

COVER SHEET

1 7 5 2 2 2

S.E.C. Registration Number

P.S.E. Control Number

V I V A N T C O R P O R A T I O N

(Company's Full Name)

S u i t e s 9 0 7 - 9 0 8 A y a l a L i f e - F G U

C E n t e r , C e b u B u S i n e s s P a r k ,

C e b u C i t y

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

Joan A. Giduquio-Baron

Contact Persons

(032) 232-0283, 234-2256 and 234-2285

Telephone Number of the Contact Person

1 2

Month Day Fiscal Year

3 1

SEC FORM 17-Q

FORM TYPE

0 6

Month Day

3 0

Secondary license Type, If Applicable

@orig approved on Aug. 14/13
WLIS-2013000033679

C F D

Dept. Requiring this Doc.

7:44:01 AM

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

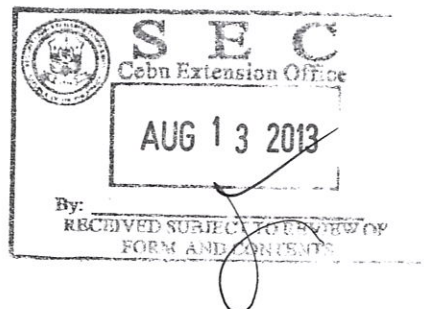
File Number

Document I.D.

LCU

Cashier

Remarks = Pls. Use black ink for scanning purposes



SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

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

1. For the quarterly period ended: **June 30, 2013**
2. Commission identification number: **175222** 3. BIR Tax Identification No.: 242-603-734-000

VIVANT CORPORATION

4. Exact name of issuer as specified in its charter

Mandaluyong City

5. Province, country or other jurisdiction of incorporation or organization

6. Industry Classification Code: (SEC Use Only)

**Suites 907-908 Ayala Life-FGU Center, Mindanao Ave. corner Biliran Road,
Cebu Business Park, Cebu City 6000**

7. Address of issuer's principal office Postal Code

(032) 234-2256; (032) 234-2285

8. Issuer's telephone number, including area code

There has been no change in name, address and fiscal year since last report.

9. Former name, former address and former fiscal year, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the SRC

Title of each Class	Number of shares of common stock outstanding and amount of debt outstanding
---------------------	---

Common Shares at P1.00 per share	1,023,456,698
---	----------------------

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

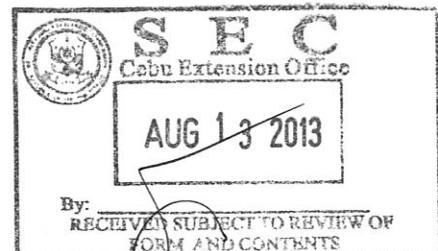
Yes No

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

Philippine Stock Exchange

Common Stock

12. Indicate by check mark whether the registrant:



- (a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Company Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

Yes No

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

Yes No

PART I--FINANCIAL INFORMATION

Item 1. Financial Statements.

Please see attached financial statements for the quarter ended June 30, 2013.

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

Management uses the following key performance indicators for Vivant Corporation (Vivant or the Company) and its investee companies:

- (a) Equity in Net Earnings of Associates

Equity in net earnings (or loss) of associates is the Company's share in the income or loss of associates, or investee companies accounted for under the equity method. It indicates the profitability of the associates and measures their contribution to the profitability of the parent. Equity in net earnings of associates for the 2nd quarter of 2013 amounted to Php298.9 million (mn) representing a 32% year-on-year (YoY) increase from Php226.6 mn. This upswing mostly comes from the electricity distribution business which experienced higher electricity sales and improving margins in view of efficiency gains from systems improvements

- (b) Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA is calculated by taking operating income and adding back to it the interest, depreciation, and amortization expenses. Since EBITDA eliminates the effects of financing and accounting decisions, it can provide a relatively good comparison of the performance of the Company with other players in the industry. It also provides a good measure of the Company's ability to generate cash from operations to cover financial charges and income taxes. EBITDA for the 2nd quarter of 2013 amounted to Php672.4 mn, recording a 32% YoY decline from Php986.3 mn. The decline was a result of a reduction in generation revenues of the Company's subsidiary despite higher energy sales, which was due to the softening of the spot market prices, and the higher generation cost brought about by the increase in volume and fuel cost.

- (c) Debt-to-Equity Ratio

Debt-to-Equity ratio gives an indication of the Company's leverage position and is computed by dividing total liabilities with total stockholders' equity. Debt-to-equity ratio as of end-June 2013 improved to 0.17:1.00 from end-2012 level of 0.24:1.00. This decrease is due to the partial settlement of loans and the payment of trade payables.

(d) Current Ratio

Current ratio is computed by dividing current assets with current liabilities. This indicates the liquidity of the Company in the short term and measures the peso amount of current asset available to cover a peso amount of current liability. Increase in cash and cash equivalents during the period in review, coupled with a reduction in current loans and accounts payable resulted to an improvement in the Company's current ratio, from end-2012 level of 2.24:1.00 to 3.45:1.00 as of the end of the 2nd quarter of 2013.

(e) Cash Flow Generated

Cash Flow generated indicates the ability of the Company to generate enough cash for operating, investing, and financing activities. Net cash inflow as of the end of the 2nd quarter of 2013 amounted to Php349.4 mn, 57% lower than the net cash inflow of Php812.4 mn during the same period last year. The higher dividends received from its investee companies was offset by lower cash flows from operations due to reduced earnings, the increase in receivables, and the payment of trade payables.

Quarter ended June 30, 2013

Consolidated Financial Results of Operations

Vivant ended the 2nd quarter of 2013 with total revenues of Php1.2 billion (bn), a 16% YoY drop from last year's Php1.4 bn. Of the total revenues, energy fees earned by its subsidiary accounted for the bulk at 71%, or Php833.2 mn. The Company's equity share in net earnings of its associates shored in 25% of the revenues (or Php298.9 mn), with the balance being accounted for by management fees (Php31.3 mn), interest and other income (Php9.7 mn). The YoY decline in revenues is mostly attributed to the softening of the spot market prices during the period in review.

Operating expenses for the 2nd quarter of 2013 went up by 22% YoY, Php413.1 mn to Php505.0 mn. The increase in total operating expenses during the period in review is a result of the following:

- 1) Generation Cost rose by 22% YoY from Php357.5 mn to Php435.4 mn due to increased power generation and recorded increases in the cost of fuel.
- 2) Professional Fees increased by 40% YoY from Php4.3 mn to Php5.9 mn during the current period because of incurred costs relating to the hiring of technical consultants.
- 3) Management fees went up by 42% YoY from Php29.9 mn to Php42.5 mn due to the increase in contractual fees.
- 4) Taxes and licenses moved up by 96% YoY from Php0.5 mn to Php1.1 mn, which resulted from an upward adjustment in real property tax rates.
- 5) Travel expenses grew 128% YoY from almost Php1.0 mn to Php2.3 mn because of increased number of business trips.

- 6) Depreciation and amortization increased from Php1.6 mn to Php2.9 mn, recording an 80% YoY increase, which was mainly due to the acquisition of additional depreciable assets.
- 7) Rent and association dues rose by 161% YoY to Php1.2 mn from Php0.5 mn given the increase in leased office space for the period.
- 8) Communication and utilities expense recorded a YoY increase of 5%, from Php0.81 mn to Php0.85 mn, due to increased business activities.
- 9) Security and janitorial expenses rose by 62% YoY from Php0.03 mn to Php0.05 mn given rate adjustments made to comply with the mandated minimum wage and additional hiring of security personnel.

The favorable movement of the following operating expense accounts partly offset the above increases:

- 1) Representation expenses decreased significantly by 1,608% YoY due to an account reclassification made by a subsidiary during the quarter, which resulted to a negative figure of Php0.6 mn for the account. During the same period last year, representation expenses amounted to Php0.04 mn.
- 2) Other general and administrative expenses decreased by 60% YoY from Php5.7 mn to Php2.3 mn. The decrease was due to the reclassification of miscellaneous expenses to generation cost.

Vivant booked interest income of Php3.0 mn during the quarter in review, versus last year's interest expense of Php29.0 mn. The reversal was mostly due to the reduction in the Company's interest bearing liabilities and higher cash balances, which were invested in money market placements.

Given above, Vivant recorded a total net income for the quarter ending June 30, 2013 of Php665.0 mn, a 34% YoY decline from Php1.0 bn. Net income attributable to parent was lower by 22% YoY, from Php615.8 mn to P481.4 mn.

Changes in Registrant's Consolidated Resources, Liabilities and Shareholders' Equity

The Company's total assets recorded a marginal increase of 1% to Php7.2 bn from end-2012's level of Php7.1 bn. This increase was mainly due to the following:

1. Cash and cash equivalents increased by 19%, from Php1.8 bn as of end-2012 to Php2.1 bn as of end-June 2013. The increase was mainly due to dividends received during the period January to June 2013.
2. Advances to associates and stockholders increased by 913% from Php28.8 mn as of end-2012 to Php291.2 mn as of the end of June 2013. The increase arose from advances made by the Company for new projects and its subsidiary's stockholders' advances against future dividends.
3. Property and Equipment increased by 32% to Php55.8 mn from year-end 2012's Php42.4 mn. The increase is a result of the renovation works done at the corporate office and the acquisition of equipment.

On the other hand, there were decreases in inventories, prepayments, and investments in subsidiaries and associates and other non-current assets:

- 1) Inventories decreased by 9% from Php103.2 mn at the end of 2012 to Php93.9 mn as of the end of 2nd quarter of 2013. The drop was mainly due to its subsidiary's inventory usage and the shift to a consignment arrangement for fuel purchases.
- 2) Prepayments decreased by 13% from year-end 2012's Php453.5 mn to Php396.1 mn as of the end of 2nd quarter of 2013 due to a reduction in advances to suppliers and the usage of deferred taxes.
- 3) Investments in subsidiaries and associates dropped by 14%, from end-2012's Php3.7 bn to Php3.2 bn. The dividends received during the period January to June 2013 accounted for the decline.
- 4) Other non-current assets decreased by 7% from Php22.5 mn from year-end 2012 level to Php21.0 mn. Said movement was due to the collection of accounts advanced for various projects.

Total liabilities decreased by 23% from Php1.4 bn at the end of 2012 to Php1.0 bn as of end-June 2013. The decrease is attributed to the partial settlement of outstanding loans and trade payables.

Current ratio increased from Php2.24:Php1 at the end of the previous fiscal year to Php3.45:Php1 as of the end of 2nd quarter of 2013. The improved ratio is the combined effect of an increase in cash due to cash dividends received, the increase in advances to associates and stockholders, and the reduction in current liabilities due to the partial settlement of current loans and the payment of trade payables.

Debt-to-equity ratio decreased from end-2012 level of Php0.24:1.00 to Php0.17:Php1.00 as of the end of the 2nd quarter of 2013.

Total stockholders' equity increased by 6% from Php5.7 bn at the end of 2012 to Php6.1 bn as of the end of the 2nd quarter of 2013. The increase was principally due to earnings booked during the period January to June 2013.

Material Changes in the Consolidated Liquidity and Cash Reserves of Registrant (End-June 30, 2013 vs. End-June 30, 2012)

For the period ending June 30, 2013, net cash flow from operations was Php211.0 mn, recording a reversal of last year's performance, where operations provided cash of Php245.5 mn. This was primarily due to reduced earnings, increased accounts receivable and the settlement of trade payables.

Net cash flows from investing activities for the first six (6) months ended June 30, 2013 amounted to Php640.3 mn from Php459.4 mn in the same period last year. The increase was principally due to dividends received from its investee companies.

For the period in review, the Company used cash of Php79.9 mn for financing activities. The settlement of loan obligations and payment of dividends mainly accounted for the cash outlay.

As of June 30, 2013, net cash balance amounted to Php2.1 bn compared with Php1.4 bn net cash balance at the end of the same period last year.

Cash inflows are expected to be sufficient for the Company's projected outflows in the foreseeable future, and its cash reserves are more than adequate for any given year's average cash requirements.

Material Events and Uncertainties

There are no material commitments that may result in or that are reasonably likely to result in the registrant's liquidity increasing or decreasing in any material way.

There are no known trends, demands, commitments, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.

There are no significant elements of income or loss that did not arise from the issuer's continuing operations.

There are no events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.

There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities or other persons created during the reporting period.

There are no material commitments for capital expenditures.

There are no seasonal aspects that had a material effect on the financial condition or results of operations.

Financial Instruments and Financial Risk Management

The Company and its subsidiaries (the "Group") are exposed to a variety of financial risks which resulted from its operating and investing activities. The Group focuses on actively securing its short-to-medium term cash flows by minimizing the exposure to financial markets.

The Group does not actively 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 below.

Credit Risk

Credit Risk represents the risk of loss the Group would incur if counterparties fail to perform their contractual obligations. The Group's credit risk arises principally from its receivables.

Generally, the maximum credit risk exposure of financial assets is their carrying amount as shown in the balance sheets. Credit risk, therefore, is only disclosed in circumstances where the maximum potential loss differs significantly from the financial asset's carrying amount. The Group's receivables are actively monitored to avoid significant concentrations of credit risk. Please refer to

the Note 2 of the Notes to the interim Financial Statements as of June 30, 2012 for the aging analysis of the Group's receivables.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group monitors and maintains a level of cash deemed adequate by management to finance its operations and mitigate the effects of fluctuations in cash flows. Additional short-term funding is obtained from related party advances and short-term loans when necessary.

Foreign Currency Risk

The Group is exposed to foreign currency risk on transactions that are denominated in currencies other than the Philippine Peso (PHP), which is United States Dollar (USD).

The Group's exposure to foreign currency risk based on amounts is as follows:

	June 30, 2013
Loan Receivables	USD _____.00
Trade Receivables	USD _____.00
Cash	USD 57,031.00
Gross Exposure	USD 57,031.00

The average US Dollar-Philippine Peso exchange rate for the quarter ended June 30, 2013 was US\$1 = Php41.80.

The exchange rate applicable as of June 30, 2013 is US\$1=Php43.09.

Sensitivity Analysis

A 10% strengthening of the Philippine Peso against US Dollar as of June 30, 2013 would have increased equity and profit by Php245,746.58. A 10% weakening of the Philippine Peso against the US Dollar as of June 30, 2013 would have an equal but opposite effect, on the basis that all other variables remain constant.

The Group absorbs the risk and favorable and unfavorable exchange rate movement as they arise.

The Company neither issues nor invests in complex securities, particularly on derivatives.

The Company does not have investments in foreign securities.

The carrying values of cash and cash equivalents, receivables, trade, and other payables approximate their fair values due to short-term maturity of these instruments.

The Company has minimal financial instruments in the form of available for sale shares of stock which are traded in the market. These financial instruments are however not traded actively.

PART II--OTHER INFORMATION

Other than what has been reported, no event has since occurred.

SIGNATURES

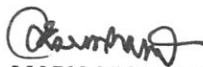
Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VIVANT COMPANY

By:



MINUEL CARMELA N. FRANCO
Vice President - Finance



MARIA VICTORIA E. SEMBRANO
Assistant Vice President – Finance and Administration
August 1, 2013

VIVANT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS OF JUNE 30, 2013
(With Comparative Figures as of December 31, 2012)
(Amounts in Philippine Pesos)

A S S E T S	Notes	Audited	
		JUNE 30, 2013	DEC 31, 2012¹
CURRENT ASSETS			
Cash and cash equivalents	1	2,149,699,531	1,800,270,312
Trade and Other Current Receivables-net	2	631,823,621	620,611,831
Advances to Associates and Stockholders	2	291,170,334	28,753,622
Inventories		93,874,000	103,201,769
Prepayments and Other current assets	3	396,079,892	453,470,557
Total Current Assets		<u>3,562,647,378</u>	<u>3,006,308,091</u>
NON-CURRENT ASSETS			
Available-for-sale investments	4	8,853,202	8,853,202
Investments in subsidiaries and associates	7	3,173,701,686	3,695,364,085
Property and equipment - net	5	55,829,053	42,407,846
Investment property	6	278,509,492	279,006,857
Intangible Asset - net		951,746	951,746
Deferred Tax Assets		16,543,164	16,543,164
Goodwill		42,559,451	42,559,451
Other non-current assets - net	8	20,977,770	22,477,608
Total Non-current Assets		<u>3,597,925,564</u>	<u>4,108,163,959</u>
TOTAL ASSETS		<u><u>7,160,572,942</u></u>	<u><u>7,114,472,050</u></u>
LIABILITIES AND EQUITY			
CURRENT LIABILITIES			
Trade and Other Current Payables		434,784,386	683,513,227
Advances from Related Parties		284,010,444	197,458,244
Income Tax Payable		-	98,160,641
Current Portion of Notes Payable		315,000,000	365,000,000
Total Current Liabilities		<u>1,033,794,830</u>	<u>1,344,132,112</u>
NON-CURRENT LIABILITY			
Deferred Tax Liabilities		27,524,302	29,873,120
Total Non-Current Liabilities		<u>27,524,302</u>	<u>29,873,120</u>
Total Liabilities		<u>1,061,319,132</u>	<u>1,374,005,232</u>
EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT			
Capital stock	9	1,023,456,698	1,023,456,698
Additional paid-in capital		8,339,452	8,339,452
Revaluation Reserve		442,354,677	454,642,913
Fair Value Reserve		191,083	191,083
Retained earnings (deficit)		3,969,745,959	3,352,794,527
Total Equity Attributable to Shareholders of the Parent		<u>5,444,087,869</u>	<u>4,839,424,673</u>
NON-CONTROLLING INTEREST		<u>655,165,941</u>	<u>901,042,145</u>
TOTAL EQUITY		<u>6,099,253,810</u>	<u>5,740,466,818</u>
TOTAL LIABILITIES AND EQUITY		<u><u>7,160,572,942</u></u>	<u><u>7,114,472,050</u></u>

See Notes to Consolidated Financial Statements

VIVANT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD JANUARY 1 TO JUNE 30, 2013
(With Comparative Figures for the same period in 2012)
(Amounts in Philippine Pesos)

	<u>Notes</u>	<u>2013</u>	<u>2012</u>
REVENUES			
Energy Fees		1,042,955,000	1,420,302,000
Equity in net earnings of associates		448,462,756	466,390,783
Management Fees		63,556,200	63,205,602
Interest income		15,746,370	21,667,511
Other income		2,441,003	1,632,410
		<u>1,573,161,329</u>	<u>1,973,198,306</u>
GENERATION COSTS			
		628,959,000	616,905,000
EXPENSES			
Management Fees		49,827,750	29,897,072
Salaries and employees' benefits		19,766,832	15,963,974
Taxes and licenses		18,341,554	8,835,769
Professional fees		17,993,473	10,671,342
Depreciation and amortization		5,473,968	2,836,280
Travel		3,351,880	2,168,432
Rent and association dues		2,087,817	855,988
Communication and utilities		1,368,201	1,381,727
Representation		933,515	181,026
Security and janitorial		108,000	75,000
Other general and administrative expenses		14,578,505	7,543,364
		<u>133,831,495</u>	<u>80,409,974</u>
INCOME FROM OPERATIONS		810,370,834	1,275,883,332
OTHER INCOME (CHARGES)			
Finance Cost		6,593,055	14,097,214
		<u>6,593,055</u>	<u>14,097,214</u>
INCOME (LOSS) BEFORE INCOME TAX		803,777,779	1,261,786,118
TAX EXPENSE (BENEFIT)		456,750	-
		<u>456,750</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME		<u>803,321,029</u>	<u>1,261,786,118</u>
NET INCOME ATTRIBUTABLE TO			
Shareholders of the Parent Company		604,663,196	829,582,165
Non-Controlling Interest		198,657,833	432,203,953
		<u>803,321,029</u>	<u>1,261,786,118</u>
BASIC AND DILUTED EARNINGS PER SHARE		<u>0.591</u>	<u>0.811</u>

See Notes to Consolidated Financial Statements

VIVANT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE QUARTER ENDED JUNE 30, 2013
(With Comparative Figures for the same period in 2012)
(Amounts in Philippine Pesos)

Notes	2013	2012
REVENUES		
Energy Fees	833,167,000	1,117,947,485
Equity in net earnings of associates	298,855,752	226,625,637
Management Fees	31,295,850	35,031,194
Interest income	8,423,299	16,583,549
Other income	1,242,029	755,354
	<u>1,172,983,930</u>	<u>1,396,943,219</u>
GENERATION COST	435,443,000	357,457,262
EXPENSES		
Management Fees	42,530,581	29,897,072
Salaries and employees' benefits	11,139,643	11,352,304
Professional fees	5,938,407	4,253,164
Travel	2,259,301	992,918
Depreciation and amortization	2,883,981	1,595,429
Rent and association dues	1,170,499	449,071
Taxes and licenses	1,067,888	544,020
Communication and utilities	848,211	810,622
Security and janitorial	48,600	30,000
Representation	(616,172)	40,851
Other general and administrative expenses	2,292,437	5,696,966
	<u>69,563,376</u>	<u>55,662,417</u>
INCOME FROM OPERATIONS	667,977,554	983,823,540
OTHER INCOME (CHARGES)		
Finance Cost	2,974,653	(28,964,350)
	<u>665,002,901</u>	<u>1,012,787,890</u>
TAX EXPENSE (BENEFIT)	(26,000)	-
INCOME (LOSS) BEFORE INCOME TAX	665,002,901	1,012,787,890
TOTAL COMPREHENSIVE INCOME	<u>665,028,901</u>	<u>1,012,787,890</u>
NET INCOME ATTRIBUTABLE TO		
Shareholders of the Parent Company	481,405,356	615,755,887
Non-Controlling Interest	183,623,545	397,032,003
	<u>665,028,901</u>	<u>1,012,787,890</u>
BASIC AND DILUTED EARNINGS PER SHARE	<u>0.470</u>	<u>0.602</u>

See Notes to Consolidated Financial Statements

VIVANT CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED JUNE 30, 2013
(With Comparative Figures for the same period in 2012)
(Amounts in Philippine Pesos)

	<u>Notes</u>	<u>2013</u>	<u>2012</u>
CASH FLOWS FROM OPERATING ACTIVITIES			
Income (loss) before income tax		803,777,779	1,261,786,118
Adjustments for:			
Finance Costs		6,593,055	14,097,214
Realized Forex Gain		(786,448)	-
Depreciation and Amortization		4,909,633	3,132,280
Interest income		(15,746,370)	(21,667,511)
Equity in net losses (earnings) of a subsidiary and an associate		(448,462,756)	(466,390,783)
Operating income (loss) before working capital changes		<u>350,284,893</u>	<u>790,957,318</u>
Decrease (increase) in:			
Trade and Other Current Receivables		(273,628,502)	(767,006,466)
Inventories		9,327,769	70,216,366
Prepayments and other Current Assets		57,390,665	(241,513,483)
Other Non-Current Assets		1,499,838	(449,470)
Increase (decrease) in trade and other current payables		(248,728,841)	176,211,473
Increase (decrease) in Deferred Tax Liabilities		(2,348,818)	231,548,353
Cash generated by operations		<u>(106,202,996)</u>	<u>259,964,091</u>
Interest paid		(6,593,055)	(14,097,214)
Income Tax Paid		<u>(98,160,641)</u>	<u>(330,633)</u>
Net Cash provided by (used in) Operating Activities		<u>(210,956,692)</u>	<u>245,536,244</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Dividends from Associates		643,387,116	450,051,107
Interest received		15,746,370	21,667,511
Additions to property and equipment		(18,828,475)	(7,990,987)
Increase in Available for sale investments		-	(3,400,000)
Increase in Investment		-	(950,000)
Net Cash Provided (Used) in Investing Activities		<u>640,305,011</u>	<u>459,377,631</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from Loans		-	180,000,000
Proceeds from Escrow Fees		-	673,874,416
Payment of Loans		(50,000,000)	(422,214,285)
Payment of Long-Term Debt		-	-
Cash dividends Paid		(116,471,300)	(312,736,424)
Advances from (to) Associate and stockholders		<u>86,552,200</u>	<u>(11,416,431)</u>
Net Cash From (Used in) Financing Activities		<u>(79,919,100)</u>	<u>107,507,276</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS		349,429,219	812,421,151
CASH AND CASH EQUIVALENTS			
AT BEGINNING OF THE PERIOD		<u>1,800,270,312</u>	<u>587,560,911</u>
CASH AND CASH EQUIVALENTS			
AT END OF THE PERIOD		<u><u>2,149,699,531</u></u>	<u><u>1,399,982,062</u></u>

See Notes to Consolidated Financial Statements

VIVANT CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED JUNE 30, 2013
(With Comparative Figures for the same period in 2012)
(Amounts in Philippine Pesos)

	<u>Notes</u>	<u>2013</u>	<u>2012</u>
EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT			
CAPITAL STOCK - P1 par value			
Authorized - 2,000,000,000 shares			
Issued and outstanding - 1,023,456,698 shares		1,023,456,698	1,023,456,698
ADDITIONAL PAID-IN CAPITAL			
Balance at beginning of period		8,339,452	8,339,452
Balance at end of interim period		8,339,452	8,339,452
REVALUATION RESERVE			
Balance at beginning of period		454,642,913	509,519,206
Depreciation on the revaluation increment of an associate		(12,288,236)	(21,568,621)
Balance at end of interim period		442,354,677	487,950,585
FAIR VALUE RESERVE			
Balance at beginning of period		191,083	191,083
Balance at end of interim period		191,083	191,083
RETAINED EARNINGS (DEFICIT)			
Balance at beginning of period		3,352,794,527	2,026,922,038
Prior Period Adjustment		-	292,691,530
Dividends Declared		-	(194,968,499)
Depreciation on the revaluation increment of an associate		12,288,236	21,568,621
Net income (loss)		604,663,196	829,582,165
Balance at end of interim period		3,969,745,959	2,975,795,855
		5,444,087,869	4,495,733,673
NON-CONTROLLING INTEREST			
Balance at beginning of period		901,042,145	690,102,973
Prior Period Adjustment		-	262,699,470
Property Dividend		(328,062,737)	-
Cash Dividends		(116,471,300)	(117,767,925)
Minority income (loss) for the period		198,657,833	432,203,953
Balance at end of interim period		655,165,941	1,267,238,471
TOTAL EQUITY		<u>6,099,253,810</u>	<u>5,762,972,144</u>

See Notes to Consolidated Financial Statements.

VIVANT CORPORATION
Notes to Consolidated Financial Statements
June 30, 2013

1. Cash and Cash Equivalents

This account consists of:

	June 30 2013	December 31 2012
Cash on Hand and in Banks	423,748,157	484,836,823
Short Term Placements	1,725,951,374	1,315,433,489
	<u>2,149,699,531</u>	<u>1,800,270,312</u>

2. Trade receivables, advances, loan and other receivables

This account consists of:

	June 30 2013	December 31 2012
Trade and Other Current Receivables		
Trade and Other Current Receivables	422,867,529	488,703,955
Notes and interest bearing receivables	157,551,701	75,601,295
Accounts Receivable	42,638,624	54,161,927
Advances to Officers and Employees	11,880,210	1,897,262
Others	280,831	3,642,666
	<u>635,218,895</u>	<u>624,007,105</u>
Less:		
Allowance for impairment loss	(3,395,274)	(3,395,274)
Total	<u>631,823,621</u>	<u>620,611,831</u>
Advances Loan & Other Receivables		
Advances to an associate & related party	291,170,334	28,753,622
Total	<u>291,170,334</u>	<u>28,753,622</u>

2.1 AGING OF TRADE, ADVANCES, LOAN & OTHER RECEIVABLE

	June 30, 2013				DECEMBER 31, 2012			
	0-30 DAYS	31-60 DAYS	OVER 60 DAYS	TOTAL	0-30 DAYS	31-60 DAYS	OVER 60 DAYS	TOTAL
Trade and Other Current Receivables								
Trade and other current Receivable	195,279,806	29,706,956	197,880,767	422,867,529	285,791,135	31,313,647	171,599,173	488,703,955
Notes and interest bearing receivables	-	-	157,551,701	157,551,701	-	-	75,601,295	75,601,295
Accounts Receivable	8,623,661	12,054,835	21,960,128	42,638,624	11,824,292	27,025,267	15,312,368	54,161,927
Advances to officers and employees	-	-	11,880,210	11,880,210	-	-	1,897,262	1,897,262
Others	-	-	280,831	280,831	-	-	3,642,666	3,642,666
Less: Allowance	-	-	(3,395,274)	(3,395,274)	-	-	(3,395,274)	(3,395,274)
Total	203,903,467	41,761,791	386,158,363	631,823,621	297,615,427	58,338,914	264,657,490	620,611,831

	June 30, 2013				DECEMBER 31, 2012			
	0-30 DAYS	31-60 DAYS	OVER 60 DAYS	TOTAL	0-30 DAYS	31-60 DAYS	OVER 60 DAYS	TOTAL
Advances, Loan & Other Receivables								
Advances to an Associate	196,920,116	4,063,000	90,187,218	291,170,334	1,180,992	642,603	26,930,027	28,753,622
Other Receivable	-	-	-	-	-	-	-	-
Total	196,920,116	4,063,000	90,187,218	291,170,334	1,180,992	642,603	26,930,027	28,753,622

3. Prepayments and other current assets

The composition of this account is shown below:

	June 30 2013	December 31 2012
Advances to Suppliers	354,714,691	395,822,967
Deferred Input Vat	-	22,186,356
Prepaid Taxes	-	15,885,238
Input Tax	26,128,565	12,323,259
Prepaid Expenses	8,166,745	5,416,998
Creditable Withholding Taxes	7,069,891	1,453,422
Others	-	382,317
	396,079,892	453,470,557

4. Available-for-sale investments

This account is composed of investments in shares of stock of the following entities:

	June 30 2013	December 31 2012
At Fair Value:		
Aboitiz Equity Ventures	395,500	395,500
PLDT	600	600
Paper Industries of the Phils.	31	31
San Miguel Corp.	0	0
	396,131	396,131
Add/(Less) Fair value adjustment	0	0
	396,131	396,131
At Cost		
VC Exchange inc.	8,345,118	8,345,118
Cebu country Club, Inc.	3,400,000	3,400,000
INCA Plastic Phils, Inc.	2,000,000	2,000,000
	13,745,118	13,745,118
Less:		
Impairment loss on AFS	(4,688,047)	(4,688,047)
Charged to advances from VEI	(600,000)	(600,000)
	8,457,071	8,457,071
Total Available for Sale Investments	8,853,202	8,853,202

5. Property and Equipment

Property and equipment consists of the following major classifications:

	Leasehold & Improvements	Office Furniture Fix. and Equipment	Transportation Equipment	Condominium Unit	Construction In Progress	Tools and Other Assets	Total
Cost:							
Beg. Bal. Dec. 31, 2012	6,454,757	11,022,840	20,029,454	25,146,101	-	381,501	63,034,653
Additions	3,329,881	6,999,262	4,741,391	81,473	3,054,671	124,162	18,330,840
Total	9,784,638	18,022,102	24,770,845	25,227,574	3,054,671	505,663	81,365,493
Less: Accumulated Depreciation							
Beg. Bal. Dec. 31, 2012	1,755,364	5,926,840	5,393,915	7,462,203	-	88,485	20,626,807
Depreciation and Amortization	850,111	1,802,080	1,849,620	355,495	-	52,327	4,909,633
Carrying Value Jun 30, 2013	7,179,163	10,293,183	17,527,310	17,409,875	3,054,671	364,851	55,829,053

6. Investment Property

Investment property consists of parcels of land held by Hijos for capital appreciation, rather than for administrative purposes or sale in the ordinary course of business.

Investment property is valued at fair value based on the valuation carried out by independent appraisers as at February 2012.

7. Investment in subsidiaries and associates:

The components of the carrying values of investment in an associate are as follows:

	June 30 2013	December 31 2012
Investment in VECO:		
Acquisition Cost	1,008,257,501	840,133,112
Accumulated Equity in Net Earnings (Net Loss):	133,769,902	498,931,881
Revaluation Surplus	256,581,034	525,045,409
Carrying Value	1,398,608,437	1,864,110,402
Investment in Delta P:		
Acquisition Cost	24,611,653	24,611,653
Accumulated Equity Earnings	28,574,204	19,833,204
Share in Net Assets in Excess of Cost	77,505,578	77,505,578
Carrying Value	130,691,435	121,950,435
Investment in CPPC:		
Acquisition Cost	49,071,769	49,071,769
Accumulated Equity Earnings	(187,223,782)	(166,645,812)
share in Net Assets in Excess of Cost	292,891,286	292,891,286
Carrying Value	154,739,273	175,317,243
Investment in ABOVANT:		
Acquisition Cost	1,127,984,699	1,127,984,699
Accumulated Equity Earnings	285,210,299	210,606,910
Carrying Value	1,413,194,998	1,338,591,609
Investment in VSNRGC		
Acquisition Cost	46,000,000	46,000,000
Accumulated Equity Earnings	21,326,200	140,253,053
Carrying Value	67,326,200	186,253,053
Investment in AHPC		
Acquisition Cost	3,856,100	3,856,100
Deposits for future subscription	7,643,900	7,643,900
Accumulated Equity Earnings	(4,618,338)	(4,618,338)
Carrying Value	6,881,662	6,881,662
Investment in PEI		
Acquisition Cost	500,000	500,000
Carrying Value	500,000	500,000
Investment in CIPC		
Acquisition Cost	3,125,000	3,125,000
Accumulated Equity Earnings	(1,365,319)	(1,365,319)
Carrying Value	1,759,681	1,759,681
Total Carrying Value of Investments	3,173,701,686	3,695,364,085

8. Other Non-Current Assets

The details of this account are shown below:

	June 30 2013	December 31 2012
Due from RFM Corporation	46,078,063	46,078,063
Advances for Various Projects	20,245,858	21,745,696
Others	731,912	731,912
	<u>67,055,833</u>	<u>68,555,671</u>
Allowance for impairment	(46,078,063)	(46,078,063)
	<u>20,977,770</u>	<u>22,477,608</u>

9. Capital Stock

The details of the capital stock account are as follows:

	June 30 2013	December 31 2012
Common Stock - P1.00 par value		
Authorized	2,000,000,000	2,000,000,000
Issued	1,023,456,698	1,023,456,698

10. Earnings Per Share

The financial information pertinent to the derivation of earnings per share follows:

	June 30 2013	June 30 2012
Basic earnings per share		
Net income (loss) attributable to Parent shareholders	604,663,196	829,582,165
Less: Preferred shares	0	0
Net Income (loss) identified with Common stock	<u>604,663,196</u>	<u>829,582,165</u>
Actual number of Common shares outstanding	<u>1,023,456,698</u>	<u>1,023,456,698</u>
	<u>0.591</u>	<u>0.811</u>

11. OTHER DISCLOSURES

The accompanying financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS).

The principal accounting policies and methods of computation used in the annual financial statements were also followed in the preparation of the interim financial statements.

There are no significant changes in estimates in amounts reported in prior financial years that have a material effect in the current interim period.

There are no material events subsequent to the end of the interim period that has not been reflected in the financial statements for the interim period.

There are no material contingencies, events or transactions that are material to an understanding of the current interim period.

There are no issuances, repurchases, and repayments of debt and equity securities.

There are no dividends paid (aggregate or per share) separately for ordinary shares and other shares.

The Company is not required to disclose segment information in its annual financial statements.

There have been no changes in the composition of the issuer during the interim period, including business combinations, acquisition or disposal of subsidiaries and long-term investments, restructurings, and discontinuing operations.

There are no contingent liabilities or contingent assets since the last annual balance sheet date.



139346935882

THIS SERVES AS AN OFFICIAL RECEIPT
Accreditation No. : PR-081-0012756
MIN : 090103915
Serial No. : SGH84200N3
Official Receipt No : ACE041000044008
Customer's Copy

LBC EXPRESS
Service Hub Station, SH12, 4th Level, Ayala Center Cebu Cebu Business Park Cebu City
Tel. No. (s) : 0312 2605642 Vat Reg. TIN #000-782-140-988

CONSIGNEE:

CALLANGAN, ATTY. JUSTINA
And or/Care Of: /
DIRECTOR, CORPORATION FINANCE DEPT.
SECURITIES AND EXCHANGE COMMISSION
6TH FLR SEC BLDG EDSA
MANDALUYONG CITY
METRO MANILA

JP GARCIA AND ASSOCIATES, . . .

U 1501-1502AYALA LIFE FGU CENTER
MINDANAO AVE
CEBU
CEBU CITY
NTPS:
Card Number:

TDC AVX

Origin : VSC-ACE04-METRO AYALA
Tran. Date : 8/14/2013 10:23:14 AM
Delivery Date : 8/15/2013
Area Dest : METRO MANILA
Tran. Type : DELIVERY
Cut-Off : 11:59:00 PM

VATable(Freight) : 120.54
VAT-Exempt : 0.00
VAT Zero-Rated : 0.00
Discount : 0.00
Total Sales : 120.54
12% VAT : 14.46
Amount Due : 135.00
Mode : CASH

Contents: DOCUMENTS

SHIPPER WARRANTS THAT THE SHIPMENT HAS NO CASH or CHECK INSIDE

Customer Care: 8565-999

CAITH CLAVE
Signature of Associate

Signature of Shipper