financing risk is mitigated as the Company follows a conservative financing strategy to optimize its leverage and ensure that the costs of financing are well within the Company's ability to meet these costs. The Notes issuance is an important part of this financing strategy, as it provides the Company the funding to support its medium term expansion and capital expenditure plans.

Any significant disruption in operations or casualty loss at the Company's storage and distribution facilities could adversely affect its business and results of operations and result in potential liabilities.

The Company's operation of its storage and terminal facilities and retail gasoline stations could be adversely affected by several factors, including but not limited to equipment failure and breakdown, accidents, power interruption, human error, natural disasters and other unforeseen incidents and issues. These disruptions could result in product run-outs, facility shutdown, equipment repair or replacement, increased insurance costs, personal injuries, loss of life and/or unplanned inventory build-up, all of which could have a material adverse effect on the business, results of operations and financial condition of the Company.

Company has purchased insurance policies covering majority of foreseeable risks but do not cover all potential losses as insurance may not be available for all such risks or on commercially reasonable terms. Operational disruptions may occur going forward, and as such, insurance may not be able to adequately cover the entire scope or extent of the losses or other financial impact on the Company.

The Company aims to mitigate this risk by following best practices to prevent the occurrence of or minimize the impact of accidents or other untoward incidents. These include measures to isolate the physical effects of any incidents (for example, the dispersed locations of its storage depots, alternative storage arrangements), minimize their financial impact on the Company (by ensuring that insurance coverage is adequate) and prevent their occurrence (for example, by ensuring that maintenance and safety procedures follow ISO standards and maintaining an adequate security force).

Continued compliance with safety, health, environmental and zoning laws and regulations may adversely affect the Company's results of operations and financial condition.

The operations of the Company's business are subject to a number of national and local laws and regulations, including safety, health, environmental and zoning laws and regulations. These laws and regulations impose controls on air and water discharges, storage, handling, discharge and disposal of waste, location of storage facilities, and other aspects of the operations of the Company's business. Financial penalties, administrative, legal proceedings against the Company, or revocation or suspension of the Company's licenses or operation of its facilities may arise should the Company fail to comply with relevant laws and regulations.

The Company has incurred, and expects to continue to incur, operating costs to comply with such laws and regulations. In addition, the Company has made and expects to continue to make capital expenditures on an ongoing basis to comply with safety, health, environmental and zoning laws and regulations.

There can be no assurance that the Company will be in compliance with all applicable laws and regulations or will not become involved in future litigation or other proceedings or be held responsible in any future litigation or proceedings relating to safety, health, environmental and zoning matters, the costs of which could be material. Safety, health, environmental and zoning laws and regulations in the Philippines are becoming more and more stringent over the years. There can be no assurance that the adoption of new safety, health, environmental and zoning laws and regulations, new interpretations of existing laws, increased governmental enforcement of safety, health, environmental and zoning laws or other developments in the future will not result in the Company being subject to fines and penalties or having to incur additional capital expenditures or operating expenses to upgrade or relocate its facilities.

To mitigate this risk, the Company keeps itself updated on government policies and regulations pertaining to the oil industry. Through its Corporate Affairs department, the Company maintains lines of communication with regulatory agencies to allow Phoenix to identify potential regulatory risks and proactively respond to these risks.

Regulatory decisions and changes in the legal and regulatory environment could increase the Company's operating costs and adversely affects its business, results of operations and financial condition.

Even though the local downstream oil industry is a deregulated industry, the Government has historically intervened to limit and restrict increases in the prices of petroleum products. On October 2, 2009, a state of national calamity in view of the devastation caused by typhoons "Ondoy" and "Pepeng" was called by former President Gloria Macapagal-Arroyo. Executive Order 839 was issued which called for the prices of petroleum products in Luzon to be kept at October 15, 2009 levels effective October 23, 2009. As a result of the Executive Order, prices of oil products were kept at said levels by the Company, affecting its profitability in Luzon for the period the executive order was in effect. On November 16, 2009, the price freeze was lifted. There were also similar price freeze in some areas in Visayas during period of calamities in recent times. There is no assurance that the Government will not invoke similar measures or reinstate price regulation in the future, which may adversely affect the Company's results of operations.

The Company's operations are subject to various taxes, duties and tariffs. The Oil industry in the Philippines has experienced some key changes in its tax and duty structure. Import duties for crude oil and petroleum products were increased in January 1, 2005 from 3% to 5% which was then rolled back to 3%. In 2006, an additional 12% VAT was imposed by the Government on the sale or importation of petroleum products. As of July 4, 2010, import duties on crude oil and petroleum products were lifted. Such taxes, duties and tariffs may or may not change going forward, that could result to a material and adverse affect on the Company's business, financial condition and results of operations.

As indicated in the previous item, the Company has a group dedicated to monitor compliance with regulations as well as anticipate any new regulations that may be implemented by the authorities. This ensures that any additional costs resulting from changes in the legal and regulatory environment can be anticipated and prepared for by the Company.

The Company's business, and financial condition may be adversely impacted by the fluctuations in the value of the Philippine Peso against the U.S. dollar.

The Company's revenues are denominated in PHP while a bulk of its expenses, notably the cost of its imported petroleum products, is US$-

denominated. In 2014, 93% of the Company's revenues were denominated in PHP, while approximately 83% of its cost of goods sold was denominated in US$. The Company's reporting currency in its financial statements is the PHP. Changes in the US$:PHP exchange rate may adversely affect the financial condition of the Company. Should the PHP depreciate, this would translate to higher foreign currency denominated costs and effectively affecting the Company's financial conditions. There can be no assurance that the Company could increase its Peso-denominated product prices to offset increases in its cost of goods sold or other costs resulting from any depreciation of the Peso. There can be no assurance that the value of the Peso will not decline or continue to fluctuate significantly against the U.S. dollar and any significant future depreciation of the Peso could have a material adverse effect on the Company's margins, results of operations and financial condition.

To mitigate this risk the Company limits its exposure to foreign currency denominated liabilities. The risk posed by foreign exchange fluctuations on the cost of its imported petroleum products is generally mitigated by the Company's ability to pass on any such additional costs to its selling prices.

Sales to Cebu Air comprise a significant amount of the Company's sales.

Revenues from the supply of jet fuel to Cebu Air, the Philippines' largest airline in terms of passengers carried, comprised almost 7% of the Company's total sales for 2014. This makes Cebu Air the Company's largest single corporate customer. While the Company has supplied Cebu Air with jet fuel since 2005, there is no long term fuel supply contract between the Company and Cebu Air. However, the Company enters into an annual supply contract or agreement with Cebu Air to ensure continuous purchase by the latter for the year ahead. Any disruption, reduction or material change in the business relationship between Cebu Air and the Company could adversely impact the Company's sales and results of operations. Aside from Cebu Air, the Company has no other customer or buyer that accounts for more than 3.5% of the Company's sales.

To mitigate the risk, the Company continues to expand its base of industrial customers, thus diversifying its risk that the loss of business from any one customer would have a material effect on the Company's sales.

The Company currently benefits from income tax holidays on the operation of certain of its depots. If the Company did not have the benefit of income tax holidays its profitability will be adversely affected, as it will have to pay income tax at the prevailing rates.

Under its registration with the BOI, the Company enjoys certain benefits, including an income tax holiday ("ITH") on the operations of the Davao Extension, the Calaca (Batangas) and the Zamboanga depots. In addition, the Company got approval this year 2012 for BOI registration with corresponding income tax holidays for its Cagayan de Oro City (Phividec) and Bacolod depots. The ITH runs for a period of five (5) years from the commencement of operations of each depot. Upon expiration of a tax holiday, the Company's income from a depot will be subject to prevailing income tax rates. In addition, if the Company fails to meet certain conditions imposed by the BOI, it may lose its right to the ITH. In such an event, the Company may not be able to continue to avail of the benefits under the ITH. The loss of the ITH would adversely affect the Company's profitability, as it would have to pay income tax at prevailing rates. In addition, there is no guarantee that the Company will be able to secure similar income tax holidays for any new depots that it may establish in the future or for the statutes granting the said ITH to be superseded or amended. . For example, the Company's registration as a New Industry Participant with New Investment in Storage, Marketing and Distribution of Petroleum Products (with Certificate of Registration No. 2010-184) provides that it is entitled to ITH until 15 November 2010. After the lapse of the ITH, the Company became liable for the regular corporate income tax. Any such inability by the Company to enjoy ITH benefits will have a material adverse effect on its business prospects, financial condition and results of operations.

The Company continuously monitors its compliance with the requirements and conditions imposed by the BOI to mitigate this risk.

The Company depends on certain key personnel, and its business and growth prospects may be disrupted if their services were lost.

Certain key executives and employees are critical to the continued success of the Company's business. There is no assurance that such key executives and employees will remain employed with the Company. Should several of these key personnel be unable or unwilling to continue their present roles, the Company may face difficulties in looking for replacements and the business and operations may be disrupted as a result translating to a potential material adverse effect on the financial condition and operations results of the Company.

To mitigate this risk the Company ensures that its compensation and benefit packages for its officers, staff and rank and file are competitive with industry standards. Promotions and pay raises are merit-based and performance appraisals are conducted regularly. Key personnel are also regularly sent to training programs in the Philippines and abroad to ensure that their knowledge and skills are continually updated.

The Company's controlling shareholder may have interests that may not be the same as those of other shareholders.

Udenna Corp, the ultimate holding company, directly or indirectly through PPHI and UMRC, holds 58.10% of the Company's outstanding common equity as of December 31, 2014. Neither Udenna nor PPHI is obligated to provide the Company with financial support or to exercise its rights as a shareholder in the Company's best interests or the best interests of the Company's other shareholders. Should there be a conflict between the interests of Udenna Corp or PPHI and the interests of the Company, the Company may be affected by the actions done by Udenna Corp.

The Company has an operating lease agreement with its parent, Udenna Corp, for the use of various properties for its operations and for office space. Furthermore, the Company regularly charters the use of marine tankers from its affiliate, CSC, for the hauling of its fuel products from suppliers' terminals and from its own depots to Company depots and to its customers. The Company also avails of the freight forwarding services of another affiliate, F2

Logistics, Inc., for the delivery of goods to customers and for internal movement of non-commercial cargo. While the Company believes that the terms of these transactions were negotiated on an arms-length basis, there is no assurance that the Company cannot avail of better terms if it contracted with parties other than its affiliates.

To mitigate this risk, the Company follows good corporate governance standards in dealing with its shareholders and other related parties. These standards include, but are not necessarily limited to, "arms-length" practices in all commercial dealings with related interests and transparency and full disclosure in all such dealings.

If the number or severity of claims for which the Company is insured increases, or if it is required to accrue or pay additional amounts because the cost of damages and claims prove to be more severe than its insurance coverage, the Company's financial condition and results of operations may be materially adversely affected.

The Company uses a combination of self-insurance and reinsurance to cover its properties and certain potential liabilities. The Company's insurance coverage includes property, marine cargo and third party liability. The Company estimates the liabilities associated with the risks retained by it, in part, by considering historical claims, experience and other actuarial assumptions which, by their nature, are subject to a degree of uncertainty and variability. A number of external factors affect the uncertainty and variability including but not limited to future inflation rates, discount rates, litigation trends, legal interpretations and actual claim settlement patterns. If the number or severity of claims for which the Company is insured increases, or if it is required to accrue or pay additional amounts because the claims prove to be more severe than its original assessments, the Company's financial condition, results of operations and cash flows may be materially adversely affected.

To mitigate this risk the Company continually reviews and updates its insurance policies so that it is reasonably protected from foreseeable events and risks. Insurance coverage is acquired through competitive bidding to ensure that the Company's premium costs are reasonable and at par with industry standards.
Risks Relating to the Philippines

The Company's business and sales may be negatively affected by slow growth rates and economic instability globally and in the Philippines.

The Company, since its commencement of operations, has derived all of its revenues and operating profits from sales of its petroleum products in the Philippines. The Company's business has mostly been influenced by the Philippine economy and the level of business activity in the country.
In the past, the Philippines has experienced periods of slow or negative growth, high inflation, significant devaluation of the Philippine Peso and debt restructuring, and has been significantly affected by economic volatilities in the Asia-Pacific region. The Company cannot assure prospective investors that one or more of these factors will not negatively impact Philippine consumers' purchasing power, which could materially and adversely affect the Company's financial condition and results of operations.

In addition, global financial, credit and currency markets have, since the second half of 2007, experienced, and may continue to experience, significant dislocations and liquidity disruptions. There is significant uncertainty as to the potential for a continued downturn in the U.S. and the global economy, which would be likely to cause economic conditions in the Philippines to deteriorate.
A slowdown in the Philippine economy may adversely affect consumer sentiment and lead to a reduction in demand for the Company's products. There is also no assurance that current or future Government administrations will adopt economic policies conducive to sustaining economic growth.

Political instability or acts of terrorism in the Philippines could destabilize the country and may have a negative effect on the Company.

The Philippines has experienced political and military instability. In the past decade, political instability has been observed headlined by impeachment proceedings against former presidents Joseph Estrada and Gloria Macapagal-Arroyo, and public and military protests arising from alleged misconduct by previous administrations. There is no assurance that acts of election-related violence will not occur in the future and such events have the potential to negatively impact the Philippine economy. An unstable political environment, whether due to the imposition of emergency executive rule, martial law or widespread popular demonstrations or rioting, could negatively affect the general economic conditions and operation environment in the Philippines, which could have a material adverse effect on the Company's business, financial condition and results of operations.

Terrorist attacks have been observed in the Philippines since 2000. The conflict with the Abu Sayyaf organization continues. The Abu Sayyaf organization is being identified and associated with kidnapping and terrorist activities in the country including several bombing activities in the southern region of the country and is said to have ties with the al-Qaeda terrorist network.

On May 10, 2010, the Philippines held a presidential election, as well as elections for national (members of the Senate and the Congress) and local positions. This resulted in the election of Benigno Aquino III as the new President of the Philippines, effective June 30, 2010. Although there has been no major public protest of the change in government, there can be no assurance that the political environment in the Philippines will continue to be stable or that the new government will adopt economic policies conducive to sustained economic growth or which do not impact adversely on the current regulatory environment.
On August 23, 2010, a hostage situation occurred in Manila resulting to 8 dead hostages. This resulted in the Hong Kong Special Administrative Region government issuing a "black" travel alert for the Philippines. Up to this time, this remains a political issue between the Philippines and Hong Kong effects on the business, financial condition and results of operations of the Company.

On October 2013 , an alleged group of Moro National Liberation Front (MNLF) siege Zamboanga City that resulted to a more than weeklong gun battle with the Philippine government forces. The said incident resulted to more than 100 deaths and thousands families displaced. An increase in the frequency, severity or geographic reach of terrorist attacks may destabilize the Government, and adversely affect the country's economy. There is no guarantee that the Philippines and the assets of the Company will not be subject to such acts of terrorism, resulting to potential adverse effect.

The occurrence of natural catastrophes or blackouts may materially disrupt the Company's operations.

The Philippines has encountered and is expected to experience a number of major natural catastrophes including typhoons, volcanic eruptions, earthquakes, mudslides, droughts or floods. Such natural catastrophes may cause disruption to the Company's operations, and distribution of its petroleum products. Electricity blackouts are also experienced caused by insufficient power generation following strong typhoons and other natural catastrophes. These types of events may materially disrupt and adversely affect the Company's business and operations. The Company cannot assure prospective investors that the insurance coverage it maintains for these risks will adequately compensate the Company for all damages and economic losses resulting from natural catastrophes or blackouts, including possible business interruptions.

If foreign exchange controls were to be imposed, the Company's ability to access foreign currency to purchase petroleum, petroleum products, raw materials, equipment and other imported products, could be adversely affected.

Generally, Philippine residents may freely dispose of their foreign exchange receipts and foreign exchange may be freely sold and purchased outside the Philippine banking system. The Monetary Board of the BSP, with the approval of the President of the Philippines, has statutory authority, during a foreign exchange crisis or in times of national emergency, to suspend temporarily or restrict sales of foreign exchange, require licensing of foreign exchange transactions or require delivery of foreign exchange to the BSP or its designee. The Government has, in the past, instituted restrictions on the conversion of Pesos into foreign currency and the use of foreign exchange received by Philippine residents to pay foreign currency obligations. The Company purchases some critical materials, particularly petroleum and petroleum products, and some capital equipment from abroad and needs foreign currency to make these purchases. Although the Government has from time to time made public pronouncements of a policy not to impose restrictions on foreign exchange, there can be no assurance that the Government will maintain such policy or will not impose economic or regulatory controls that may restrict free access to foreign currency. Any such restrictions imposed in the future could adversely affect the ability of the Company to purchase petroleum and other materials and equipment from abroad in U.S. dollars.

3. Description of Property:

The Company's properties consist of its terminal, depot facilities, head office building, pier and pipeline structures and its accessories, steel cylindrical tanks, and stocks of all petroleum products stored and contained inside the depot. In March 2009, after acquisition of PPIPC by the Company, the Group has additional Port Facilities, Land Held for Sale and Land Held for future developments.

Under the terms of agreements covering the liabilities under trust receipts, certain inventories of petroleum products released to the Company are held in trust for the bank. The Company is accountable to the bank for the trusteed inventories or their sales proceeds.

Leased Properties

Lease with Udenna Corporation

The Company's headquarters is currently located at Stella Hizon Reyes Road, Bo. Pampanga, Davao City. The premises are covered by existing lease contracts with Udenna Corporation and the Heirs of Stella Hizon Reyes, as lessors.

Following are the relevant terms of the lease contracts:

The Company's sublease contract with Udenna Corporation was originally for a term of three (3) years, from January 2007 to December 2009. The lease was renewed for another term of three (3) years, commencing from 01 January 2013 to 31 December 2016, subject to further renewal under terms and conditions to be agreed to by the parties.

On the other hand, the lease contract by Udenna Corporation with the Heirs of Stella Hizon Reyes over 1.1 hectares is effective for twenty one (21) years, which shall expire on March 20, 2027, subject to renewal upon terms and conditions to be agreed to by the parties. The same term for purposes of synchronization was implemented over the lease of the remaining area of 1.2 hectares with the lessor for the expanded area which is now leased directly by the Company.

- The Company shall pay Udenna Corporation a monthly lease rental for the parcels of land used as sites of its Depot Facilities in Davao and a retail station site.

- The leased premises shall be exclusively used by the Company for petroleum and fuel products storage and for its pier facilities or any other related business. The Company is prohibited from using the leased premises for any other purpose without the prior written consent of lessors.

- The Company may not introduce improvements or make alterations or changes without the written consent of Udenna Corporation, except the construction of the necessary offices, storage tanks and other improvements required by the business of the Company.

- Udenna Corporation shall have the right to pre-terminate the sublease on any of the following grounds: (a) non-payment of rentals for at least two (2) consecutive months; (b) if the Company, at any time, fails or neglects to perform or comply with any of the covenants, conditions, agreements, or restrictions stipulated in the lease contract; or (c) if the Company shall become insolvent. Udenna Corporation shall give the

Corporation one (1) month notice prior to the intended date of termination. The Company may pre-terminate the lease, upon prior thirty-day written notice to Udenna Corporation.

- Payment of real property taxes on the land shall for the account of the Lessor while the real property taxes pertaining to the improvements found thereon shall be for the account of the Company, as lessee.

Leased Properties for Terminal/Depot Sites

The Company likewise executed valid lease agreement over various parcels of lands in various areas of the country where its Terminal/Depots are located and established as part of its expansion program, namely:

- **General Santos City.** A fifteen-year (15) lease contract, with option to renew for another five (5) years, was entered with Southern Fishing Industries, Inc. for the 10,000 square meters property located at Tambler, General Santos City. Contract was signed on May 7, 2008.

- **Zamboanga City.** The Company entered to a lease agreement with Jordan Fishing Corporation for an area of 10,000 square meters for a period of ten (10) years, with an option to renew for another five (5) years. The said lease agreement commenced November 16, 2008. The depot in Zamboanga City has a 5.5 million liter capacity that supports the retail network and the commercial and industrial accounts.

- **Bacolod City.** A land with an area consisting of 5,000 square meters more or less was leased by the Company from Jordan Fishing Corporation for ten (10) years starting January 01, 2008 with option to renew for another five (5) years. The Depot in Bacolod City has a 9 million liter capacity that supports the retail network and the commercial and industrial accounts in the area.

- **Mindoro.** A land with an area consisting of 3,723 square meters more or less was leased by the Company from Benjamin Espiritu for twenty (20) years starting September 2013 with option to renew for another ten (10) years. This will be the site of the Company Depot to support its retail network and the commercial and industrial accounts in the area.

Leased Properties for Company-owned, Dealer-operated (CODO) Stations

In addition to the aforementioned leases, the Company likewise has existing lease contracts with various property owners covering the properties where its CODOs are situated. Relevant terms of said lease contracts are as follows:

- The lease shall be for a term of fifteen (15) years, subject to renewal upon such terms and conditions as may be agreed upon in writing and signed by the parties.

- The Company shall pay monthly rentals, subject to annual escalation ranging from 3% to 10%, plus applicable real estate and government taxes.

- The leased premises may be occupied and used by the Company exclusively as a gasoline service station. In some areas, the leased premises for the CODOs include the operation of convenience stores, coffee shops, service bays and other facilities as might be deemed appropriate for a gasoline service station and for no other purpose without the written consent of the lessors.

- Given the nature of the business, the Company is expressly permitted to sublease the leased premises.

4. Legal Proceedings

Involvement in Certain Legal Proceedings

The Company's Independent Director, Monico V. Jacob, in his capacity as then Chairman of Petron Corporation, was impleaded in a case together with some government officials for Violation of Republic Act 3019 otherwise known as the Anti-Graft and Corrupt Practices Act involving tax credit payments. The case is now pending with the Sandiganbayan.

In May 2011, the Bureau of Customs (BOC) filed before the Department of Justice (DOJ) a complaint against the Group's President and Chief Executive Officer and other respondents for alleged violation of Sections 3602, 2501(l)(1) & (5), 1801, 1802 and 3604 of the Tariff and Customs Code of the Philippines. In November 2012, the DOJ dismissed the case for lack of probable cause against all respondents. In April 2013, the DOJ, upon motion for reconsideration filed by the BOC, reversed its earlier resolution and recommended the filing of Criminal Information against the respondents. Criminal Information for alleged violations of Section 3602, in relation to Sections 3601, 2530 1 (l) & 5, 1801 and 3604 of the Tariff and Customs Code of the Philippines were filed before the Regional Trial Courts (RTC) of Batangas and Davao City in August 2013. Separately, in September and October 2013, RTC Batangas and Davao City, respectively, have dismissed all charges against the Parent Company's President and Chief Executive Officer.

On October 7, 2013, the DOJ filed a Motion for Reconsideration with Motion for Inhibition of Judge Ruben A. Galvez dated October 7, 2013 with RTC Batangas. On the other hand, on November 15, 2013, the DOJ filed a Motion for Reconsideration with Motion for Inhibition of Judge George A. Omelio dated November 15, 2013 with RTC Davao. On December 6, 2013, RTC Batangas issued an Order dated December 6, 2013 denying the DOJ's Motion for Reconsideration with Motion for Inhibition. On July 7, 2014, RTC Batangas issued a Certificate of Finality of even date stating that its Order dated December 6, 2013 affirming the Order dated September 17, 2013 is now final and executory since no appeal was filed.

On August 18, 2014, RTC Davao issued an order of even date denying the DOJ's Motion for Reconsideration. The Office of the Solicitor General, on behalf of the People of the Philippines, filed the Petition for Certiorari dated October 27, 2014 with the Court of Appeals seeking the reversal of the Orders dated October 4, 2013 and August 18, 2014 issued by public respondents Judges Omelio and Hon. Loida S. Posadas-Kahulugan. The Petition for Certiorari, with Docket No. CA-G.R. SP No. 06500-MIN, is now pending with the Court of Appeals.

There is also a pending Motion for Reconsideration filed by the DOJ and the BOC, seeking the reversal of the decision dated 25 July 2014 of the Court of Appeals' Special Former Special Tenth (10th) Division in the Consolidated Petitions of Dennis Uy, docketed as CA-G.R. SP No. 131702, and Jorlan Cabanes, docketed as CA-G.R. SP No. 129740, with the Court of Appeals, which involve the same basic facts and issues as those raised in CA-G.R. SP No. 06500-MIN.

Except for the above, to the best of the Company's knowledge there has been no occurrence during the past five (5) years up to the date of this Report of any of the following events which are material to an evaluation of the ability or integrity of any director, person nominated to become a director, executive officer, or control person of the Company:

(i) Any insolvency or 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 insolvency or within two years prior to that time;

(ii) Any conviction by final judgment in a criminal proceeding, domestic or foreign, or any pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;

(iii) Any final and executory order, judgment, or decree of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending, or otherwise limiting involvement in any type of business, securities, commodities, or banking activities; and

(iv) Any final and executory judgment by a domestic or foreign court of competent jurisdiction (in a civil action), the Securities and Exchange Commission ("SEC"), or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, for violation of a securities or commodities law.

PART II - SECURITIES OF THE REGISTRANT

(A) Market price of and Dividends on Registrant's common equity shares and Related Stockholders Matters

(1) Market Information

On 11 July 2007, the Parent Company's common shares became listed for trading on the Philippine Stock Exchange ("PSE").. The high and low sale prices of each quarter for the year 2014 are hereunder shown:

	Highest Close		Lowest Close	
Period	**Price**	**Date**	**Price**	**Date**
First Quarter	5.25	Mar 14	4.71	Jan 02
Second Quarter	6.51	May 27	4.97	Apr 01
Third Quarter	6.66	Jul 09	5.12	Sep 03
Fourth Quarter	5.20	Oct 01	3.05	Dec 23

As of December 31, 2014, the market capitalization of the Company, based on the closing price of P3.09, was approximately P4.415 billion.

(2) Top 20 Stockholders*
As of January 31, 2015

#	NAME OF STOCKHOLDER	NO. OF SHARES	% OWNERSHIP
1	PHOENIX PETROLEUM HOLDINGS INC.	525,945,630	36.81%
2	PCD NOMINEE CORPORATION - (FILIPINO)	327,208,575	22.91%
3	UDENNA MANAGEMENT & RESOURCES CORP.	254,921,743	17.84%
4	PCD NOMINEE CORPORATION - (NON-FILIPINO)	174,138,423	12.19%
5	UDENNA CORPORATION	127,568,767	8.93%
6	JOSELITO R. RAMOS	4,812,600	0.34%
7	DENNIS A. UY	3,991,811	0.28%
8	CAROLINE G. TAOJO	2,801,500	0.20%
9	F. YAP SECURITIES	1,883,000	0.13%
10	UDENCO CORPORATION	1,614,787	0.11%
11	DENNIS A. UY&/OR CHERYLYN C. UY	1,098,099	0.08%
12	DOMINGO T. UY	645,919	0.05%
13	JOSE MANUEL ROQUE QUIMSON	354,900	0.02%
14	EDGARDO ALVARADO ALERTA	318,505	0.02%
15	ROMEO B. MOLANO	258,262	0.01%
16	ZENAIDA CHAN UY	149,058	0.01%

17	REBECCA PILAR CLARIDAD CATERIO	148,453	0.01%
18	SOCORRO ERMAC CABREROS	103,316	0.01%
19	ROSITA G. ARTOS	82,000	0.01%
20	IGNACIA BRAGA IV	70,980	0.01%

* disclosure based on records of the Stock Transfer Agent, BDO-Equitable Trust Co., as of January 31, 2015.

(3) Dividends

The Company’s dividend policy is to declare at least 30% of its prior year’s net income as dividends, whether in stock or in cash or a combination of both, payable out of its unrestricted retained earnings subject to statutory limitations.

Each holder of a common share is entitled to such dividends as may be declared in accordance with the Company’s dividend policy. The Company’s current dividend policy entitles holders of common shares to receive dividends based on the recommendation of the Board of Directors. Such recommendation will consider such factors as operating expenses, implementation of business plans, and working capital among other factors.

For the year 2008, the Board of Directors approved on May 8, 2008 and duly ratified by the stockholders on July 16, 2008, a 30% stock dividend for stockholders of record as of July 11, 2008 to be issued from the Company’s unrestricted retained earnings. Distribution date was scheduled on August 6, 2008. A total of 43,000,198 common shares were issued valued at Par Value of ₱ 1.00 per share or a total of ₱43,000,198.00. Moreover, a cash dividend of ₱ 0.10/share was also declared for all stockholders on record as May 30, 2008. Payment date was set on June 26, 2008 for the total amount of ₱ 14,500,000.00.

For 2009, the Shareholders ratified and approved on May 29, 2009 a 40% stock dividend. Details are as follows:

Ex-Date	July 03, 2009
Record Date	July 08, 2009
Distribution Date	August 03, 2009
No. of Shares Distributed	73,660,677 shares

For 2010, on April 12, 2010, the Company’s Board of Directors approved a ₱ 0.05 per share cash dividend. Details are as follows:

Ex-Date	July 12, 2010
Record Date	July 15, 2010
Payment Date	August 10, 2010
Total Amount	₱ 13,656,430

On July 15, 2010, the Parent Company's stockholders ratified and approved a 40% stock dividend (or a total of 107,664,266 shares), valued at par of ₱1.00 per share and distributed on October 20, 2010 to all stockholders of record as of September 24, 2010.

For the year 2011, the Board of Directors declared a cash dividend for common shareholders with details as follows:

Dividend Rate	Php 0.10/share
Ex Date	March 22, 2011
Record Date	March 25, 2011
Payment Date	April 20, 2011
Total Amount Distributed	Php 37,682,494

On March 15, 2011, a 30% Stock Dividend was declared by the Board of Directors and subsequently approved by the stockholders during the March 11, 2011 Annual Stockholders' meeting. All stockholders of record as of April 8, 2011 were entitled to the stock dividend declaration that was distributed on May 6, 2011. A total of 113,047,475 common shares were distributed for this declaration. Similarly, the Board of Directors declared and approved the payment of cash dividend at the rate of 11.5% per annum to all preferred shareholders totaling to ₱ 70.7 million. Preferred shares issuance by the Company is not listed and traded in the Philippine Stock Exchange.

For the year 2012, the Board of Directors declared Cash Dividend for Common Shareholders with details as follows:

Dividend Rate	Php 0.10/share
Ex Date	March 20, 2012
Record Date	March 23, 2012
Payment Date	April 23, 2012
Total Amount Distributed	₱ 48,987,241.50

Similarly, a 50% stock dividend was declared by the Board of Directors on January 26, 2012 and subsequently approved by the Stockholders during the March 08, 2012 Annual Stockholders' meeting. All stockholders of record as March 28, 2012 were entitled to said stock dividend declaration that was distributed on April 26, 2012. Total distributed for this dividend is 113,047,475 shares. Also, the Board of Directors declared and approved the payment of cash dividend at the rate of 11.5% per annum to all preferred shareholders totaling to ₱ 70.7 million. Preferred shares issuance by the Company is not listed and traded in the Philippine Stock Exchange.

On March 8, 2013, the stockholders ratified the BOD approval of 30% stock dividends (or a total of 329.7 million shares), valued at par and distributed on June 10, 2013 to stockholders of record as of May 15, 2013. Cash dividends of 10 centavos per common shares totaling to P103.6 million were also declared and paid in 2013. In addition, total cash dividends declared and distributed to preferred stockholders amounted to P57.5 million in 2013.

On January 29, 2014, the BOD approved the declaration of common share cash dividend of 10 centavos per share totaling to P142.9 million to stockholders of record as of March 17, 2014. In addition, total cash dividends declared and distributed to preferred stockholders amounted to P41.2 million in 2014. No stock dividends were declared and distributed in 2014.

(4) Recent Sale of Unregistered Securities

All of the shares of the Company are duly registered with the Securities and Exchange Commission.

(5) Re-acquisition/buy-back of its Own Securities

On September 21, 2007, the Board of Directors approved the buy-back program of the Company's common shares, worth a total of P50,000,000.00 or 5.15% of the Company's then market capitalization. Using PSE facilities, the program commenced on the second week of October 2007. The program will conclude upon exhaustion of the approved allotment, subject to the disclosure requirements of the SEC and the PSE. As of December 31, 2014 and December 31, 2013, the Company treasury shares have cumulative costs of ₱ -0-. No re-acquisitions of shares were made in 2009 to 2014.

The funds allocated for the repurchase of the shares was taken from the Company's unrestricted retained earnings. The program was basically designed to boost up and/or improve the shareholders value through the repurchase of the shares whenever the same is trading at a value lower than its actual corporate valuation. The program did not involve any funds allotted for the Company's impending expansion projects/investments nor any of those allotted for the payment of obligations and liabilities.

(B) Description of Shares

The Company's shares consist of common shares with a par value of ₱ 1.00 per share and preferred shares with a par value of ₱ 1.00 per share. As of January 31, 2014, total outstanding common shares, with voting rights, is 1,428,777,232. Preferred share issued by the Company as of December 31, 2014 is 5,000,000 shares with a par value of ₱ 1.00 per share.

In December 20, 2013, the above preferred shares were redeemed. On the same date, the Company issued same number of preferred shares of 5,000,000 shares with Par value of Php1.00/share and is issued at Php 500,000,000.00 with dividend rate of 8.25% per annum.

(C) Employee Stock Option Plan

The Company's Board of Directors approved the Employees' Stock Option Plan (ESOP) during its April 12, 2010 Board Meeting. Under the ESOP program, the Parent Company will allocate up to a total of 5% of its issued and outstanding common shares to be awarded to eligible employees. The ESOP was approved by the shareholders during the 2011 Annual Stockholders' Meeting.

The ESOP initial Offer date is set at March 01, 2013 as approved by the Board of Directors last BOD January 24, 2013 Board Meeting.

PART III - FINANCIAL INFORMATION

(A) Management's Discussion and Analysis of Financial Conditions

The following is a discussion and analysis of the PPPI and its Subsidiaries' financial performance for the years ended December 31, 2014, 2013 and 2012. The discussion should be read in conjunction with the audited consolidated financial statements and the accompanying notes. **In the discussion of financial information, any reference to "the Company" or to the "Group" means PPPI and its Subsidiaries.**

The selected financial information set forth in the following table has been derived from the Company's audited consolidated financial statements for the years ended December 31, 2014, 2013 and 2012.

The Company's financial statements were audited by Punongbayan & Araullo for 2014, 2013 and 2012, in accordance with Philippine Financial Reporting Standards.

	As of and for the years ended December 31		
In ₱ thousands, except for Per Share amounts	**2012**	**2013**	**2014**
Income Statement Data:			
Revenues…………………………………………	34,585,552	43,551,986	34,734,384
Cost of sales……………………………………..	31,961,749	40,248,166	31,404,504
Net profit………………………………………	651,310	665,058	616,363
Balance Sheet Data:			
Current Assets…………………………………..	8,967,002	13,068,514	13,576,057
Non-current Assets……………………………..	7,540,188	9,283,414	11,424,504
Total Assets …………………………………….	16,507,190	22,351,928	25,000,161
Total Liabilities…………………………………..	12,010,644	15,839,648	17,949,935
Stockholders' Equity…………………………….	4,496,546	6,512,280	7,050,226

Earnings per Share-Adjusted………………..	0.48	0.45	0.40
Book Value per Share…………………………..	4.96	4.54	4.93

Analysis of Results of Operations for 2014 and 2013

Revenues

The Group generated total revenues of Php 34.734 billion in 2014, which is 20% lower than its 2013 level of Php 43.552 billion, primarily due to the 18% decrease in sales volume of refined petroleum products coupled with the decline in average selling price in 2014. However, this was minimized due to the higher revenues from fuels service, shipping, storage and other revenue by 54%.

Sales revenues from trading and distribution of petroleum products decreased by 21% from Php 43.14 billion in 2013 to Php 34.10 billion in 2014 mostly from lower sales volume for wholesale accounts. However, the lower sales volume to wholesale accounts was minimized by sales volume to retail (station sales) accounts that increased by 22% due to growth in the distribution network and same store sales. The decrease in sales volume to wholesale accounts was a conscious effort of the Company to prudently manage resources and focus more on profitability. The Parent Company had four hundred eighteen (418) Phoenix Fuels Life retail service stations as of December 31, 2014 compared to three hundred sixty-eight (368) retail stations as of the same period last year. As of December 31, 2014, the Parent Company has a number of retail stations undergoing various stages of construction that are projected to be opened early next year.

The Group generated Php 634 million from its fuels service, storage, port and other income in 2014 versus Php 412 million in 2013, a 54% increase compared to the same period last year. This is due to the increase in storage rentals and time charter revenue from third parties compared to the previous year, and revenue from tug-boat operations.

Cost and expenses

The Group recorded cost of sales and services of Php 31.405 billion, a decline of 22% from its 2013 level of Php 40.248 billion, primary due to an 18% decrease in the sales volume of petroleum products. The higher decline in percentage of costs of sales by 22% compared to the decline of 18% in volume is a result of the lower average costs of petroleum products for this year. This year's average cost for the three major petroleum products such as Gasoil (Diesel), MOGAS (Gasoline) and Kerosene (JETA1) is lower by 8% compared to the same period of 2013. Furthermore, for 2014, the sales ratio of retail accounts compared to commercial/industrial (C&I) accounts improved compared to the same period in 2013 due to the Company’s deliberate strategy to push more volume to retail accounts. Retail stations normally sell more premium products like gasoline compared to C&I which is predominantly diesel.

Selling and administrative expenses declined by 3.5% as a result of lower variable costs but offset by the increase in rentals, depreciation, salaries and wages as a result of the continuous expansion of the Group's business operations. With its growing retail presence nationwide and the scaling-up of operations, the Company incurred increases in manpower and logistics costs, resulting to an increase in operating costs.

Net Income

The Group's net income for the year 2014 is Php 616 million versus 2013 net income of Php 665 million, a decrease of 7%. The Company was able to temper the 18% drop in sales volume by improving its sales mix in favor of retail sales and improve margins by increasing efficiencies and savings particularly from its trading and supply management operations. With the better sales mix and higher selling margins, the net income to sales ratio (return on sales) improved to 1.77% in 2014 compared to 1.53% in 2013.

The Parent Company is registered with the Board of Investments on November 16, 2005 as a new industry participant with new investments in storage, marketing, and distribution of petroleum products under RA 8479 (Downstream Oil Industry Regulation Act) and, as such, continues to enjoy an income tax holiday for five (5) years from November 16, 2005.

The Parent Company obtained additional registration approval from the Board of Investments (BOI) under R.A. 8479 or Oil Industry Deregulation Law for its Calaca, Batangas Terminal. This entitles the Parent Company to an Income Tax Holiday (ITH) on the revenue activities from this additional storage capacity for five (5) years starting February 2010. Another BOI registration was granted for the Davao Terminal Expansion facility effective February 2010, thus entitling the Parent Company another set of incentives including the five (5) year ITH in its Davao Terminal Marketing and Storage activities. These additional ITH incentives will allow the Company to enjoy an effective income tax rate well below 30% as it continuously expands its storage and obtains further incentives from the BOI.

The Parent Company was also registered with the BOI on November 25, 2010 as new industry participant with new investment in storage, marketing, and distribution of petroleum products under RA 8479 (Downstream Oil Industry Deregulation Act) for its storage tanks in Talisayan, Zamboanga City. Under its registration, the Company is required to observe certain general and specific terms and conditions stated in the provisions of the Omnibus Investments Code of 1987.

The Parent Company also received new approvals from the BOI for its two (2) new facilities. Both the Cagayan de Oro City and the Bacolod City facilities were registered and issued certification by the BOI on May 12, 2012. The registration entitles the Parent Company ITH for five years from registration plus other fiscal and non-fiscal incentives accorded to BOI registered entity.

Financial Condition
(As of December 31, 2014 versus December 31, 2013)

Total resources of the Group as of December 31, 2014 stood at Php 25 billion, higher by 12% compared to the Php 22.3 billion as of December 31, 2013. This is mainly due to increase in Property, Plant, and Equipment with the continuous expansion in retail stations, storage and shipping assets.

Cash and cash equivalents increased by 56% from Php 357 million in December 31, 2013 to Php 556 million due to timing of collection of receivables as against payment of various liabilities and the maintenance of a minimum cash balance for day to day operations.

Trade and other receivables increased marginally by 7% from Php 7.344 billion as of December 31, 2013 to Php 7.832 billion as of December 31, 2014, due to an increase in credit sales to customers.

Inventories declined by 25% at Php 2.871 billion as of December 31, 2014 from Php 3.812 billion as of December 31, 2013. The volume year on year is comparably same level for both years. However, the average unit price in 2014 year-end inventory ended lower by 37% compared to 2013 due to lower global prices. The Company targets to maintain an average of one month worth of inventory to ensure stable supply in retail stations and commercial/industrial clients. However, the actual level varies depending on the timing of the actual arrival dates of the fuel tankers.
Due to related parties in December 31, 2014 and December 31, 2013 is Php 10.373 million and Php 2.748 million respectively. The decrease of Php 7.625 million or 277% is due to charges made during the year.

Input taxes-net decrease by 34% in December 31, 2014 is the result of offsetting of higher output taxes this year due to increased level of inventory, input taxes of capital expenditures, and increase in paid input taxes from higher inventory levels.

Other current assets amounted to Php 1,147 million and Php 489.9 million as of December 31, 2014 and December 31, 2013 respectively. The increase represents prepaid rentals on leased retail service stations properties and depot sites, prepaid insurance, creditable withholding taxes, and other current assets.

As of December 31, 2014, the Group’s property and equipment, net of accumulated depreciation, increased to Php 10.689 billion compared to Php 8.628 billion as of December 31, 2013 due to investments in a new marine tanker for fuel importations, additional depot capacity in existing and new areas, and new retail stations in various stages of completion in Luzon, Mindanao, and Visayas as part of the Company’s objective to further expand its retail station network.

Loans and Borrowings, both current and non-current, increased marginally by 1% from Php 13.752 billion as of December 31, 2013 to Php13.843 billion as of December 31, 2014. The slight increase of Php 90 million was a result of the timing of availments of working capital lines.

Trade and other payables increased by 138% from Php 1.570 billion as of December 31, 2013 to Php 3.735 billion as of December 31, 2014. This is the result of longer suppliers' credit.

Total Stockholders’ Equity increased to Php 7.050 billion as of December 31, 2014 from Php 6.498 billion as of December 31, 2013 as a result of the period net income for the three quarters less the cash dividend declared and paid during the year for both common shares and preferred shares.

Key Performance Indicators and Relevant Ratios

The Company's key performance indicators and relevant ratios and how they are computed are listed below:

	December 31, 2014	December 31, 2013
Current Ratio[1]	1.11 : 1	1.33 : 1
Debt to Equity-Total[2]	2.55 : 1	2.44 : 1
Return on Equity-Common[3]	9.01%	12.10%
Net Book Value Per Share[4]	4.93	4.54
Debt to Equity-Interest Bearing[5]	1.96 : 1	2.12 : 1
Earnings Per Share-Adjusted [6]	0.40	0.45

Notes:

1 - Total current assets divided by current liabilities

2 - Total liabilities divided by tangible net worth

3 - Period or Year Net income divided by average total stockholders' equity

4 - Total stockholder's equity (net of Preferred) divided by the total number of shares issued and outstanding

5 - Interest Bearing Debts divided by Total stockholder's equity (net of Preferred)

6 - Period or Year Net income after tax divided by weighted average number of outstanding common shares

These key indicators were chosen to provide management with a measure of the Company's financial strength (Current Ratio and Debt to Equity) and the Company's ability to maximize the value of its stockholders' investment in the Company (Return on Equity, Net Book Value Per Share and Earnings Per Share). Likewise, these ratios are used to compare the Company's performance with similar companies.

The Company's debt to equity (DE) ratio for 2014 is higher at 2.55 : 1 due to higher accounts payable trade. However, interest bearing DE this year improved to 1.96 : 1, compared to 2.12 : 1 in 2013.

The foregoing key indicators were chosen to provide management with a measure of the Group's financial strength (Current Ratio and Debt to Equity) and the Group's ability to maximize the value of its stockholders' investment in the Group's (Return on Equity, Net Book Value Per Share and Earnings Per Share). Likewise these ratios are used to compare the Group's performance with its competitors and similar-sized companies.

Material Changes to the Group's Balance Sheet as of December 31, 2014 compared to December 31, 2013 (Increase/decrease of 5% or more) 56% increase in Cash and Cash Equivalents

This is a result of the timing of collections and disbursements during the period. Minimum levels of Cash are also maintained to support maturing obligations.

7% increase in Trade and other receivables
Primarily due to increase in advances to suppliers as a result of the differences in the initial value of various shipments in transit versus the final price computation.

25% decrease in inventory
A result of lower average price per unit by 37% in 2014.

277% increase in Due from related parties
Various charges and billings during the period-net.

47% increase in other current assets
As a result of increased prepayments e.g. rental, insurance, etc. plus the creditable withholding taxes.

34% increase in Value Added Tax-net
Increase in Input VAT as a result of higher inventory plus accumulated Input Taxes on capital expenditures.

134% increase in other current assets
Increase in Prepayments, Creditable Withholding Taxes and Supplies Inventories.

24% increase in property, plant and equipment
Due to vessel acquisition, retail network expansion, storage expansions and other capital expenditures.

138% increase in Trade and other payables
Trade Payable to foreign suppliers for purchases of inventory.

73% decline on Due to related parties
Settlement of various advances from prior years.

6% decrease in deferred tax liability
As a result of decline on the deferred tax liability for tanker vessel appraisals increments.

25% reduction on non-current liability
Due to some retirement of cash security deposits in favor of other form of security.

Material changes to the Group’s Income Statement as of December 31, 2014 compared to December 31, 2013 (Increase/decrease of 5% or more)

21% decrease in Sales for petroleum products
Principally due to 18% lower sales volume compared to 2013. However, it was partly offset by the higher service revenue.

54% increase in fuel service, shipping, storage income, and other revenue
Higher turnover on service volume specifically on storage volume of new terminal, additional revenue from time charters, and tugboat revenue.

22% decrease in cost of sales
Primarily due to decreased sales of petroleum products and lower unit prices this year compared to 2013.

20.2% increase in Finance Costs (net)
Due to interest on the installment payables, bank term loans used for expansion, plus Trust receipts availed to finance inventory.

53.2% increase in other income/Costs
Due to periodic inventory losses recorded during the period plus other various costs.

102% increase in income tax
Due to the increase of income not related to its BOI registered activity.

There are no other material changes in the Group's financial position (5% or more) and condition that will warrant a more detailed discussion. Furthermore, there are no material events and uncertainties known to management that would impact or change the reported financial information and condition of the Group.

Analysis of Results of Operations for 2013 and 2012

Revenues

The Group generated total revenues of Php 43.552 billion in 2013 which is 26% higher than its 2012 level of Php 34.586 billion, primarily due to the 31% increase in sales volume of refined petroleum products. However, this was minimized due to the lower revenues from fuels service, rent, storage and other revenue. Substantial volume for these aforementioned services were converted to an All-in product sale to customer starting third quarter of 2012 which full year impact is 2013.

Sales revenues from trading and distribution of petroleum products increased by 27% from Php 34.080 billion in 2012 to Php 43.132 billion in 2013 resulting principally from a wider distribution network and expanded institutional customer base and also as a result of improved price competitiveness. In spite of the 31% increase in volume, revenue is only up by 27%, as a result of a lower average selling price for the current as a MOPS for 2013 for Gasoil (benchmark for Diesel) and Mogas92 (benchmark for Gasoline) is lower by 2.26% and 3.50% respectively compared to year 2012. The Company had three hundred sixty-eight (368) Phoenix Fuels Life retail service stations as of December 31, 2013 compared to three hundred (300) retail stations end December 2012. The Company has a number of retail stations undergoing construction and are projected to be opened in 2014.

The Group generated Php207.059 million from its fuels service, storage, port and other income in 2013 versus Php303.567 million in 2012, a 32% decline compared to 2012. This was caused by the conversion of service revenue for Mindanao, except Davao City, to an all-in-sales of Jet A1 arrangement instead of mere service which in turn contributed to the volume and revenue growth of the Company.

Cost and expenses

The Group recorded cost of sales and services of Php40.246 billion, an increase of 26% from its 2012 level of Php31.962 billion primary due to a 31% increase in the sales volume of petroleum products. However, the average unit cost this year was lower compared to prior year as a result of lower petroleum product prices more specifically during the second quarter of 2013.

Selling and administrative expenses increased by 35% as a result of higher volume and the continuous expansion of the Group's business operations. With its growing retail presence nationwide and the scaling-up of operations, the Company incurred increases in manpower, and logistics costs including depreciation of additional new stations and facilities.

Net Income and Comprehensive Income

The Group's net income for 2013 is Php665.058 million versus 2012 same period net income of Php651.310 million or a 2.11% increase. The Company managed its profitability in spite of the price volatility due to improved inventory, trading and supply management.

Total Comprehensive Income is lower in 2013 by 24% from ₱ 874 million in 2012 to ₱ 661 million in 2013 as accounted by the effect of the recorded revaluation of vessel tankers in year 2012.

Analysis of Financial Condition and Balance Sheet Accounts
(As of December 31, 2013 versus December 31, 2012)

Total resources of the Group as of December 31, 2013 stood at Php22.352 billion, a growth of 35% over the Php16.507 billion as of December 31, 2012.

Cash and cash equivalents decreased by 19% from Php438 million in December 31, 2012 to Php357 million due to timing of collections of receivables as against payment various liabilities and prudent management of cash level enough to cover maturing liabilities.

The Group's liquidity position continued to be strong with Current Assets amounting to Php13.069 billion as of December 31, 2013, up from PHp8.967 billion as of December 31, 2012.

Trade and other receivables increased by 106%, from Php3.557 billion as of December 31, 2012 to Php7.344 billion as of December 31, 2013, which were mainly due to increase in trade receivable as a result of increasing sales revenue. Bulk sales to government and airline was also consummated at year end of 2013 which forms big bulk of the trade receivable. The Group continues to enhance its credit policies to minimize overdue accounts.

Inventories increased by only 3%, from Php3.689 billion as of December 31, 2012 to Php3.813 billion as of December 31, 2013. The Company maintains an average of around one month worth of inventory to ensure stable supply in retail stations and commercial/industrial clients.

Due from related parties in December 31, 2013 and December 31, 2012 is Php2.748 million and Php8.300 million respectively. The decrease of Php5.552 million is due to collection of prior period charges to related parties.

Input taxes-net increased by 14% in December 31, 2013 is the result of slight increase in inventory which input taxes is paid and the input taxes on additional capital expenditures during the year.

Other current assets are at Php504.3 million and Php296.7 million as of December 31, 2013 and December 31, 2012 respectively. The increase represents, creditable withholding taxes, supplies inventory, prepaid rentals on leased retail service stations properties and depot sites, prepaid insurance and other current assets.

As of December 31, 2013, the Group's property and equipment, net of accumulated depreciation, increased to Php8.629 billion compared to Php6.999 billion as of December 31, 2012 due to investments in additional depot capacity in existing areas and new sites. For the year, the Company completed its Depot facility expansion in Davao City and additional storage tanks in Calaca, Batangas and Zamboanga City. New depot sites are also being developed in various sites. In addition, more retail stations were also constructed and or under construction in Luzon, Mindanao and Visayas as of end 2013.

Other non-current assets increased by 61% from Php 167.8 million in 2012 to Php 270.4 million December 31, 2013 as a result of additional rental and security deposits of various lease agreements.

Loans and Borrowings increased by 39% from Php9.915 billion as of December 31, 2012 to Php13.752 billion as of December 31, 2013. The increase was a product of short term financing (LC/TR) to cover inventory purchases and trade receivables.

Trade and other payables decreased by 2%, from Php1.547 billion as of December 31, 2012 to Php1.570 billion as of December 31, 2013. This slight increase in spite of increasing sales volume is the result of the of trade payables to cover inventory where more booked to short term financing with banks (LC/TR).

Total Stockholders' Equity increased to Php6.512 billion as of December 31, 2013 from Php4.497 billion as of December 31, 2012 as a result of the Php1.188 billion equity placements plus the income earned during the period less the cash dividend to preferred shares of Php43.125 million and to common shares of Php103.606 million declared during the first semester.

Analysis of Results of Operations for 2012 and 2011

Revenues

The Group generated total revenues of ₱ 34.586 billion in 2012 which is 26% higher than its comparative 2011 level of ₱ 27.451 billion. This was brought about by the 26% and 8.3% increase in sales volume of petroleum products and lubricants, respectively. Service revenue also posted an increase of 34% compared to immediately preceding year. There is no real estate sales recorded this year by the Group compared to a realized ₱354 million real estate sales in its PPIPC industrial park in Calaca, Batangas in 2011.

Sales revenues from trading and distribution of petroleum products and lubricants increased by 22% from ₱ 26.720 billion in 2011 to ₱ 34.080 billion in 2012 resulting principally from a wider distribution network and expanded institutional customer base. The 26% increase in sales volume accounts the increase in revenue. Average Means of Platts Singapore (MOPS), the benchmark for pricing of petroleum in the Philippines, increased by 1.23% for Gasoil (benchmark for Diesel) and 2.41% for MOGAS92 (benchmark for Gasoline).

PPPI had three hundred (300) Phoenix Fuels Life retail service stations as of December 31, 2012 compared to two hundred twenty (220) as of December 31, 2011. A number of these service stations are yet to fully realize their potential peak sales volume considering that they have been in operation for only less than a year.

The Group generated ₱505 million from its fuels service (i.e. shipping, hauling and into-plane), lease of its storage facilities, Port Revenue and other service revenue in 2012 versus ₱ 377 million in 2011, or a 34% increase compared to last year. Ship Charter revenue accounts for the biggest increase at ₱ 68 million or 51% percent increase compared to prior year. Storage and Service Revenue also increased by 49% and 23% respectively.

Cost and expenses

The Group recorded this year's cost of sales at ₱31.962 billion, an increase of 26% compared to the 2011 figure of ₱ 25.328 billion. The increase was triggered by the 26% increase in volume. Weighted average cost per liter this year is at the same level as that of last year. The slight increase in product costs in 2012 was balanced by the sales mix.

The 18% increase in selling and administrative expenses is a result of the increasing volume and the ongoing expansion and growth of the Group's organizational build-out and business operations. The Major items that increased as a result of this retail network expansion and increasing volume include rental, depreciation, travel and transportation, repairs, taxes and licenses and other expenses. PPPI is also continuously doing branding and promotional campaign to improve on brand awareness in the market, which resulted to higher advertising expenses.

Net Profit and Comprehensive Income

The Group's total net profit increased by 17% to ₱ 651 million during year 2012 compared to P 558 million for 2011. This is a result of the Group's growth on volume on all of its business segments and the integration of the net income of the newly acquired subsidiary, Chelsea Shipping.

Total Comprehensive Income increased 69% from ₱ 518 million in 2011 to ₱ 874 million in 2012 as accounted by the increase in net income and the effect of the revaluation of vessel tankers.

Analysis of Financial Condition and Balance Sheet Accounts
(As of December 31, 2012 versus December 31, 2011)

Total resources of the Group as of December 31, 2012 stood at ₱ 16.507 billion, an increase of 27% over the P 12.959 billion as of December 31, 2011.

Cash and cash equivalents decreased by 53% from ₱ 924 million to ₱ 439 million as part of the Group cash management to retain cash level for current operational requirements and bank accounts average daily balance.

The Group's liquidity position continued to hold strong with Current Assets reaching ₱ 8.967 billion as of December 31, 2012, up from ₱ 6.902 billion as of December 31, 2011.

Trade and other receivables increased by 24%, from ₱2.865 billion as of December 31, 2011 compared to ₱ 3.557 billion as of December 31, 2012 as a result of the increase in sales revenue in 2012 compared to the preceding year. The Company continues to exercise prudence in its credit policies in order to manage customer receivables risk. The receivable is spread over a number of industries and a number of clients.

Inventories increased by 73%, from ₱ 3.689 billion as of December 31, 2011 to ₱2.133 million as of December 31, 2012 as part of the Company's inventory management strategy. The Company maintains more or less one month of inventory to ensure stable supply in retail stations and commercial/industrial clients. In addition, in this period of rising fuel prices, it is necessary to build commensurate levels of inventory to improve potential margins.

Lands Held for Sale are parcels of subdivided lots owned by PPIPC, a wholly owned subsidiary of the PPPI. These lots are intended for sale to prospective buyers. The increase in 2012 from the 2011 value is for the development of the Park that was introduced this year. There are ongoing active negotiations with prospective buyers on some parcels of these lots.

Due from related parties net balance payable is ₱ 77.3 million as of December 31, 2012 compared to a payable balance of ₱ 10.8 million in 2011. The Company's parent holding company and related party extended advances to support its cash requirement for its capital expenditures on a temporary basis to bridge immediate cash flow requirements.

Restricted deposits increased by 20% from ₱ 69 million in December 31, 2011 to ₱ 82.7 million in December 31, 2011 due sinking set-up for dividend plus interest income to these deposits.

Input-VAT-net increased by 73% from ₱ 226.5 million in December 31, 2011 to ₱393 million in December 31, 2012. These are accumulation of input VAT, current and deferred as a result of the continuous capital expenditures of the Group and the increase in inventory equivalent input taxes.

Other current assets increased by 44% from ₱ 206.2 million in December 31, 2011 to ₱ 296 million in December 31, 2012. These are prepayments on taxes, rentals on retail service stations and depot sites, creditable withholding tax and other various prepayments.

As of December 31, 2012, the Group's property and equipment, net of accumulated depreciation, increased to ₽ 6.999 billion compared to ₽ 5.572 billion as of December 31, 2011 as a result of the Company's continuous expansion of retail service stations, Storage Facilities, additional ship, capitalized dry-docking costs and other minor capital expenditures.

Lands held for future developments are parcel of subdivided lot owned by the wholly owned subsidiary PPIPC. The balance is increased by 6% as a due to minor development introduced in the property. These lots may be sold at its current state or be developed for better selling prices which will yield better returns to the Group.

Total Loans and Borrowings increased by 69% from total ₽ 5.877 billion as of December 31, 2011 to ₽ 9.915 billion as of December 31, 2012. This is due to the financing for vessel double hulling, purchase of brand new vessel. The total loan amount is ₽ 214 million and US$ 14.5 million for the double hulling and purchase of brand new vessel respectively. In addition, the Parent Company availed of long term debts to refinance short term debts. Short term loans and borrowings are related to the financing of the inventory build-up and accounts receivable trade gapping.

Trade and other payables decreased by 50%, from ₽ 3.084 billion as of December 31, 2011 to ₽1.547 billion as of December 31, 2012 as trade payables at the end of the year are mostly booked under trust receipts. The increase in Other Payable was mostly payables to contractors and suppliers for construction of depots and retail stations.

Other non-current liabilities increased by 65% in December 31, 2012. Most of this is accumulation of Cash Bond placed by dealers and customer to secure their credit purchases.

Total Stockholders' Equity increased to ₽ 4.496 billion as of December 31, 2012 from ₽ 3.714 billion as of December 31, 2011 due to the issuance net income posted during the year. Increase Revaluation Reserve to ₽ 294 million contributed to the increase. This however was reduced by the effect of the ₽ 92 million cash dividend declared and distributed during the year to both common and preferred shareholders.

Key Performance Indicators and Relevant Ratios

The Company's key performance indicators and relevant ratios and how they are computed are listed below:

	2013	**2012**	**2011**
Current Ratio[1]	1.33 : 1	1.56 : 1	0.97 : 1
Debt to Equity[2]	2.43 : 1	2.67 : 1	2.49 : 1
Return on Equity[3]	12.08%	15.86%	16.42%
Net Book Value Per Share[4]	4.55	4.96	5.61
Earnings Per Share-Adjusted [5]	0.45	0.48	0.40

Notes:
1 - Total current assets divided by current liabilities
2 - Total liabilities divided by tangible net worth
3 - Net income divided by average total stockholders' equity
4 –Total stockholders' equity net of preferred divided by the total number of shares issued and outstanding at year-end
5 – Net income after tax (net of Preferred dividend) divided by weighted average number of outstanding common shares adjusted to Stock dividends

These key indicators were chosen to provide management with a measure of the Company's financial strength (Current Ratio and Debt to Equity) and the Company's ability to maximize the value of its stockholders' investment in the Company (Return on Equity, Net Book Value Per Share and Earnings Per Share). Likewise, these ratios are used to compare the Company's performance with similar companies.

The Company debt to equity (DE) ratio for 2013 is 2.43: 1 due to payables to cover level of inventory to support the sales requirement in the first month of 2014. The immediately preceding two years been steady at 2.67: 1 and 2.49: 1 for 2012 and 2011 respectively. However, the DE for interest bearing liabilities is 2.11:1 and 2.21:1 for 2013 and 2012 respectively. The DE is expected improve in succeeding years out of the Groups projected income and various initiatives.

Audit and Audit-Related Fees

The financial statements of the Company were audited by Punongbayan & Araullo for the years ended December 31, 2013 and 2012, and for the year ended December 31, 2011. Said external auditor has no shareholdings in the Company, or any right, whether legally enforceable or not, to nominate persons or to subscribe to the securities of the Company, in accordance with the professional standards on independence set by the Board of Accountancy and the Professional Regulation Commission.

(B) External Audit Fees and Services

The following table sets out the aggregate fees billed for each of the last three fiscal years for professional services rendered by the Company's external auditors.

Audit and Related Fees				
		Amount in Thousands Php		
Particulars	Nature	2012	2013	2014
Punongbayan and Araullo	Audit of FS for the year 2008 - Parent and Subsidiaries			

Punongbayan and Araullo	Audit of FS for the year 2009 - Parent and Subsidiaries			
Punongbayan and Araullo	Audit of FS for the year 2010 –Parent and Subsidiries			
Punongbayan and Araullo	Audit of FS for the year 2011 - Parent and Subsidiaries	2,110.06		
Punongbayan and Araullo	Audit of FS for the year 2012 - Parent and Subsidiaries	630	3,302.60	60
Punongbayan and Araullo	Audit of FS for the year 2013 - Parent and Subsidiaries		**2,609.42**	**2,536.95**
Punongbayan and Araullo	Audit of FS for the year 2014 - Parent and Subsidiaries			**3,266.38**
Sub-total		**2,740.06**	**5,912.02**	**5,863.33**
Tax Advisory Services				
Sycip, Gorres and Velayo	Tax Consultancy	119.94	190.12	144.76
Sub-total		**119.94**	**190.12**	**144.76**
All Other Fees				
Entia Accounting Office	Professional Fee for BOI Registration of Depot Facilities			
Sub-total				
GRAND TOTAL		**2,860**	**6,102.14**	**6,088.09**

In accordance with the Company's By-laws and Manual of Corporate Governance, in 2007, the Company formed its Audit Committee. The Company's Audit Committee is composed of at least three (3) members of the Board, preferably with accounting and finance background, one of whom shall be an Independent Director and another should have related audit experience. The chairman of the Audit Committee is s an independent director and he shall be responsible for inculcating in the minds of the members of the Board the importance of management responsibilities in maintaining a sound system of internal control and the Board's oversight responsibility.

The following are the members of the Audit Committee: Monico Jacob (Independent Director) as Chairman, and Domingo T. Uy and J.V. Emmanuel De Dios as members.

The Internal Audit systems of the Company are in place since 2008 but these auditing tools were strengthened this year. The Internal Audit's role and responsibilities are defined in the Audit Charter approved by the Board of Directors. Primarily, it assists the Audit Committee of the Board in fulfilling its oversight responsibility to the shareholders by bringing a systematic, disciplined approach to evaluating and improving the effectiveness of governance, risk management and internal control processes.

Internal Audit, in fulfilling its role, performs the following general functions: 1.) evaluating the Company's governance processes including ethics-related programs; 2.) performing an objective assessment of the effectiveness of risk management and internal control framework, identifying risk exposures and recommending strategies to mitigate them; 3.) evaluating the reliability and integrity of financial statements and the financial reporting process; 4.) analyzing and evaluating business processes and associated controls; 5.) determining compliance with applicable laws and regulations.

Changes In and Disagreements With Accountants

The Company has not had any disagreement with its previous and current external auditor / independent public accountant on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure.

PART IV – MANAGEMENT AND CERTAIN SECURITYHOLDERS

(A) Directors and Executive Officers of the Registrants

The Company's members of the Board of Directors are herewith described below with their respective experiences.

Board of Directors

<u>Directors</u>

The members of the Board of Directors of the Company are elected during the annual stockholders' meeting to hold office until the next succeeding annual stockholders' meeting and until their successors have been appointed or elected and qualified. The following is the list of the incumbent members of the Board of Directors, and their business experiences during the past five (5) years:

Domingo T. Uy
Chairman

Mr. Domingo T. Uy, Filipino, 68 years old, is a co-founder and has been a member of the Board of Directors of the Company since 2002. Mr. Uy was elected Chairman of the Board of Directors of the Company on February 15, 2007. He is also a Director of Granland Resources Corporation, a corporation involved in real estate development. Mr. Uy is actively involved in socio-civic programs and is a Director of the Philippine National Red Cross, Davao Chapter. He is also the Past President of the Davao City Sta. Ana Lions Club and the Kang Ha Uy Association - Davao Chapter.

Dennis A. Uy
Director, President and Chief Executive Officer

Mr. Dennis A. Uy, Filipino, 41 years old, is the founder of the Company and has served as President and Chief Executive Officer since inception. He is the Chairman and President of Phoenix Petroleum Holdings, Inc., the holding company of the Company, and Udenna Corporation, the ultimate parent company. The subsidiaries of the Company are Chelsea Shipping Corp., Phoenix Petroterminals & Industrial Park Corp., Subic Petroleum Trading & Transport Philippines, Inc., PFL Petroleum Management, and Phoenix Global Mercantile, Inc. Among the subsidiaries of Udenna Corporation are Udenna Management & Resources Corp, One Subic Power, Global Synergy Trade and Distribution Corp., Udenna Development Corporation, Value Leases, Inc., Udenna Environmental Solutions, and Udenna Energy Corporation. Mr. Uy is also Chairman of F2 Logistics, Phoenix Philippines Foundation, and Udenna Foundation He is a member of the Young Presidents Organization - Philippine chapter and the Philippine Business for Social Progress. Mr. Uy is the Honorary Consul of Kazakhstan to the Philippines since November 2011. He is a graduate of De La Salle University with a degree in Business Management.

Romeo B. De Guzman
Director, Chief Operating Officer

Romeo B. De Guzman, Filipino, 65 years old, was elected Director of the Company in 2009. He is Chief Operating Officer of the Company, bringing with him 35 years of outstanding experience in the oil industry. Before joining the Company, he was with Pilipinas Shell Petroleum Corporation, where he was Vice President for External Affairs for Asia Pacific and a member of the Board of Directors up to Dec. 2006. He was with the said company holding various management and executive positions. He also worked with Getty Oil Philippines Inc. for 10 years, prior to joining Pilipinas Shell. He carries with him a Marketing Management and an MBA degree from San Sebastian College – Manila.

Jose Manuel R. Quimson
Director

Jose Manuel R. Quimson, Filipino, 66 years old, has been a Director of the Company since February 15, 2007. He is concurrently the General Manager of Phoenix Petroterminals & Industrial Park Corp and the Chief Operating Officer of Chelsea Shipping Corp. Mr. Quimson is a member of the Board of Directors of the Udenna Corporation and its subsidiaries. Previously, he was

President of Petrotrade Philippines, Inc. a company providing bunkering services to international vessels. Mr. Quimson has more than 30 years of work experience in the shipping industry.

Socorro T. Ermac-Cabreros
<u>Director, AVP for Corporate Legal and Corporate Secretary</u>

Socorro T. Ermac-Cabreros, Filipino, 49 years old, was elected Director and appointed Corporate Secretary on February 15, 2007. She is concurrently Asst. Vice President for Corporate Legal of the Company. She is also the Corporate Secretary and member of the Board of Directors of Udenna Corporation and its subsidiaries. Prior to joining the Company, she was a Legal Counsel of Philippine National Bank in Davao City. She has worked for the government such as Office of the Ombudsman for Mindanao and later as Prosecutor for the Province of Davao del Norte after engaging in the private practice of law. She finished her law degree at the Ateneo de Davao University College of Law. She is the immediate past President for the Davao City Chapter of the Integrated Bar of the Philippines.

Atty. J.V. Emmanuel A. De Dios
<u>Director</u>

J.V. Emmanuel A. De Dios, Filipino, 50 years old, was elected Independent Director of the Company on February 15, 2007 and regular director on March 7, 2008. He is the CEO of GE Philippines, and prior to that was President and CEO of Nido Petroleum Pty Ltd., an Australian Stock Exchange-listed oil and gas company. He was Managing Director of Merritt Advisory Partners, Inc. and was a member of the Board of Directors of Davies Energy Systems, Inc. He also served as Chairman of the Board of the Philippine National Oil Company Exploration Corporation and was former Undersecretary of the Philippine Department of Energy. Atty. De Dios obtained his Master of Laws degree from Harvard Law School and completed his Bachelor of Laws at the Ateneo School of Law.

Joseph John L. Ong
<u>Director</u>

Joseph John L. Ong**,** Filipino, 55 years old, married, is the Chief Finance Officer of the Company. Prior to his employment in the Company, he spent almost ten (10) years at Primeworld Digital Systems, Inc. (Pacific Internet Phils.) initially as Vice President and CFO and eventually as Executive Vice President – Operations and Chief Finance Officer from 2008 - 2009. He also worked for twelve (12) years with Ginebra San Miguel, Inc. (then known as La Tondena Distillers, Inc.), then the country's 2nd largest beverage company and a listed subsidiary of San Miguel Corporation. He was its Vice President – Treasury from 1995 – 1999, at which time he headed the team that took the company public in 1994 and was primarily responsible for institutional-investor relations. Prior to the San Miguel Group, he held various positions at the Bank of the Philippine Islands & Ayala Investment & Development Corp. (before it merged with BPI) from 1980-1986. He received his Bachelor of Science in Commerce from De La Salle University in 1980.

Paul Dominguez
Director

Paul Dominguez, 65 years old, was Presidential Assistant for Mindanao and Chairman of the Mindanao Economic Development Council (MEDCo) during the term of President Fidel V. Ramos, tasked to oversee efforts towards accelerating development in Southern Philippines. After serving in the Ramos administration, Mr. Dominguez became the Mindanao representative to the World Trade Organization - General Tariffs and ASEAN Free Trade Area (WTO-AFTA) Philippine Advisory Commission, Honorary Chairman of the Mindanao Business Council, and Country Director for the Philippines in the Board of Directors of the BIMP-East ASEAN Business Council. Mr. Dominguez was appointed by President Gloria Macapagal-Arroyo as Presidential Adviser for Regional Development in January 2001, and in April 2002 as Senior Consultant for Mindanao. He also served as the Special Envoy to Brunei Darussalam, Indonesia and Malaysia. Mr. Dominguez started his corporate career in 1971 with the Davao Light and Power Co. In 1974, he joined the Lapanday Agricultural Development Corp., a major agribusiness firm in Mindanao, as Assistant General Manager. He continued his involvement in agribusiness with the Sarangani Agricultural Company where he served as Executive Vice President from 1979 to 1985. From 1985 to 1992, he was President of C. Alcantara and Sons, Inc. a leading wood manufacturing company in Mindanao. Mr. Dominguez currently serves as director of several Philippine corporations. He previously served on the Advisory Board for Southeast Asia of Colonial Insurance Co. and Commonwealth Bank of Australia.

Cherylyn C. Uy
Director

Ms. Cherylyn Chiong-Uy, 35 years old, is a graduate of Business and Finance from Ateneo de Davao University. Ms. Uy is one of the pioneers/incorporators of Udenna Corporation, a corporation composed of 17 subsidiaries which are divided into two (2) groups, the petroleum and non petroleum group. She is the Corporate Treasurer of Udenna Corporation. Ms. Uy is also the President of Phoenix Philippines Foundation, Inc., the corporate social responsibility arm of the Company. She is the Corporate Treasurer of Udenna Management and Resources Corporation and Chelsea Shipping Corp.

Consuelo Ynares-Santiago
Independent Director

Consuelo Ynares-Santiago, Filipino, 74 years old, is a Retired Justice of the Philippine Supreme Court. Justice Santiago (Ret) is currently an independent director of Anchor Insurance Brokerage Corp., a leading insurance brokerage company based in New York, USA and SMC Global Power Holdings, Inc., one of the country's leading power company which is the power generation unit of the country's largest beverage, food and packaging industry, San Miguel Corporation. She is also a Consultant of various respectable government offices such as Office of Vice-President Jejomar C. Binay, Office of Senate President Juan Ponce-Enrile and Philippine Judicial Academy and a Chair Advisory Council of the Office of Alternative Dispute Resolution under the Department of Justice. She earned her Law Degree at the University of the Philippines. After admitted to the bar, she started her career as a Legal Officer of Securities and Exchange Commission (SEC). After 5 years of legal practice, she decided to enter the Judiciary and spent 36 years of her career as Municipal Judge, Metropolitan Trial Court judge, Regional trial Court Judge, Associate Justice of Court of Appeals and became an Associate Justice of the highest court of the country, the Supreme Court. During her time in the Supreme Court, she joined various committees, one of those was House of Representative Electoral tribunal (HRET) as Chairperson, and a member of Presidential Electoral Tribunal. She was also a Bar Examiner of Labor Law and Social Legislation during the 1996 Bar Examination and Taxation Law on 1998 Bar Examination.

Monico V. Jacob
Independent Director

Monico V. Jacob, 67 years old, has been Independent Director of the Company since March 7, 2008. He is President and Chief Executive Officer of the STI Education Services Group and iAcademy. He is Chairman of Global Resource for Outsourced Workers (GROW), Inc., STI-Universal Workers, Inc., Accent Healthcare/ STI Banawe, Inc., and Total Consolidated Asset Management, Inc. He is a Partner of the Jacob and Jacob Law Firm and is a member of the Board of Directors of Jollibee Foods, Inc., Century Properties, Lopez Holdings, Inc. and 2Go Shipping. He is Chairman and Managing Partner of CEOs Incorporated. He was formerly Associate Commissioner of the Securities and Exchange Commission, General Manager of National Housing Authority, and CEO of the Pag-Ibig Fund. He is a former Chairman and Chief Executive Officer of Petron Corporation and of the Philippine National Oil Company.

Executive Officers

The following is a list of other executive officers and their business experiences during the past five (5) years:

Ramon Edison C. Batacan, Filipino, 56 years old, was appointed Chief Corporate Counsel and concurrently Chief Compliance Officer of the Company in 2013. He is founder and currently Managing Partner of BM&V Law Firm. He served as member of the Board of Regents of the University of Southeastern Philippines (USeP) and currently director of the Rizal Memorial Colleges. He was past president [2001-2003] of the Integrated Bar of the Philippines, Davao City Chapter and past governor [2007-2009] of the IBP-Eastern Mindanao Region. He is also currently a faculty of the Ateneo de Davao University College of Law handling Property, Negotiable Instruments Law and Law of Natural Resources and Environmental Law. Atty. Batacan graduated with the degree in Bachelor of Science in Mechanical Engineering (BSME) at the University of Mindanao (UM) in 1979. He earned his masters degree in Business Administration (MBA) at the University of Southeastern Philippines (USEP) in 1986. He earned his law degree at the Ateneo de Davao University College of Law in 1990, *cum laude* and was admitted to the Philippine Bar in 1991.

Chryss Alfonsus V. Damuy, Filipino, 41 years old, is the Treasurer and the Vice-President for Finance of the Company. Prior to his employment with the Company, he was the Controller of Lapanday Foods Corporation and held various positions in its subsidiaries including the Fresh Asia Produce as Accounting Manager and the Mindanao Fresh Produce Services Corporation as Assistant Accounting Manager. He also worked as Chief Accountant of the Regional Educators Multi-purpose Cooperative and as its Branch Officer. Mr. Damuy started his professional career as College Instructor of the Holy Cross of Davao College where as a dean's lister, he earned his Bachelor of Science Degree in Accountancy in 1997. Mr. Damuy is a Certified Public Accountant.

Alan Raymond T. Zorrilla, Filipino, 45 years of age, is the Vice President for External Affairs, Business Development, and Security of the Company. Prior to his employment with the Company, he was Chief Legal Counsel of the Unioil Group of Companies where he headed the Legal, Human Resources, and Administrative Departments. He also served as Director for Freeport Services Corporation, a 100% subsidiary of Subic Bay Metropolitan Authority and was once a Legal Consultant of the Department of Environment and Natural Resources. Atty. Zorrilla was engaged in the litigation practice with Pangilinan Britanico Sarmiento and Franco Law Offices before he entered corporate practice. He formerly worked as Corporate Legal Counsel of publicly-listed Fil-Estate Group of Companies under its Litigation and Labor Department. Atty. Zorrilla completed his law studies at the San Beda College of Law in 1994 and was admitted to the Philippine Bar in 1995. He also took up his masteral studies at the Ateneo Graduate School of Business. He is an Army Reservist and a concurrent Commander (Lt. Colonel) of the Philippine Coast Guard Auxiliary.

Edgardo A. Alerta, Filipino, 59 years old, is the Vice President for Sales Mindanao. He handles both Commercial and Retail Sales in Mindanao. Mr. Alerta, who is a licensed Mechanical Engineer, has more than 25 years work experience in the energy and petroleum industries from the government and multinational corporations. Prior to joining the Company, he worked with Pilipinas Shell Petroleum Corporation for 15 years where he started as a Marketing Sales Executive and later progressed to District Sales Manager. He also worked as a Technical Services Engineer of Getty Oil Philippines and was an Energy Examiner of the Department of Energy. He holds two degrees in Engineering: Bachelor of Science Degrees Major in Mechanical Engineering and Electrical Engineering from the Cebu Institute of Technology. He was the Councilor in the Municipality of Matanao, Province of Davao del Sur for 12 years until June 30, 2013.

Ericson S. Inocencio, Filipino, 40 years old, is the AVP for Commercial Sales - Mindanao. Eric has more than 18 years of extensive experience in the petroleum industry . Prior to joining the company, he was connected with Chevron Phils. where he held various positions primarily leading the Commercial and Industrial business as District Sales Manager for more than 5 years (Commercial Luzon 2008-10 & Commercial Vismin 2010-13) and as concurrent National Fleet Cards Sales Manager (2010-2013). He started his petroleum career in Caltex Phils. as a Commercial Account Manager covering key segments of Manufacturing, Transport, Wholesale, Power and Marine industries then progressed to different key positions and leadership roles. He handled Marketing support function for the Commercial Business in charge of developing and executing local & global process/programs which includes profitability modelling. He likewise acted as a Pricing specialist for Marketing Sales both Retail and Commercial business. Eric covered the Motor Vehicle Safety program as a Team lead for Philippines driving the program for more than three (3) years. He is a certified Mechanical Engineer from De La Salle University and attended his MBA at Ateneo Graduate School of Business.

Joselito G. de Jesus, Filipino, 60 years old, is the Assistant Vice-President for Commercial Sales-Luzon. Prior to joining the Company, Mr. de Jesus was the Assistant Vice-President for Reseller Trade of Petron Corporation. He joined the oil industry in late 1970's when became a Corporate Planning Analyst, then later on Corporate planning Manager/Coordinator, of the Philippine National Oil Company (PNOC). Mr. de Jesus also became a Manager in the Corporate Planning Department of PNOC Shipping and Transport Corporation and at the same time, he was also an assistant to the Chairman of PNOC. In the late 90's Mr. de Jesus transferred to Petron Corporation and stayed with the said Company for almost 17 years. He is a graduate of Bachelor of Science in Business Administration Major in Marketing and Finance from University of the Philippines and a Master of Business Administration of Ateneo Graduate School of Business.

Jose Victor L. Cruz, Filipino, 54 years old, is currently the Assistant Vice President for Retail Sales-South Luzon. Mr. Cruz has more than twenty-five (25) years of experience in the oil industry covering retail, commercial, lubricants sales, international business (aviation and shipping for Chevron and Texaco), marketing and distribution, and corporate affairs. Prior to joining the Company in 2010, Mr. Cruz was Vice President for Retail Network Operations of Flying V in 2008 before he was promoted to Chief Operating Officer in 2009. He was COO of Citadel Commercial, Inc. from 2001-2002 before he ventured into private enterprise. He held various positions in Caltex Philippines Inc. from 1983 up to 1991 when he handled CPI's International Business. Eventually, Mr. Cruz was appointed Executive Assistant – Marketing Commercial in 1992. In 1994, he held the position of District Manager – Luzon South Commercial and in 1996, as DM – Luzon Retail. Mr. Cruz completed his MBA curriculum at the De La Salle University. He is a graduate of B.S. Industrial Management Engineering, Minor in Mechanical Engineering and is a Professional Industrial Engineer under the Philippine Institute of Industrial Engineers.

Edwin M. Jose, Filipino, 55 years old is the Assistant Vice President for Retail Sales-North Luzon. Mr. Jose has logged more than 29 years in petroleum industry, with exposure in Retail, Commercial, LPG and Corporate Planning and Logistics of Petron Corporation. Before joining Phoenix, his Petron career started in Corporate Planning and Logistics. In the Retail Trade, he handled positions from Area Sales Executive, Retail Network Development and Sales Development Manager. After Retail, he was assigned to the Liquefied Petroleum Gas business where he handled the retail, commercial and independent refiller business for the entire Luzon area and his breakthrough programs in LPG such as the "one number delivery system" , the "80-20 sales project" and pioneering LPG metering for commercial accounts such as Jollibee, among others were reasons why Petron Gasul effectively captured market leadership in the retail sector. He was then given assignment as Government Accounts Manager handling the National Power Corp and other Independent Power Producers, US and Phil. Military. His last position in Petron is District Manager for Metro Manila under Reseller Trade. After his stint with Petron, he set up franchise of two 7-11 convenience stores that are still operational to date. He is an Industrial Engineering degree holder from the University of Sto. Tomas, and an MBA candidate at Ateneo de Manila University.

William M. Azarcon, Filipino, 68 years old is currently the Asst. Vice President for Operational Engineering and Logistics. Mr. Azarcon has twenty-six (26) years experience in the oil industry, covering engineering operations, retail and distribution of bulk & packed products nationwide. Mr. Azarcon used to work for Pilipinas Shell Petroleum Corporation and served as Field Engineer in Operations nationwide constructing Depots & related facilities, i.e, jetties, submarine pipelines', bulk storage tanks among others. He likewise served as Head of Operations of North Luzon and transferred to Retail Engineering as Retail Engineering Manager nationwide. He also served as RVI (Retail Visual Identity) Manager. After retiring from Shell, Mr. Azarcon engaged in business as Retail Engineering Contractor of Shell. He holds a degree in Bachelor of Science in Mechanical Engineering from Mapua.

Rebecca Pilar C. Caterio, Filipino, 43 years old, is currently the Assistant Vice President for Credit and Collection of the Company. Previously, she was the Controller of Lapanday Packaging Inc., a company engaged in the manufacturing of cartons and in the production of fresh pineapple and vegetable. She was also the Accounting Manager of Fresh Asia Produce Company International Corporation, a company which is also owned by the Lapanday Group and is primarily engaged in the trading and marketing of bananas. Ms. Caterio started her professional career with the SGV & Co. as a Staff Auditor. She is a Certified Public Accountant and a member of the Philippine Institute of Certified Public Accountants (PICPA) since 1993. Ms. Caterio holds a Bachelor of Science Degree in Commerce, Major in Accounting from the Ateneo De Zamboanga.

Reynaldo A. Phala Filipino, 48 years old, is the Assistant Vice President for Treasury. He joined the Company in 2008 as its Credit and Collection Manager. Before joining the Company, he led a progressive banking career for 17 years, which he started at UCPB. He also worked with the Department of Trade and Industry as Municipal Trade and Industry Officer for a year. He graduated from Mindanao State University-General Santos City with the degree Bachelor of Science in Civil Engineering as a consistent academic scholar and passed the licensure examinations for Civil Engineers in May 1989. He recently finished his Master in Business Administration (MBA) under the Regis Program at the Ateneo Graduate School of Business.

Maria Rita A. Ros, Filipino, 55 years old, is currently the Assistant Vice President for Supply. Ms. Ros has more than thirty (30) years of experience in the oil industry covering materials management, supply chain management, production planning, imports-exports, warehousing and logistics. She held various positions in Petron Corporation from 1981 up to 2011 when she handled Biofuels and Special Projects, and Supply Optimization. Ms. Ros set up a personal business before joining Phoenix Petroleum Philippines, Inc. in November 2013. She is a graduate of B.S. Chemical Engineering from the University of the Philippines, and is a licensed Chemical Engineer, and took up Basic Management at the Asian Institute of Management.

Gigi Q. Fuensalida, Filipino, 38 years old, is presently the Assistant Corporate Secretary of the Company. Prior to her employment with the Company, she was one of the Senior Associates of the Villaraza Cruz Marcelo and Angangco Law Office. For six years, Atty. Fuensalida specialized in Civil, Commercial and Criminal Litigation wherein she developed strategies for complex litigation and actively participated in the prosecution and defense of criminal cases before the regular trial courts, quasi-judicial bodies and the appellate courts. Atty. Fuensalida holds a degree in Bachelor of Arts Major in Political Science from the Ateneo de Manila University. She further obtained her Juris Doctor degree from the same institution and graduated with honors in 2002. Atty. Fuensalida is a member of the Integrated Bar of the Philippines since 2003.

(1) Significant Employees

There are no significant employees or personnel who are not executive officers but are expected to make a significant contribution to the business.

(2) Family Relationships

With the exception of Messrs. Domingo T. Uy and Dennis A. Uy who are related to each other by consanguinity within the first civil degree, there are no other family relationships either by consanguinity or affinity up to the fourth civil degree among the directors, executive officers, and persons nominated and chosen by the Company to become directors and executive officers of the Company.

(3) Involvement in Certain Legal Proceedings

The Company's Independent Director, Monico V. Jacob, in his capacity as then Chairman of Petron Corporation, was impleaded in a case together with some government officials for Violation of Republic Act 3019 otherwise known as the Anti-Graft and Corrupt Practices Act involving tax credit payments. The case is still pending with the Sandiganbayan.

The Department of Justice ("DOJ") filed a case against Dennis Uy with the Regional Trial Courts of Batangas City ("RTC Batangas") and Davao City ("RTC Davao") for alleged violation of the Tariff and Customs Code of the Philippines. RTC Batangas and RTC Davao issued its Orders dated 17 September 2013 and 11 October 2013, respectively, **DISMISSING** the twenty-five (25) Informations filed by the DOJ against Mr. Uy for lack of probable cause. On both cases with RTC Batangas and RTC Davao City, the DOJ separately filed a Motion for Reconsideration. And in both cases though independently and separately, the RTC of Batangas and RTC of Davao City DISMISSED all charges against Mr. Uy. RTC Batangas issued a Certificate of Finality on 07 July 2014 and therefore, the dismissal of the 3 criminal cases has before final and executory since no appeal was filed by the DOJ.

On the other hand, the DOJ through the Office of the Solicitor General filed a Petition for Certiorari dated 27 October 2014 with the Court of Appeals. The case is now pending.

In the meantime, in the matter of the Petition for Certiorari filed by Jorlan Cabanes and Dennis Uy against Sec. Delima of the DOJ and Bureau of Customs docketed as CA GR SP No. 131702 before the Court of Appeals Former Special 10th Division where the CA annulled and set aside the Resolutions dated 24 April 2014 and 13 August 2013 of the DOJ and further ordered and directed the DOJ to withdraw and dismiss all Informations filed against Mr. Uy and Mr. Cabanes before the RTC of Batangas and Davao City, the DOJ through the Office of the Solicitor General filed a Motion for Reconsideration from its Decision. The Motion for Reconsideration is still pending resolution.

Except for the above, to the best of the Company's knowledge there has been no occurrence during the past five (5) years up to the date of this Report of any of the following events which are material to an evaluation of the ability or integrity of any director, person nominated to become a director, executive officer, or control person of the Company:

(j) Any insolvency or 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 insolvency or within two years prior to that time;

(ii) Any conviction by final judgment in a criminal proceeding, domestic or foreign, or any pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;

(iii) Any final and executory order, judgment, or decree or any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending, or otherwise limiting involvement in any type of business, securities, commodities, or banking activities; and

(iv) Any final and executory judgment by a domestic or foreign court or competent jurisdiction (in a civil action), the Securities and Exchange Commission ("SEC"), or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, for violation of a securities or commodities law.

(B) Executive Compensation

(1) Executive Compensation

The Company's executives are regular employees and are paid a compensation package of 12 months pay plus the statutory 13th month pay. They also receive performance bonuses similarly to that of the managerial, supervisory and technical employees.

The members of the Board of Directors who are not employees of the company are elected for a period of one year. They receive compensation on a per meeting participation.

There are no other arrangements for which the members of the board are compensated.

Summary of Compensation Table

	Compensation of Executive Officers and Directors (in thousand Pesos)				
Name	**Principal Position**	**Year (s)**	**Salaries (in ₱)**	**Bonuses / 13th Month / Other Income (in ₱)**	**Total (in ₱)**
Dennis A. Uy	President and Chief Executive Officer	13			
Romeo B. De Guzman	Chief Operating Officer	6			
Joseph John L. Ong	Chief Finance Officer	4 ½			
Chryss Alfonsus V. Damuy	VP Finance & Comptroller	7			
Allan Raymond T. Zorrilla	VP – External Affairs , Business Development and Security	6			
Total 2014					**₱ 24,074**
Total 2013					**₱ 24,783**
Total 2012					**₱ 22,431**
Total 2011					**₱ 18,814**
Estimates in 2015					**₱ 26,000**

(C) Security Ownership of Certain Beneficial Owners and Management

As of **January 31, 2015**, the security ownership of Management is as follows:

Title of Class of Securities	**Name/Address of Beneficial Owner**	**Amount and Nature of Beneficial Ownership**	**Citizenship**	**% of Ownership**
Directors:				
Common	Dennis A. Uy Stella Hizon Reyes Rd., Bo. Pampanga, Lanang, Davao City	3,991,811 direct beneficial owner	Filipino	0.28%

Common	Dennis A. Uy &/or Cherylyn C. Uy Stella Hizon Reyes Rd., Bo. Pampanga, Lanang, Davao City	1,098,099 direct beneficial owner	Filipino	0.08%
Common	Domingo T. Uy Insular Village Phase II, Lanang, Davao City	645,919 direct beneficial owner	Filipino	0.05%
Common	Romeo B. De Guzman Hillsborough, Alabang Village, Muntinlupa City	1,306,742 direct beneficial owner	Filipino	0.09%
Common	Socorro T. Ermac Cabreros 223 V. Mapa St., Davao City	103,316 direct beneficial owner	Filipino	0.01%
Common	Jose Manuel R. Quimson 28 Osmeña St., Xavierville Subd., Loyola Heights, Katipunan, Quezon City	354,939 direct beneficial owner	Filipino	0.02%
Common	J.V. Emmanuel A. De Dios 95 A. Melchor St., Loyola Heights, Quezon City	857,116 direct beneficial owner	Filipino	0.06%
Common	Joseph John L. Ong 80 Pola Bay, Southbay Gardens, Paranaque City	431,836 direct beneficial owner	Filipino	0.03%
Common	Consuelo Ynares Santiago Santiago Cruz & Associates Law Office Unit 1702 East Tower PSE Center, Pasig City	1 direct beneficial owner	Filipino	0.00%
Common	Monico V. Jacob 7th flr Philippine First Bldg, 6764 Ayala Ave., Makati City	1 direct beneficial owner	Filipino	0.00%

Common	Paul G. Dominguez Alson Development Corp. 329 Bonifacio St., Davao City	1 direct beneficial owner	Filipino	0.00 %

Senior Management:

Common	Chryss Alfonsus V. Damuy Ph2 Blk 07 Lot 07, Wellspring Highlands Subd. Catalunan Pequeno Davao City 8000	70,980 direct beneficial owner	Filipino	0.00%
Common	Ramon Edison C. Batacan 05 Sierra Madre St., Rolling Hills Subd., Bacaca, Davao City	70,980 direct beneficial owner	Filipino	0.00%
Common	Edgardo A. Alerta Fortune Executive Homes Lanang, Davao City	318,505 direct beneficial owner	Filipino	0.02%
Common	Rebecca Pilar C. Caterio Margarita Village, Bajada, Davao City	148,453 direct beneficial owner	Filipino	0.01%
Common	Gigi Q. Fuensalida 155 Brillantes St. 5th Avenue, Caloocan City	70,980 direct beneficial owner	Filipino	0.00%
Common	Reynaldo A. Phala Block 5 Lot 20 Pioneers Village	24,830 direct beneficial owner	Filipino	0.00%

The other executive officers of the Company, Alan Raymond T. Zorrilla –Vice President for External Affairs, Business Development and Security, Jose Victor L. Cruz – Asst. Vice President for Retail Sales-South Luzon, Edwin M. Jose- Asst. Vice President for Retail Sales-North Luzon, William M. Azarcon – Asst. Vice President, Operations & Logistics, Ma. Rita A. Ros – Asst. Vice President, Supply, do not own shares in the Company.

The number of aggregate shares for all directors and executive officers is Nine Million Four Hundred Ninety Four Thousand Five Hundred Nine (9,494,509).

There are no persons holding more than five percent (5%) of a class under a voting trust or any similar agreements as of the date of this Report.

(e) Change in Control

The Company is not aware of any arrangements that may result in a change of control in the Company since the beginning of its fiscal year.

(D) Certain Relationships and Related Transactions

The Company's related parties include its parent company, subsidiaries, stockholders, the Company's key management and others as described below.

a.) Rentals

The Group has an operating lease agreement with Udenna Corporation, the ultimate parent Company. The total rent expense of the Company is presented as follows:

2011	2012	2013	2014	**TOTAL**
6,273,396.64	18,189,649.93	56,934,318.17	65,545,819.59	146,943,184.33

b.) Contract of Affreightment

The Company entered into a Contract of Affreightment with Chelsea Shipping Company, a wholly owned subsidiary, to haul the Company's petroleum supplies for both regional and domestic.

c.) Due to and Due from Related Parties

PPPI grants and obtains advances to and from its parent company, subsidiaries and other related companies for working capital purposes.

The breakdown of due from related parties as of December 31, 2014 and 2013 is as follows:

	2013	**2014**
PPHI		
Balance at beginning of year	-	
Additions		-
Collections		
Balance at end of year	**-**	**-**
UMRC		

Balance at beginning of year	9,472,308.32	(4,963,790.66)
Additions		
Collections	(14,436,098.98)	4,963,790.66
Balance at end of year	**(4,963,790.66)**	**-**
Total Due from Related Parties		
Balance at beginning of year	9,472,308.32	(4,963,790.66)
Additions	-	
Collections	(14,436,098.98)	4,963,790.66
Balance at end of year	**(4,963,790.66)**	**-**

The Group's advances to related parties are presented as Due from Related Parties in the consolidated balance sheet.

(E) Corporate Governance

Corporate powers and governance of the Company is exercised by the Board of Directors which consists of eleven (11) members, two (2) of whom are independent directors. As a matter of policy and based on good corporate practice, unless a special meeting is called upon for a specific purpose, the Board regularly meets every quarter wherein which the relevant corporate issues may be raised for discussion and voted by the members of the Board.

Last March 07, 2008, during the regular meeting of the Board, the Manual of Corporate Governance which incorporated the best practices was approved and adopted to establish the principles of good corporate governance for the entire Corporation. The adoption of the new Manual of Corporate Governance supersedes the old manual of corporate governance prescribed by the SEC which was then observed and followed by the Company. Moreover, the adoption of the new Manual now complies with the SEC requirement that before assuming office, a director must attend a seminar on corporate governance conducted by a duly recognized government or private institution as well as compliance of SEC Memorandum Circular No. 20, Series of 2013.

As part of the Corporate Governance, the Group works on the early disclosures of quarterly and annual reports to SEC and PSE.

Internal Audit Group of the Company conducts regular internal audit review to both processes, compliance to Company policies and procedures and risk analysis. Reports and recommendations are regularly submitted to the Audit Committee which recommends and discusses matters and issued with Board for proper action and approval.

PART V – EXHIBITS AND SCHEDULES

Exhibits and Reports on SEC Form 17-C

Exhibits

The following exhibits are incorporated by reference in this report.

- Consolidated Financial Statements of the Company as of and for the year ended 31 December 2014
- Index to Financial Statements and Supplementary Schedules

Reports on SEC Form 17-C

The following disclosures have been reported and disclosed to the Commission for the year 2014 up to March 18, 2015 which were duly supported by disclosure letters:

2014 Disclosures (including disclosures up to March 18, 2015):

- Press Statement re listing of additional STCP with PDEX

  March 18, 2015

- Results of Organizational Meeting of Board of Directors

  March 12, 2015

- Results of Annual or Special Stockholders' Meeting
  March 12, 2015

- PSE Disclosure on rollover of STCP
  March 09, 2015

- Declaration of Cash Dividends
  March 04, 2015

- [Amend-1]Declaration of Cash Dividends
  February 27, 2015

- Press Release re SEC approval of P1.5 B STCP
  February 25, 2015

- Disclosure on the pre-effective clearance STCP
  February 23, 2015

- Press Release re renewal of Agreement CebPac and PPPI
  February 23, 2015

- Material Information/Transactions
  February 17, 2015

- Clarification of News Reports
  February 16, 2015

- Disclosure of Audited FS December 31, 2014
  February 12, 2015

- Press Release for FS December 31, 2014
  February 12, 2015

- Declaration of Cash Dividends of PNX Preferred Shares
  February 09, 2015

- Information Statement (SEC Form 20-IS)
  February 06, 2015

- Material Information/Transactions
  February 05, 2015

- [Amend-1] Notice of Annual or Special Stockholders' Meeting
  February 05, 2015

- Information Statement (SEC Form 20-IS)
  February 05, 2015

- [Amend-1] Quarterly Report (SEC Form 17-Q)
  February 03, 2015

- [Amend-1] Quarterly Report (SEC Form 17-Q)
  February 03, 2015

- Notice of Annual or Special Stockholder's Meeting
  February 03, 2015

- Public Ownership Report
  January 19, 2015

- Top Stockholders as of December 31, 2014
  January 13, 2015

- BOD Attendance MCG Certification
  January 09, 2015

- 2014 Annual Report
  December 18, 2014

- PNXP Dividend Payment for 4Q
  December 16, 2014

- SEC Form 17-Q (09302014)

November 12, 2014

- Press Release for 3rd Qtr 2014 Performance
  November 12, 2014

- Clarification re business news article 11102014
  November 11, 2014

- Press Release for listing of STCP with PDEx
  November 10, 2014

- SEC Form 23-B (Udenna Corp 10302014)
  October 30, 2014

- Press Release for issuance of STCP
  October 22, 2014

- Material Information/Transactions
  October 15, 2014

- Public Ownership Report
  October 07, 2014

- List of Top 100 Stockholders
  October 07, 2014

- Press Release: Renewal of CebPac and PPPI
  September 08, 2014

- Press Release: PPIPC new port facility
  August 29, 2014

- Revised Manual of Corporate Governance
  August 01, 2014

- Press Release: 1st Half 2014 Performance
  July 30, 2014

- Quarterly Report
  July 28, 2014
- Public Ownership Report
  July 07, 2014

- Top 100 Stockholders
  July 04, 2014

- Retirement Plan Disclosure
  June 27, 2014

- Foreign Ownership as of May 31, 2014
  June 04, 2014

- Board Lot Report
  June 04, 2014

- Results of ASM 2014 – Amended
  June 03, 2014

- Revised Manual of Corporate Governance
  June 03, 2014

- SEC Form 17-Q (03312014)
  June 03, 2014

- [Amend-1] Quarterly Report
  May 16, 2014

- Press Release: Q1 2014 Performance
  May 16, 2014

- Quarterly Report
  May 16, 2014

- Registration Statement on Preferred Shares (SEC Form 12-1, as Amended)
  May 14, 2014

- Foreign Ownership as of April 30, 2014
  May 09, 2014

- Board Lot Report as of 30 April 2014
  May 09, 2014

- Material Information – Transactions
  May 08, 2014

- [Amend-1] Public Ownership Report
  April 14, 2014

- [Amend-1] List of Top 100 Stockholders
  April 08, 2014

- [Amend-1] Results of Annual or Special Stockholders' Meeting
  April 08, 2014

- Public Ownership Report
  April 08, 2014

- List of Top 100 Stockholders
  April 08, 2014

- [Amend-1] Statement of Changes in Beneficial Ownership of Securities
  March 31, 2014

- PNX CG Guidelines Disclosure Survey 2013
  March 28, 2014

- Statement of Changes in Beneficial Ownership of Securities
  March 26, 2014

- Compliance Report on Corporate Governance
  March 26, 2014

- Results of Organizational Meeting of Board of Directors
  March 10, 2014

- Results of Annual or Special Stockholders' Meeting
  March 10, 2014

- [Amend-1] Declaration of Cash Dividends
  March 03, 2014

- [Amend-2] Information Statement
  February 21, 2014

- Material Information/Transactions
  February 21, 2014

- Material Information
  February 17, 2014

- Press Release: Results of Audited FS 2013
  February 17, 2014

- Notice of Annual or Special Stockholder's Meeting
  January 29, 2014

- Declaration of Cash Dividends
  January 29, 2014

- Other SEC Forms, Reports and Requirements (2)
  January 16, 2014

- Other SEC Forms, Reports and Requirements (1)
  January 16, 2014

- Change in Number of Issued and/or Outstanding Shares
  January 16, 2014

- Press Release for 2013 Performance
  January 16, 2014

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Davao on April 08, 2015.

By:

DENNIS A. UY President & Chief Executive Officer	**JOSEPH JOHN L. ONG** Chief Financial Officer
CHRYSS ALFONSUS V. DAMUY Vice President, Finance	**SOCORRO ERMAC CABREROS** Corporate Secretary

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **P-H-O-E-N-I-X Petroleum Philippines, Inc. and Subsidiaries** (the Group), is responsible for the preparation and fair presentation of the consolidated financial statements for the years ended December 31, 2014, 2013 and 2012 in accordance with Philippine Financial Reporting Standards, including the following additional supplementary information which is filed separately from the basic consolidated financial statements:

a) Supplementary schedule required under Annex 68-E of the SRC
b) Map showing the relationship between and among related entities
c) Schedule of Philippine Financial Reporting Standards and Interpretations adopted by the Securities and Exchange Commission and the Financial Reporting Standards Councils as of 31 December 2014
d) Schedule showing financial soundness indicators
e) Schedule showing reconciliation of Retained Earnings available for dividend declaration

Management's responsibility includes designing and implementing internal controls relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

The Board of Directors reviews and approves the consolidated financial statements, and the additional supplementary information, and submits the same to the stockholders.

Punongbayan & Araullo, the independent auditors appointed by the stockholders for the period December 31, 2014, 2013 and 2012, has examined the consolidated financial statements of the Group in accordance with Philippine Standards on Auditing and, and in its report to the Board of Directors and stockholders, has expressed its opinion on the fairness of presentation upon completion of such examination.

Signed this **16th day of February 2015**, Davao City

Domingo T. Uy
Chairman of the Board

Dennis A. Uy
President & Chief Executive Officer

Joseph John L. Ong
Chief Financial Officer

Republic of the Philippines)
City of Davao) S.S.
X- X

SUBSCRIBED AND SWORN to before me on FEB 16 2015 in Davao City, Philippines. Affiants have confirmed their identities by presenting competent evidence of identity, viz:

Name	**Competent Evidence of Identity**
Domingo T. Uy	TIN 140-162-193
Dennis A. Uy	TIN-172-020-135
Joseph John L. Ong	TIN 101-116-899

and that they further attest that the same are true and correct.

KENNETH L. DABI
NOTARY
Roll No. 47866
PUBLIC
Davao City, Philippines

ATTY. KENNETH L. DABI
Notary Public for Davao City
Expires on December 31, 2016
Serial No. 07[illegible]-2014
PTR No. 5257128; [illegible]-04-14; D.C.
IBP No. 964377; [illegible]-03-14; D.C.
Roll of Attorneys No. 47866

Doc. No. 131
Page No. 27
Book No. 61
Series of 2015.

Punongbayan & Araullo

An instinct for growth™

Report of Independent Auditors

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www.punongbayan-araullo.com

The Board of Directors
P-H-O-E-N-I-X Petroleum Philippines, Inc. and Subsidiaries
Stella Hizon Reyes Road,
Barrio Pampanga, Davao City

We have audited the accompanying consolidated financial statements of P-H-O-E-N-I-X Petroleum Philippines, Inc. and Subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2014 and 2013, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2014, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Philippine Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Philippine Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of P-H-O-E-N-I-X Petroleum Philippines, Inc. and Subsidiaries as at December 31, 2014 and 2013, and their consolidated financial performance and their cash flows for each of the three years in the period ended December 31, 2014 in accordance with Philippine Financial Reporting Standards.

PUNONGBAYAN & ARAULLO

By: Romualdo V. Murcia III
Partner

CPA Reg. No. 0095626
TIN 906-174-059
PTR No. 4748317, January 5, 2015, Makati City
SEC Group A Accreditation
Partner - No. 0628-AR-2 (until Sept. 5, 2016)
Firm - No. 0002-FR-3 (until Mar. 31, 2015)
BIR AN 08-002511-22-2013 (until Nov. 7, 2016)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Dec. 31, 2015)

February 11, 2015

P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2014 AND 2013
(Amounts in Philippine Pesos)

	Notes		2014		2013
A S S E T S					
CURRENT ASSETS					
Cash and cash equivalents	6	**P**	**555,508,720**	P	357,220,520
Trade and other receivables - net	7		**7,832,712,191**		7,343,793,926
Inventories	8		**2,870,829,069**		3,812,532,673
Land held for sale and land development costs	9		**485,985,811**		503,672,474
Due from related parties	26		**10,373,356**		2,747,994
Restricted deposits	10		**70,406,743**		95,419,646
Input value-added tax - net			**603,608,784**		448,838,093
Prepayments and other current assets	11		**1,146,632,540**		489,913,177
Total Current Assets			**13,576,057,214**		13,054,138,503
NON-CURRENT ASSETS					
Property and equipment - net	12		**10,688,608,904**		8,628,490,469
Land held for future development	14		**312,617,496**		297,942,281
Investment in an associate	13		**2,250,000**		2,250,000
Goodwill - net	16		**84,516,663**		84,516,663
Other non-current assets	15		**336,110,518**		270,215,050
Total Non-current Assets			**11,424,103,581**		9,283,414,463
TOTAL ASSETS		**P**	**25,000,160,795**	P	22,337,552,966
LIABILITIES AND EQUITY					
CURRENT LIABILITIES					
Interest-bearing loans and borrowings	17	**P**	**8,479,025,750**	P	8,207,229,484
Trade and other payables	18		**3,734,569,995**		1,570,427,327
Due to related parties	26		**17,204,725**		64,161,243
Total Current Liabilities			**12,230,800,470**		9,841,818,054
NON-CURRENT LIABILITIES					
Interest-bearing loans and borrowings	17		**5,363,617,647**		5,544,509,333
Deferred tax liabilities - net	25		**71,872,184**		76,530,691
Other non-current liabilities	19		**283,644,395**		376,789,584
Total Non-current Liabilities			**5,719,134,226**		5,997,829,608
Total Liabilities			**17,949,934,696**		15,839,647,662
EQUITY	27				
Preferred stock			**5,000,000**		5,000,000
Common stock			**1,428,777,232**		1,428,777,232
Additional paid-in capital			**3,367,916,774**		3,367,916,774
Revaluation reserves			**372,138,419**		272,621,771
Other reserves		**(**	**622,952,239)**	(	622,952,239)
Retained earnings			**2,499,345,913**		2,046,541,766
Total Equity			**7,050,226,099**		6,497,905,304
TOTAL LIABILITIES AND EQUITY		**P**	**25,000,160,795**	P	22,337,552,966

See Notes to Consolidated Financial Statements.

P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012
(Amounts in Philippine Pesos)

	Notes	2014	2013	2012
REVENUES				
Sale of goods	26	**P 34,100,287,928**	P 43,139,691,819	P 34,080,171,520
Charter fees	2	**392,681,626**	205,235,733	201,813,941
Rent and storage income	30	**100,583,267**	79,208,786	113,295,479
Port revenues	2	**84,647,031**	65,206,403	54,385,910
Fuel service and other revenues	2	**56,184,644**	62,643,613	135,885,455
		34,734,384,496	43,551,986,354	34,585,552,305
COST AND EXPENSES				
Cost of sales and services	20	**31,404,503,935**	40,248,166,084	31,961,749,413
Selling and administrative expenses	21	**1,916,826,177**	1,991,460,138	1,473,661,606
		33,321,330,112	42,239,626,222	33,435,411,019
OTHER CHARGES (INCOME)				
Finance costs	22	**804,137,896**	669,030,064	519,720,493
Finance income	22	**(3,394,843)**	(8,481,577)	(24,629,351)
Others		**(6,842,368)**	(14,625,113)	(16,133,556)
		793,900,685	645,923,374	478,957,586
PROFIT BEFORE TAX		**619,153,699**	666,436,758	671,183,700
TAX EXPENSE	25	**2,790,727**	1,379,153	19,873,548
NET PROFIT		**616,362,972**	665,057,605	651,310,152
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss				
Revaluation of tankers	27	**180,637,550**	6,847,358	331,807,097
Remeasurements of post-employment defined benefit obligation	23	**(31,217,753)**	(3,147,836)	(13,306,797)
Tax expense	25	**(29,334,251)**	(1,109,855)	(95,550,091)
Other Comprehensive Income - net of tax		**120,085,546**	2,589,667	222,950,209
TOTAL COMPREHENSIVE INCOME		**P 736,448,518**	P 667,647,272	P 874,260,361
Basic and Diluted Earnings per share	28	**P 0.40**	P 0.45	P 0.48

See Notes to Consolidated Financial Statements.

P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012
(Amounts in Philippine Pesos)

						Other Comprehensive Income			
	Note	Preferred Stock	Common Stock	Additional Paid-in Capital	Other Reserves	Revaluation Reserves	Retained Earnings	Total	Total Equity
Balance at January 1, 2014		**P 5,000,000**	**P 1,428,777,232**	**P 3,367,916,774**	**(P 622,952,239)**	**P 272,621,771**	**P 2,046,541,766**	**P 2,319,163,537**	**P 6,497,905,304**
Cash dividends	27	**-**	**-**	**-**	**-**	**-**	**(184,127,723)**	**(184,127,723)**	**(184,127,723)**
Total comprehensive income for the year		**-**	**-**	**-**	**-**	**120,085,546**	**616,362,972**	**736,448,518**	**736,448,518**
Transfer of revaluation reserves absorbed through depreciation, net of tax		**-**	**-**	**-**	**-**	**(20,568,898)**	**20,568,898**	**-**	**-**
Balance at December 31, 2014		**P 5,000,000**	**P 1,428,777,232**	**P 3,367,916,774**	**(P 622,952,239)**	**P 372,138,419**	**P 2,499,345,913**	**P 2,871,484,332**	**P 7,050,226,099**
Balance at January 1, 2013		P 5,000,000	P 906,059,416	P 2,051,723,794	(P 622,952,239)	P 282,423,030	P 1,859,916,993	P 2,142,340,023	P 4,482,170,994
Issuance of shares during the year		-	193,000,000	1,316,192,980	-	-	-	-	1,509,192,980
Stock dividends	27	-	329,717,816	-	-	-	(329,717,816)	(329,717,816)	-
Cash dividends	27	-	-	-	-	-	(161,105,942)	(161,105,942)	(161,105,942)
Total comprehensive income for the year		-	-	-	-	2,589,667	665,057,605	667,647,272	667,647,272
Transfer of revaluation reserves absorbed through depreciation, net of tax		-	-	-	-	(12,390,926)	12,390,926	-	-
Balance at December 31, 2013		P 5,000,000	P 1,428,777,232	P 3,367,916,774	(P 622,952,239)	P 272,621,771	P 2,046,541,766	P 2,319,163,537	P 6,497,905,304
Balance at January 1, 2012		P 5,000,000	P 661,123,014	P 2,051,723,794	(P 622,952,239)	P 71,543,651	P 1,547,959,455	P 1,619,503,106	P 3,714,397,675
Stock dividends	27	-	244,936,202	-	-	-	(244,936,202)	(244,936,202)	-
Cash dividends	27	-	-	-	-	-	(106,487,242)	(106,487,242)	(106,487,242)
Adjustments		-	200	-	-	-	-	-	200
Total comprehensive income for the year		-	-	-	-	222,950,209	651,310,152	874,260,361	874,260,361
Transfer of revaluation reserves absorbed through depreciation, net of tax		-	-	-	-	(12,070,830)	12,070,830	-	-
Balance at December 31, 2012		P 5,000,000	P 906,059,416	P 2,051,723,794	(P 622,952,239)	P 282,423,030	P 1,859,916,993	P 2,142,340,023	P 4,482,170,994

See Notes to Consolidated Financial Statements.

P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012
(Amounts in Philippine Pesos)

	Notes	2014	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax		P 619,153,699	P 666,436,758	P 671,183,700
Adjustments for:				
Interest expense	22	728,178,099	617,451,997	467,358,205
Depreciation and amortization	21	660,281,915	528,400,077	405,815,569
Impairment losses	22	40,077,464	17,959,002	37,851,057
Interest income	22	(3,394,843)	(8,481,577)	(10,567,992)
Operating profit before working capital changes		2,044,296,334	1,821,766,257	1,571,640,539
Increase in trade and other receivables		(528,995,729)	(3,804,750,049)	(729,368,304)
Decrease (increase) in inventories		941,703,604	(123,772,997)	(1,556,137,271)
Decrease (increase) in land held for sale and land development costs		17,686,663	(1,641,915)	(50,443,441)
Decrease (increase) in restricted deposits		25,012,903	(12,725,617)	(13,657,192)
Increase in input value-added tax		(154,770,691)	(55,869,471)	(166,461,101)
Increase in prepayments and other current assets		(656,719,363)	(207,552,655)	(76,150,578)
Decrease in installment contract receivable		-	-	9,002,788
Increase (decrease) in trade and other payables		2,164,142,668	23,322,143	(1,536,482,533)
Cash generated from (used in) operations		3,852,356,389	(2,361,224,304)	(2,548,057,093)
Cash paid for income taxes		(610,696)	(1,635,260)	(564,033)
Net Cash From (Used in) Operating Activities		3,851,745,693	(2,362,859,564)	(2,548,621,126)
CASH FLOWS FROM INVESTING ACTIVITIES				
Acquisitions of property and equipment	12	(2,473,554,558)	(2,053,908,624)	(1,401,021,187)
Increase in other non-current assets		(122,883,739)	(149,078,003)	(184,693,102)
Increase in land held for future development		(14,675,215)	(8,864,054)	(17,096,393)
Advances to related parties	26	(10,373,356)	(17,362,078)	(9,467,416)
Interest received		2,750,097	7,831,603	9,406,440
Collections from related parties	26	2,747,994	22,914,084	27,479,102
Proceeds from disposal of property and equipment		949,543	1,834,386	2,734,603
Net Cash Used in Investing Activities		(2,615,039,234)	(2,196,632,686)	(1,572,657,953)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from additional interest-bearing loans and borrowings		35,866,969,673	29,837,925,969	20,255,892,079
Repayments of interest-bearing loans and borrowings		(35,776,065,093)	(26,001,508,949)	(16,217,888,445)
Interest paid		(798,899,617)	(688,863,445)	(545,207,465)
Payments of cash dividends	27	(184,127,723)	(161,105,942)	(106,487,242)
Increase (decrease) in other non-current liabilities		(99,338,981)	3,951,722	225,101,428
Repayments to related parties	26	(46,956,518)	(21,390,502)	(153,064,039)
Proceeds from issuance of shares of stock	27	-	1,509,192,980	-
Proceeds from borrowings from related parties		-	-	177,435,185
Net Cash From (Used in) Financing Activities		(1,038,418,259)	4,478,201,833	3,635,781,501
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		198,288,200	(81,290,417)	(485,497,578)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		357,220,520	438,510,937	924,008,515
CASH AND CASH EQUIVALENTS AT END OF YEAR		P 555,508,720	P 357,220,520	P 438,510,937

Supplemental Information on Non-cash Investing and Financing Activities:

1) Stock dividends declared and distributed by the Group amounted to nil in 2014, P329.7 million in 2013 and P244.9 million in 2012 (see Note 27.6)

2) On July 6, 2012, the Board of Directors of the Parent Company approved the acquisition of 100% shares of stock of Chelsea Shipping Corp. (CSC) via share-for-share swap. The agreed purchase price amounted to P1,578.0 million payable as 90% issuance of new common shares of the Parent Company and 10% cash. Accordingly, 171.35 million new common shares were issued in favor of Udenna Management & Resources Corp., a related party under common control. The acquisition of CSC is accounted for as business combination using pooling-of-interest method (see Note 1.3 and 27.3).

3) Certain hauling and heavy equipment with carrying amount of P19.5 million, P23.7 million and P25.5 million as of December 31, 2014, 2013 and 2012, respectively, are carried under finance leases (see Notes 12.5, 17.6 and 30.5).

4) The Group's tankers were revalued by an independent appraiser in each year from 2009. Revaluation reserves amounted to P407.9 million, P286.6 million and P294.1 million as of December 31, 2014, 2013 and 2012, respectively (see Notes 12.2 and 27.5).

5) Interest payments amounting to P70.7 million, P71.4 million and P77.8 million in 2014, 2013 and 2012, respectively, were capitalized as part of the cost of property and equipment (see Notes 12.3 and 17).

See Notes to Consolidated Financial Statements.

P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2014, 2013 AND 2012
(Amounts in Philippine Pesos)

1. CORPORATE INFORMATION

1.1 Incorporation and Operations

P-H-O-E-N-I-X Petroleum Philippines, Inc. (the Parent Company) was incorporated in the Philippines on May 8, 2002 and is 41% owned by P-H-O-E-N-I-X Petroleum Holdings, Inc. (PPHI), a company organized in the Philippines.

The Parent Company's shares of stock are listed with the Philippine Stock Exchange (PSE). The Parent Company is presently engaged in trading of petroleum products on wholesale and retail basis and operating of gas stations, oil depots, storage facilities and allied services. The registered office of the Parent Company, which is also its principal place of business, is located at Stella Hizon Reyes Road, Barrio Pampanga, Davao City.

PPHI was incorporated in the Philippines on May 31, 2006. PPHI's primary purpose is to provide management, investment and technical advice for commercial, industrial, manufacturing and other kinds of enterprises. PPHI's registered office is located at Stella Hizon Reyes Road, Barrio Pampanga, Davao City.

The ultimate parent is Udenna Corporation, which is primarily organized to purchase, acquire, take over and manage all or any part of the rights, assets, business and property; undertake and assume the liabilities of any person, firm, association, partnership, syndicate of corporation; and to engage in the distribution, selling, importation, installation of pollution control devices, units and services, and all other pollution control related products and emission test servicing. The ultimate parent company's registered office is located at Stella Hizon Reyes Road, Barrio Pampanga, Davao City.

The Parent Company has a total of 418 operating retail service stations, comprising of 141 service stations in Luzon, 56 in the Visayas and 221 in Mindanao and a total of 61 service stations under construction as of December 31, 2014.

1.2 Subsidiaries, Associate and their Operations

The Parent Company holds ownership interests in the following entities as of December 31 (the Parent Company and the subsidiaries are collectively referred to as "the Group"):

	2014	2013
P-F-L Petroleum Management, Inc. (PPMI)	**100%**	100%
P-H-O-E-N-I-X Global Mercantile, Inc. (PGMI)	**100%**	100%
Phoenix Petroterminals & Industrial Park Corp. (PPIPC)	**100%**	100%
Subic Petroleum Trading and Transport Phils., Inc. (SPTT)	**100%**	100%
Chelsea Shipping Corp. (CSC)	**100%**	100%
Bunkers Manila, Inc. (BMI)*	**100%**	100%
Michael, Inc. (MI)*	**100%**	100%
PNX – Chelsea Shipping Corp. (PNX – Chelsea)*	**100%**	100%
Chelsea Ship Management Marine Services Corp. (CSMMSC)*	**100%**	100%
Fortis Tugs Corp. (FTC)*	**100%**	100%
Norse/Phil Marine Services Corp. (NPMSC)**	**45%**	45%

** Wholly-owned subsidiaries of CSC*
***Associate of CSC*

All the subsidiaries were organized and incorporated in the Philippines.

PPMI is primarily engaged in organizing, managing, administering, running and supervising the operations and marketing of various kinds of services-oriented companies such as petroleum service stations. PPMI was registered with the Securities and Exchange Commission (SEC) on January 31, 2007.

PGMI was registered with the SEC on July 31, 2006 to engage in the manufacture, production and creation of all kinds of motor, and all other transportation lubricants, fluids and additives of all kinds and other petroleum products purposely for motor vehicles and other transportation. PGMI has temporarily ceased its operation since 2008.

PPIPC is engaged in real estate development. PPIPC was registered with the SEC on March 7, 1996. PPIPC is also registered with the Housing and Land Use Regulatory Board (HLURB) under Executive Order No. 648 and was granted to sell parcels of land on the Group's project, the Phoenix Petroleum Industrial Park (the Park).

SPTT was registered with the SEC on February 20, 2007 and is engaged in buying and selling, supply and distribution, importation and exportation, storage and delivery of all types of petroleum for industrial, marine, aviation and automotive use. It does not carry any inventory at any given time.

CSC was incorporated in the Philippines on July 17, 2006 and started commercial operations on January 1, 2007 and is engaged in maritime trade through conveying, carrying, loading, transporting, discharging and storing of petroleum products, goods and merchandise of every kind, over waterways in the Philippines.

BMI was registered with the SEC on March 7, 2000 to serve the growing demand of marine fuel (bunker) of foreign vessels calling on the ports of the Philippines. Aside from international bunkering, BMI also ventures into hauling of marine fuel and petroleum products for major oil companies.

MI, which was registered with the SEC on December 26, 1957 and whose corporate life was approved to be extended for another 50 years by the SEC on May 6, 2008, is engaged in the business of acquiring and operating floating equipment for charter or hire and for the conveyance and carriage of goods, wares, and merchandise of every description in the Philippines coastwise traffic without any fixed schedule. MI is also engaged in the trading of fuel oil.

PNX – Chelsea was incorporated on February 2, 2011 and is engaged in the ownership and operation of vessels for domestic trade for the purpose of conveyance or carriage of petroleum products, goods, wares and merchandise of every kind and description.

CSMMSC was incorporated on March 30, 2012 to carry on the business of ship management and to act as agent, broker, ship chandler or representative of foreign/domestic shipping corporations and individuals for the purpose of managing, operating, supervising, administering and developing the operation of vessels.

FTC was incorporated on April 8, 2013 and started commercial operations on November 8, 2013. It is engaged in the towage and salvage of marine vessels and other crafts including their cargoes upon seas, lakes, rivers, canals, bays, harbours, and other waterways between the various ports of the Philippines, and to acquire by purchase, charter, lease or modes recognized by law of obtaining title to or use of such equipment and properties, real or personal, which may be necessary to achieve such purpose.

NPMSC was incorporated on January 30, 2013 to engage in the business of providing technical ship services and to act as agent, broker, ship handler or representative of foreign/domestic shipping corporations and individuals for the purpose of operating, supervising, administering and developing the operation of vessels belonging to or which are or may be leased or operated by said shipping corporations and individuals, and to equip any and all kinds of ships, barges and vessels of every class and description owned by any shipping corporation. NPMSC started commercial operations on June 10, 2013.

PPMI's registered office is located at Penthouse, Valero Tower, 122 Valero Street, Salcedo Village, Makati City and its principal place of business is located at Stella Hizon Reyes Road, Barrio Pampanga, Davao City.

The registered office of PGMI, CSC, BMI, MI and PNX – Chelsea, which is also their principal place of business, is located at Stella Hizon Reyes Road, Barrio Pampanga, Davao City.

PPIPC's registered office is located at 4th Floor, Phinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City and its principal place of business is located at 26th Floor, The Fort Legend Tower, 3rd Avenue corner 31st Street, The Fort Global City, Taguig City.

The registered office of SPTT, which is also its principal place of business, is located at Units 113 and 115 Subic International Hotel, Alpha Building, Rizal Highway, Subic Bay Freeport Zone, Zambales.

The registered address of CSMMSC and FTC, which is also their principal place of business, is located at the 26/F, Fort Legend Towers, 3rd Ave. corner 31st St., Bonifacio Global City, Taguig City.

The registered office of NPMSC, which is also its principal place of business, is located at 2/F Harbor Centre II Bldg., Railroad and Delgado Sts., South Harbor, Port Area, Manila.

1.3 Acquisition of CSC

On September 6, 2012, CSC became a wholly owned subsidiary of the Parent Company upon the approval of the Parent Company's stockholders of the acquisition of the 100% of CSC's outstanding shares from Udenna Management Resources Corp. (UMRC), a related party under common ownership (see Note 27.3). The acquisition was initially approved by the Parent Company's Board of Directors (BOD) on July 6, 2012 and was subsequently ratified by the Parent Company's stockholders on September 6, 2012.

1.4 Approval of Consolidated Financial Statements

The consolidated financial statements of the Group as of and for the year ended December 31, 2014 (including the comparative consolidated financial statements for the years ended December 31, 2013 and 2012) were authorized for issue by the Parent Company's BOD on February 11, 2015.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarized below and in the succeeding pages. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of Preparation of Consolidated Financial Statements

(a) Statement of Compliance with Philippine Financial Reporting Standards

The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). PFRS are adopted by the Financial Reporting Standards Council (FRSC) from the pronouncements issued by the International Accounting Standards Board, and approved by the Philippine Board of Accountancy (BOA).

The consolidated financial statements have been prepared using the measurement bases specified by PFRS for each type of assets, liabilities, income and expense. The measurement bases are more fully described in the accounting policies that follow.

(b) Presentation of Consolidated Financial Statements

The consolidated financial statements are presented in accordance with Philippine Accounting Standards (PAS) 1, *Presentation of Financial Statements*. The Group presents all items of income and expenses in a single consolidated statement of comprehensive income.

The Group presents a third consolidated statement of financial position as at the beginning of the preceding period when it applies an accounting policy retrospectively, or makes a retrospective restatement or reclassification of items that has a material effect on the information in the consolidated statement of financial position at the beginning of the preceding period. The related notes to the third consolidated statement of financial position are not required to be disclosed.

(c) Functional and Presentation Currency

These consolidated financial statements are presented in Philippine pesos, the Group's functional and presentation currency, and all values represent absolute amounts except when otherwise indicated.

Items included in the consolidated financial statements of the Group are measured using its functional currency. Functional currency is the currency of the primary economic environment in which the Group operates.

2.2 Adoption of New and Amended PFRS

(a) Effective in 2014 that are Relevant to the Group

In 2014, the Group adopted for the first time the following amendments and interpretation to PFRS that are relevant to the Group and effective for the consolidated financial statements for the annual period beginning on or after January 1, 2014:

PAS 32 (Amendment)	:	Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities
PAS 36 (Amendment)	:	Impairment of Assets – Recoverable Amount Disclosures for Non-financial Assets
PAS 39 (Amendment)	:	Financial Instrument: Recognition and Measurement – Novation of Derivatives and Continuation of Hedge Accounting
PFRS 10, 12 and PAS 27 (Amendments)	:	Consolidated Financial Statements, Disclosure of Interests in Other Entities, Separate Financial Statements – Exemption from Consolidation for Investment Entities
Philippine Interpretation International Financial Reporting Interpretations Committee (IFRIC) 21	:	Levies

Discussed in the succeeding pages are the relevant information about these amended standards and interpretation.

(i) PAS 32 (Amendment), *Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities*. The amendment provides guidance to address inconsistencies in applying the criteria for offsetting financial assets and financial liabilities. It clarifies that an entity must currently have a right of set-off that is not contingent on a future event, and must be legally enforceable in the normal course of business; in the event of default; and, in the event of insolvency or bankruptcy of the entity and all of the counterparties. The amendment also clarifies that gross settlement mechanisms (such as through a clearing house) with features that both eliminate credit and liquidity risks and process receivables and payables in a single settlement process, will satisfy the criterion for net settlement. The amendment has been applied retrospectively in accordance with its transitional provisions. The Group's existing offsetting and settlement arrangements for its financial instruments with its counterparties are not affected by the amendment; hence, such did not have an impact on the presentation of financial assets and financial liabilities on the Group's consolidated financial statements for any periods presented.

(ii) PAS 36 (Amendment), *Impairment of Assets – Recoverable Amount Disclosures for Non-financial Assets*. The amendment clarifies that disclosure of information about the recoverable amount of individual asset (including goodwill) or a cash-generating unit is required only when an impairment loss has been recognized or reversed during the reporting period. If the recoverable amount is determined based on the asset's or cash-generating unit's fair value less cost of disposal, additional disclosures on fair value measurement required under PFRS 13, *Fair Value Measurement*, such as but not limited to the fair value hierarchy, valuation technique used and key assumptions applied should be provided in the consolidated financial statements. This amendment did not result in additional disclosures in the consolidated financial statements since the Group did not recognize or reverse impairment losses on its non-financial assets during the year.

(iii) PAS 39 (Amendment), *Financial Instruments: Recognition and Measurement – Novation of Derivatives and Continuation of Hedge Accounting*. The amendment provides some relief from the requirements on hedge accounting by allowing entities to continue the use of hedge accounting when a derivative is novated to a clearing counterparty resulting in termination or expiration of the original hedging instrument as a consequence of laws and regulations, or the introduction thereof. As the Group neither enters into transactions involving derivative instruments nor does it applies hedge accounting, the amendment did not have any impact on the Group's consolidated financial statements.

(iv) PFRS 10, PFRS 12 and PAS 27 (Amendments), *Consolidated Financial Statements, Disclosures of Interests in Other Entities, Separate Financial Statements – Exemption from Consolidation for Investment Entities*. The amendments define the term "investment entity" and provide to such an investment entity an exemption from the consolidation of particular subsidiaries and instead require to measure investment in each eligible subsidiary at fair value through profit or loss in accordance with PAS 39, *Financial Instruments: Recognition and Measurement*, or PFRS 9, *Financial Instruments*, both in its consolidated or separate financial statements, as the case maybe. The amendments also require additional disclosures about the details of the entity's unconsolidated subsidiaries and the nature of its relationship and certain transactions with those subsidiaries. This amendment had no significant impact on the Group's consolidated financial statements as the Group does not have investment entities.

(v) Philippine Interpretation IFRIC 21, *Levies*. This interpretation clarifies that the obligating event as one of the criteria under PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, for the recognition of a liability for levy imposed by a government is the activity described in the relevant legislation that triggers the payment of the levy. Accordingly, the liability is recognized in the consolidated financial statements progressively if the obligating event occurs over a period of time and if an obligation is triggered on reaching a minimum threshold, the liability is recognized when that minimum threshold is reached. This amendment had no significant impact on the Group's consolidated financial statements.

(b) Effective Subsequent to 2014 but not Adopted Early

There are new PFRS, amendments and annual improvements to existing standards effective for annual periods subsequent to 2014 which are adopted by the FRSC, subject to the approval of the BOA. Management will adopt the following relevant pronouncements in accordance with their transitional provisions, and, unless otherwise stated, none of these are expected to have significant impact on the Group's consolidated financial statements:

(i) PAS 19 (Amendment), *Employee Benefits – Defined Benefit Plans – Employee Contributions* (effective from July 1, 2014). The amendment clarifies that if the amount of the contributions from employees or third parties is dependent on the number of years of service, an entity shall attribute the contributions to periods of service using the same attribution method (i.e., either using the plan's contribution formula or on a straight-line basis) for the gross benefit.

(ii) PAS 1 (Amendment), *Presentation of Financial Statements – Disclosure Initiative* (effective from January 1, 2016). The amendment encourages entities to apply professional judgment in presenting and disclosing information in the consolidated financial statements. Accordingly, it clarifies that materiality applies to the whole consolidated financial statements and an entity shall not reduce the understandability of the consolidated financial statements by obscuring material information with immaterial information or by aggregating material items that have different natures or functions. Moreover, the amendment clarifies that an entity's share of other comprehensive income of associates and joint ventures accounted for using equity method should be presented based on whether or not such other comprehensive income item will subsequently be reclassified to profit or loss. It further clarifies that in determining the order of presenting the notes and disclosures, an entity shall consider the understandability and comparability of the consolidated financial statements.

(iii) PAS 16 (Amendment), *Property, Plant and Equipment – Clarification of Acceptable Methods of Depreciation and Amortization* (effective from January 1, 2016). The amendment in PAS 16 clarifies that a depreciation method that is based on revenue that is generated by an activity that includes the use of an asset is not appropriate for property, plant and equipment. The amendment also provides guidance that the expected future reductions in the selling price of an item that was produced using the asset could indicate an expectation of technological or commercial obsolescence of an asset, which may reflect a reduction of the future economic benefits embodied in the asset.

(iv) PAS 28 (Amendment), *Investments in Associates and Joint Ventures – Investment Entities – Applying the Consolidation Exception* (effective from January 1, 2016). This amendment addresses the concerns that have arisen in the context of applying the consolidation exception for investment entities. This amendment permits a non-investment entity investor, when applying the equity method of accounting for an associate or joint venture that is an investment entity, to retain the fair value measurement applied by that investment entity associate or joint venture to its interests in subsidiaries.

(v) PFRS 10 (Amendment), *Consolidated Financial Statements* and PAS 28 (Amendment), *Investments in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associates or Joint Venture* (effective from January 1, 2016). The amendment to PFRS 10 requires full recognition in the investor's financial statements of gains or losses arising on the sale or contribution of assets that constitute a business as defined in PFRS 3, *Business Combinations*, between an investor and its associate or joint venture. Accordingly, the partial recognition of gains or losses (i.e., to the extent of the unrelated investor's interests in an associate or joint venture) only applies to those sale of contribution of assets that do not constitute a business. Corresponding amendment has been made to PAS 28 to reflect these changes. In addition, PAS 28 has been amended to clarify that when determining whether assets that are sold or contributed constitute a business, an entity shall consider whether the sale or contribution of those assets is part of multiple arrangements that should be accounted for as a single transaction.

(vi) PFRS 9 (2014), *Financial Instruments* (effective from January 1, 2018). This new standard on financial instruments will eventually replace PAS 39 and PFRS 9 (2009, 2010 and 2013 versions). This standard contains, among others, the following:

- three principal classification categories for financial assets based on the business model on how an entity is managing its financial instruments;

- an expected loss model in determining impairment of all financial assets that are not measured at fair value through profit or loss (FVTPL), which generally depends on whether there has been a significant increase in credit risk since initial recognition of a financial asset; and,

- a new model on hedge accounting that provides significant improvements principally by aligning hedge accounting more closely with the risk management activities undertaken by entities when hedging their financial and non-financial risk exposures.

In accordance with the financial asset classification principle of PFRS 9 (2014), a financial asset is classified and measured at amortized cost if the asset is held within a business model whose objective is to hold financial assets in order to collect the contractual cash flows that represent solely payments of principal and interest (SPPI) on the principal outstanding. Moreover, a financial asset is classified and subsequently measured at fair value through other comprehensive income if it meets the SPPI criterion and is held in a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets. All other financial assets are measured at FVTPL.

In addition, PFRS 9 (2014) allows entities to make an irrevocable election to present subsequent changes in the fair value of an equity instrument that is not held for trading in other comprehensive income.

The accounting for embedded derivatives in host contracts that are financial assets is simplified by removing the requirement to consider whether or not they are closely related, and, in most arrangements, does not require separation from the host contract.

For liabilities, the standard retains most of the PAS 39 requirements which include amortized cost accounting for most financial liabilities, with bifurcation of embedded derivatives. The amendment also requires changes in the fair value of an entity's own debt instruments caused by changes in its own credit quality to be recognized in other comprehensive income rather than in profit or loss.

The Group does not expect to implement and adopt any version of PFRS 9 until its effective date. In addition, management is currently assessing the impact of PFRS 9 on the consolidated financial statements of the Group and it will conduct a comprehensive study of the potential impact of this standard prior to its mandatory adoption date to assess the impact of all changes.

(vii) FFRS 12 (Amendment), *Disclosures of Interests in Other Entities – Investment Entities: Applying the Consolidation Exception* (effective from January 1, 2016). The amendment clarifies that an investment entity that measures all its subsidiaries at fair value should provide the disclosures required by PFRS 12.

(viii) Annual Improvements to PFRS. Annual improvements to PFRS (2010-2012 Cycle) and PFRS (2011-2013 Cycle) effective for annual periods beginning on or after July 1, 2014, and to PFRS (2012-2014 Cycle) effective for annual periods beginning on or after January 1, 2016, made minor amendments to a number of PFRS. Among those improvements, the following amendments are relevant to the Group but management does not expect those to have a material impact on the Group's consolidated financial statements:

Annual Improvements to PFRS (2010-2012 Cycle)

(a) PAS 16 (Amendment), *Property, Plant and Equipment.* The amendment clarifies that when an item of property, plant and equipment is revalued, the gross carrying amount is adjusted in a manner that is consistent with a revaluation of the carrying amount of the asset.

(b) PAS 24 (Amendment), *Related Party Disclosures.* The amendment clarifies that an entity providing key management services to a reporting entity is deemed to be a related party of the latter. It also requires and clarifies that the information required to be disclosed in the consolidated financial statements are the amounts incurred by the reporting entity for key management personnel services that are provided by a separate management entity and not the amounts of compensation paid or payable by the management entity to its employees or directors.

(c) PFRS 3 (Amendment), *Business Combinations*. The amendment clarifies that an obligation to pay contingent consideration which meets the definition of a financial instrument is classified as a financial liability or as equity in accordance with PAS 32. It also clarifies that all non-equity contingent consideration should be measured at fair value at the end of each reporting period, with changes in fair value recognized in profit or loss.

(d) PFRS 8 (Amendment), *Operating Segments*. The amendment requires disclosure of the judgments made by management in applying the aggregation criteria to operating segments. This includes a description of the segments which have been aggregated and the economic indicators which have been assessed in determining that the aggregated segments share similar economic characteristics. It further clarifies the requirement to disclose for the reconciliations of segment assets to the entity's assets if that amount is regularly provided to the chief operating decision maker.

(e) PFRS 13 (Amendment), *Fair Value Measurement.* The amendment, through a revision only in the basis of conclusion of PFRS 13, clarifies that issuing PFRS 13 and amending certain provisions of PFRS 9 and PAS 39 related to discounting of financial instruments, did not remove the ability to measure short-term receivables and payables with no stated interest rate on an undiscounted basis, when the effect of not discounting is immaterial.

Annual Improvements to PFRS (2011-2013 Cycle)

(a) PFRS 3 (Amendment), *Business Combinations*. The amendment clarifies that PFRS 3 does not apply to the accounting for the formation of any joint arrangement under PFRS 11, *Joint Arrangement*, in the financial statements of the joint arrangement itself.

(b) PFRS 13 (Amendment), *Fair Value Measurement.* The amendment clarifies that the scope of the exception for measuring the fair value of a group of financial assets and financial liabilities on a net basis (the portfolio exception) applies to all contracts within the scope of and accounted for in accordance with PAS 39 or PFRS 9, regardless of whether they meet the definition of financial assets or financial liabilities as defined in PAS 32.

(c) PAS 40 (Amendment), *Investment Property*. The amendment clarifies the interrelationship of PFRS 3 and PAS 40 in determining the classification of property as an investment property or owner-occupied property, and explicitly requires an entity to use judgment in determining whether the acquisition of an investment property is an acquisition of an asset or a group of asset in accordance with PAS 40, or a business combination in accordance with PFRS 3.

Annual Improvements to PFRS (2012-2014 Cycle)

(a) PFRS 7 (Amendment), *Financial Instruments – Disclosures*. The amendment provides additional guidance to help entities identify the circumstances under which a contract to "service" financial assets is considered to be a continuing involvement in those assets for the purposes of applying the disclosure requirements of PFRS 7. Such circumstances commonly arise when, for example, the servicing is dependent on the amount or timing of cash flows collected from the transferred asset or when a fixed fee is not paid in full due to non-performance of that asset.

(b) PAS 19 (Amendment), *Employee Benefits*. The amendment clarifies that the currency and term of the high quality corporate bonds which were used to determine the discount rate for post-employment benefit obligations shall be made consistent with the currency and estimated term of the post-employment benefit obligations.

2.3 Basis of Consolidation

The Group's consolidated financial statements comprise the accounts of the Parent Company and its subsidiaries (see Note 1) after the elimination of intercompany transactions. All intercompany assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities under the Group, are eliminated in full on consolidation. Unrealized profits and losses from intercompany transactions that are recognized in assets are also eliminated in full. Intercompany losses that indicate impairment are recognized in the consolidated financial statements.

The financial statements of subsidiaries are prepared for the same reporting period as the Parent Company, using consistent accounting principles.

The Parent Company accounts for its investments in subsidiaries and an associate as follows:

(a) Investments in Subsidiaries

Subsidiaries are entities (including structured entities) over which the Parent Company has control. The Parent Company controls an entity when it is exposed, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date the Parent Company obtains control.

The Parent Company reassesses whether or not it controls an entity if facts and circumstances indicate that there are changes to one or more of the three elements of control indicated above. Accordingly, entities are deconsolidated from the date that control ceases.

The acquisition method is applied to account for acquired subsidiaries. This requires recognizing and measuring the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Parent Company, if any. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred and subsequent change in the fair value of contingent consideration is recognized directly in profit or loss.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognizes any non-controlling interest in the acquiree, either at fair value or at the non-controlling interest's proportionate share of the recognized amounts of acquiree's identifiable net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any existing equity interest in the acquiree over the acquisition-date fair value of the Group's share of the identifiable net assets acquired is recognized as goodwill (see Note 16). If the consideration received is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly as gain in profit or loss (see Note 2.13).

On the other hand, business combinations arising from transfers or acquisition of interests in entities that are under the common control of the shareholder that controls the Group are normally accounted for under the pooling-of-interests method and reflected in the consolidated financial statements as if the business combination had occurred at the beginning of the earliest comparative period presented, or if later, at the date that common control was established; for this purpose, comparatives are restated. The assets and liabilities acquired are recognized in the Group's consolidated financial statements at the carrying amounts previously recognized. The difference between the consideration transferred and the net assets of the subsidiary acquired is recognized as Other Reserves as part of the equity (see Notes 2.13 and 2.24).

(b) *Investment in an Associate*

Associates are those entities over which the Parent Company is able to exert significant influence but which are neither subsidiaries nor interests in a joint venture. Investments in associates are initially recognized at cost and subsequently accounted for using the equity method.

Acquired investment in associate is subject to the purchase method. The purchase method involves the recognition of the acquiree's identifiable assets and liabilities, including contingent liabilities, regardless of whether they were recorded in the financial statements prior to acquisition. Goodwill represents the excess of acquisition cost over the fair value of the Parent Company's share of the identifiable net assets of the acquiree at the date of acquisition. Any goodwill or fair value adjustment attributable to the Parent Company's share in the associate is included in the amount recognized as investment in an associate.

Impairment loss is provided when there is objective evidence that the investment in an associate will not be recovered (see Note 2.17).

Changes resulting from other comprehensive income of the associate or items recognized directly in the associate's equity are recognized in other comprehensive income or equity of the Group, as applicable. However, when the Parent Company's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Parent Company does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the investor resumes recognizing its share of those profits only after its share of the profits exceeds the accumulated share of losses that has previously not been recognized.

Distributions received from the associates are accounted for as a reduction of the carrying value of the investment.

The Parent Company holds interests in various subsidiaries and in an associate as presented in Notes 1 and 13.

2.4 Financial Assets

Financial assets are recognized when the Group becomes a party to the contractual terms of the financial instrument. Financial assets are classified into the following categories: financial assets at FVTPL, loans and receivables, held-to-maturity investments and available-for-sale financial assets. Financial assets are assigned to the different categories by management on initial recognition, depending on the purpose for which the investments were acquired.

Regular purchases and sales of financial assets are recognized on their trade date. All financial assets that are not classified as at FVTPL are initially recognized at fair value plus any directly attributable transaction costs. Financial assets carried at FVTPL are initially recorded at fair value and the related transaction costs are recognized in profit or loss.

Currently, the financial assets category relevant to the Group is loans and receivables.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivables. They are included in current assets, except for those with maturities greater than 12 months after the end of each reporting period which are classified as non-current assets.

The Group's financial assets categorized as loans and receivables are presented as Cash and Cash Equivalents, Trade and Other Receivables, Due from Related Parties, Restricted Deposits, and Refundable Rental Deposits (presented as part of Other Non-Current Assets in the consolidated statement of financial position). Cash and cash equivalents include cash on hand, savings and demand deposits and short-term, highly liquid investments with original maturities of three months or less, readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

Refundable rental deposits are initially recognized at fair value. Interest on the rental deposits arising from subsequent amortization is accounted for using the effective interest method and is presented as part of Finance Income under Other Charges (Income) in the consolidated statement of financial position. The excess of the principal amount of the deposit over its present value is immediately recognized as deferred minimum lease payments (presented as part of Other Non-Current Assets in the consolidated statement of financial position). Meanwhile, rent expense arising from subsequent amortization of deferred minimum lease payments is accounted for using the straight-line method over the lease term and is presented as part of Rent under Selling and Administrative Expenses in the consolidated statement of comprehensive income.

Loans and receivables are subsequently measured at amortized cost using the effective interest method, less impairment loss, if any. Impairment loss is provided when there is objective evidence that the Group will not be able to collect all amounts due to it in accordance with the original terms of the receivables. The amount of the impairment loss is determined as the difference between the assets' carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred), discounted at the financial asset's original effective interest rate or current effective interest rate determined under the contract if the loan has a variable interest rate.

The carrying amount of the asset shall be reduced either directly or through the use of an allowance account. The amount of the loss shall be recognized in profit or loss.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized (such as an improvement in the debtor's credit rating), the previously recognized impairment loss is reversed by adjusting the allowance account. The amount of the reversal is recognized in profit or loss.

Non-compounding interest and other cash flows resulting from holding financial assets are recognized in profit or loss when earned, regardless of how the related carrying amount of financial assets is measured.

The financial assets are derecognized when the contractual rights to receive cash flows from the financial instruments expire, or when the financial assets and all substantial risks and rewards of ownership have been transferred to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

2.5 Inventories

Inventories are valued at the lower of cost and net realizable value. Cost is determined using the moving average method. The cost of inventories include all costs directly attributable to acquisitions, such as the purchase price, import duties and other taxes that are not subsequently recoverable from taxing authorities.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

2.6 Land Held for Sale and Land Development Costs

Land held for sale and land development costs are valued at the lower of cost and net realizable value. Land held for sale and land development costs includes the cost of land and actual development costs incurred as at the end of reporting period. Interest incurred during the development of the project is capitalized (see Note 2.19).

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of developing and the estimated costs necessary to make the sale.

2.7 Prepayments and Other Current Assets

Prepayments and other current assets pertain to other resources controlled by the Group as a result of past events. They are recognized in the consolidated financial statements when it is probable that the future economic benefits will flow to the entity and the asset has a cost or value that can be measured reliably.

Other recognized assets of similar nature, where future economic benefits are expected to flow to the Group beyond one year after the end of the reporting period or in the normal operating cycle of the business, if longer, are classified as non-current assets.

2.8 Land Held For Future Development

Land held for future development is valued at the lower of cost and net realizable value. Cost of land held for future development includes purchase price and other costs directly attributable to the acquisition of land.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of developing and estimated costs necessary to make the sale.

2.9 Property and Equipment

Land is stated at cost less any impairment in value. Tankers are measured at revalued amount less accumulated depreciation. All other property and equipment are carried at acquisition cost less accumulated depreciation and amortization and any impairment in value.

The cost of an asset comprises its purchase price and directly attributable costs of bringing the asset to working condition for its intended use. Expenditures for additions, major improvements and renewals are capitalized while expenditures for repairs and maintenance are charged to expense as incurred, except for periodic drydocking costs performed at least every two years on the vessel, which are capitalized (see Note 2.10).

Following initial recognition, tankers are carried at revalued amounts which are the fair values at the date of revaluation, as determined by independent appraisers, less subsequent accumulated depreciation and any accumulated impairment losses.

Revalued amounts represent fair values determined based on appraisals by external professional valuer once every two years unless more frequently if market factors indicate a material change in fair value (see Note 5.4).

Any revaluation surplus is recognized in other comprehensive income and credited to the Revaluation Reserves account in the consolidated statement of changes in equity. Any revaluation deficit directly offsetting a previous surplus in the same asset is charged to other comprehensive income to the extent of any revaluation surplus in equity relating to this asset and the remaining deficit, if any, is recognized in profit or loss. Annually, an amount from the Revaluation Reserves is transferred to Retained Earnings for the depreciation relating to the revaluation surplus. Upon disposal of the revalued assets, amounts included in Revaluation Reserves is transferred to Retained Earnings.

Depreciation is computed on the straight-line basis over the estimated useful lives of the assets as follows:

Marine Tankers	30 years
Buildings, depot and pier facilities	5-25 years
Transportation and other equipment	1-10 years
Vessel equipment	5 years
Hauling and heavy equipment	1-5 years
Gasoline station equipment	1-5 years
Office furniture and equipment	1-3 years

Leasehold and land improvements are amortized over the terms of the related leases or the useful lives of the improvements, whichever is shorter.

Hauling and heavy equipment held under finance lease agreements (see Note 2.15) are depreciated over their expected useful lives (determined by reference to comparable owned assets) or over the term of the lease, if shorter.

Construction in progress represents properties under construction and on-going major repair works and is stated at cost. This includes cost of construction, applicable borrowing costs (see Note 2.19) and other direct costs. The account is not depreciated until such time that the assets are completed and available for use.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see Note 2.17).

The residual values, estimated useful lives and method of depreciation of property and equipment are reviewed, and adjusted if appropriate, at the end of each reporting period.

An item of property and equipment, including the related accumulated depreciation, amortization and impairment losses, if any, is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year the item is derecognized.

2.10 Drydocking Costs

Drydocking costs are considered major repairs that preserve the life of the vessel. As an industry practice, costs associated with drydocking are amortized over two years or until the next drydocking occurs, whichever comes earlier. When significant drydocking expenditures occur prior to their expiry, any remaining unamortized balance of the preceding drydocking costs is expensed in the month of the subsequent drydocking.

Amortization of drydocking costs starts only when the process has been completed and the related vessel is ready for use.

The carrying amount of drydocking costs, presented as part of the Other Non-current Asset account in the consolidated statement of financial position, is written down immediately to its recoverable amount if the carrying amount is greater than its estimated recoverable amount (see Note 2.17).

The carrying amount of drydocking costs is derecognized upon derecognition of the related tanker. The computed gain or loss arising on the derecognition of the tanker takes into consideration the carrying amount of drydocking costs and is included in profit or loss in the year the related tanker is derecognized (see Note 2.9).

2.11 Financial Liabilities

Financial liabilities, which include interest-bearing loans and borrowings, trade and other payables (excluding tax-related payables), due to related parties and security deposits (presented under Other Non-Current Liabilities in the consolidated statement of financial position), are recognized when the Group becomes a party to the contractual terms of the instrument. All interest-related charges incurred on financial liability are recognized as an expense in profit or loss under the caption Finance Costs in the consolidated statement of comprehensive income.

Interest charges that are attributable to the acquisition, construction or production of a qualifying asset (i.e., an asset that takes a substantial period of time to get ready for its intended use or sale) are capitalized as part of the cost of such asset (see Note 2.19). All other interest related charges are recognized as an expense in the consolidated statement of comprehensive income under the caption Finance Costs.

Interest-bearing loans and borrowings are raised for support of long-term funding of operations. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are charged to profit or loss on an accrual basis using the effective interest method and are added to the carrying amount of the instrument to the extent that these are not settled in the period in which they arise.

Obligations under finance lease (included as part of Interest-bearing Loans and Borrowings) are recognized at amounts equal to the fair value of the leased property or, if lower, at the present value of minimum lease payments, at the inception of the lease (see Notes 2.15 and 30.5).

Trade and other payables (excluding tax-related payables), due to related parties and security deposits are recognized initially at their fair values and subsequently measured at amortized cost, using effective interest method for maturities beyond one year, less settlement payments.

Security deposits are initially recognized at fair value. Interest on the security deposits arising from subsequent amortization is accounted for using the effective interest method and is presented as part of Finance Costs. The excess of the principal amount of the deposit over its present value is immediately recognized as unearned rent (presented as part of Other Non-Current Liabilities in the consolidated statement of financial position). Meanwhile, the rent income arising from subsequent amortization of unearned rent is accounted for using the straight-line method over the lease term and is presented as part of Rent and Storage Income in the consolidated statement of comprehensive income. Dividend distributions to shareholders are recognized as financial liabilities upon declaration by the Parent Company.

Financial liabilities are classified as current liabilities if payment is due to be settled within one year or less after the end of the reporting period (or in the normal operating cycle of the business, if longer), or the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period. Otherwise, these are presented as non-current liabilities.

Financial liabilities are derecognized from the consolidated statement of financial position only when the obligations are extinguished either through discharge, cancellation or expiration. The difference between the carrying amount of the financial liability derecognized and the consideration paid or payable is recognized in profit or loss.

2.12 Provisions and Contingencies

Provisions are recognized when present obligations will probably lead to an outflow of economic resources and they can be estimated reliably even if the timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive obligation that has resulted from past events.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the end of the reporting period, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. When time value of money is material, long-term provisions are discounted to their present values using a pretax rate that reflects market assessments and the risks specific to the obligation. The increase in provision due to passage of time is recognized as interest expense. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

In those cases where the possible outflow of economic resource as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognized in the consolidated financial statements. Similarly, possible inflows of economic benefits to the Group that do not yet meet the recognition criteria of an asset are considered contingent assets, hence, are not recognized in the consolidated financial statements. On the other hand, any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognized as a separate asset not exceeding the amount of the related provision.

2.13 Business Combinations

Business acquisitions are accounted for using the acquisition method of accounting and pooling-of-interest method.

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed (see Note 2.17).

Negative goodwill which is the excess of the Group's interest in the fair value of net identifiable assets acquired over acquisition cost is charged directly to income.

For the purpose of impairment testing, goodwill is allocated to cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The cash-generating units or groups of cash-generating units are identified according to operating segment.

Gains and losses on the disposal of an interest in a subsidiary include the carrying amount of goodwill relating to it.

If the business combination is achieved in stages, the acquirer is required to remeasure its previously held equity interest in the acquiree at its acquisition-date fair value and recognize the resulting gain or loss, if any, in the profit or loss or other comprehensive income, as appropriate.

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with PAS 37, either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

Under the pooling-of-interest method, similar accounts of the entities are combined on a line-by-line basis except for the equity accounts which were offset with the new shares issued by the new entity in which the difference between the net assets received and the amount of the consideration (shares issued and cash) is accounted for as Other Reserves.

2.14 Revenue and Expense Recognition

Revenue comprises revenue from the sale of goods and rendering of services measured by reference to the fair value of consideration received or receivable by the Group for goods sold and services rendered, excluding value-added tax (VAT), rebates and trade discounts.

Revenue is recognized to the extent that the revenue can be reliably measured; it is probable that the economic benefits will flow to the Group; and the costs incurred or to be incurred can be measured reliably. In addition, the following specific recognition criteria must also be met before revenue is recognized:

(a) *Sale of goods* – Revenue is recognized when the risks and rewards of ownership of the goods have passed to the buyer, i.e. generally when the customer has acknowledged delivery of goods or when the customer has taken undisputed delivery of goods.

(b) *Charter fees* – Revenue, which consists mainly of charter income arising from the charter hire of tankers, is recognized based on the type of charter arrangement entered into, either under a time charter (TC), a continuing voyage charter (CVC), or a bareboat agreement (BB) [see Note 3.1*(d)*]. Under a TC and BB, revenue is recognized based on the terms of the contract, with the distinction that in a BB, no administration or technical maintenance is included as part of the agreement. Under a CVC, revenue is recognized upon completion of the voyage; however, appropriate accrual of revenue is made at the end of the reporting period.

(c) *Fuel service and other revenues, port revenues and storage income* – Revenue is recognized when the performance of contractually agreed tasks has been substantially rendered. This account includes franchise income, which has minimal amount. In addition, this includes revenue arising from port and cargo handling services.

(d) *Rent income* – Revenue is recognized on a straight-line basis over the lease term (see Note 2.15).

(e) *Interest income* – Revenue is recognized as the interest accrues taking into account the effective yield on the asset.

Cost and expenses are recognized in the profit or loss upon utilization of goods or services or at the date they are incurred. All finance costs are reported in profit or loss on an accrual basis, except capitalized borrowing costs which are included as part of the cost of the related qualifying asset (see Note 2.19).

The cost of real estate sold, if any, before the completion of the development is determined based on the actual costs incurred to date which include the cost of land plus estimated costs to complete the project development. The estimated expenditures for the development of sold real estate, as determined by project engineers, are charged to Cost of Sales and Services account in the consolidated statement of comprehensive income with a corresponding credit to accrued expenses presented under the Trade and Other Payables account in the consolidated statement of financial position. Effects of any revisions in the total project cost estimates are recognized in the year in which the changes become known.

2.15 Leases

The Group accounts for its leases as follows:

(a) Group as Lessee

Leases which transfer to the Group substantially all risks and benefits incidental to ownership of the leased item are classified as finance leases and are recognized as assets and liabilities in the consolidated statement of financial position at amounts equal to the fair value of the leased property at the inception of the lease or, if lower, at the present value of minimum lease payments. Lease payments are apportioned between the finance costs and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability.

Finance costs are recognized in profit or loss. Capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Finance lease obligations, net of finance charges, are included in Interest-bearing Loans and Borrowings account in the consolidated statement of financial position.

Leases which do not transfer to the Group substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments (net of any incentive received from the lessor) are recognized as expense in the consolidated statement of comprehensive income on a straight-line basis over the lease term. Associated costs, such as repairs and maintenance and insurance, are expensed as incurred.

(b) Group as Lessor

Leases wherein the Group substantially transfers to the lessee all risks and benefits incidental to ownership of the leased item are classified as finance leases and are presented as receivable at an amount equal to the Group's net investment in the lease. Finance income is recognized based on the pattern reflecting a constant periodic rate of return on the Group's net investment outstanding in respect of the finance lease.

Leases which do not transfer to the lessee substantially all the risks and benefits of ownership of the asset are classified as operating leases. Lease income from operating leases is recognized in profit or loss on a straight-line basis over the lease term.

The Group determines whether an arrangement is, or contains a lease based on the substance of the arrangement. It makes an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

2.16 Foreign Currency Transactions and Translations

The accounting records of the Group are maintained in Philippine pesos. Foreign currency transactions during the year are translated into the functional currency at exchange rates which approximate those prevailing on transaction dates.

Foreign currency gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

2.17 Impairment of Non-financial Assets

The Group's property and equipment, investment in an associate, drydocking costs (presented as part of Other Non-current Assets in the consolidated statement of financial position), goodwill and other non-financial assets are subject to impairment testing. Individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, except for goodwill that is tested for impairment at least annually.

For purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill is allocated to cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The cash-generating units or groups of cash-generating units are identified according to operating segment.

Impairment loss is recognized in profit or loss for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amounts which is the higher of its fair value less costs to sell and its value in use. In determining value in use, management estimates the expected future cash flows from each cash-generating unit and determines the suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risk factors.

Except for goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist. An impairment loss, except impairment loss on goodwill (see Note 2.13), is reversed if the asset's or cash generating unit's recoverable amount exceeds its carrying amount.

2.18 Employee Benefits

The Group provides post-employment benefits to employees through a defined benefit plan and a defined contribution plan, and other employee benefits which are recognized as follows:

(a) Post-employment Defined Benefit Plan

A defined benefit plan is a post-employment plan that defines an amount of post-employment benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and salary. The legal obligation for any benefits from this kind of post-employment plan remains with the Group, even if plan assets, if any, for funding the defined benefit plan have been acquired. Plan assets, if any, may include assets specifically designated to a long-term benefit fund, as well as qualifying insurance policies. The Group's post-employment benefit pension plan covers all regular full-time employees. The pension plan is tax-qualified, noncontributory and administered by a trustee.

The liability recognized in the consolidated statement of financial position for a defined benefit plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using a discount rate derived from the interest rates of a zero coupon government bond as published by Philippine Dealing and Exchange Corporation, that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related post-employment liability.

Remeasurements, comprising of actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions and the return on plan assets (excluding amount included in net interest) are reflected immediately in the consolidated statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they arise. Net interest is calculated by applying the discount rate at the beginning of the period, taking account of any changes in the net defined benefit liability or asset during the period as a result of contributions and benefit payments. Net interest is reported as part of Finance Costs or Finance Income account in the consolidated statement of comprehensive income.

Past service costs are recognized immediately in profit or loss in the period of a plan amendment.

(b) *Post-employment Defined Contribution Plans*

A defined contribution plan is a post-employment plan under which the Group pays fixed contributions into an independent entity. The Group has no legal or constructive obligations to pay further contributions after payment of the fixed contribution. The contributions recognized in respect of defined contribution plans are expensed as they fall due. Liabilities and assets may be recognized if underpayment or prepayment has occurred and are included in current liabilities or current assets as they are normally of a short-term nature.

(c) *Termination Benefits*

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits at the earlier of when it can no longer withdraw the offer of such benefits and when it recognizes costs for a restructuring that is within the scope of PAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the reporting period are discounted to their present value.

(d) *Profit-sharing and Bonus Plans*

The Group recognizes a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Group's shareholders after certain adjustments. The Group recognizes a provision where it is contractually obliged to pay the benefits, or where there is a past practice that has created a constructive obligation.

(e) *Compensated Absences*

Compensated absences are recognized for the number of paid leave days (including holiday entitlement) remaining at the end of the reporting period. They are included in Trade and Other Payables account in the consolidated statement of financial position at the undiscounted amount that the Group expects to pay as a result of the unused entitlement.

2.19 Borrowing Costs

Borrowing costs are recognized as expenses in the period in which they are incurred, except to the extent that they are capitalized. Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset (i.e., an asset that takes a substantial period of time to get ready for its intended use or sale) are capitalized as part of cost of such asset. The capitalization of borrowing costs commences when expenditures for the asset and borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalization ceases when substantially all such activities are complete.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

2.20 Income Taxes

Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity, if any.

Current tax assets or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting period, that are uncollected or unpaid at the end of reporting period. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognized as a component of tax expense in profit or loss.

Deferred tax is accounted for using the liability method on temporary differences at the end of reporting period between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Under the liability method, with certain exceptions, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for all deductible temporary differences and the carryforward of unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilized. Unrecognized deferred tax assets, if any, are reassessed at the end of each reporting period and are recognized to the extent that it has become probable that future taxable profit will be available to allow such deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled provided such tax rates have been enacted or substantively enacted at the end of the reporting period.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. For purposes of measuring deferred tax liabilities and deferred tax assets for land held for sale and land development costs, the carrying amount of such properties is presumed to be recovered entirely through sale, unless the presumption is rebutted, that is when the land held for sale and development costs are held within the business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale.

Most changes in deferred tax assets or liabilities are recognized as a component of tax expense in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax assets and deferred tax liabilities are offset if the Group has a legally enforceable right to set off current tax assets against current tax liabilities and the deferred taxes relate to the same entity and the same taxation authority.

2.21 Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the resulting net amount, considered as a single financial asset or financial liability, is reported in the consolidated statement of financial position when the Group currently has legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. The right of set-off must be available at the end of the reporting period, that is, it is not contingent on future event. It must also be enforceable in the normal course of business, in the event of default, and in the event of insolvency or bankruptcy; and must be legally enforceable for both entity and all counterparties to the financial instruments.

2.22 Related Party Transactions and Relationships

Related party transactions are transfer of resources, services or obligations between the Group and its related parties, regardless whether a price is charged.

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. This includes: (a) individuals owning, directly or indirectly through one or more intermediaries, control or are controlled by, or under common control with the Group; (b) associates; (c) individuals owning, directly or indirectly, an interest in the voting power of the Group that gives them significant influence over the Group and close members of the family of any such individual; and, (d) the Group's funded retirement plan.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on the legal form.

2.23 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's BOD and management committee responsible for allocating resources and assessing performance of the operating segments.

In identifying its operating segments, management generally follows the Group's products and service lines as disclosed in Note 29 which represent the main products and services provided by the Group.

Each of these operating segments is managed separately as each of these service lines requires different technologies and other resources as well as marketing approaches. All inter-segment transfers are carried out at arm's length prices.

The measurement policies the Group uses for segment reporting under PFRS 8 are the same as those used in its consolidated financial statements, except that post-employment benefit expenses are not included in arriving at the operating profit of the operating segments.

In addition, corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment.

There have been no changes from prior periods in the measurement methods used to determine reported segment profit or loss.

2.24 Equity

Preferred and common stock represents the nominal value of shares that have been issued.

Additional paid-in capital includes any premiums received on the initial issuance of capital stock. Any transaction costs associated with the issuance of shares are deducted from additional paid-in capital, net of any related income tax benefits.

Revaluation reserves comprise of gains and losses arising from the revaluation of the Group's tankers and from the remeasurements of post-employment defined benefit obligation, net of applicable taxes.

Other reserves pertain to the difference between the Parent Company's cost of investment and the acquired net assets of CSC accounted for under the pooling-of-interest method (see Notes 2.3 and 2.13).

Retained earnings include all current and prior period results of operations as reported in the profit or loss section of the consolidated statement of comprehensive income, reduced by the amounts of dividends declared.

2.25 Earnings per Share

Basic earnings per share (EPS) is computed by dividing net income attributable to common shareholders by the weighted average number of common shares issued and outstanding, adjusted retroactively for any stock dividend, stock split or reverse stock split declared during the current period.

Diluted EPS is computed by adjusting the weighted average number of ordinary shares outstanding to assume conversion of dilutive potential shares.

2.26 Events After the End of the Reporting Period

Any post-year-end event that provides additional information about the Group's position at the end of the reporting period (adjusting event) is reflected in the consolidated financial statements. Post-year-end events that are not adjusting events, if any, are disclosed when material to the consolidated financial statements.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements in accordance with PFRS requires management to make judgments and estimates that affect amounts reported in the consolidated financial statements and related notes. Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may ultimately differ from these estimates.

3.1 Critical Management Judgments in Applying Accounting Policies

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimation, which have the most significant effect on the amounts recognized in the consolidated financial statements:

(a) Distinguishing Operating and Finance Leases

The Group has entered into various lease agreements. Critical judgment was exercised by management to distinguish each lease agreement, either as a lessor or a lessee, as either an operating or finance lease by looking at the transfer or retention of significant risks and rewards of ownership of the properties covered by the agreements. Failure to make the right judgment will result in either overstatement or understatement of assets and liabilities. Certain hauling and heavy equipment are accounted for under finance lease.

(b) Recognition of Provisions and Contingencies

Judgment is exercised by management to distinguish between provisions and contingencies. Policies on recognition of provisions and contingencies are discussed in Note 2.12 and disclosures on relevant contingencies are presented in Note 30.

(c) Qualifying Assets on Borrowing Costs

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. Determining if an asset is a qualifying asset will depend on the circumstances and requires the use of judgment in each case. In making judgment, the management takes into account its intention when it determines whether the asset is a qualifying asset and considers the facts and circumstances and uses its judgment to determine whether an asset takes a substantial period of time to get ready for its intended use or sale. Based on the facts and circumstances affecting the Group's qualifying asset, the management concludes that the Group's retail station, depot facilities, tankers and land held for sale and development costs are qualifying assets as the management assesses that it takes substantial period of time for the completion of those assets.

(d) Revenue Recognition for Charter Fee Arrangements

In determining the appropriate method to use in recognizing the Group's revenue from TC, CVC and BB, management considers the following criteria: (1) whether the fulfilment of the arrangement is dependent on the use of a specific vessel; and, (2) whether the arrangement conveys a right to use the vessel. Management determined that if both criteria are met, the revenue should be recognized using the straight-line method over the term of the contract (see Note 2.14). Otherwise, revenue will be recognized based on contract terms when substantial agreed tasks have been rendered.

3.2 Key Sources of Estimation Uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period:

(a) Impairment of Trade and Other Receivables and Due from Related Parties

Adequate amount of allowance for impairment is provided for specific and group of accounts, where objective evidence of impairment exists. The Group evaluates the amount of allowance for impairment based on available facts and circumstances affecting the collectibility of the accounts, including, but not limited to, the length of the Group's relationship with the customers, the customers' current credit status, average age of accounts, collection experience and historical loss experience. The methodology and assumptions used in estimating future cash flows are reviewed regularly by the Company to reduce any differences between loss estimates and actual loss experience.

The carrying value of trade and other receivables and the analysis of allowance for impairment on such financial assets are shown in Note 7. The carrying value of due from related parties is shown in Note 26.4. The Group has determined that no impairment loss on Due from Related Parties account should be recognized in 2014, 2013 and 2012.

(b) Determining Net Realizable Value of Inventories

In determining the net realizable value of inventories, management takes into account the most reliable evidence available at the times the estimates are made. Future realization of the carrying amounts of inventories, as presented in Note 8, is affected by price changes and action from the competitors. Both aspects are considered key sources of estimation uncertainty and may cause significant adjustments to the Group's inventories within the next financial reporting period.

(c) Determining Net Realizable Value of Land Held for Sale and Land Development Costs and Land Held for Future Development

In determining the net realizable value of land held for sale and land development costs and land held for future development, management takes into account the most reliable evidence available at the time the estimates are made. Future realization of the carrying amounts of land held for sale and development costs and land held for future development is affected by price changes and demand from the target market segments. Both aspects are considered key sources of estimation uncertainty and may cause significant adjustments within the next financial reporting period.

(d) Estimating Useful Lives of Property and Equipment and Drydocking Costs

The Group estimates the useful lives of property and equipment and drydocking costs based on the period over which the assets are expected to be available for use. The estimated useful lives of property and equipment and drydocking costs are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

The carrying amounts of property and equipment and drydocking costs are analyzed in Notes 12 and 15, respectively. Based on management's assessment as of December 31, 2014 and 2013, there is no change in the estimated useful lives of the property and equipment and drydocking costs during those years. Actual results, however, may vary due to changes in estimates brought about by changes in factors mentioned above.

(e) Fair Value Measurement of Tankers

The Group's tankers, presented as part of the Property and Equipment account, are carried at revalued amount at the end of the reporting period. In determining the fair values of these assets, the Group engages the services of professional and independent appraisers applying the relevant valuation methodologies as discussed in Note 5.4.

For tankers with appraisals conducted prior to the end of the current reporting period, management determines whether there are significant circumstances during the intervening period that may require adjustments or changes in the disclosure of fair value of the Group's tankers.

A significant change in these elements may affect prices and the value of the assets. The amounts of revaluation and fair value gains recognized on the Group's tankers are disclosed in Note 12.

(f) Determining Realizable Amount of Deferred Tax Assets

The Group reviews its deferred tax assets at the end of each reporting period and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Management assessed that the deferred tax assets recognized as of December 31, 2014 and 2013 will be fully utilized in the coming years. The carrying value of deferred tax assets as of December 31, 2014 and 2013 is disclosed in Note 25.

(g) Estimating Liability for Land Development

Obligations to complete development of real estate are based on actual costs and project estimates of the Group's contractors and technical personnel. These costs are reviewed at least annually and are updated if expectations differ from previous estimates. Liability to complete the project for sold units included in the determination of cost of sales amounting to P0.1 million as of December 31, 2014 and 2013, are presented as part of accrued expenses under Trade and Other Payables account in the consolidated statements of financial position (see Note 18).

(h) Valuation of Post-employment Defined Benefit Obligation

The determination of the Group's obligation and cost of post-employment defined benefit is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions are described in Note 23 and include, among others, discount rates and salary increase rate. In accordance with PFRS, actual results that differ from the assumptions are accumulated and amortized over future periods and therefore, generally affect the recognized expense and recorded obligation in such future periods.

The amounts of retirement benefit obligation and expense and an analysis of the movements in the estimated present value of retirement benefit obligation are presented in Note 23.2.

(i) Estimating Development Costs

The accounting for real estate requires the use of estimates in determining costs and gross profit recognition. Cost of real estate sold (under Cost of Sales and Services in the consolidated statement of comprehensive income) includes estimated costs for future development. The development cost of the project is estimated by the Group's contractors and technical personnel. Many factors influence a project development cost estimate, which include among others, the geographic location of the project, quantity of materials and item availability, general soil conditions and scheduling of resources including labor and equipment. At the end of reporting period, these estimates are reviewed and revised to reflect the current conditions, when necessary.

(j) Impairment of Non-Financial Assets

In assessing impairment, management estimates the recoverable amount of each asset or a cash-generating unit based on expected future cash flows and uses an interest rate to discount such. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate (see Note 2.17). Though management believes that the assumptions used in the estimation of fair values reflected in the consolidated financial statements are appropriate and reasonable, significant changes in these assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have a material adverse effect on the results of operations.

Management has assessed that no impairment losses are required to be recognized on the Group's non-financial assets in 2014, 2013 and 2012.

(k) Business Combinations

On initial recognition, the assets and liabilities of the acquired business and the consideration paid for them are included in the consolidated financial statements at their fair values. In measuring fair value, management uses estimates of future cash flows and discount rates. Any subsequent change in these estimates would affect the amount of goodwill if the change qualifies as a measurement period adjustment. Any other change would be recognized in profit or loss in the subsequent period.

4. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to a variety of financial risks in relation to financial instruments. The Group's financial assets and liabilities by category are summarized in Note 5. The main types of risks are market risk, credit risk and liquidity risk.

The Group's risk management is coordinated with its Parent Company, in close cooperation with the BOD, and focuses on actively securing the Group's short to medium-term cash flows by minimizing the exposure to financial markets.

The Group does not engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed to are described in the succeeding pages.

4.1 Market Risk

The Group is exposed to market risk through its use of financial instruments and specifically to foreign currency risk and interest rate risk which result from both its operating, investing and financing activities.

(a) Foreign Currency Risk

Most of the Group's transactions are carried out in Philippine pesos, its functional currency. Exposures to currency exchange rates arise from the Group's sales to a certain customer and, fuel and tanker importations, which are primarily denominated in U.S. dollars (US$). The liability covering the fuel importation is covered by letter of credits which is subsequently closed to Philippine peso trusts receipts (TRs). Further, the Group has several U.S. dollar loans from certain banks which were used to finance its capital expenditures (see Note 17). The Group also holds U.S. dollar-denominated cash and cash equivalents.

To mitigate the Group's exposure to foreign currency risk, non-Philippine peso cash flows are monitored.

Foreign currency-denominated financial assets and financial liabilities, translated into Philippine pesos at the closing rate follow:

	2014	2013
Financial assets	**P4,383,654,349**	P 1,174,762,469
Financial liabilities	**(2,988,051,570)**	(1,465,688,449)
Net exposure	**P1,395,602,779**	(P 290,925,980)

The following table illustrates the sensitivity of the Group's profit before tax with respect to changes in Philippine peso against U.S dollar exchange rates. The percentage changes in rates have been determined based on the average market volatility in exchange rates, using standard deviation, in the previous 12 months at a 99% confidence level.

	2014	2013
Reasonably possible change in rate	**27.8%**	23.4%
Effect in profit before tax	**P 387,977,573**	(P 68,076,679)
Effect in equity after tax	**271,584,301**	(47,653,675)

Exposures to foreign exchange rates vary during the year depending on the volume of foreign currency denominated transactions. Nonetheless, the analysis above is considered to be representative of the Group's currency risk.

(b) Interest Rate Risk

The Group's policy is to minimize interest rate cash flow risk exposures on long-term financing. Long term borrowings are therefore usually made at fixed rates. As of December 31, 2014 and 2013, the Group is exposed to changes in market interest rates through its cash and cash equivalents and bank borrowings, which are subject to variable interest rates (see Notes 6 and 17). All other financial assets and liabilities have fixed rates.

Cash in banks are tested on a reasonably possible change of +/-0.96% and +/-1.10% in 2014 and 2013, respectively. Banks loans subject to variable interest rates are tested on a reasonably possible change of +/-0.68% and +/-1.67% for Philippine peso and +/-0.31% and +/-0.69% for U.S. dollar in 2014 and 2013, respectively. These percentages have been determined based on the average market volatility of interest rates, using standard deviation, in the previous 12 months estimated at 99% level of confidence. The sensitivity analysis is based on the Group's financial instruments held at the end of the each reporting period, with effect estimated from the beginning of the year. All other variables are held constant.

The changes in percentages would affect profit or loss before tax by +/-P68.2 million and +/- P85.9 million for the years ended December 31, 2014 and 2013, respectively.

(c) Other Price Risk

The Group's market price risk arises from its purchases of fuels. It manages its risk arising from changes in market prices by monitoring the daily movement of the market price of fuels and to some extent, using forward and other similar contracts to manage the fluctuation of the fuel price.

4.2 Credit Risk

Credit risk is the risk that a counterparty may fail to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments arising from granting of loans and selling goods and services to customers including related parties; and placing deposits with banks.

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. The Group's policy is to deal only with creditworthy counterparties. In addition, for a significant proportion of sales, advance payments are received to mitigate credit risk.

Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown in the consolidated statements of financial position or in the detailed analysis provided in the notes to the consolidated financial statements, as summarized below.

	Notes	**2014**	2013
Cash and cash equivalents	6	**P 555,508,720**	P 357,220,520
Trade and other receivables – net	7	**3,789,225,134**	6,402,695,635
Due from related parties	26.4	**10,373,356**	2,747,994
Restricted deposits	10, 15	**71,670,538**	96,683,441
Refundable rental deposits	15	**172,226,696**	180,951,286
		P 4,599,004,444	P7,040,298,876

The Group's management considers that all the above financial assets that are not impaired or past due for each reporting dates are of good credit quality.

None of the financial assets are secured by collateral or other credit enhancements, except for cash and cash equivalents as described below.

(a) Cash and Cash Equivalents

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings. Included in the cash and cash equivalents are cash in banks and short-term placements which are insured by the Philippine Deposit Insurance Corporation up to a maximum coverage of P0.5 million for every depositor per banking institution.

(b) Trade and Other Receivables and Due from Related Parties

In respect of trade and other receivables, the Group is not exposed to any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various industries and geographical areas. Based on historical information about customer default rates, management considers the credit quality of trade receivables that are not past due or impaired to be good.

The Group has a Credit Committee which approves credit lines given to its customers. The Group's Credit and Collection Department, which regularly reports to the Credit Committee, continuously monitors customers' performance and other counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. Where available at a reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Group's policy is to deal only with creditworthy counterparties.

Some of the unimpaired trade and other receivables are past due at the end of the reporting date. The age of financial assets past due but not impaired is as follows:

	2014	2013
Not more than one month	**P 205,924,748**	P 182,306,369
More than one month but not more than two months	**152,505,688**	149,532,251
More than two months but not more than six months	**87,978,949**	120,856,868
More than six months but not more than one year	**74,091,227**	69,157,737
More than one year	**86,449,908**	45,598,603
	P 606,950,520	P 567,451,828

In respect of due from related parties, the Group has assessed that these advances are collectible and the credit risk exposure is considered to be low.

4.3 Liquidity Risk

The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash outflows due in a day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a 6-month and one-year period are identified monthly.

The Group maintains cash and cash equivalents to meet its liquidity requirements for up to 60-day periods. Excess cash are invested in time deposits. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets.

As of December 31, 2014, the Group's financial liabilities have contractual maturities which are summarized as follows:

	Current		Non-current
	Within 6 months	6 to 12 months	1 to 5 years
Interest-bearing loans and borrowings	P 7,011,246,094	P 1,692,894,035	P 6,116,547,965
Trade and other payables (excluding tax-related payables)	3,193,805,959	517,524,441	-
Due to related parties	17,204,725	-	-
Security deposits	-	-	158,325,351
	P10,222,256,778	**P 2,210,418,476**	**P 6,274,873,316**

This compares to the maturity of the Group's financial liabilities as of

December 31, 2013 as presented below.

	Current		Non-current
	Within 6 months	6 to 12 months	1 to 5 years
Interest-bearing loans and borrowings	P 6,050,573,611	P 2,726,331,756	P 6,007,722,903
Trade and other payables (excluding tax-related payables)	818,142,220	451,750,258	-
Due to related parties	33,991,925	30,169,318	-
Security deposits	-	-	275,962,723
	P 6,902,707,756	P 3,208,251,332	P 6,283,685,626

The contractual maturities of the financial liabilities reflect the gross cash flows, which may differ from the carrying values of the liabilities at the end of the reporting periods.

5. CATEGORIES, OFFSETTING AND FAIR VALUE MEASUREMENTS AND DISCLOSURES OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

5.1 Carrying Amounts and Fair Values by Category

The carrying amounts and fair values of the categories of assets and liabilities presented in the consolidated statements of financial position are presented below.

		2014		2013	
	Notes	**Carrying Values**	**Fair Values**	Carrying Values	Fair Values
Financial Assets					
Loans and receivables:					
Cash and cash equivalents	6	**P 555,508,720**	**P 555,508,720**	P 357,220,520	P 357,220,520
Trade and other receivables-net	7	**3,789,225,134**	**3,789,225,134**	6,402,695,635	6,402,695,635
Due from related parties	26.4	**10,373,356**	**10,373,356**	2,747,994	2,747,994
Restricted deposits	10, 15	**71,670,538**	**71,670,538**	96,683,441	96,683,441
Refundable rental deposits	15	**172,226,696**	**172,226,696**	180,951,286	180,951,286
		P 4,599,004,444	**P 4,599,004,444**	P 7,040,298,876	P 7,040,298,876
Financial Liabilities					
Financial liabilities at amortized cost:					
Interest-bearing loans and borrowings	17	**P 13,842,643,397**	**P 13,842,643,397**	P 13,751,738,817	P 13,751,738,817
Trade and other payables*	18	**3,711,330,400**	**3,711,330,400**	1,269,892,478	1,269,892,478
Due to related parties	26.4	**17,204,725**	**17,204,725**	64,161,243	64,161,243
Security deposits	19	**158,325,351**	**158,325,351**	275,962,723	275,962,723
		P 17,729,503,873	**P 17,729,503,873**	P 15,361,755,261	P 15,361,755,261

**Excludes tax-related payables*

See Notes 2.4 and 2.11 for a description of the accounting policies for each category of financial instruments including the determination of fair values. A description of the Group's risk management objectives and policies for financial instruments is provided in Note 4.

5.2 Fair Value Hierarchy

In accordance with PFRS 13, the fair value of financial assets and financial liabilities and non-financial assets which are measured at fair value on a recurring or non-recurring basis and those assets and liabilities not measured at fair value but for which fair value is disclosed in accordance with other relevant PFRS, are categorized into three levels based on the significance of inputs used to measure the fair value. The fair value hierarchy has the following levels:

(a) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that an entity can access at the measurement date;
(b) Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and,
(c) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

For purposes of determining the market value at Level 1, a market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

5.3 Fair Instruments Measured at Amortized Cost for which Fair Value is Disclosed

The table below and in the next page summarizes the fair value hierarchy of the Group's financial assets and financial liabilities which are not measured at fair value in the consolidated statements of financial position but for which fair value is disclosed.

		2014			
	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Loans and receivables:					
Cash and cash equivalents	6	P 555,508,720	P -	P -	P 555,508,720
Trade and other receivables - net	7	-	-	3,789,225,134	3,789,225,134
Due from related parties	26.4	-	-	10,373,356	10,373,356
Restricted deposits	10, 15	71,670,538	-	-	71,670,538
Refundable rental deposits	15	-	-	172,226,696	172,226,696
		P 627,179,258	**P -**	**P 3,971,825,186**	**P4,599,004,444**

	Notes	2014 Level 1	2014 Level 2	2014 Level 3	2014 Total
Financial Liabilities					
Financial liabilities at amortized cost:					
Interest-bearing loans and borrowings	17	P -	P -	P 13,842,643,397	P 13,842,643,397
Trade and other payables	18	-	-	3,711,330,400	3,711,330,400
Due to related parties	26.4	-	-	17,204,725	17,204,725
Security deposits	19	-	-	158,325,351	158,325,351
		P -	P -	P 17,729,503,873	P 17,729,503,873

	Notes	2013 Level 1	2013 Level 2	2013 Level 3	2013 Total
Financial Assets					
Loans and receivables:					
Cash and cash equivalents	6	P 357,220,520	P -	P -	P 357,220,520
Trade and other receivables - net	7	-	-	6,402,695,635	6,402,695,635
Due from related parties	26.4	-	-	2,747,994	2,747,994
Restricted deposits	10, 15	96,683,441	-	-	96,683,441
Refundable rental deposits	15	-	-	180,951,286	180,951,286
		P 453,903,961	P -	P 6,586,394,915	P7,040,298,876
Financial Liabilities					
Financial liabilities at amortized cost:					
Interest-bearing loans and borrowings	17	P -	P -	P 13,751,738,817	P 13,751,738,817
Trade and other payables	18	-	-	1,269,892,478	1,269,892,478
Due to related parties	26.4	-	-	64,161,243	64,161,243
Security deposits	19	-	-	275,962,723	275,962,723
		P -	P -	P 15,361,755,261	P 15,361,755,261

For financial asset with fair value included in Level 1, management considers that the carrying amount of this short-term financial instrument approximates its fair value.

The fair values of the financial assets and financial liabilities included in Level 3 in the preceding page, which are not traded in an active market is determined by using generally acceptable pricing models and valuation techniques or by reference to the current market value of another instrument which is substantially the same after taking into account the related credit risk of counterparties, or is calculated based on the expected cash flows of the underlying net asset base of the instrument.

When the Group uses valuation technique, it maximizes the use of observable market data where it is available and rely as little as possible on entity specific estimates. Since not all significant inputs required to determine the fair value of the other instruments not included in Level 1 are observable, these are included in Level 3.

5.4 Fair Value Measurements for Non-financial Assets

a) Determining Fair Value of Tankers

The fair values of the Group's tankers, included as part of the Property and Equipment account, were determined based on the appraisal reports of a professional and independent appraiser with appropriate qualifications and recent experience in the valuation of similar properties. To some extent, the valuation process was conducted by the appraiser in discussion with the Group's management with respect to the determination of the inputs such as the size, age, and condition of the tanker.

In estimating the fair value of these tankers, management takes into account the market participant's ability to generate economic benefits by using the assets in their highest and best use. Based on management assessment, the best use of the Group's non-financial assets indicated above is their current use.

The Level 3 fair value of tankers was determined using the cost approach that reflects the cost to a market participant to construct an asset of comparable usage, construction standards, design and layout, adjusted for obsolescence. The more significant inputs used in the valuation include direct and indirect costs of construction such as but not limited to, labor and contractor's profit, materials and equipment, surveying and permit costs, electricity and utility costs, architectural and engineering fees, insurance and legal fees. These inputs were derived from various suppliers and contractor's quotes, price catalogues, and construction price indices. Under this approach, higher estimated costs used in the valuation will result in higher fair value of the properties.

b) Other Fair Value Information

The reconciliation of the carrying amount of tankers included in Level 3 is presented in Note 12.2.

There has been no change to the valuation techniques used by the Group during the year for its non-financial assets. Also, there were no transfers into or out of Level 3 fair value hierarchy in 2014 and 2013.

5.5 Offsetting of Financial Assets and Financial Liabilities

The following financial assets with net amounts presented in the consolidated statements of financial position are subject to offsetting, enforceable master netting arrangements and similar agreements:

	December 31, 2014					
	Gross amounts recognized in the consolidated statement of financial position		Net amount presented in the consolidated statement of fina ncial position	Related amounts not set off in the consolidated statement of financial position		
	Financial assets	Financial liabilities set off		Financial instruments	Cash collateral received	Net amount
Trade and other receivables	P 4,031,673,199	(P 242,448,065)	P 3,789,225,134	P -	P -	P 3,789,225,134
Restricted deposits	70,406,743	-	70,406,743	(70,406,743)	-	-
	P 4,102,079,942	**(P 242,448,065)**	**P 3,859,631,877**	**(P 70,406,743)**	**P -**	**P 3,789,225,134**

	December 31, 2013					
	Gross amounts recognized in the consolidated statement of financial position		Net amount presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position		
	Financial assets	Financial liabilities set off		Financial instruments	Cash collateral received	Net amount
Restricted deposits	P 95,419,646	P -	P 95,419,646	(P 95,419,646)	P -	P -

The following financial liabilities with net amounts presented in the consolidated statements of financial position are subject to offsetting, enforceable master netting arrangements and similar agreements:

	December 31, 2014					
	Gross amounts recognized in the consolidated statement of financial position		Net amount presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position		
	Financial liabilities	Financial assets set off		Financial instruments	Cash collateral received	Net amount
Interest-bearing loans and borrowings	P 13,842,643,397	P -	P 13,842,643,397	(P 70,406,743)	P -	P 13,772,236,654
Trade and other payables	3,769,778,465	(58,448,065)	3,711,330,400	-	-	3,711,330,400
Security deposits	342,325,351	(184,000,000)	158,325,351	-	-	158,325,351
	P 17,954,747,213	**(P 242,448,065)**	**P 17,712,299,148**	**(P 70,406,743)**	**P -**	**P 17,641,892,405**

	December 31, 2013					
	Gross amounts recognized in the consolidated statement of financial position		Net amount presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position		
	Financial liabilities	Financial assets set off		Financial instruments	Cash collateral received	Net amount
Interest-bearing loans and borrowings	P 13,751,738,817	P -	P 13,751,738,817	(P 95,419,646)	P -	P 13,656,319,171

6. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include the following components as of December 31:

	2014	2013
Revolving fund	**P 1,131,815**	P 21,213,984
Cash on hand	**10,335,747**	7,731,306
Cash in banks	**538,072,742**	249,585,435
Short-term placements	**5,968,416**	78,689,795
	P 555,508,720	P 357,220,520

Cash in banks generally earn interest based on daily bank deposit rates ranging from 0.10% to 3.00% per annum in all years presented. Short-term placements are made for varying periods ranging from 7 to 90 days and earn effective interest ranging from 2.10% to 7.10% per annum in all years presented. Interest income earned amounted to P2.8 million, P7.8 million and P9.4 million in 2014, 2013 and 2012, respectively, and is included as part of Finance Income in the statements of comprehensive income (see Note 22.2).

The balances of cash in banks as of December 31, 2014 and 2013 exclude restricted time deposits amounting to P71.7 million and P96.7 million, respectively, which are shown as Restricted Deposits account (see Note 10) and restricted time deposits under Other Non-current Assets (see Note 15) in the consolidated statements of financial position. Such amounts are not available for the general use of the Group under the loan agreement (see Note 17.1).

7. TRADE AND OTHER RECEIVABLES

This account is composed of the following:

	Notes	2014	2013
Trade receivables:			
Third parties		**P 3,771,130,305**	P 6,323,073,299
Related parties	26.1	**25,524,583**	37,334,222
		3,796,654,888	6,360,407,521
Advances to suppliers:			
Third parties	30.7	**4,001,272,283**	924,304,898
Related parties	26.2	**10,024,800**	2,000,000
		4,011,297,083	926,304,898
Non-trade receivables		**242,324,636**	237,344,364
Advances subject to liquidation		**32,189,974**	14,793,393
Other receivables		**34,636,908**	49,257,584
		8,117,103,489	7,588,107,760
Allowance for impairment		**(284,391,298)**	(244,313,834)
		P 7,832,712,191	P 7,343,793,926

All of the Group's trade and other receivables have been reviewed for indications of impairment. Certain trade and other receivables, which are due from customers, were found to be impaired; hence, adequate amount of allowance for impairment has been recorded as of December 31, 2014 and 2013. Impairment losses amounted to P40.1 million, P18.0 million and P37.9 million in 2014, 2013 and 2012, respectively, and are presented as part of Finance Costs under the Other Charges (Income) account in the consolidated statements of comprehensive income (see Note 22.1).

A reconciliation of the allowance for impairment at the beginning and end of 2014 and 2013 is shown below.

	Note	**2014**	2013
Balance at beginning of year		**P 244,313,834**	P 226,354,832
Impairment loss for the year	22.1	**40,077,464**	17,959,002
Balance at end of year		**P 284,391,298**	P 244,313,834

Trade and other receivables do not bear any interest. All receivables are subject to credit risk exposure (see Note 4.2).

Advances to suppliers include amounts initially paid to foreign corporation amounting to P89.6 million (US$2.0 million) as of December 31, 2014, in relation to the Memorandum of Agreement (MOA) entered into by PNX – Chelsea for the importation of one unit of oil tanker vessel (MT Chelsea Denise II) from China for a total consideration of $7.3 million.

Non-trade receivables mostly pertain to receivable from locators and accrued rent and franchise income. Non-trade receivables also include P12.9 million and P12.7 million worth of reimbursable costs incurred by the Group as of December 31, 2014 and 2013, respectively, in relation to its TC agreement with a certain third party.

Other receivables include partial claims from an insurance company amounting to P32.9 million and P31.9 million as of December 31, 2014 and 2013, respectively, which is related to an incident encountered by certain vessels of the Group and one of FTC's tugboats. The amount represents the actual costs incurred for the vessels, net of the applicable deductible clause. In 2014, the Group received a notice of the final amount to be settled by the insurance company based on the computations provided by the adjuster. Out of the outstanding claim of the Group of P32.9 million, only P29.0 million will be collectible; hence, the remaining balance of P3.9 million was recognized as Loss on settlement of insurance claims, which is presented as part of Finance Costs in the 2014 consolidated statement of comprehensive income (see Note 22.1).

Certain trade receivables amounting to P33.3 million and P15.5 million as of December 31, 2014 and 2013, respectively, were used as collateral to the Group's interest-bearing loans and borrowings [see Notes 17.5*(a)*, 17.5*(b)* and 17.5*(e)*].

8. INVENTORIES

Inventories which are stated at cost are broken down as follows:

	2014	2013
Fuel	**P2,564,596,748**	P 3,589,175,766
Lubricants	**306,133,400**	223,353,772
Others	**98,921**	3,135
	P2,870,829,069	P 3,812,532,673

Under the terms of agreements covering the liabilities under trust receipts, inventories with carrying amount of P2,138.5 million and P3,554.4 million as of December 31, 2014 and 2013, respectively, have been released to the Group in trust for the bank. The Group is accountable to the bank for the trusteed inventories or their sales proceeds (see Note 17.1).

There were no inventory write-down in all of the years presented.

An analysis of the cost of inventories included in the cost of fuels and lubricants sold in each year is presented in Note 20.1.

9. LAND HELD FOR SALE AND LAND DEVELOPMENT COSTS

The land held for sale and land development costs stated at cost relate to the following as of December 31:

	2014	2013
Land held for sale	**P 450,786,035**	P 483,927,707
Land development costs	**35,199,776**	19,744,767
	P 485,985,811	P 503,672,474

The land held for sale was used as security for the Group's installment payable with Land Bank of the Philippines (LBP) [see Note 17.2*(a)*].

Land development costs pertain to expenditures for the development and improvement of the land held for sale of the Park.

10. RESTRICTED DEPOSITS

This account pertains to the time deposits that are used as securities for various banking credit facilities covered by hold-out agreements (see Notes 6 and 17.1) amounting to P70.4 million and P95.4 million as of December 31, 2014 and 2013, respectively. As such, these are restricted as to withdrawals. The proceeds from availment of the banking credit facilities by the Group are used for the purpose of purchasing fuel and lubricant supplies (see Note 17.1). Interest rates for this type of deposit range from 2.40% to 5.98% per annum for all the years presented.

11. PREPAYMENTS AND OTHER CURRENT ASSETS

The composition of this account as of December 31 is shown below:

	2014	2013
Prepayments	**P 577,645,850**	P 167,721,208
Creditable withholding tax	**353,395,385**	174,300,564
Supplies	**215,476,323**	144,038,688
Others	**114,982**	3,852,717
	P 1,146,632,540	P 489,913,177

12. PROPERTY AND EQUIPMENT

The gross carrying amounts and accumulated depreciation and amortization at the beginning and end of 2014 and 2013 are shown below.

	Buildings, Depot and Pier Facilities	Leasehold and Land Improvements	Gasoline Station Equipment	Office Furniture and Equipment	Hauling and Heavy Equipment	Transportation and Other Equipment	Tankers	Vessel Equipment	Land	Construction in Progress	Total
December 31, 2014											
Cost or valuation	P 3,824,032,006	P 97,172,129	P 1,946,995,014	P 84,756,860	P 579,287,791	P 75,106,949	P 4,440,508,081	P 265,909,110	P 641,719,262	P 996,711,879	P 12,952,199,081
Accumulated depreciation and amortization	(793,867,463)	(47,067,752)	(372,424,732)	(67,337,047)	(293,248,875)	(66,443,159)	(548,682,231)	(74,518,918)	-	-	(2,263,590,177)
Net carrying amount	**P 3,030,164,543**	**P 50,104,377**	**P 1,574,570,282**	**P 17,419,813**	**P 286,038,916**	**P 8,663,790**	**P 3,891,825,850**	**P 191,390,192**	**P 641,719,262**	**P 996,711,879**	**P 10,688,608,904**
December 31, 2013											
Cost or valuation	P 2,940,015,956	P 68,286,414	P 1,349,077,762	P 76,438,965	P 547,121,336	P 66,714,204	P 3,102,998,637	P 132,261,485	P 358,163,195	P 1,643,322,006	P 10,284,399,960
Accumulated depreciation and amortization	(633,529,168)	(36,606,594)	(189,963,789)	(56,019,329)	(228,201,903)	(63,532,510)	(410,279,603)	(37,776,595)	-	-	(1,655,909,491)
Net carrying amount	P 2,306,486,788	P 31,679,820	P 1,159,113,973	P 20,419,636	P 318,919,433	P 3,181,694	P 2,692,719,034	P 94,484,890	P 358,163,195	P 1,643,322,006	P 8,628,490,469
January 1, 2013											
Cost or valuation	P 3,084,915,381	P 55,656,133	P 407,092,708	P 75,462,927	P 338,114,309	P 63,195,010	P 2,935,833,849	P 109,371,360	P 314,817,213	P 826,164,543	P 8,210,623,433
Accumulated depreciation and amortization	(488,342,896)	(34,646,602)	(90,255,972)	(59,479,148)	(161,728,911)	(58,709,091)	(306,045,202)	(12,629,793)	-	-	(1,211,837,615)
Net carrying amount	P 2,596,572,485	P 21,009,531	P 316,836,736	P 15,983,779	P 176,385,398	P 4,485,919	P 2,629,788,647	P 96,741,567	P 314,817,213	P 826,164,543	P 6,998,785,818

A reconciliation of the carrying amounts at the beginning and end of 2014 and 2013 of property and equipment is shown below.

	Buildings, Depot and Pier Facilities	Leasehold and Land Improvements	Gasoline Station Equipment	Office Furniture and Equipment	Hauling and Heavy Equipment	Transportation and Other Equipment	Tankers	Vessel Equipment	Land	Construction in Progress	Total
Balance at January 1, 2014, net of accumulated depreciation and amortization	P 2,306,486,788	P 31,679,820	P1,159,113,973	P 20,419,636	P 318,919,433	P 3,181,694	P 2,692,719,034	P 94,484,890	P 358,163,195	P 1,643,322,006	P 8,628,490,469
Additions	124,963,964	28,885,715	116,897,418	8,181,587	32,527,133	8,977,566	168,433,749	49,842,599	283,556,067	1,722,010,278	2,544,276,076
Revaluation increment	-	-	-	-	-	-	180,637,550	-	-	-	180,637,550
Transfers	760,494,436	-	482,071,526	174,656	308,573	-	988,438,145	83,805,026	-	(2,368,620,405)	(53,328,043)
Cost of asset disposed	(1,442,350)	-	(1,051,692)	(38,348)	(669,251)	(584,821)	-	-	-	-	(3,786,462)
Accumulated depreciation of asset disposed	1,442,350	-	361,152	38,348	614,935	380,134	-	-	-	-	2,836,919
Depreciation and amortization charges for the year	(161,780,645)	(10,461,158)	(182,822,095)	(11,356,066)	(65,661,907)	(3,290,783)	(138,402,628)	(36,742,323)	-	-	(610,517,605)
Balance at December 31, 2014, net of accumulated depreciation and amortization	**P 3,030,164,543**	**P 50,104,377**	**P1,574,570,282**	**P 17,419,813**	**P 286,038,916**	**P 8,663,790**	**P 3,891,825,850**	**P 191,390,192**	**P 641,719,262**	**P 996,711,879**	**P 10,688,608,904**
Balance at January 1, 2013, net of accumulated depreciation and amortization	P 2,596,572,485	P 21,009,531	P 316,836,736	P 15,983,779	P 176,385,398	P 4,485,919	P 2,629,788,647	P 96,741,567	P 314,817,213	P 826,164,543	P 6,998,785,818
Additions	183,013,627	15,921,442	111,480,716	13,553,509	136,021,056	5,279,959	160,317,430	22,890,125	43,345,982	1,433,496,226	2,125,320,072
Revaluation increment	-	-	-	-	-	-	6,847,358	-	-	-	6,847,358
Transfers	(324,753,648)	3,092,242	842,451,561	13,076,749	82,471,859	-	-	-	-	(616,338,763)	-
Cost of asset disposed	(3,159,404)	(6,383,403)	(11,947,223)	(25,654,220)	(9,485,888)	(1,760,765)	-	-	-	-	(58,390,903)
Accumulated depreciation of asset disposed	1,332,633	6,379,948	10,536,181	12,784,339	8,874,799	-	-	-	-	-	39,907,900
Depreciation and amortization charges for the year	(146,518,905)	(8,339,940)	(110,243,998)	(9,324,520)	(75,347,791)	(4,823,419)	(104,234,401)	(25,146,802)	-	-	(483,979,776)
Balance at December 31, 2013, net of accumulated depreciation and amortization	P 2,306,486,788	P 31,679,820	P1,159,113,973	P 20,419,636	P 318,919,433	P 3,181,694	P 2,692,719,034	P 94,484,890	P 358,163,195	P 1,643,322,006	P 8,628,490,469

12.1 Acquisition of Vessel – MT Chelsea Donatela

In 2013, PNX – Chelsea entered into a MOA with a foreign corporation for the importation of one unit of oil tank vessel (MT Chelsea Donatela) from China for US$21.2 million [see Note 17.2(g)]. The construction of the vessel was completed in 2014 and had its first voyage on July 15, 2014.

As of December 31, 2013, the vessel is still under construction. Since the vessel is not yet ready for use, the contract price of the vessel, costs incurred for the major improvements made to the vessel and other incidental costs totaling P418.6 million are recognized as construction in progress and presented as part of Property and Equipment - net in the 2013 consolidated statement of financial position. The whole amount was then reclassified to tankers in 2014 upon completion of the vessel.

MT Chelsea Donatela is used as collateral to secure the payment of interest-bearing loan obtained to finance the acquisition of the vessel [see Note 17.2*(g)*].

12.2 Fair Value of Tankers

The Group's tankers are stated at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and impairment losses. The revaluation surplus, net of applicable deferred income taxes, is presented as part of Revaluation Reserves account in the equity section of the consolidated statements of financial position (see Note 27.5).

The information on the fair value measurement and disclosures related to the revalued tankers are presented in Note 5.4.

If the tankers were carried using the cost model, the cost, accumulated depreciation and carrying amount as of December 31 would be as follows:

	2014	2013
Cost	**P 5,905,411,437**	P 4,843,406,123
Accumulated depreciation	**(848,386,914)**	(671,334,763)
	P5,057,024,523	P 4,172,071,360

12.3 Borrowing Costs

Construction in progress includes accumulated costs incurred on the various depot facilities and retail stations being constructed as part of the Group's expansion program, including capitalized borrowing costs of P70.7 million and P71.4 million as of December 31, 2014 and 2013, respectively, representing the actual borrowing costs incurred on borrowings obtained to fund the retail stations and depot facilities. The average capitalization rate used was 8.5% both in 2014 and 2013.

12.4 Collaterals

Port expansion facilities with carrying value of P192.9 million as of December 31, 2013, are used to secure the Group's installment payable with LBP [see Note 17.2*(a)*].

Certain property and equipment with an aggregate carrying value of nil and P24.2 million as of December 31, 2014 and 2013, respectively, are mortgaged with local banks [see Note 17.2*(b)*].

As of December 31, 2014 and 2013, certain tankers owned by the Group with carrying value of P1,483.7 million and P1,420.1 million as of December 31, 2014 and 2013, respectively, were used as collaterals for the interest-bearing loans from various local commercial banks [see Notes 17.2*(c)*, 17.4, 17.5*(a)* and 17.5*(b)*].

Moreover, certain service vehicle of the Group with carrying value of P3.0 million and P40.9 million as of December 31, 2014 and 2013, respectively, was used as collateral for mortgage payable (see Note 17.7).

12.5 Finance Lease

The carrying amount of hauling and heavy equipment held under finance lease amounted to P19.5 million and P23.7 million as of December 31, 2014 and 2013, respectively (see Note 17.6).

12.6 Depreciation and Amortization

The amount of depreciation and amortization is allocated as follows:

	Notes	**2014**	2013	2012
Cost of services	20.2	**P 201,694,106**	P 149,726,182	P 122,984,227
Selling and administrative expenses		**408,823,499**	334,253,594	258,443,669
	21	**P 610,517,605**	P 483,979,776	P 381,427,896

As of December 31, 2014 and 2013, the cost of fully-depreciated property and equipment still used in operations amounted to P247.0 million and P146.7 million, respectively.

13. INVESTMENT IN AN ASSOCIATE

The Group has 45% equity interest in NMPSC which management considered to be material to the Group. The investment in NPMSC is accounted for using the equity method in these consolidated financial statements.

The summarized financial information of NPMSC is shown below.

	2014	2013
Total assets	**P 15,860,855**	P 11,823,327
Total liabilities	**5,699,029**	7,705,459
Total equity	**10,161,826**	4,117,868
Total revenues	**36,353,600**	19,659,530
Net profit (loss)	**6,043,958**	(882,132)

The Group did not recognize its share of the net profit (loss) of NPMSC in the Group's consolidated statements of comprehensive income as the Group's management deemed it to be insignificant.

No dividends were received from NPMSC in 2014 and 2013.

NPMSC is a private company and there are no quoted prices available for its shares of stocks.

14. LAND HELD FOR FUTURE DEVELOPMENT

Land held for future development represents the Group's land property totaling to 44 hectares in Phase 2 and 3 of the Park that is intended for sale once developed.

The Group's land held for future development was used as collateral for the Group's installment payable with LBP [see Note 17.2*(a)*].

15. OTHER NON-CURRENT ASSETS

The composition of this account as of December 31 is shown below.

	Notes	2014	2013
Refundable rental deposits	26.3	**P 172,226,696**	P 180,951,286
Advances for future investment in a joint venture		**67,750,000**	-
Drydocking costs – net		**58,281,453**	46,588,245
Deferred minimum lease payments		**34,379,811**	34,554,625
Restricted time deposits	6	**1,263,795**	1,263,795
Others		**2,208,763**	6,857,099
		P 336,110,518	P 270,215,050

Refundable rental deposits represent deposits of the Group for the lease of various parcels of land. These deposits are refundable at the end of the term of agreement and are measured at amortized cost. The fair values on initial recognition of the lease deposits were determined by calculating the present value of the estimated future cash flows anticipated until the end of the lease terms using the market interest rate of comparable financial instrument at the inception of the lease. Meanwhile, interest on subsequent amortization of rental deposits using effective interest method amounted to P0.6 million both in 2014 and 2013, and P1.2 million in 2012, and is presented as part of Finance Income in the consolidated statements of comprehensive income (see Note 22.2).

The excess of the principal amount of the rental deposit over its present value is recognized in the consolidated statement of financial position as Deferred Minimum Lease Payments. Rent expense on subsequent amortization of the deferred minimum lease payments amounted to P0.9 million, P0.8 million and P1.4 million in 2014, 2013 and 2012, respectively, and is presented as part of Rent under Selling and Administrative Expenses in the consolidated statements of comprehensive income (see Note 21).

Advances for future investment in a joint venture represent the Group's payment to a certain third party for the Group's partial share in the investment in future joint venture per memorandum of agreement entered into with the said third party. The Group and the third party, through the future joint venture, are committed to construct a terminal and storage facility.

Restricted time deposits represent cash deposited with a local bank as an environmental trust fund set aside in compliance with the requirements of the Department of Environment and Natural Resources.

Presented below is a reconciliation of the carrying amount at the beginning and end of 2014 and 2013 of drydocking costs.

	Notes	**2014**	2013
Balance at beginning of year		**P 46,588,245**	P 64,433,228
Transfer from construction in progress	12	**53,328,043**	-
Additions		**8,229,538**	26,597,993
Amortization during the year	20.2, 21	**(49,764,310)**	(44,420,301)
Disposal		**(100,063)**	(22,675)
Balance at end of year		**P 58,281,453**	P 46,588,245

Amortization pertaining to drydocking costs is presented as part of depreciation and amortization under Cost of Sales and Services in the consolidated statements of comprehensive income (see Note 20.2).

Drydocking costs are being amortized over two years or until the occurrence of the next drydocking, whichever comes earlier.

16. GOODWILL

Goodwill amounting to P84.5 million as of December 31, 2014 and 2013, represents the excess of acquisition cost over the Group's share in the fair value of identifiable net assets of the acquired subsidiaries at the date of the acquisition. In 2012, the Parent Company assessed that the goodwill pertaining with PGMI is impaired, hence, full impairment loss amounting to P1.3 million was recognized.

17. INTEREST-BEARING LOANS AND BORROWINGS

Interest-bearing loans and borrowings are broken down as follow:

	2014	2013
Current:		
Liabilities under letters of credits and trust receipts	**P 3,640,151,291**	P 6,777,195,674
Installment and notes payable	**2,163,017,181**	1,104,979,911
Liabilities under short-term commercial papers	**1,942,752,503**	-
Bank loans	**364,293,475**	55,923,184
Term loans	**359,737,069**	255,841,741
Obligations under finance lease	**7,462,297**	7,559,190
Mortgage payable	**1,611,934**	5,729,784
	P8,479,025,750	P 8,207,229,484
Non-current:		
Installment and notes payable	**P 4,319,927,159**	P 4,678,622,549
Term loans	**1,036,612,418**	799,094,377
Obligations under finance lease	**5,671,371**	13,226,187
Mortgage payable	**1,406,699**	3,553,774
Bank loans	**-**	50,012,446
	P 5,363,617,647	P 5,544,509,333

17.1 Liabilities under Letters of Credits and Trust Receipts

The Group avails of letters of credit (LC) and TR lines with local banks to finance its purchases of inventories (see Note 8). These short-term trust receipts bear interests based on prevailing market interest rates at an average of 5.00% per annum in 2014 and 6.50% per annum both in 2013 and 2012.

The Group is required by the banks to maintain certain collaterals for the credit line facility provided to the Group for working capital requirements. The collaterals are in the form of compensating deposits and a surety of a stockholder [see Notes 6, 10 and 26.6*(a)*].

17.2 Installment and Notes Payable

(a) Installment Loan with LBP

On April 16, 2010, the Group availed the P580.0 million loan with LBP. The loan with LBP was used to refinance the installment payable with PHINMA Group via take-out of the outstanding installment payable to PHINMA Group. The refinanced installment payable is payable for seven years with one year grace period on principal and bears an interest rate based on the prevailing LBP rate at the time of availment subject to quarterly repricing with reference to a three month PDST-F rate plus minimum spread of 2.5%. The installment payable with LBP is secured by the Group's parcel of land with carrying value of P326.7 million as of December 31, 2013, which is presented as part of land held for sale (see Note 9) and land held for future development (see Note 14), and port expansion facilities with carrying value of P192.9 million as of December 31, 2013, which is presented as part of buildings, depot and pier facilities (see Note 12.4). These securities were released upon full payment of the loan in 2014.

The outstanding balance of the principal of the loan as of December 31, 2013 amounted to P67.5 million.

(b) Notes Facility Agreement with BDO Group

In 2011, the Group availed of a P750.0 million clean loan under the notes facility agreement entered into with BDO Capital & Investment Corporation, Banco De Oro Unibank, Inc. (BDO), Maybank Philippines, Inc., Robinsons Bank Corporation and Banco de Oro Unibank, Inc. – Trust and Investment Group. The long-term loan amounting to P700.0 million with interest rate of 7.35% annually is payable on August 24, 2016 and the remaining P50.0 million with interest rate of 7.66% is payable on August 23, 2018.

The outstanding balance of the principal of the note as of December 31, 2014 and 2013 amounted to P727.5 million and P742.0 million, respectively.

(c) Omnibus Loan and Security Agreement (OLSA) with PBComm

On February 10, 2012, the Group entered into a loan agreement with PBComm amounting to P107.0 million to partly finance the double hulling and drydocking of a vessel owned by the Group. In February and May 2012, PBComm released the loan amounting to P65.0 million and P42.0 million, respectively. The loan is subject to annual interest rate of 9.5% and is payable in 36 equal monthly installments with one quarter grace period from date of each release.

The loan is secured by a chattel mortgage on two of the tankers (MT Chelsea Resolute and MT Ernesto Uno) of the Group with net book value amounting to P332.1 million and P317.5 million as of December 31, 2014 and 2013, respectively (see Note 12.4).

The loan agreement requires the Group to maintain a debt-to-equity ratio of not more than 4:1. As of December 31, 2014 and 2013, the Group has complied with its debt covenants with the bank.

The outstanding balance of the principal of the note as of December 31, 2014 and 2013 amounted to P8.0 million and P41.2 million, respectively.

(d) OLSA with BDO – MT Chelsea Thelma

On April 26, 2011, the Group entered into a MOA with China Shipbuilding & Exports Corporation for the importation of one unit of oil tanker (MT Chelsea Thelma) in the amount of US$19.8 million.

In connection with the MOA, the Group entered into an OLSA amounting to US$14.5 million with BDO, the proceeds of which was used to partly finance the importation of the vessel. The loan is payable into 27 consecutive equal quarterly principal installments starting in August 2012. The loan is subject to interest computed at one-year LIBOR plus applicable margin of 3.50% per annum.

The loan is secured by a chattel mortgage on certain tankers (MT Chelsea Thelma and Vela) of the Group with a net carrying amount of P1,100.4 million and P1,059.8 million as of December 31, 2014 and 2013, respectively.

Related debt issuance costs amounted to P8.2 million of which P1.4 million and P2.3 million was amortized in 2014 and 2013, respectively, using effective interest rate of 5.02%. Amortized debt issuance costs were recognized as part of interest expense on bank loans under Finance Costs under the Other Charges (Income) account in the consolidated statements of comprehensive income (see Note 22.1). The unamortized debt issuance costs are included as part of the current and non-current portion of the related loan.

The outstanding balance of the principal of the note as of December 31, 2014 and 2013 amounted to P404.4 million and P496.9 million, respectively.

(e) Convertible Notes Facility Agreement with BDO

On July 11, 2012, the Parent Company executed a Convertible Notes Facility Agreement worth P500.0 million with warrants offering amounting to P180.0 million with BDO. The loan is subject to annual interest rate of 7.6% and is payable quarterly in arrears over its three years term. The issuance of the convertible note is part of the Group's plan to raise long-term capital, to refinance short-term debt and finance capital expenditures.

BDO is granted the option to convert all or any portion of the unpaid principal amount of the notes held by it into the conversion shares exercisable at any time upon written notice by BDO to the Parent Company specifying the time and date of the conversion. Also, BDO has the option to elect one nominee to the Parent Company's BOD which option may be exercised anytime after signing date and on or before conversion date.

For and in consideration of the subscription of BDO to the convertible notes issued by the Parent Company, the latter also granted the former the right to subscribe to the warrants to be issued by the Parent Company which is convertible into common shares of the Parent Company up to the aggregate principal amount of P180.0 million. The availment of the convertible note and the issuance of the warrant were approved by the Parent Company's stockholders during a special stockholders' meeting held on September 6, 2012. The Parent Company's stockholders also authorized the execution, delivery and performance of Subscription Agreement between the Parent Company and BDO in relation to the issuance of the warrants.

The exercise price of the option to convert the note to the Parent Company's common shares and the warrant is equivalent to a determined price base plus a premium of fifteen percent. The exercise based used was the 30-day volume-weighted average price of the Parent Company's share on the PNX PM Equity HP page of Bloomberg from May 24, 2012 to July 5, 2012 which is equal to P8.3 per share. The exercise period consists of a two-year period commencing on the third anniversary date of the convertible notes issue date and expiring five years thereafter.

Considering that a fixed number of shares will be issued for options and warrants, the warrants and options may qualify as an equity instrument to be recorded as a separate component in the equity in the Group's consolidated financial statements. The Group's management , however, assesses that at the date of the initial recognition, the equity component has no value since the interest rate to be charged by the lender on the convertible note with warrants is similar to the interest rate of the note had it been issued without conversion options and warrants. As such, the fair value of the hybrid convertible note and the host instrument is the same resulting in the nil value of the equity component at the date of initial recognition.

Minimum financial ratios to maintain are as follows: (i) debt to equity ratio not to exceed 3:1; (ii) current ratio not to fall below 1:1 and (iii) debt service coverage ratio not to be less than 1.5:1.

The outstanding balance of the principal of the note as of both December 31, 2014 and 2013 amounted to P500.0 million.

As of December 31, 2014 and 2013, the Group has complied with its debt covenants.

(f) Notes Facility Agreement with China Banking Corporation and Pentacapital Investment Corporation

On November 8, 2012, the Parent Company entered into a notes facility agreement with China Banking Corporation and Pentacapital Investment Corporation totaling P2,500.0 million. The loan is subject to a fixed annual interest rate of 7.75% which is payable in twenty quarterly payments. The net proceeds of the loan were used by the Parent Company for the roll out of the retails stations, for debt financing, to support capital expenditures and for other general corporate purposes.

By virtue of the notes facility agreement, the Parent Company affirms that it shall maintain the listing of its common shares with PSE and shall not declare or pay any dividends to stockholders (other than dividends payable solely in shares of its capital stock) or retain, retire, purchase or otherwise acquire any class of its capital stock, or make any other capital or other asset distribution to its stockholders, unless all payments due under the notes are current and updated.

Minimum financial ratios to maintain are as follows: (i) debt to equity ratio not to exceed 3:1; (ii) current ratio not to fall below 1:1 and (iii) debt service coverage ratio not to be less than 1.5:1.

The outstanding balance of the principal of the note as of December 31, 2014 and 2013 amounted to P2,476.2 million and P2,468.5 million, respectively.

As of December 31, 2014 and 2013, the Group has complied with its debt covenants.

(g) OLSA with BDO – MT Chelsea Donatela

In 2013, the Group entered into a MOA with China Shipbuilding & Exports Corporation for the importation of one unit oil tanker (MT Chelsea Donatela) of PNX - Chelsea in the amount of US$21.2 million (see Note 12.1). In connection with the acquisition of an oil tank vessel, the Group entered into an OLSA amounting to US$14 million with BDO, the proceeds of which was used to partly finance the importation of the vessel. In September 2013, the local bank granted the loan and released the first tranche amounting to US$4 million. The second tranche amounting to US$10 million was availed of by the Group in 2014. The loan is payable for a period of five years from the initial drawdown date in US$560,000 quarterly principal installments and any unpaid balance on maturity date, with two quarter grace period, commencing after the second tranche. The loan bears effective interest rate of 5.25% per annum.

Interest incurred on these loans amounted to P29.2 million and P3.3 million in 2014 and 2013, respectively, and is shown as part of Finance Costs under Other Charges (Income) in the consolidated statements of comprehensive income. Related debt issuance costs amounted to P9.6 million of which P1.5 million and P0.1 million was amortized during 2014 and 2013, respectively, using effective interest rate of 5.58% and 5.54%, respectively. Amortized debt issuance cost was also recognized as part of the Finance Costs under Other Charges (Income) in the consolidated statements of comprehensive income (see Note 22.1). Unamortized debt issuance costs are included as part of the current and non-current portion of the related loan.

The loan is secured by a chattel mortgage of MT Chelsea Donatela upon its delivery and registration with the Maritime Industry Authority. The carrying amount of MT Chelsea Donatela, presented as part of construction in progress, amounted to P1,091.0 million and P418.6 million as of December 31, 2014 and 2013, respectively (see Note 12.1).

The OLSA requires the Group to maintain debt to equity ratio of not more than 1.5:1 and debt coverage ratio (DCR) of at least 1.20, except on drydocking year where minimum DCR shall be 1.00. The Group filed a waiver with the local bank for the debt covenant ratios.

The outstanding balance of the principal of the note as of December 31, 2014 and 2013 amounted to P595.1 million and P171.6 million, respectively.

(h) Notes Payable

The Group availed of borrowings from various local banks with interest rates ranging from 7.0% to 10.2% per annum and will mature within five to seven years. The loans, which are secured by the Groups's certain buildings, depot and pier facilities and hauling and heavy equipment, is payable quarterly (see Note 12.4).

17.3 Liabilities under Short-term Commercial Papers

On October 23, 2014, the SEC approved the Parent Company's registration, licensing and issuance of short-term commercial papers up to P2.0 billion. The short-term commercial papers bear annual interest rates ranging from 4.0% to 4.5%, which is already deducted in advance from the proceeds, and will mature on various dates until October 31, 2015. In 2014, the Parent Company fully issued and received the proceeds of the P2.0 billion short-term commercial papers, which were used to finance the Parent Company's working capital requirements.

17.4 Bank Loans

The bank loans represent secured loans from local commercial banks for working capital purposes. The loans bear annual interest rates ranging from 7.5% to 14.0% in 2014 and 2013, subject to monthly repricing. These loans are secured by certain vessels (MT Chelsea Intrepid, MT BMI Patricia and MT Ernesto Uno) owned by the Group with net revalued amount of P212.1 million and P201.9 million as of December 31, 2014 and 2013, respectively (see Note 12.4), and by certain stockholders [see Note 26.6*(b)*].

17.5 Term Loans

(a) Term Loan Agreement (TLA) with Development Bank of the Philippines (DBP)

On September 12, 2007, the Group entered into a MOA with China Shipbuilding & Exports Corporation for the construction of one unit of oil tanker in the amount of US$15.0 million. In connection with the MOA, the Group entered into a TLA amounting to US$13.0 million with DBP, the proceeds of which shall be exclusively used to finance the construction of the vessel. In February 2008 and May 2009, DBP granted the loan amounting to US$3.9 million (P159.0 million) and US$9.1 million (P432.5 million), respectively. The loan is payable over five years in equal quarterly principal installments, with one quarter grace period on principal, commencing November 2009 and was subject to 10.5% interest rate per annum. The loan was fully settled in 2014.

On October 30, 2014, the Group entered into a loan agreement with DBP amounting to P140.0 million to finance the drydocking and repairs and maintenance expenses of MT Chelsea Resolute, MT Chelsea Cherylyn, MT Chelsea Denise and MT Jasaan. The loan is subject to annual interest rate of 5.0% and is payable in eight equal quarterly installments commencing on the first quarter from the initial drawdown.

In addition, the Group obtained P160.0 million loan for CSC's working capital requirements. The loan bears a fixed interest rate of 5.0% per annum and is payable in ten equal quarterly installments commencing on February 28, 2015.

The loan is secured by a chattel mortgage on certain vessel (MT Chelsea Cherylyn) of the Group with net book value amounting to P824.8 million and P776.5 million as of December 31, 2014 and 2013, respectively. The loan is also secured by certain collateral on receivables of CSC and guaranteed by certain stockholders [see Notes 7 and 26.6*(b)*].

The outstanding balance of the principal of the note as of December 31, 2014 and 2013 amounted to P300.0 million and P222.1 million, respectively.

(b) Loan Agreement with Robinsons Bank Corporation (RBC)

In 2014, the Group obtained three bank loans from RBC totaling P62.2 million to finance the drydocking costs of MT Chelsea Denise. The loan is subject to annual interest rate of 6.3% and is payable in twelve equal monthly installments commencing on the first month from the initial drawdown.

The loan is secured by a chattel mortgage on one of the vessels (MT Chelsea Denise) of the Group with net book value amounting to P114.7 million and P124.2 million as of December 31, 2014 and 2013, respectively, and receivables of CSC from certain customer (see Note 7). The loan is also guaranteed by certain stockholders [see Note 26.6*(b)*].

The outstanding balance of the principal of the note as of December 31, 2014 amounted to P56.8 million.

(c) TLA with Maybank Philippines, Inc.

On July 18, 2012, the Parent Company signed with Maybank Philippines, Inc. a five year clean term loan amounting to P300.0 million to be used exclusively for capital expenditure and permanent working capital. The loan is subject to annual interest rate of 6.0% and is payable in twenty equal quarterly installments.

In connection with the TLA, all existing and future advances to the Parent Company by its stockholders or related parties are subordinated to the loan. The Parent Company agrees that any and all of its obligations relative to the TLA shall be settled first before any of its financial obligations to such shareholders' and related parties' advances are paid.

The TLA also requires the Parent Company to maintain debt-to-equity ratio of not more than 3:1, current ratio of at least 1:1 and debt coverage ratio of at least 1.5.

The outstanding balance of the loan as of December 31, 2014 and 2013 amounted to P165.0 million and P225.0 million, respectively.

As of December 31, 2014 and 2013, the Group has complied with its debt covenants with the bank.

On October 28, 2014 and November 4, 2014, the Group obtained unsecured, interest-bearing loans from Maybank Philippines, Inc. amounting to P100.0 million for CSC's working capital requirements.

(d) TLA with Maybank International Ltd.

On November 20, 2012, the Parent Company entered into a TLA amounting to US$ 24.0 million with Maybank International Ltd. to fund various capital expenditures. The total amount of the loan is broken down into US$14.0 million (tranche 1) which is due in five years and US$10.0 million (tranche 2) with a term of three years.

The loan is subject to interest computed at one-year LIBOR plus applicable margin of 4.25% per annum, or cost of funds plus a margin of 2.0% per annum, whichever is higher. Interest payments are to be serviced quarterly in arrears. Maybank International Ltd. reserves the right to vary, at its absolute discretion from time to time, such rate of interest, which variation may take place by varying the LIBOR or the margin or spread above the LIBOR, or both.

The TLA also requires the Parent Company to maintain debt-to-equity ratio of not more than 3:1, current ratio of at least 1:1 and debt coverage ratio of at least 1.5.

Moreover, Maybank International Ltd. has the right of first refusal and right to match any fund raising exercise that may be required to refinance the U.S. dollar-denominated term facility either via follow-on offering of the Parent Company's shares or a syndicated term loan.

The balance of the principal of the loan amounted to P451.2 million and P723.9 million, translated into Philippine Peso using the closing rate as of December 31, 2014 and 2013, respectively.

As of December 31, 2014 and 2013, the Group has complied with its debt covenants with the bank.

(e) TLA with Asia United Bank (AUB)

In 2013, the Group obtained interest-bearing loans from AUB to partially finance the acquisition of tug boats amounting to P100 million. The loan bears fixed interest rate at 7.00% for the first three years from the initial drawdown date, and shall be repriced at the end of the third year from the initial drawdown date (the "Repricing Date"). The repriced rate shall be based on the relevant 2Y PDST-F as of the Repricing Date, plus a spread of 2.00% subject to a floor of 7.00%. The loan is payable in 18 quarterly installments over a period of five years. The first payment will commence on the third interest payment date from the initial drawdown date. The last quarterly installment of the loan is due on November 6, 2018.

The interest-bearing loans amounted to P88.9 million and P100.0 million as of December 31, 2014 and 2013, respectively, of which P22.2 million and P11.1 million, respectively, was presented under current liabilities section in the consolidated statements of financial position.

Interest expense related to the loans amounted to P7.3 million and P1.1 million in 2014 and 2013, respectively, and is shown as part of Finance Cost under Other Charges (Income) in the consolidated statements of comprehensive income.

Certain trade receivables amounting to P20.2 million and P8.2 million as of December 31, 2014 and 2013, respectively, were assigned to secure the payment of these interest-bearing loans (see Note 7).

The outstanding balance of the principal of the note as of December 31, 2014 and 2013 amounted to P88.9 million and P100.0 million, respectively.

(f) Loan Agreement with Multinational Investment Bancorporation (MIB)

On December 29, 2014, the Group obtained an unsecured, interest-bearing loans from MIB totaling to P166.8 million for the CSC's working capital requirements. The loan is subject to annual interest rate of 4.3% and is payable in 30 days.

The outstanding balance of the principal of the note as of December 31, 2014 amounted to P166.8 million.

17.6 Obligations under Finance Lease

The finance lease liability has an effective interest rate of 5.1% which is equal to the rate implicit in the lease contract (see Note 30.5). Lease payments are made on a monthly basis.

17.7 Mortgage Payable

The mortgage payable represents secured loans which bear interest rates ranging from 7.6% to 11.4% per annum, and with terms ranging from 18 months to 36 months. The mortgages are secured by certain service vehicles of the Group, presented as part of Property and Equipment account in the consolidated statements of financial position (see Note 12.4).

17.8 Credit Line

The Parent Company has an available credit line of P16.3 billion under LC/TR. These lines obtained from various banks are being utilized by the Parent Company for procurement of inventories both local and foreign. The credit line is secured by the following:

(a) Assignment of future receivables;
(b) Suretyship of PPHI and pledge of its share in the Parent Company amounting to P46.9 million (at P1 par value);
(c) Joint several signature of certain stockholders; and,
(d) Negative pledge over the remaining shares of PPHI in Parent Company in favor of the bank amounting to P1.1 billion.

Interest expense for 2014, 2013 and 2012 presented as part of Finance Costs in the consolidated statements of comprehensive income amounted to P728.2 million, P617.5 million and P467.4 million (see Note 22.1), respectively, net of the capitalized borrowing cost of P70.7 million, P71.4 million and P77.8 million as of December 31, 2014, 2013 and 2012, respectively (see Note 12.3).

18. TRADE AND OTHER PAYABLES

This account consists of:

	Notes	**2014**	2013
Trade payables:			
Third parties		**P 3,375,091,069**	P 744,975,896
Related parties	26.3, 26.5	**9,156,631**	1,981,597
		3,384,247,700	746,957,493
Accrued expenses		**211,559,670**	362,111,496
Retention payable		**42,699,144**	106,903,516
Advances from customers		**19,003,143**	290,926,769
Income tax payable		**4,236,452**	9,608,080
Non-trade payables		**2,986,179**	22,462,466
Others	30.8	**69,837,707**	31,457,507
		P3,734,569,995	P 1,570,427,327

Accrued expenses mostly pertain to payables to various contractors for the construction of retail stations that remain unpaid at the end of the year. In addition, this comprises amounts to be paid in relation to charter hire cost, repairs and maintenance, interest expense arising from loans and professional fees.

Retention payable is the amount withheld by the Group from its contractors for the construction of buildings, depot and pier facilities. The amount of retention, which is equivalent to ten percent of the total contract price, is payable upon the completion and turnover by the contractor of a construction project and the acceptance thereof by the Group.

Advances from customers pertain to the advance payment of the various customers for their fuel purchases. Advances from customers are measured at the amount of cash received from the customers and are offset against trade receivables once the related sales transactions are consummated.

19. OTHER NON-CURRENT LIABILITIES

This account consists of:

	Note	2014	2013
Security deposits		**P 158,325,351**	P 275,962,723
Unearned rent		**48,922,071**	49,726,176
Post-employment defined benefit obligation	23.2	**76,396,973**	51,100,685
		P 283,644,395	P 376,789,584

Security deposits represent deposits received from dealers for the lease of retail stations and equipment that are installed in retail stations. These deposits are refundable at the end of the lease terms and are measured at amortized cost. The fair values on initial recognition of the security deposits were determined by calculating the present value of the estimated future cash flows anticipated until the end of the lease terms using the market interest rate of comparable financial instrument at the inception of the lease. Meanwhile, interest on subsequent amortization of rental deposits using effective interest method amounted to P1.0 million, P0.8 million and P1.0 million in 2014, 2013 and 2012, respectively, and is presented as part of Finance Costs in the consolidated statements of comprehensive income (see Note 22.1).

The excess of the principal amount of the security deposit over its present value is recognized in the consolidated statement of financial position as unearned rent. Subsequent amortization of the unearned rent amounted to P1.1 million, P0.8 million and P0.9 million in 2014, 2013 and 2012, respectively, and is presented as part of Rent and Storage Income in the consolidated statements of comprehensive income.

20. COST OF SALES AND SERVICES

This account is composed of the following as of December 31:

	Notes	2014	2013	2012
Cost of fuels and lubricants sold	20.1	**P 30,730,192,895**	P 39,785,623,659	P 31,444,710,716
Cost of services	20.2	**658,586,006**	460,109,294	517,038,697
Cost of real estate sold	21	**15,725,034**	2,433,131	-
	26.2	**P 31,404,503,935**	P 40,248,166,084	P 31,961,749,413

20.1 Cost of Fuels and Lubricants Sold

The cost of fuels and lubricants sold are broken down as follows:

	Note	2014	2013	2012
Inventories at beginning of year	8	**P 3,812,532,673**	P 3,688,759,676	P 2,132,622,405
Net purchases during the year		**29,788,489,291**	39,909,396,656	33,000,847,987
Goods available for sale		**33,601,021,964**	43,598,156,332	35,133,470,392
Inventories at end of year	8	**(2,870,829,069)**	(3,812,532,673)	(3,688,759,676)
		P 30,730,192,895	P 39,785,623,659	P 31,444,710,716

20.2 Cost of Services

Details of cost of services are shown below:

	Notes	2014	2013	2012
Depreciation and amortization	12.6, 15	**P 251,458,416**	P 194,146,483	P 147,371,900
Salaries and employee benefits		**72,059,949**	50,522,176	29,065,941
Charter hire fees		**69,693,786**	34,795,266	71,143,057
Repairs and maintenance		**49,642,029**	24,474,791	19,611,488
Port expenses		**45,644,274**	23,934,889	58,257,723
Bunkering		**42,813,138**	11,540,954	106,973,168
Professional fees		**38,960,794**	43,989,983	42,067,106
Insurance		**36,861,986**	34,095,778	25,329,791
Service fees	26.5	**33,584,854**	20,611,959	-
Taxes and licenses		**11,384,037**	11,593,974	7,745,126
Outside services		**1,772,671**	1,487,408	-
Security services		**1,755,920**	1,644,570	1,210,469
Fuel, gas and lubricants		**119,716**	4,798,629	4,974,245
Others		**2,834,436**	2,472,434	3,288,683
		P 658,586,006	P 460,109,294	P 517,038,697

21. COSTS AND EXPENSES BY NATURE

The details of the Group's costs and expenses by nature are shown below.

	Notes	**2014**	2013	2012
Cost of sales:				
Fuels		**P 30,543,127,456**	P 39,571,822,572	P 31,046,564,548
Lubricants		**187,065,439**	213,801,087	398,146,168
Depreciation and amortization	12, 15	**660,281,915**	528,400,077	405,815,569
Rent	15, 26.3, 30.3	**390,370,058**	364,369,594	240,876,571
Salaries and employee benefits	23.1	**329,362,174**	287,613,201	208,734,347
Taxes and licenses		**149,610,326**	118,231,983	132,946,735
Advertising and promotions		**123,571,860**	176,373,387	84,473,675
Repairs and maintenance		**117,868,813**	69,675,294	61,023,908
Rebates		**112,198,227**	49,470,808	40,802,132
Service fees		**105,133,477**	81,910,722	81,392,862
Insurance		**85,836,811**	62,357,917	49,923,821
Charter hire fees		**69,693,786**	34,795,266	33,546,169
Fuel, oil and lubricants		**54,440,905**	33,792,075	49,339,252
Utilities		**51,773,260**	49,221,472	33,806,011
Professional fees		**49,116,948**	92,185,195	85,399,457
Port expenses		**45,644,274**	23,559,968	59,299,038
Security fees		**45,583,946**	33,738,550	26,108,756
Bunkering		**42,813,138**	13,420,044	62,899,266
Travel and transportation		**40,475,571**	40,005,732	35,184,779
Outside services		**31,638,406**	6,853,856	9,585,134
Freight charges		**16,800,518**	56,992,995	50,386,551
Representation		**16,729,142**	18,658,934	12,761,925
Cost of real estate sold	20	**15,725,034**	2,433,131	-
Office supplies		**10,052,801**	10,668,819	12,775,030
Sales incentives		**5,491,456**	17,133,225	960,783
Trucking charges		**-**	267,300,218	130,451,226
Handling and processing fees		**-**	-	9,285,094
Miscellaneous	26.8	**20,924,371**	14,840,100	72,922,212
		P 33,321,330,112	P 42,239,626,222	P 33,435,411,019

The expenses are classified in the consolidated statements of comprehensive income as follows:

	Note	2014	2013	2012
Cost of sales and services	20	**P 31,404,503,935**	P 40,248,166,084	P 31,961,749,413
Selling and administrative expenses		**1,916,826,177**	1,991,460,138	1,473,661,606
		P 33,321,330,112	P 42,239,626,222	P 33,435,411,019

22. FINANCE INCOME (COSTS)

The breakdown of these accounts follows:

22.1 Finance Costs

	Notes	2014	2013	2012
Interest expense on bank loans and other borrowings	17	**P 728,178,099**	P 617,451,997	P 467,358,205
Impairment losses on trade and other receivables	7	**40,077,464**	17,959,002	37,851,057
Foreign currency exchange losses – net		**19,247,244**	27,100,014	-
Bank charges		**9,455,061**	3,343,182	11,969,046
Loss on settlement of insurance claims	7	**3,898,441**	-	-
Interest expense from post-employment defined benefit obligation – net	23.2	**2,296,995**	2,413,691	1,499,078
Interest expense from security deposits	19	**984,592**	762,178	1,043,107
		P 804,137,896	P 669,030,064	P 519,720,493

22.2 Finance Income

	Notes	2014	2013	2012
Interest income from cash in banks	6	**P 2,750,097**	P 7,831,603	P 9,406,440
Interest income on amortization of rental deposits	15	**644,746**	649,974	1,161,552
Foreign currency exchange gains – net		**-**	-	14,061,359
		P 3,394,843	P 8,481,577	P 24,629,351

23. EMPLOYEE BENEFITS

23.1 Salaries and Employee Benefits Expense

Expenses recognized for salaries and employee benefits are presented below.

	Notes	2014	2013	2012
Short-term benefits:				
Salaries and wages		**P 283,624,069**	**P 225,401,424**	P 91,118,445
Employee welfare and other benefits		**23,142,795**	**42,348,608**	101,719,266
13th month pay and bonuses		**11,618,034**	**10,645,506**	10,975,301
Post-employment defined benefit	23.2	**10,977,276**	**9,217,663**	4,921,335
	21	**P 329,362,174**	**P 287,613,201**	P 208,734,347

23.2 Post-employment Defined Benefit Plan

(a) Characteristics of the Defined Benefit Plan

In 2014, the Group has maintained a partially funded, tax-qualified, noncontributory post-employment defined benefit plan that is being administered by a trustee bank that is legally separated from the Group. The trustee bank managed the fund in coordination with the Group's management who acts in the best interest of the plan assets and is responsible for setting the investment policies. The post-employment plan covers all regular full-time employees.

The normal retirement age is 60 with a minimum of 5 years of credited service. Normal retirement benefit is an amount equivalent to 75% of the final monthly covered compensation (average monthly basic salary during the last 12 months of credited service) for every year of credited service.

(b) Explanation of Amounts Presented in the Consolidated Financial Statements

Actuarial valuations are made annually to update the retirement benefit costs and the amount of contributions. All amounts presented below are based on the actuarial valuation report obtained from an independent actuary in 2014 and 2013.

The amounts of post-employment defined benefit obligation, which is presented as part of Other Non-current Liabilities account (see Note 19) in the consolidated statements of financial position, are determined as follow:

	2014	2013
Present value of obligation	**P 88,610,880**	P 51,100,685
Fair value of plan assets	**(12,213,907)**	-
	P 76,396,973	P 51,100,685

The movements in the present value of the post-employment defined benefit obligation recognized in the books are as follows:

	2014	2013
Balance at beginning of year	**P 51,100,685**	P 36,440,105
Current service cost	**10,977,276**	9,217,663
Interest expense	**2,751,078**	2,413,691
Remeasurements:		
Actuarial losses (gains) arising from:		
Experience adjustments	**14,461,165**	37,016,452
Changes in financial assumptions	**6,981,384**	7,880,254
Changes in demographic assumptions	**3,643,648**	(41,748,870)
Benefits paid	**(1,304,356)**	(118,610)
Balance at end of year	**P 88,610,880**	P 51,100,685

The movements in the fair value of plan assets are presented below.

	2014	2013
Balance at beginning of year	**P -**	P -
Contributions to the plan	**18,661,947**	-
Return on plan assets (excluding amounts included in net interest)	**(6,131,556)**	-
Benefits paid	**(770,567)**	-
Interest income	**454,083**	-
Balance at end of year	**P 12,213,907**	P -

The composition of the fair value of plan assets at the end of the reporting period by category and risk characteristics is shown below.

	2014	2013
Cash and cash equivalents	P 100,624	P -
Quoted equity securities:		
Telecommunications	2,460,120	-
Manufacturing	2,449,440	-
	4,909,560	-
Unit investment trust funds (UITF)	7,203,723	-
	P 12,213,907	P -

The fair value of the above investment is determined based on quoted market prices in active markets (classified as Level 1 in the fair value hierarchy).

The plan assets incurred a negative return of P6.1 million in 2014.

Plan assets do not comprise any of the Group's own financial instruments or any of its assets occupied and/or used in its operations.

The components of amounts recognized in profit or loss and in other comprehensive income in respect of the defined benefit post-employment plan are as follows:

	Notes	2014	2013	2012
Reported in profit or loss:				
Current service cost	23.1	P 10,977,276	P 9,217,663	P 4,921,335
Net interest expense	22.1	2,296,995	2,413,691	1,499,078
		P 13,274,271	P 11,631,354	P 6,420,413
Reported in other comprehensive income:				
Actuarial losses (gains) arising from changes in:				
Experience adjustments		P 14,461,165	P 37,016,452	P 13,678,177
Financial assumptions		6,981,384	7,880,254	(371,380)
Demographic assumptions		3,643,648	(41,748,870)	-
Return on plan assets (excluding amounts included in net interest expense)		6,131,556	-	-
		P 31,217,753	P 3,147,836	P 13,306,797

Current service cost is presented as part of salaries and employee benefits under Selling and Administrative Expenses in the consolidated statements of comprehensive income (see Note 23.1).

The net interest expense is included as part of Finance Costs under the Other Charges (Income) account (see Note 22.1).

In determining the amounts of the defined benefit post-employment obligation, the following significant actuarial assumptions were used:

	2014	2013	2012
Discount rates	**4.49% to 4.78%**	4.60% to 5.32%	5.20% to 6.20%
Expected rate of salary increases	**5.00% to 8.00%**	5.00% to 8.00%	5.00% to 7.00%

Assumptions regarding future mortality experience are based on published statistics and mortality tables. These assumptions were developed by management with the assistance of an independent actuary. Discount factors are determined close to the end of each reporting period by reference to the interest rates of a zero coupon government bond with terms to maturity approximating to the terms of the retirement obligation. Other assumptions are based on current actuarial benchmarks and management's historical experience.

(c) Risks Associated with the Retirement Plan

The plan exposes the Group to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

(i) Investment and Interest Risk

The present value of the defined benefit obligation is calculated using a discount rate determined by reference to market yields of government bonds. Generally, a decrease in the interest rate of a reference government bond will increase the plan obligation. However, this will be partially offset by an increase in the return on the plan's investments and if the return on plan asset falls below this rate, it will create a deficit in the plan. Currently, the plan has investment in cash and cash equivalents, quoted equity securities and UITF.

(ii) Longevity and Salary Risks

The present value of the defined benefit obligation is calculated by reference to the best estimate of the mortality of the plan participants both during and after their employment, and to their future salaries. Consequently, increases in the life expectancy and salary of the plan participants will result in an increase in the plan obligation.

(d) Other Information

The information on the sensitivity analysis for certain significant actuarial assumptions and the timing and uncertainty of future cash flows related to the retirement plan are described below.

(i) Sensitivity Analysis

The following table summarizes the effects of changes in the significant actuarial assumptions used in the determination of the post-employment defined benefit obligation as of December 31:

	2014		
	Impact on Post-employment Benefit Obligation		
	Change in Assumption	Increase in Assumption	Decrease in Assumption
Discount rate	**+/- 1.0%**	**(P 8,001,285)**	**P 9,813,193**
Salary increase rate	**+/- 1.0%**	**8,761,574**	**(7,364,342)**

	2013		
	Impact on Post-employment Benefit Obligation		
	Change in Assumption	Increase in Assumption	Decrease in Assumption
Discount rate	+/- 1.0%	(P 4,520,745)	P 5,438,812
Salary increase rate	+/- 1.0%	4,865,011	(4,166,542)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. This analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognized in the consolidated statements of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous years.

(ii) Asset-liability Matching Strategies

To efficiently manage the retirement plan, the Group through its BOD, ensures that the investment positions are managed in accordance with its asset-liability matching strategy to achieve that long-term investments are in line with the obligations under the retirement scheme. A large portion of the plan assets as of December 31, 2014 is allocated to UITF.

(iii) Funding Arrangements and Expected Contributions

As of December 31, 2014, the plan is underfunded by P76.4 million based on the latest actuarial valuation. While there are no minimum funding requirement in the country, the size of the may pose a cash flow risk in about 21 years' time when a significant number of employees is expected to retire.

The Group expects to make contribution of P1.9 million to the plan during the next reporting period.

The maturity profile of undiscounted expected benefit payments from the plan within ten years as of December 31, follows:

	2014	2013
Within one year	**P 18,890,357**	P 11,722,940
More than one year to five years	**21,183,125**	10,885,698
More than five years to ten years	**39,055,703**	34,341,627
	P 79,129,185	P 56,950,265

The weighted average duration of the defined benefit obligation at the end of the reporting period is 21 years.

24. REGISTRATION WITH THE BOARD OF INVESTMENTS

24.1 BOI Registration as New Industry Participant – Batangas Depot

The Parent Company was registered with the Board of Investments (BOI) on February 26, 2010 as a new industry participant with new investment in storage, marketing and distribution of petroleum products under Republic Act (RA) 8479, *Downstream Oil Industry Deregulation Act*, for its storage tanks in Calaca, Batangas. Under its registration, the Parent Company is required to observe certain general and specific terms and conditions stated in the provisions of the Omnibus Investments Code of 1987.

Under its registration, the Parent Company is also entitled to certain tax and non-tax incentives as follows:

(a) Income tax holiday (ITH) for five years from February 26, 2010, without extension or bonus year from the date of registration;

(b) Additional deduction from taxable income of 50% of the wages corresponding to the increment in the number of direct labor for skilled and unskilled workers in the year of availment as against the previous year if the project meets the prescribed ratio of capital equipment to number of workers set by the board of not more than US$10,000 to one worker and provided that this incentive shall not be availed of simultaneously with the ITH;

(c) The Parent Company may qualify to import capital requirement, spare parts and accessories at zero percent (0%) from the date of registration up to June 16, 2011 pursuant to the Executive Order No. 528 and its implementing rules and regulations.

Special transport equipment such as but not limited to tanks, trucks/lorries may be imported with incentives subject to land transportation operation requirements;

(d) Tax credit on domestic capital equipment shall be granted on locally fabricated capital equipment;

(e) Importation of consigned equipment for a period of five years from the date of registration, subject to posting of a re-export bond; and,

(f) Other non-fiscal incentives, which may be applicable.

24.2 BOI Registration as New Industry Participant – Zamboanga Depot

The Parent Company was also registered with the BOI on November 25, 2010 as a new industry participant with new investment in storage, marketing and distribution of petroleum products under RA 8479 for its storage tanks in Talisayan, Zamboanga City. Under its registration, the Parent Company is required to observe certain general and specific terms and conditions stated in the provisions of the Omnibus Investments Code of 1987.

Under its registration, the Parent Company's transaction relating to Zamboanga Depot is also entitled to certain tax and non-tax incentives as also mentioned in Note 24.1. The ITH will expire five years from November 25, 2010.

24.3 BOI Registration for the New Investment in Downstream Oil Industry Activities – Davao Expansion

On May 14, 2010, the Parent Company was registered with the BOI for the new investment in downstream oil industry activities under RA 8479 for the additional two storage tanks for petroleum products with storage capacity of 7.4 million liters in Davao depot. Under its registration, the Parent Company shall be entitled to avail of the incentives as cited in the previous page. However, ITH for five years from May 14, 2010 is subjected to the base figure of 148.2 million liters representing the Parent Company's highest attained sales volume of its existing depot facilities (in Davao Depot) prior to the filling of application for registration of new investment.

24.4 BOI Registration for New Investment – Bacolod Storage Terminal

On May 10, 2012, the Parent Company was registered with the BOI as a new industry participant with new investment in storage, marketing and distribution and bulk marketing of petroleum products under RA 8479 for its storage terminal in Bacolod City. Under its registration, the Parent Company is required to observe certain general and specific terms and conditions stated in the provisions of the Omnibus Investments Code of 1987.

Under its registration, the Parent Company's transaction relating to Bacolod storage terminal is also entitled to certain tax and non-tax incentives as also mentioned in the previous page. The ITH will expire five years from May 10, 2012.

24.5 BOI Registration for New Investment – Cagayan De Oro City Storage Terminal

On May 10, 2012, the Parent Company was registered with the BOI as a new industry participant with new investment in storage, marketing and distribution and bulk marketing of petroleum products under RA 8479 for its storage terminal in Bacolod City. Under its registration, the Parent Company is required to observe certain general and specific terms and conditions stated in the provisions of the Omnibus Investments Code of 1987.

Under its registration, the Parent Company's transaction relating Cagayan de Oro City storage terminal is also entitled to certain tax and non-tax incentives as also mentioned in the previous page. The ITH will expire five years from May 10, 2012.

24.6 BOI Registration for MT Chelsea Thelma and MT Cherylyn

On November 23, 2011 and December 10, 2008, CSC had registered its activity for MT Chelsea Thelma and MT Cherylyn, respectively, with the BOI under Executive Order No. 226, otherwise known as the Omnibus Investments Code of 1987 as a new operator of domestic/interisland shipping on a pioneer status. As a registered entity, CSC is entitled to tax and non-tax incentives which include a six-year ITH. For MT Cherylyn, the related tax incentives started in April 2009. Meanwhile, the tax incentive for MT Chelsea Thelma started in November 2011. ITH incentives shall be limited only to the revenues generated by the registered project.

24.7 BOI Registration for MT Chelsea Donatela

On September 3, 2013, PNX – Chelsea had registered its activity for MT Chelsea Donatela with the BOI under Executive Order No. 226 as a new operator of domestic/inter-island shipping on a pioneer status. As a registered entity, the PNX – Chelsea is entitled to tax and non-tax incentives which include a six-year ITH. The related tax incentives started in January 2014. ITH incentives shall be limited only to the revenues generated by the registered project.

25. TAXES

The components of tax expense as reported in the consolidated profit or loss and in the consolidated other comprehensive income follow:

	2014	2013	2012
Reported in profit or loss:			
Current tax expense:			
Regular corporate income tax (RCIT) at 30%	**P 32,174,095**	P 28,432,954	P 14,677,522
Minimum corporate income tax (MCIT) at 2%	**3,998,694**	1,822,943	462,671
Final tax at 20% and 7.5%	**610,696**	1,509,944	1,564,032
	36,783,485	31,765,841	16,704,225
Deferred tax expense (income) relating to origination and reversal of temporary differences	**(33,992,758)**	(30,386,688)	3,169,323
	P 2,790,727	P 1,379,153	P 19,873,548
Reported in other comprehensive income:			
Deferred tax expense relating to origination and reversal of temporary differences	**P 29,334,251**	P 1,109,855	P 95,550,091

A reconciliation of tax on pretax profit computed at the applicable statutory rates to tax expense reported in the consolidated profit or loss is as follows:

	2014	2013	2012
Tax on pretax profit at 30%	**P 185,746,110**	P 199,931,027	P 201,355,110
Adjustment for income subjected to lower income tax rates	**(330,316)**	(839,537)	(1,257,900)
Tax effects of:			
Adjustment for income and expenses under ITH	**(189,717,081)**	(201,393,953)	(186,809,228)
Derecognition of previously unrecognized deferred tax assets	**2,812,324**	-	-
Non-deductible expenses	**2,554,185**	3,633,628	11,600,817
Reversal of net operating loss carry over (NOLCO)	**1,097,619**	-	354,713
Reversal of MCIT	**673,510**	-	-
Non-taxable income	**(102,149)**	-	(5,392,024)
Unrecognized deferred tax asset	**56,525**	47,988	22,060
Tax expense reported in profit or loss	**P 2,790,727**	P 1,379,153	P 19,873,548

The net deferred tax liabilities as of December 31, 2014 and 2013 pertain to the following:

	Consolidated Statements of Financial Position		Consolidated Statements of Comprehensive Income					
			Profit or Loss			Other Comprehensive Income (Loss)		
	2014	2013	**2014**	2013	2012	**2014**	2013	2012
Deferred tax assets:								
Post-employment benefit obligation	**P 27,678,252**	P 15,330,207	**P 2,982,720**	P 3,453,825	P 1,895,332	**P 9,365,325**	P 944,352	P 3,992,039
NOLCO	**43,156,706**	13,662,197	**29,494,509**	(3,210,247)	4,346,930	**-**	-	-
Unrealized foreign currency losses (gains) – net	**(5,689,016)**	10,954,840	**(16,643,856)**	21,681,377	(11,051,466)	**-**	-	-
Impairment losses	**12,748,029**	10,944,461	**1,803,568**	1,033,927	1,355,842	**-**	-	-
MCIT	**10,520,288**	2,696,022	**7,824,266**	1,441,695	(5,907,021)	**-**	-	-
Accrued loss on contamination	**2,057,831**	2,057,831	**-**	-	-	**-**	-	-
Accrued rent	**65,992**	65,992	**-**	-	-	**-**	-	-
	90,538,082	55,711,550	**25,461,207**	24,400,577	(9,360,383)	**9,365,325**	944,352	3,992,039
Deferred tax liabilities:								
Revaluation reserves of tankers	**(154,508,434)**	(122,809,003)	**7,000,145**	5,310,393	5,173,210	**(38,699,576)**	(2,054,207)	(99,542,130)
Capitalized borrowing cost	**(7,901,832)**	(8,222,176)	**320,344**	320,345	320,345	**-**	-	-
Unamortized debt issuance cost	**-**	(1,211,062)	**1,211,062**	355,373	697,505	**-**	-	-
	(162,410,266)	(132,242,241)	**8,531,551**	5,986,111	6,191,060	**(38,699,576)**	(2,054,207)	(99,542,130)
Net deferred tax liabilities	**(P 71,872,184)**	(P 76,530,691)						
Net deferred tax income (expense)			**P 33,992,758**	P 30,386,688	(P 3,169,323)	**(P 29,334,251)**	(P 1,109,855)	(P 99,550,091)

The amounts of NOLCO and the applicable years these are valid and deductible from the taxable income are shown below.

Taxable Years	Original Amount	Tax Effect	Valid Until
2014	P 111,422,978	P 33,426,893	2017
2013	14,139,899	4,241,970	2016
2012	18,714,721	5,614,416	2015
	P 144,277,598	P 43,283,279	

Deferred tax asset on NOLCO of PGMI amounting to P0.1 million and P0.2 million as of December 31, 2014 and 2013, respectively, was not recognized since management assessed that this is not recoverable as PGMI does not expect any taxable income in the coming years.

The Group is subject to the MCIT which is computed at 2% of gross income, as defined under the tax regulations or RCIT, whichever is higher. SPTT's MCIT was higher than RCIT in 2014. PPIPC's MCIT was higher than RCIT for the years 2013 and 2012. PPMI's MCIT was higher than RCIT for all the years presented.

The amounts of MCIT and the applicable years that are valid and deductible from future regular income tax payable are shown below.

Taxable Years	Normal Income Tax	MCIT	Excess of MCIT over Income Tax	Tax Effect	Valid Until
2014	P -	P 3,998,964	P 3,998,964	P 3,998,964	2017
2013	-	6,433,147	6,433,147	6,433,147	2016
2012	-	88,177	88,177	88,177	2015
	P -	**P10,520,288**	**P 10,520,288**	**P10,520,288**	

In 2014, 2013 and 2012, the Group claimed itemized deductions in computing for its income tax due.

26. RELATED PARTY TRANSACTIONS

The Group's related parties include the ultimate parent company, the parent company, stockholders, the Group's key management personnel, entities under common ownership by the ultimate parent company and others as described in the succeeding pages.

The summary of the Group's transactions with its related parties as of December 31, 2014 and 2013, and for the years ended December 31, 2014, 2013 and 2012 is presented below.

Related Party Category	Notes	Amount of Transactions 2014	2013	2012	Outstanding Balance 2014	2013
Other related parties under common ownership						
Sale of goods	7, 26.1	**P 1,473,214**	P 39,139,112	P 125,553,735	**P 25,524,583**	P 37,334,222
Purchases of services	26.2	**-**	-	654,413,710	**-**	-
Advances to suppliers	7, 26.2	**10,024,800**	-	-	**10,024,800**	2,000,000
Rentals	18, 26.3	**66,398,252**	43,119,800	53,004,744	**7,145,631**	-
Due from related parties	26.4	**7,625,362**	(5,552,006)	(15,311,686)	**10,373,356**	2,747,994
Due to related parties	26.4	**(46,956,518)**	(21,390,502)	24,371,146	**17,204,725**	62,161,243
Donations	26.8	**200,000**	1,500,500	5,298,172	**-**	-
Associate						
Technical ship Services	18, 20.2, 26.5	33,584,854	15,842,825	-	2,011,000	1,981,597
Other related party						
Due to related parties	26.4	**-**	-	-	**-**	2,000,000
Key management personnel						
Salaries and employee benefits	26.7	**54,692,790**	50,027,748	45,610,775	**-**	-

26.1 Sale of Goods

The Group sells products to certain related parties under common ownership. Goods are sold on the basis of the price lists in force with non-related parties. Revenues arising from these transactions are presented as part of Sale of Goods in the consolidated statements of comprehensive income. The outstanding receivables from sales of goods to other related parties are presented as part of Trade Receivables under the Trade and Other Receivables account in the consolidated statements of financial position (see Note 7).

The outstanding receivables from related parties are unsecured, do not bear any interest and collectible in cash on demand. No impairment loss was recognized in 2014, 2013 and 2012 based on management's assessment.

26.2 Purchases of Services

In 2012, the Group purchased services from related parties under common ownership on the basis of price lists in force with non-related parties. The amount of transaction is presented as part of the Cost of Sales and Services account in the consolidated statements of comprehensive income (see Note 20). There is no related outstanding payable as of December 31, 2014 and 2013.

In 2014, the Group advanced a certain amount to a related party under common ownership for the purchase of services. The amount is credited upon the performance of the contractual obligation by the related party. The outstanding advances, which are unsecured and non-interest-bearing, are presented as part of advances to suppliers under Trade and Other Receivables account in the 2014 consolidated statement of financial position (see Note 7).

26.3 Rentals

The Group has the following lease agreements with the following related parties under common ownership:

(a) Udenna Corporation – of which total rent expense incurred in the years 2014, 2013 and 2012 amounted to P7.4 million, P6.5 million and P6.6 million, respectively. The outstanding rental payable amounting to P7.1 million and nil in 2014 and 2013, respectively, is presented as part of trade payables under Trade and Other Payables in the consolidated statements of financial position (see Note 18).

(b) Udenna Development (UDEVCO) Corporation – of which total rent expense in 2014, 2013 and 2012 amounted to P47.3 million, P28.5 million and P26.4 million, respectively. Rental deposit for the lease amounted to P6.4 million and P7.1 million as of December 31, 2014 and 2013, respectively, and is presented as part of refundable rental deposits under Other Non-current Assets in the consolidated statements of financial position (see Note 15).

(c) Valueleases, Inc. – of which total rent expense in 2014, 2013 and 2012 amounted to P11.7 million, P8.1 million and P20.0 million, respectively. Refundable Rental Deposits amounted to P6.1 million and P0.1 million as of December 31, 2014 and 2013, respectively, and is presented as part of refundable rental deposits under Other Non-current Assets in the consolidated statements of financial position (see Note 15).

The rent expenses aforementioned are presented as part of Selling and Administrative Expenses in the consolidated statements of comprehensive income (see Notes 21 and 30.3).

26.4 Due from and Due to Related Parties

The Group grants and obtains unsecured advances to and from related parties under common ownership for working capital requirements and other purposes.

As of December 31, 2014 and 2013, the outstanding receivable and payable balances from these advances are shown as Due From Related Parties and Due to Related Parties, respectively, in the consolidated statements of financial position. Due from Related Parties and Due to Related Parties - current are either receivable in cash or paid through offsetting, unsecured non-interest-bearing liabilities and are expected to be paid within one year. Non-current Due to Related Parties, on the other hand, are unsecured non-interest-bearing liabilities. These are stated at their carrying value since the date of repayment is not currently determinable.

Due from related parties represent outstanding advances to PhoenixPhilippines Foundation, Inc. (PPFI), a foundation created by the Group, amounting to P10.4 million as of December 31, 2014, and outstanding advances to Udenna Environmental Services, Inc., an entity under common ownership, amounting to P2.7 million as of December 31, 2013.

The movement of Due from Related Parties as of December 31 is as follows:

	2014	2013
Balance at beginning of year	P 2,747,994	P 8,300,000
Additions	10,373,356	17,362,078
Collections	(2,747,994)	(22,914,084)
Balance at end of year	P 10,373,356	P 2,747,994

No impairment loss is recognized in 2014, 2013 and 2012 related to advances to related parties.

The breakdown of the Due to Related Parties as of December 31 is as follows:

	2014	2013
Related parties under common ownership	P 17,204,725	P 62,161,243
Other related party	-	2,000,000
	P 17,204,725	P 64,161,243

The movement of Due to Related Parties in 2014 and 2013 follows:

	2014	2013
Balance at beginning of year	P 64,161,243	P 85,551,745
Payments	(46,956,518)	(21,390,502)
Balance at end of year	P 17,204,725	P 64,161,243

26.5 Technical Ship Services Agreement

On April 1, 2013, the Group entered into a Technical Ship Services Agreement (the Agreement) with NPMSC, a newly incorporated associate of CSC. Under the Agreement, NPMSC shall carry out technical services in respect of CSC's tanker vessel as agents for and on behalf of the CSC. NPMSC's responsibilities include crew management, technical management, accounting services, and the arrangement for the supply of provisions.

Total technical ship services fee incurred amounting to P33.6 million and P15.8 million in 2014 and 2013, respectively, is presented as part of Service Fees under the Cost of Sales and Services account in the consolidated statements of comprehensive income (see Note 20.2), while the related outstanding liability (unsecured and non-interest bearing) of P2.0 million as of both December 31, 2014 and 2013 is presented as part of Trade and Other Payables in the consolidated statements of financial position (see Note 18).

26.6 Loan Collateral

(a) Surety and a negative pledge over the remaining shares of a stockholder secured the liabilities under LC and TR (see Note 17.1).

(b) The TLA with DBP, OLSA with BDO and PBComm, loan agreement with RBC and certain banks loans of the Group were guaranteed by certain stockholders through a surety agreement with the respective banks.

26.7 Key Management Compensations

The compensation of key management personnel are broken down as follows:

	2014	2013	2012
Salaries and wages	**P 43,955,837**	P 40,724,453	P 36,822,265
13th month pay and bonuses	**5,567,610**	4,586,418	4,129,412
Honoraria and allowances	**4,894,118**	4,447,058	4,416,398
Post-employment benefits	**275,225**	269,819	242,700
	P 54,692,790	P 50,027,748	P 45,610,775

26.8 Others

The Group has made donations amounting to P0.2 million, P0.5 million and P1.5 million in 2014, 2013 and 2012, respectively, to Udenna Foundation, Inc., a non-stock, non-profit organization established by the ultimate parent company. In addition, the Group has also made donations amounting to nil, P1.0 million and P3.8 million in 2014, 2013 and 2012, respectively, to PPFI, a non-stock non-profit organization established by the Parent Company. The donations are presented as part of miscellaneous under Selling and Administrative Expenses in the consolidated statements of comprehensive income (see Note 21).

27. EQUITY

27.1 Capital Stock

Capital stock consists of:

	Shares			Amount		
	2014	2013	2012	**2014**	2013	2012
Preferred – cumulative, nonvoting, non-participating, non-convertible into common shares - P1 par value						
Authorized:	**50,000,000**	50,000,000	50,000,000	**P 50,000,000**	P 50,000,000	P 50,000,000
Issued and outstanding	**5,000,000**	5,000,000	5,000,000	**P 5,000,000**	P 5,000,000	P 5,000,000
Common shares – P1 par value						
Authorized:						
Balance at beginning of year	**2,500,000,000**	2,500,000,000	750,000,000	**P 2,500,000,000**	P2,500,000,000	P 750,000,000
Increase in authorized stock	**-**	-	1,750,000,000	**-**	-	1,750,000,000
Balance at end of year	**2,500,000,000**	2,500,000,000	2,500,000,000	**P 2,500,000,000**	P2,500,000,000	P 2,500,000,000
Issued:						
Balance at beginning of year	**1,428,777,232**	906,059,416	489,872,215	**P 1,428,777,232**	P 906,059,416	P 489,872,215
Issuance during the year	**-**	193,000,000	171,250,799	**-**	193,000,000	171,250,799
Stock dividends	**-**	329,717,816	244,936,202	**-**	329,717,816	244,936,202
Reclassification	**-**	-	200	**-**	-	200
Balance at end of year	**1,428,777,232**	1,428,777,232	906,059,416	**P 1,428,777,232**	P1,428,777,232	P 906,059,416
				P 1,433,777,232	P1,433,777,232	P 911,059,416

On April 23, 2012, the SEC approved the Parent Company's increase in authorized capital stock from P800.0 million divided into 750.0 million common shares with a par value of P1 and 50.0 million preferred shares with par value of P1 per share into P2,550.0 million divided into 2,500.0 common shares with par value of P1 per share and 50.0 million preferred shares with par value of P1 per share.

The preferred shares shall have the following features:

(a) Non-convertible into common shares;

(b) Non-participating in any other corporation activities or other further dividends, non-voting, except in cases specified by law;

(c) No pre-emptive rights over the holders of common shares as to distribution of net assets in the event of dissolution or liquidation and in the payment of dividends at a specified rate. The BOD shall determine its issued value at the time of issuance and shall determine its dividend rates and the dividends shall be paid cumulatively; and,

(d) The preferred shares shall be redeemable at the Parent Company's option under such terms as the BOD may provide at the time of issuance. It shall also be re-issuable when fully redeemed.

Moreover, preferred shares have the following features among others as provided in the subscription agreement;

(a) Dividends on the Preferred Shares shall have a fixed rate of 11.50% per annum calculated in respect of each share with reference to the Issue Price thereof in respect to each dividend period.

(b) Dividends shall be payable every September 21, December 21, March 21 and June 21 of each year (each a "Dividend Payment Date"). The dividends on the Preferred Shares shall be calculated on a 30/360 day basis and shall be paid quarterly in arrears on the last day of each 3-month dividend period (each a Dividend Payment Date), as and if declared by the BOD. If the Dividend Payment Date is not a banking day, dividends shall be paid on the next succeeding banking day, without adjustment as to the amounts of dividends to be paid.

(c) The Preferred Shares shall have priority in the payment of dividends at the stipulated rate at the time of issuance and in the distribution of corporate assets in the event of liquidation and dissolution of the Parent Company. As such, the BOD to the extent permitted by law shall declare dividends each quarter sufficient to pay the equivalent dividend. Dividends on the shares shall be cumulative. If for any reason the Parent Company's BOD does not declare a dividend on the Preferred Shares for a particular dividend period, the Parent Company shall not pay a dividend for said dividend period. However, on any future Dividend Payment Date on which dividends are declared, the holders of the shares shall receive the dividends accrued and unpaid to the holders of the Preferred Shares prior to such Dividend Payment Date. Holders of Preferred Shares shall not be entitled to participate in any other further dividends beyond the dividends specifically payable on the Preferred Shares.

Moreover, the subscription agreement requires that the Parent Company undertakes to maintain a long-term debt to equity ratio of 1:1 throughout the life of the preferred shares.

On December 20, 2013, the Parent Company redeemed the preferred shares issued in 2010 and re-issued the same amount and features of preferred shares except for the rate, which was reduced to 8.25% per annum

Based on its plans, the BOD of the Parent Company will also declare and distribute cash dividends in 2015 out of the Parent Company's retained earnings as of December 31, 2014.

27.2 Listing with PSE

On July 11, 2007, the Parent Company offered a portion of its stocks for listing with the PSE. Number of common shares registered was 29.0 million with an issue price of P9.80. As of December 31, 2014, the number of holders of such securities is 62. The market price of the Parent Company's shares as of December 31, 2014 is P3.09. The total number of issued shares not listed with the PSE amounted to P116.0 million shares.

The history of public offerings and private placements of the shares of the Parent Company lodged at PSE are as follows:

Transaction	Subscriber	Issue Date	Number of Shares
Initial public offering	Various	July 11, 2007	29,000,000
30% stock dividends	Various	August 6, 2008	43,000,198
40% stock dividends	Various	August 3, 2009	73,660,476
Placement	Social Security System	November 13, 2009	7,500,000
40% stock dividends	Various	October 20, 2010	107,664,266
30% stock dividends	Various	May 6, 2011	113,047,475
50% stock dividends	Various	April 26, 2012	244,936,203
Shares issuance for CSC acquisition	UMRC	September 6, 2012	171,250,798
Placement	Various	March 11, 2013	130,000,000
30% stock dividends	Various	June 10, 2013	329,717,816
Payment of subscription	PPHI	October 8, 2013	63,000,000
			1,312,777,232

27.3 Additional Paid-in Capital

In 2013, the Parent Company issued 130.0 million of its common shares at P9.40 per share and 63.0 million common shares at P5.10 per share. The excess of the par value for such subscriptions amounting to P1,350.3 million was recorded as part of Additional Paid-in Capital account. In addition, direct cost of the share issuances amounting to P34.1 million was deducted from the Additional Paid-in Capital account.

In 2012, the Parent Company issued 171,250.8 million shares in favor of UMRC in relation to the share-for-share swap acquisition of CSC (see Note 1.3). The business combination under common control was accounted for under pooling of interest-type method. The excess of par value of such issuance amounted to P1,248.9 million was recorded as part of the beginning balance of the Additional Paid-in Capital account.

In 2010, the Parent Company issued 5.0 million of its preferred shares at P100 per share. The excess of par value for such subscription amounting to P495.0 million was recorded as part of Additional Paid-in Capital account in the consolidated statements of financial position. In addition, the excess of the selling price over the acquisition cost of the treasury shares sold in 2010 also constitutes the Additional Paid-in Capital account. The preferred shares issued in 2010 were redeemed on December 20, 2013 and on the same date, the same share and value of preferred shares were issued, except for the reduced rate.

In 2009, the Social Security System has bought an initial 2.83% stake in the Parent Company representing 7.5 million subscribed common shares for P42.0 million or at P5.60 per share. The excess of par value for such subscription amounting to P34.5 million was recorded under Additional Paid-in Capital account in the consolidated statements of financial position.

In 2007, the Parent Company listed its shares of stock with PSE. Premiums received in excess of the par value during the public offering amounting to P227.1 million were recorded under Additional Paid-in Capital account in the consolidated statements of financial position.

27.4 Other Reserves

In 2012, the Parent Company issued 171,250.8 million common shares plus cash of P157.8 million in exchange of the net assets of CSC. The acquisition of CSC is accounted for under business combination using pooling-of-interest method wherein the difference between the consideration given up over the carrying value of the net assets of CSC is recognized as Other Reserves (see Note 2.3).

27.5 Revaluation Reserves

The components and reconciliation of items of other comprehensive income presented in the consolidated statements of changes in equity at their aggregate amount under Revaluation Reserves account, are shown below and on the succeeding page.

	Property and Equipment	**Defined Benefit Obligation**	**Total**
Balance as of January 1, 2014	P 286,554,327	(P 13,932,556)	P 272,621,771
Remeasurements of defined post-employment obligation	-	(31,217,753)	(31,217,753)
Revaluation of tankers	180,637,550	-	180,637,550
Depreciation transfer to retained earnings – revalued tankers	(29,384,140)	-	(29,384,140)
Other comprehensive income (loss) before tax	151,253,410	(31,217,753)	120,035,657
Tax income (expense)	(29,884,334)	9,365,325	(20,519,009)
Other comprehensive income (loss) after tax	121,369,076	(21,852,428)	99,516,648
Balance as of December 31, 2014	**P 407,923,403**	**(P 35,784,984)**	**P 372,138,419**

	Property and Equipment	Defined Benefit Obligation	Total
Balance as of January 1, 2013	P 294,152,102	(P 11,729,072)	P 282,423,030
Remeasurements of defined post-employment obligation	-	(3,147,836)	(3,147,836)
Revaluation of tankers	6,847,358	-	6,847,358
Depreciation transfer to retained earnings – revalued tankers	(17,701,323)	-	(17,701,323)
Other comprehensive loss before tax	(10,853,965)	(3,147,836)	(14,001,801)
Tax income	3,256,190	944,352	4,200,542
Other comprehensive loss after tax	(7,597,775)	(2,203,484)	(9,801,259)
Balance as of December 31, 2013	P 286,554,327	(P 13,932,556)	P 272,621,771
Balance as of January 1, 2012	P 73,957,965	(P 2,414,314)	P 71,543,651
Remeasurements of defined post-employment obligation	-	(13,306,797)	(13,306,797)
Revaluation of tankers	331,807,097	-	331,807,097
Depreciation transfer to retained earnings – revalued tankers	(17,244,043)	-	(17,244,043)
Other comprehensive income (loss) before tax	314,563,054	(13,306,797)	301,256,257
Tax income (expense)	(94,368,917)	3,992,039	(90,376,878)
Other comprehensive income (loss) after tax	220,194,137	(9,314,758)	210,879,379
Balance as of December 31, 2012	P 294,152,102	(P 11,729,072)	P 282,423,030

27.6 Retained Earnings

On January 29, 2014, the BOD approved the declaration of common share cash dividend of 10 centavos per share totaling to P142.9 million to stockholders of record as of March 17, 2014. In addition, total cash dividends declared and distributed to preferred stockholders amounted to P41.2 million in 2014. No stock dividends were declared and distributed in 2014.

On March 8, 2013, the stockholders ratified the BOD approval of 30% stock dividends (or a total of 329.7 million shares), valued at par and distributed on June 10, 2013 to stockholders of record as of May 15, 2013. Cash dividends of 10 centavos per common shares totaling to P103.6 million were also declared and paid in 2013. In addition, total cash dividends declared and distributed to preferred stockholders amounted to P57.5 million in 2013.

On March 8, 2012, the stockholders ratified the BOD's approval of 50% stock dividends (or a total of 244.9 million shares), valued at par and distributed on April 26, 2012 to stockholders of record as of March 28, 2012. In addition, cash dividends of 10 centavos per common shares totaling to P49.0 million were also declared and paid in 2012. In addition, total cash dividends declared and distributed to preferred stockholders amounted to P57.5 million in 2012.

27.7 Capital Management Objectives, Policies and Procedures

The Group's capital management objectives are:

- To ensure the Group's ability to continue as a going concern; and,
- To provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Group monitors capital on the basis of the carrying amount of equity as presented on the face of the consolidated statements of financial position. Capital for the reporting periods under review is summarized as follows:

	2014	2013
Total liabilities	**P 17,949,934,696**	P 15,839,647,662
Total equity	**7,050,226,099**	6,497,905,304
Debt-to-equity ratio	**2.55 : 1.00**	2.44 : 1.00

The increase of the total liabilities in 2014 is the result of the additional borrowings for the procurement of petroleum and construction of depot facilities, tankers and retail stations. The increase in equity is due to the accumulated earnings.

The Group's internal goal in capital management is to maintain a debt-to-equity structure ratio not in excess of 2.7 to 1. All externally imposed key ratios have been complied with in all the years presented, otherwise, bank waivers had been obtained (see Note 17).

The Group sets the amount of capital in proportion to its overall financing structure, i.e., equity and financial liabilities. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

28. EARNINGS PER SHARE

EPS were computed as follows:

	2014	2013	2012
a) Net profit pertaining to common shares	**P 575,112,972**	P 608,047,331	P 593,810,152
b) Net profit attributable to common shares and potential common shares	**575,112,972**	608,047,331	593,810,152
c) Weighted average number of outstanding common shares	**1,428,777,232**	1,357,005,010	1,235,777,232
d) Weighted average number of outstanding common and potential common shares	**1,428,777,232**	1,357,005,010	1,235,777,232
Basic EPS (a/c)	**P 0.40**	P 0.45	P 0.48
Diluted EPS (b/d)	**P 0.40**	P 0.45	P 0.48

The options and warrants attached on the convertible notes do not have dilutive effect since the average market price of the common shares of the Parent Company during the year does not exceed the exercise price of the options or warrants [see Note 17.2*(e)*].

29. SEGMENT REPORTING

29.1 Business Segments

In identifying its operating segments, management generally follows the Group's service lines, which represent the main products and services provided by the Group, namely fuels, lubricants, depot services and real estate. These are also the bases of the Group in reporting its primary segment information.

(a) Trading segment is engaged in marketing, merchandising, purchasing, selling, dealing, acquiring, disposing and distribution of goods and wares such as but not limited to petroleum products (on wholesale basis), adhesives, glues, bonding agents, epoxy resins, lubricants and other products.

(b) Depot and logistics services segment is engaged in operating of oil depots, storage facilities and provides logistics services to various entities.

(c) Shipping and cargo services segment is engaged in hauling of petroleum products, operation of inter-island going vessels for domestic trade, chartering in and out any such vessels and providing complete marine services, either as principal or agent to ship owners, operators and managers.

(d) Real estate segment is involved in real estate development, management and operations.

29.2 Segment Assets and Liabilities

Segment assets include all operating assets used by a segment and consist principally of operating cash, receivables, inventories and property and equipment, and other assets, net of allowances and provisions. Segment liabilities include all operating liabilities and consist principally of trade payable, trust receipts, wages, and accrued liabilities. Segment assets and liabilities do not include deferred tax assets or liabilities.

29.3 Intersegment Transactions

Segment revenues, expenses and performance include sales and purchases between segments and between geographical segments. Such sales and purchases are eliminated upon combination.

The tables presented in the next pages present revenue and profit information regarding business segments of the Group for the years ended December 31, 2014, 2013 and 2012 and certain asset and liability information regarding industry segments as of December 31, 2014 and 2013 (in thousands).

	Trading			Depot and Logistics			Shipping and Cargo Services			Real Estate			Total		
	2014	2013	2012	**2014**	2013	2012	**2014**	2013	2012	**2014**	2013	2012	**2014**	2013	2012
TOTAL REVENUES															
Sales to external customers	**P 34,103,750**	P 43,170,295	P 18,114,762	**P 48,566**	P 78,080	P 4,991,055	**P 410,649**	P 220,471	P11,479,735	**P 171,419**	P 83,140	P -	**P 34,734,384**	P 43,551,986	P 34,585,552
Intersegment sales	**4,042,237**	3,672,471	8,247,365	**14,227**	1,123,486	2,983,599	**488,312**	539,099	1,023,475	**-**	-	-	**4,544,776**	5,335,056	12,254,439
Total revenues	**38,145,987**	46,842,766	26,362,127	**62,793**	1,201,566	7,974,654	**898,961**	759,570	12,503,210	**171,419**	83,140	-	**39,279,160**	48,887,042	46,839,991
COSTS AND OTHER OPERATING EXPENSES															
Cost of sales and services excluding depreciation and amortization	**35,695,544**	45,040,855	9,870,315	**938,107**	1,610,067	27,608,374	**481,417**	352,475	7,790,861	**82,981**	60,307	-	**37,198,049**	47,063,704	45,269,550
Depreciation and amortization	**345,953**	148,288	228,398	**30,330**	176,743	69,092	**230,906**	180,284	108,325	**53,093**	2,740	-	**660,282**	508,055	405,815
	36,041,497	45,189,143	10,098,713	**968,437**	1,786,810	27,677,466	**712,323**	532,759	7,899,186	**136,074**	63,047	-	**37,858,331**	47,571,759	45,675,365
SEGMENT OPERATING PROFIT (LOSS)	**P 2,104,490**	P 1,653,623	P 16,263,414	**(P 905,644)**	(P 585,244)	(P19,702,812)	**P 186,638**	P 226,811	P 4,604,024	**P 35,345**	P 20,093	P -	**P 1,420,829**	P 1,315,283	P 1,164,626
ASSETS AND LIABILITIES															
Segment assets	**P 15,310,682**	P 20,369,077		**P 6,659,753**	P 719,749		**P4,659,316**	P 3,597,560		**P 1,224,925**	P 1,085,589		**P 27,854,676**	P 25,786,350	
Segment liabilities	**16,837,053**	14,181,969		**662,143**	2,603,665		**2,696,325**	1,987,929		**537,057**	423,976		**20,732,578**	19,197,539	

29.4 Reconciliations

Presented below is a reconciliation of the Group's segment information to the key financial information presented in its consolidated financial statements (in thousands).

	2014	2013	2012
Revenues			
Total segment revenues	**P 39,279,160**	P 48,887,042	P 46,839,991
Elimination of intersegment revenues	**(4,544,776)**	(5,335,056)	(12,254,439)
Revenues as reported in profit or loss	**P 34,734,384**	P 43,551,986	P 34,585,552
Profit or loss			
Segment operating profit	**P 1,420,829**	P 1,315,283	P 1,164,626
Other unallocated income	**6,842**	22,845	5,863
Other unallocated expense	**(7,774)**	(11,143)	(4,214)
Operating profit as reported in profit or loss	**1,419,897**	1,326,985	1,166,275
Finance costs	**(804,138)**	(669,030)	(519,720)
Finance income	**3,395**	8,482	24,629
Profit before tax as reported in profit or loss	**P 619,154**	P 666,437	P 671,184
Assets			
Segment assets	**P 27,854,676**	P 25,771,975	
Elimination of intercompany accounts	**(2,854,515)**	(3,434,422)	
Total assets reported in the consolidated statements of financial position	**P 25,000,161**	P 22,337,553	
Liabilities			
Segment liabilities	**P 20,732,578**	P 19,197,539	
Deferred tax liabilities - net	**71,872**	76,531	
Elimination of intercompany accounts	**(2,854,515)**	(3,434,422)	
Total liabilities as reported in the consolidated statements of financial position	**P 17,949,935**	P 15,839,648	

30. COMMITMENTS AND CONTINGENCIES

30.1 Capital Commitments

As of December 31, 2014, the Group has commitments of more than P1,000.0 million for expansion on petroleum retail network, depot, terminalling and logistics facilities, information technology infrastructure and other major expansions related to its business development. The Group has a network of 418 operating retail service stations as of December 31, 2014. An additional of 61 retail service stations are under various stages of completion as of December 31, 2014.

In 2014, the Group plans to expand further its petroleum retail service stations and carry out its investments in its subsidiaries to put up depot and terminalling facilities in strategic locations and complete its chain of logistical support to strengthen its foothold in the industry.

30.2 Letters of Credits

As of December 31, 2014 and 2013, the Parent Company has unused LCs amounting to P7,131.7 million and P1,021.0 million, respectively.

30.3 Operating Lease Commitments – Group as Lessee

The Group is a lessee under several operating leases. The leases have terms ranging from 2 to 25 years, with renewal options, and include annual escalation rates ranging from 2.00% to 10.00%. The future minimum rentals payable under these cancelable operating leases are presented as follows:

	2014	2013
Within one year	**P 306,965,591**	P 259,337,311
After one year but not more than five years	**1,019,563,212**	1,042,366,014
More than five years	**3,054,218,327**	2,009,559,064
	P 4,380,747,130	P 3,311,262,389

Total rent expense for the years 2014, 2013 and 2012 amounted to P390.4 million, P 364.4 million and P240.9 million, respectively (see Note 21).

30.4 Operating Lease Commitments – Group as Lessor

The Group is a lessor under several operating leases with third parties. The leases have terms ranging from 2 to 15 years, with renewal options, and include annual escalation rates ranging from 2.00% to 10.00%. The future minimum rentals receivables under these cancelable operating leases are presented below:

	2014	2013
Within one year	**P 77,559,213**	P 45,535,652
After one year but not more than five years	**241,175,866**	100,847,748
More than five years	**2,254,311**	5,499,057
	P 320,989,390	P 151,882,457

Rent income in 2014, 2013 and 2012 amounting to P94.5 million, P47.5 million and P54.3 million, respectively, is presented as part of Rent and Storage Income account in the consolidated statements of comprehensive income.

30.5 Finance Lease Commitments – Group as Lessee

The Group is a lessee under several finance lease covering certain hauling trucks with a lease term of 2 to 5 years. The leases provide options to purchase the transportation equipment at the end of the lease terms. Future minimum lease payments (MLP) under the finance leases together with the present value (PV) of the net minimum lease payments (NMLP) is as follows:

	2014		2013	
	Future MLP	**PV of NMLP**	Future MLP	PV of NMLP
Within one year	**P 8,284,913**	**P7,462,297**	P 9,007,429	P 7,559,190
After one year but not more than five years	**5,926,834**	**5,671,371**	14,253,842	13,226,187
	14,211,747	**13,133,668**	23,261,271	20,785,377
Amounts representing finance charges	**(1,078,079)**	**-**	(2,475,894)	-
Present value of MLP	**P 13,133,668**	**P13,133,668**	P 20,785,377	P 20,785,377

The liabilities relating to the finance leases are shown as part of Interest-bearing Loans and Borrowings (see Note 17.6).

30.6 Charter Agreements

The Group has existing commitments to charterers under TC, CVC and BB agreements for the use of its tankers in transporting oil products for a fixed period. Also associated with these charter agreements is the obligation to keep the Group's tankers in good working condition and compliant with all the shipping regulations as required by the Philippine Maritime Industry Authority.

30.7 Purchase Commitments

On September 4, 2014, PNX – Chelsea entered into a MOA with China Shipbuilding & Exports Corporation for the importation of one unit of oil tanker (MT Chelsea Denise II) for a total consideration of US$7.3 million. As of December 31, 2014, PNX – Chelsea has made an initial downpayment of US$ 2.0 million and is presented as part of Advances to suppliers under the Trade and Other Receivables account in the 2014 consolidated statement of financial position (see Note 7).

30.8 Legal Claims

The Group filed a complaint for a sum of money against one of its customers for unpaid charter fees including damages. A Writ of Garnishment on the customer's funds for the amount of P16.0 million has been issued by the trial court in favor of the Group.

The same customer filed a suit against the Group for reimbursement and damages, amounting to P13.7 million, for the loss it incurred from the contamination of its cargo, which was on board on one of the Group's vessels in 2010. In the same year, the Group made a provision in the amount of P6.9 million for the amount of probable liability that it could answer for such claim. The related liability is presented as part of Others under the Trade and Other Payables account in the consolidated statements of financial position (see Note 18). No additional loss was recognized related to this claim in the succeeding years.

30.9 Others

In May 2011, the Bureau of Customs (BOC) filed before the Department of Justice (DOJ) a complaint against the Group's President and Chief Executive Officer and other respondents for alleged violation of Sections 3602, 2501(l)(1) & (5), 1801, 1802 and 3604 of the Tariff and Customs Code of the Philippines. In November 2012, the DOJ dismissed the case for lack of probable cause against all respondents. In April 2013, the DOJ, upon motion for reconsideration filed by the BOC, reversed its earlier resolution and recommended the filing of Criminal Information against the respondents. Criminal Information for alleged violations of Section 3602, in relation to Sections 3601, 2530 1 (l) & 5, 1801 and 3604 of the Tariff and Customs Code of the Philippines were filed before the Regional Trial Courts (RTC) of Batangas and Davao City in August 2013. Separately, in September and October 2013, RTC Batangas and Davao City, respectively, have dismissed all charges against the Parent Company's President and Chief Executive Officer.

On October 7, 2013, the DOJ filed a Motion for Reconsideration with Motion for Inhibition of Judge Ruben A. Galvez dated October 7, 2013 with RTC Batangas. On the other hand, on November 15, 2013, the DOJ filed a Motion for Reconsideration with Motion for Inhibition of Judge George A. Omelio dated November 15, 2013 with RTC Davao. On December 6, 2013, RTC Batangas issued an Order dated December 6, 2013 denying the DOJ's Motion for Reconsideration with Motion for Inhibition. On July 7, 2014, RTC Batangas issued a Certificate of Finality of even date stating that its Order dated December 6, 2013 affirming the Order dated September 17, 2013 is now final and executory since no appeal was filed.

On August 18, 2014, RTC Davao issued an order of even date denying the DOJ's Motion for Reconsideration. The Office of the Solicitor General, on behalf of the People of the Philippines, filed the Petition for Certiorari dated October 27, 2014 with the Court of Appeals seeking the reversal of the Orders dated October 4, 2013 and August 18, 2014 issued by public respondents Judges Omelio and Hon. Loida S. Posadas-Kahulugan. The Petition for Certiorari, with Docket No. CA-G.R. SP No. 06500-MIN, is now pending with the Court of Appeals.

There is also a pending Motion for Reconsideration filed by the DOJ and the BOC, seeking the reversal of the decision dated 25 July 2014 of the Court of Appeals' Special Former Special Tenth (10^{th}) Division in the Consolidated Petitions of Dennis Uy, docketed as CA-G.R. SP No. 131702, and Jorlan Cabanes, docketed as CA-G.R. SP No. 129740, with the Court of Appeals, which involve the same basic facts and issues as those raised in CA-G.R. SP No. 06500-MIN.

In the normal course of business, the Group makes various commitments and incurs certain contingent liabilities that are not given recognition in the consolidated financial statements. As of December 31, 2014 and 2013, the management believes that losses, if any, that may arise from these commitments and contingencies will not have material effects on the consolidated financial statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

Comparable discussion on Material Changes in Results of Operations Period Ended December 31, 2014 vs. December 31, 2013

Revenues

The Group generated total revenues of Php 34.734 billion in 2014, which is 20% lower than its 2013 level of Php 43.552 billion, primarily due to the 18% decrease in sales volume of refined petroleum products plus the decline in average price in 2014. However, this was minimized due to the higher revenues from fuels service, shipping, storage and other revenue by 54%.

Sales revenues from trading and distribution of petroleum products decreased by 21% from Php 43.14 billion in 2013 to Php 34.10 billion in 2014 resulting principally from a decline in volume for the wholesale. The effect was however minimized as volume in retail (station sales) increased by 22% due to wider distribution network and growth in same store sales. The decrease on wholesale account is a conscious effort of the Company to manage resources and profitability. The Parent Company had four hundred eighteen (418) Phoenix Fuels Life retail service stations as of December 31, 2014 compared to three hundred sixty-eight (368) retail stations as of the same period last year. The Parent Company has a number of retail stations undergoing construction and projected to be opened within the year and early next year.

The Group generated Php 634 million from its fuels service, storage, port and other income in 2014 versus Php 412 million in 2013, a 54% increase compared to the same period last year. This is due to the increase in turnover of storage service compared to last year, additional service of charter hire to third party, and revenue from tug-boat operations for the year.

Cost and expenses

The Group recorded cost of sales and services of Php 31.405 billion, a decline of 22% from its 2013 level of Php 40.248 billion, primary due to an 18% decrease in the sales volume of petroleum products. The higher decline in percentage of costs of sales by 22% compared to the decline of 18% in volume is a result of lower average costs of petroleum products for this year. This year's average for the three major petroleum products such as Gasoil (Diesel), MOGAS (Gasoline) and Kerosene (JETA1) is lower by 8% compared to the same period of 2013. Furthermore, for 2014, the ratio of retail compared to commercial/industrial (C&I) accounts improved compared to the same period in 2013 due to the Company's strategy to push more volume in Retail. Retail stations normally sell more premium products like gasoline as opposed to C&I which is more diesel.

Selling and administrative expenses declined by 3.5% as a result of lower variable costs but minimized by the increase in rentals, depreciation, salaries & wages as a result of the continuous expansion of the Group's business operations. With its growing retail presence nationwide and the scaling-up of operations, the Company incurred increases in manpower and logistics costs, resulting to an increase in operating costs.

Net Income

The Group's net income for the year 2014 is Php 616 million versus 2013 net income of Php 665 million, a decrease of 7%. Despite the lower volume by 18%, the Company was able to temper the drop in profit by improving its sales mix in favor of retail as well as increased efficiencies and savings particularly from its trading and supply management operations. With the better sales mix, the net income to sales ratio (return on sales) improved to 1.77% in 2014 compared to 1.53% in 2013.

The Parent Company is registered with the Board of Investments on November 16, 2005 as a new industry participant with new investments in storage, marketing, and distribution of petroleum products under RA 8479 (Downstream Oil Industry Regulation Act) and, as such, continues to enjoy an income tax holiday for five (5) years from November 16, 2005.

The Parent Company obtained additional registration approval from the Board of Investments (BOI) under R.A. 8479 or Oil Industry Deregulation Law for its Calaca, Batangas Terminal. This entitles the Parent Company to an Income Tax Holiday (ITH) on the revenue activities from this additional storage capacity for five (5) years starting February 2010. Another BOI registration was granted for the Davao Terminal Expansion facility effective February 2010, thus entitling the Parent Company another set of incentives including the five (5) year ITH in its Davao Terminal Marketing and Storage activities. These additional ITH incentives will allow the Company to enjoy an effective income tax rate well below 30% as it continuously expands its storage and obtains further incentives from the BOI.

The Parent Company was also registered with the BOI on November 25, 2010 as new industry participant with new investment in storage, marketing, and distribution of petroleum products under RA 8479 (Downstream Oil Industry Deregulation Act) for its storage tanks in Talisayan, Zamboanga City. Under its registration, the Company is required to observe certain general and specific terms and conditions stated in the provisions of the Omnibus Investments Code of 1987.

The Parent Company also received new approvals from the BOI for its two (2) new facilities. Both the Cagayan de Oro City and the Bacolod City facilities were registered and issued certification by the BOI on May 12, 2012. The registration entitles the Parent Company ITH for five years from registration plus other fiscal and non-fiscal incentives accorded to BOI registered entity.

Financial Condition
(As of December 31, 2014 versus December 31, 2013)

Total resources of the Group as of December 31, 2014 stood at Php 25 billion, higher by 12% compared to the Php 22.338 billion as of December 31, 2013. This is mainly due to increase in Property, Plant, and Equipment with the continuous expansion on retail stations, storage and including shipping assets. The increase by 4% on current assets also contributed to the total increase in assets.

Cash and cash equivalents increased by 56% from Php 357 million in December 31, 2013 to Php 556 million due to timing of collections of receivables as against payment of various liabilities and the objective of the Company on certain level of cash and cash equivalent needed for day to day operations.

The Group's liquidity position, though lower against last year, thus continued to be strong with Current Assets amounting to Php 13.576 billion as of December 31, 2014, compared to Php 13.054 billion as of December 31, 2013. The increase in Cash contributed to the increase in Current Assets.

Trade and other receivables increased by 7% from Php 7.344 billion as of December 31, 2013 to Php 7.832 billion as of December 31, 2014, which were mainly due to Company receivables from various customers and suppliers. The Group continues to enhance its credit policies to minimize overdue accounts.

Inventories declined by 25% at Php 2.871 billion as of December 31, 2014 from Php 3.812 billion as of December 31, 2013. The volume year on year is comparably same level for both years. However, the average unit price in 2014 year-end inventory is lower by 37% compared to 2013. The Company maintains an average of one month worth of inventory to ensure stable supply in retail stations and commercial/industrial clients. However, this may go higher than the desired level due to vessel arrival timing.

Due to related parties in December 31, 2014 and December 31, 2013 is Php 10.373 million and Php 2.748 million respectively. The decrease of Php 7.625 million or 277% is due to charges made during the year.

Input taxes-net decrease by 34% in December 31, 2014 is the result of offsetting of higher output taxes this year due to increased level of inventory, as well as input taxes of capital expenditures and increase in inventory level in which input taxes have been paid.

Other current assets are at Php 1,147 million and Php 489.9 million as of December 31, 2014 and December 31, 2013 respectively. The increase represents prepaid rentals on leased retail service stations properties and depot sites, prepaid insurance, creditable withholding taxes, and other current assets.

As of December 31, 2014, the Group's property and equipment, net of accumulated depreciation, increased to Php 10.689 billion compared to Php 8.628 billion as of December 31, 2013 due to investments in additional shipping vessel, depot capacity in existing areas, and new sites. In the first quarter, the Parent Company took delivery of a brand new marine tanker for fuel importation, plus costs to ongoing storage facility expansions. Additional retail stations were also constructed and or under construction in Luzon, Mindanao and Visayas as part of the Company objective to further expand retail network.

Loans and Borrowings, current and non-current, increased merely by 1% from Php 13.752 billion as of December 31, 2013 to Php13.843 billion as of December 31, 2014. The slight increase of Php 90 million was a result of timing of availment of working capital lines.

Trade and other payables increased by 138% from Php 1.570 billion as of December 31, 2013 to Php 3.735 billion as of December 31, 2014. This is the result of longer suppliers' credit to finance inventory.

Total Stockholders' Equity increased to Php 7.050 billion as of December 31, 2014 from Php 6.498 billion as of December 31, 2013 as a result of the period net income for the three quarters less the cash dividend declared and paid during the year for both common shares and preferred shares.

Key Performance Indicators and Relevant Ratios

The Company's key performance indicators and relevant ratios and how they are computed are listed below:

	December 31, 2014	December 31, 2013
Current Ratio[1]	1.11 : 1	1.33 : 1
Debt to Equity-Total[2]	2.55 : 1	2.44 : 1
Return on Equity-Common[3]	9.01%	12.10%
Net Book Value Per Share[4]	4.93	4.54
Debt to Equity-Interest Bearing[5]	1.96 : 1	2.12 : 1
Earnings Per Share-Adjusted [6]	0.40	0.45

Notes:

1 - Total current assets divided by current liabilities

2 - Total liabilities divided by tangible net worth

3 - Period or Year Net income divided by average total stockholders' equity

4 - Total stockholder's equity (net of Preferred) divided by the total number of shares issued and outstanding

5 - Interest Bearing Debts divided by Total stockholder's equity (net of Preferred)

6 - Period or Year Net income after tax divided by weighted average number of outstanding common shares

These key indicators were chosen to provide management with a measure of the Company's financial strength (Current Ratio and Debt to Equity) and the Company's ability to maximize the value of its stockholders' investment in the Company (Return on Equity, Net Book Value Per Share and Earnings Per Share). Likewise, these ratios are used to compare the Company's performance with similar companies.

The Company's debt to equity (DE) ratio for 2014 is higher at 2.55 : 1 due to higher accounts payable trade. However, interest bearing DE this year improved to 1.96 : 1, compared to 2.12 : 1 in 2013.

The foregoing key indicators were chosen to provide management with a measure of the Group's financial strength (Current Ratio and Debt to Equity) and the Group's ability to maximize the value of its stockholders' investment in the Group's (Return on Equity, Net Book Value Per Share and Earnings Per Share). Likewise these ratios are used to compare the Group's performance with its competitors and similar-sized companies.

Material Changes to the Group's Balance Sheet as of December 31, 2014 compared to December 31, 2013 (Increase/decrease of 5% or more)

56% increase in Cash and Cash Equivalents
This is a result of collection and disbursement timing during the period. Certain levels of Cash are also maintained to support maturing obligations.

7% increase in Trade and other receivables
Primarily due to increase in advances to suppliers as a result of various shipment in transit and final price computation.

25% decrease in inventory
A result of lower average price per unit by 37% in 2014.

277% increase in Due from related parties
Various charges and billings during the period-net.

47% increase in other current assets
As a result of increased prepayments e.g. rental, insurance, etc. plus the creditable withholding taxes.

34% increase in Value Added Tax-net
Increase in Input VAT as a result of higher inventory plus accumulated Input Taxes on capital expenditures.

134% increase in other current assets
Increase in Prepayments, Creditable Withholding Taxes and Supplies Inventories.

24% increase in property, plant and equipment
Due to vessel acquisition, retail network expansion, storage expansions and other capital expenditures.

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138% increase in Trade and other payables
Trade Payable to foreign suppliers for purchases of inventory.

73% decline on Due to related parties
Settlement of various advances from prior years.

6% decrease in deferred tax liability
As a result of decline on the deferred tax liability for tanker vessel appraisals increments.

25% reduction on non-current liability
Due to some retirement of cash security deposits in favor of other form of security.

Material changes to the Group's Income Statement as of December 31, 2014 compared to December 31, 2013 (Increase/decrease of 5% or more)

21% decrease in Sales for petroleum products
Principally due to 18% lower sales volume compared to 2013. However, it was minimized by the higher service revenue.

54% increase in fuel service, shipping, storage income, and other revenue
Higher turnover on service volume specifically on storage volume of new terminal, additional revenue on charter hire, and tugboat revenue.

22% decrease in cost of sales
Primarily due to decreased sales of petroleum products minimized by the effect of the lower unit prices this year compared to 2013.

20.2% increase in Finance Costs (net)
Due to interest on the installment payables, bank term loans used for expansion, plus Trust receipts availed to finance inventory.

53.2% increase in other income/Costs
Due to periodic inventory losses recorded during the period plus other various costs.

102% increase in income tax
Due to the increase of income not related to its BOI registered activity.

There are no other material changes in the Group's financial position (5% or more) and condition that will warrant a more detailed discussion. Furthermore, there are no material events and uncertainties known to management that would impact or change the reported financial information and condition of the Group.