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**AMENDED PROSPECTUS**

**FIRST METRO SAVE & LEARN BALANCED FUND, INC.**

**(Open-end Investment Company)  
ISSUER**

The number of securities to be offered inclusive of what has already been subscribed to upon incorporation is One Billion (1,000,000,000) shares. The price at which the shares are to be offered is based on the Net Asset Value (NAV) per share computed on a daily basis. The shares are traded over-the-counter.

**FIRST METRO ASSET MANAGEMENT, INC.**

Investment Company Adviser, Fund Administrator,  
and Principal Distributor  
18<sup>th</sup> Floor, PSBank Center  
777 Paseo de Roxas corner Sedeño St., Salcedo Village, Makati City  
Tel. No. (632) 891-2860 to 65

THIS PROSPECTUS IS DATED  
October 20, 2020

**THIS PROSPECTUS SHOULD BE READ CAREFULLY BEFORE INVESTING  
AND RETAINED FOR FUTURE REFERENCE.**

This prospectus relates to the offer of One Billion (1,000,000,000) common shares with a par value of P1.00 per share of First Metro Save and Learn Balanced Fund, Inc. The price at which these shares are to be offered is based on the current Net Asset Value Per Share (“NAVPS”) computed on a daily basis plus a sales load fee. Using the Net Asset value per share computed of ₱2.4388 as of June 30, 2020, the total estimated gross proceeds to be raised by the offering is ₱2,438,800,000.

The Issuer is a domestic corporation, incorporated on January 29, 2007 as First Metro Save and Learn Balanced Fund, Inc. (the “Fund”), with which the annual stockholders meeting is conducted every 3<sup>rd</sup> Wednesday of June or as stated in its By-Laws.

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

The offer shares will be primarily sold through the Fund’s investment manager, First Metro Asset Management, Inc. (FAMI). FAMI shall be paid a monthly fee up to a maximum of one-and-eighth-seventy-five percent (1.875%) per annum of the average net asset value of the Fund's assets, computed on a daily basis.

All of the offered shares are common shares, voting with identical rights and privileges, and may be owned by any person or entity, regardless of nationality. The shares are eligible for payment of dividends, which depends, among other factors, upon the Fund’s unrestricted retained earnings, cash flow and financial condition.

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

An investment in the Fund is not insured or guaranteed by the Philippines Deposit Insurance Corporation or any other government agency. The Fund’s return will change as a result of movements in the stock market and other macroeconomic factors.

The information contained in this Prospectus has been supplied by the Fund, unless otherwise stated. To the best of its knowledge and belief, the Fund confirms that there are no omissions of fact which would make any statement in this Prospectus misleading and hereby accepts full and sole responsibility for the accuracy of the information. The Principal Distributor (First Metro Asset Management, Inc.) has exerted reasonable efforts to verify the information herein and does not make any representations or warranties as to the accuracy, truthfulness or completeness of the materials contained herein. The Principal Distributor assumes no liability for any information supplied by the Fund in relation to this Prospectus. Neither the delivery of this Prospectus nor any sale made pursuant to this Prospectus shall, under any circumstances, create any implication that the information contained herein is correct as of any date subsequent to the date hereof or that there has been no change in the affairs of the Fund since such date.

**“A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION BUT HAS NOT YET BEEN DECLARED EFFECTIVE NO OFFER TO BUY THE SECURITIES CAN BE ACCEPTED OR RECEIVED UNTIL THE REGISTRATION STATEMENT HAS BECOME EFFECTIVE, AND ANY SUCH OFFER MAY BE WITHDRAWN OR REVOKED, WITHOUT OBLIGATION OR COMMITMENT OF ANY KIND, AT ANY TIME PRIOR TO NOTICE OF ITS ACCEPTANCE GIVEN ADTER THE EFFECTIVE DATE. AN INDICATION OF INTEREST IN RESPONSE HERETO INVOLVES NO OBLIGATION OR COMMITMENT OF ANY KIND. THIS PROSPECTUS SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY.”**

**VICTOR A. ABOLA**  
President

SUBSCRIBED AND SWORN to before this \_\_\_\_\_ day of 20\_\_\_\_, affiant exhibiting to me his Passport No. \_\_\_\_\_ issued on \_\_\_\_\_ at DFA and valid until \_\_\_\_\_.

Doc. No \_\_\_\_\_ ;  
Page No \_\_\_\_\_ ;  
Book No \_\_\_\_\_ ;  
Series of 2020.

## TABLE OF CONTENTS

GLOSSARY .....	5
PROSPECTUS SUMMARY .....	6
RISK FACTORS AND OTHER INFORMATION .....	9
FUND FEATURES .....	10
Investment Objective and Restrictions .....	10
Features and Procedures .....	12
USE OF PROCEEDS .....	16
DETERMINATION OF OFFER PRICE .....	16
PLAN OF DISTRIBUTION .....	17
DESCRIPTION OF SECURITIES .....	18
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION.....	20
DIRECTORS AND OFFICERS OF THE FUND .....	24
SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS AND MANAGEMENT ...	28
RULES AND REGULATIONS GOVERNING INVESTMENT COMPANIES .....	29
PARTIES INVOLVED IN THE FUND .....	31

## GLOSSARY

1. **Assets Under Management (AUM)** – shall refer to the total market value of all the financial assets of an Investment Company managed by a Fund Manager.
2. **BSP**– shall refer to the Bangko Sentral ng Pilipinas
3. **Commission** – shall refer to the Securities and Exchange Commission.
4. **Fund Manager** – shall refer to a registered entity with an Investment Company Adviser license that is First Metro Asset Management, Inc. (FAMI).
5. **Independent Director** – shall refer to a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in any covered company. An independent director shall possess the degree of independence and all the qualifications and none of the disqualifications for independent directors as defined in the SRC and its implementing rules and regulations or such other rules or guidelines issued by the Commission.
6. **Investment Company** – shall refer to a stock corporation primarily engaged or holds itself out as being engaged primarily, or proposes to engage, in the business of investing, reinvesting and trading in securities.
7. **Investors of the Fund** – shall refer to the shareholders or unitholders of the Investment Company who subscribe to the shares or units of the Investment Company.
8. **Net Asset Value (NAV)** – shall refer to the aggregate value of each fund, either shares or units, as determined by the market value of its underlying securities holdings, including any cash in the portfolio less liabilities, computed at the close of the trading of securities for the day.
9. **Net Asset Value per Share or NAVps** – shall refer to the computed NAV on a per share basis at the close of the day. It is the computed difference between the total assets of the Fund and its liabilities divided by the number of outstanding shares.
10. **Open-end company** – shall refer to an investment company which is offering for sale, or has outstanding, any redeemable security, of which it is the issuer.
11. **Sales load** – shall refer to the charge or commission on the cost of acquiring the shares or units of an Investment Company.

## PROSPECTUS SUMMARY

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

<b>Issuer</b>	First Metro Save and Learn Balanced Fund, Inc.
<b>Investment Objective</b>	The Fund aims to provide capital growth with returns and inflows derived out of investments in both equity and fixed-income securities.
<b>Shares Offered/Par Value</b>	The Fund is offering 1,000,000,000 shares of common stock with a par value of one peso P1.00 per share.
<b>Offering Price</b>	It is the NAVPs at the end of banking day, if payment is made within the daily cut-off time, plus a sales load fee.
<b>Sales Load Fee</b>	The sales load fee is a maximum of 3%.
<b>Daily Cut-off Time</b>	If received after 12:00 NN, subscription will be processed at the NAVPs calculated for the next business day. For redemption requests, the daily cut-off time shall be 12:00 NN.
<b>Minimum Investment</b>	The minimum initial and additional investment shall be P5,000.00 and P1,000.00 respectively or as otherwise prescribed by the Fund Manager and approved by the Commission.
<b>Redemption Price</b>	The redemption price is the NAVPS at the close of business day provided that redemption form is received on or before the specified cut-off time.  Should the redemption request be received after the specified cut-off time, the request shall be deemed to have been received on the following business day and the NAVPS applied shall be the NAVPS of the said following business day.
<b>Redemption Charge</b>	Redemptions made within six (6) months are subject to an exit fee of no more than 1% (exclusive of Value Added Tax/VAT). No redemption fee shall be deducted if redeemed beyond six (6) months from the time of investment.
<b>Asset Valuation</b>	The Fund will be valued using the mark-to-market basis in accordance with PFRS 9. Thus, the NAV of the Fund will fluctuate with changes in the market value of the Fund's investments. Such changes in the market value may occur as a result of various factors including material changes in the Fund, general economic conditions or interest rate and foreign exchange policy changes.

## SUMMARY OF FINANCIAL INFORMATION

### STATEMENTS OF FINANCIAL POSITION

(An Open-End Mutual Fund Company)

### AUDITED STATEMENTS OF FINANCIAL POSITION

	As of December 31	
	2019	2018
<b>ASSETS</b>		
Cash and cash equivalents	₱103,968,876	₱180,307,075
Short-term investment	16,174,600	-
Financial assets at fair value through profit or loss	1,377,996,215	1,522,355,150
Available-for-sale investments	-	-
Financial assets at amortized costs	74,969,711	34,969,711
Held-to-maturity investments	-	-
Receivables	9,727,451	2,528,504
Other assets	3,171,666	3,129,152
<b>TOTAL ASSETS</b>	<b>₱1,586,008,519</b>	<b>₱1,743,289,592</b>
<b>LIABILITIES AND EQUITY</b>		
<b>LIABILITIES</b>		
Accounts payable and accrued expenses	₱5,948,069	₱4,439,006
<b>EQUITY</b>		
Capital stock	600,450,496	683,739,611
Additional paid-in capital	896,559,913	1,028,611,022
Retained earnings	83,050,041	26,499,953
Net unrealized gain on available-for-sale investments	-	-
	<b>1,580,060,450</b>	<b>1,738,850,586</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>₱1,586,008,519</b>	<b>₱1,743,289,592</b>

**FIRST METRO SAVE AND LEARN BALANCED FUND, INC.**  
**(An Open-End Mutual Fund Company)**  
**AUDITED STATEMENTS OF COMPREHENSIVE INCOME**

	<b>Year Ended December 31</b>	
	<b>2019</b>	<b>2018</b>
<b>INVESTMENT INCOME</b>		
Trading and securities gains (losses)	<b>₱79,653,452</b>	(₱127,870,737)
Interest income	<b>28,260,621</b>	25,043,301
Dividend income	<b>18,033,127</b>	16,073,540
Miscellaneous income	<b>85,451</b>	466,593
	<b>126,032,651</b>	(86,287,303)
<b>OPERATING EXPENSES</b>		
Management and retainer's fees	<b>36,085,710</b>	39,201,151
Brokers' commission	<b>8,810,935</b>	12,710,455
Transaction charges	<b>493,022</b>	484,589
Custodian and clearing fees	<b>328,828</b>	545,366
Directors' and officers' fees	<b>288,355</b>	282,000
Professional fees	<b>272,000</b>	241,547
Taxes and licenses	<b>257,733</b>	944,753
Reversal of provision for credit losses	-	(24,474)
Miscellaneous	<b>219,480</b>	305,927
	<b>46,756,063</b>	54,691,314
<b>NET INVESTMENT INCOME (LOSS) BEFORE FINAL TAX</b>	<b>79,276,588</b>	(140,978,617)
<b>PROVISION FOR INCOME TAX</b>	<b>15,846,380</b>	18,702,207
<b>NET INVESTMENT INCOME (LOSS)</b>	<b>63,430,208</b>	(159,680,824)
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>		
<i>Items that recycle to profit or loss in subsequent periods:</i>		
Changes in the fair value of available-for-sale investments	-	(1,050,000)
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>	<b>₱63,430,208</b>	(₱160,730,824)
<b>EARNINGS (LOSS) PER SHARE</b>	<b>(₱0.0998)</b>	(₱0.2268)



## RISK FACTORS AND OTHER INFORMATION

### I. GENERAL RISK WARNING

The price of securities as a result of market conditions fluctuates, and any individual security may experience upward or downward movement, and may even become valueless. There is a risk that losses may be incurred rather than profit made as a result of buying and selling of securities.

Past performance is not a guide to future performance.

An investor deals in a range of investments of which may carry a different level of risk. There is an extra risk of losing money when securities are bought from smaller companies. There may be a big difference between the buying price and the selling price of these securities.

### II. PRUDENCE REQUIRED

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

### III. PROFESSIONAL ADVICE

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

## RISK FACTORS

Potential investors should read thoroughly all information contained in this Prospectus and/or other Fund related documents available before making any investment decisions. He or she should carefully consider all investment risks, fees, and/or other factors detailed in these documents to make certain whether the Fund's nature is appropriate for his or her investment profile and objective.

Various risk factors can affect the market value of the assets of the Fund and cause the Fund's net asset value to vary. Consequently, the returns of the Fund are not guaranteed and there is a risk that a Fund might not achieve its investment objectives.

The major risk factors facing the Fund are listed by order of importance below:

**MARKET RISK** is the risk of change in the value/price of financial instruments from fluctuation in foreign exchange rates (currency risk), market interest rates (interest rate risk) and market prices (price risk). The Fund's investments in equity securities may decline in value due to factors affecting securities markets generally, or particular countries, segments, economic sectors, industries, or companies within those markets. Historically, the markets have moved in cycles and the value of the Fund's securities and other financial instruments may move drastically up or down from day to day. The risk can be minimized by following the exposure limits set in this prospectus or by the Commission.

**LIQUIDITY RISK** (also called funding risk) is the risk that the Fund will encounter difficulty in raising funds within a reasonable time to meet short term financial demands. The Fund may not be able to generate enough cash to pay for the redemptions within the normal 7-day period. The risk can be minimized by placing a liquidity contingency plan that will provide a framework for addressing liquidity crisis situations.

**CREDIT RISK** (also called default risk) is the risk that the issuer of the security will be unable to make the required payments on their debt obligations. The Fund invests in government securities, the risk of default of which is considered minimal. The Fund manages credit risks by transacting with accredited counterparties only. Credit exposures are closely monitored to ensure that payments are made on time.

The following are additional risks present in managing the Fund:

- Investment companies/mutual funds are neither insured with the Philippine Deposit Insurance Corporation (PDIC) nor any other agency of the government, nor guaranteed by the Fund Manager. Investors are advised to read the prospectus of the Fund before deciding to invest.
- Investors are exposed to the risk of dilution since other investors may subscribe to any amount of shares of the Fund. The influence that the investors can exert over the control and management of the Fund decreases proportionately.

The above risk factors are by no means all-inclusive. New and/or unidentified risks may arise any time given the dynamic financial markets and economic environment.

## **FUND FEATURES**

### **THE FUND**

First Metro Save and Learn Balanced Fund, Inc. is a Philippine corporation incorporated as an open-end investment company on January 29, 2007 under SEC registration No. CS200701110. The Fund is engaged primarily in the sale of its shares of stock and in the investment of the proceeds from these sales into a portfolio of quality, high grade equity securities and fixed income instruments. One of the objectives of the Fund is to provide small investors with the opportunity to access the capital markets and enable them to reap satisfactory returns on their investments through prudent selection of equity and fixed income securities, and the professional management and supervision of the Fund.

### **CLASSIFICATION OF THE FUND**

The Fund is exposed to equity securities and/or in government and corporate debt securities and can be considered a moderate type of investment.

### **INVESTMENT OBJECTIVE AND RESTRICTIONS**

The investment objective of the Fund is to generate long-term capital appreciation through investment in equity securities and/or in government and corporate debt securities. The Fund will adopt a tactical allocation approach by having the ability to switch between equities, bonds, and cash with a wider range in the permitted allocation between equities and fixed-income assets when needed.

The Fund shall be subject to the following limitations and restrictions:

- a. The maximum investment in any single enterprise or issuer shall not exceed an amount equivalent to fifteen percent (15%) of its net assets, nor shall the total investment of the fund exceed ten percent (10%) of the outstanding securities of the Fund.

- b. There shall be no investment of more than twenty percent (20%), in aggregate, of its net assets in transferable securities, money market securities, deposits and financial derivatives issued by a single entity or issuer.
- c. Deposits shall not exceed twenty percent (20%) of its net assets in a single bank/non-bank with a quasi-bank license excluding monies for liquidation of a revoked Investment Company.
- d. The investment in the following shall not exceed five percent (5%) of the net assets of the Fund:
  - a. Deposits placed with a non-investment grade or unrated deposit taking institution;
  - b. Debt securities or money market instruments not dealt in an organized market or issued by an unrated or non-investment grade issuing body;
  - c. Over-the-counter financial derivatives with non-investment grade or unrated counterparty, unless the derivatives are used for efficient portfolio management which the investment aggregate shall not exceed more than twenty percent (20%) of the assets of the Fund.
  - d. Unlisted shares issued by a related party.

The aggregate investments shall not exceed ten percent (10%)
- e. Investment in foreign government debt securities or money markets where the issuer or the guarantor is a government, sovereign or central bank with an international long-term issuer rating of investment grade may be increased to a maximum of thirty five percent (35%) of the net assets of the Fund.
- f. A maximum of five percent (5%) of the net assets of the Fund may be invested in government debt securities issued or guaranteed by a government, sovereign or central bank with an international long-term issuer rating that is non-investment grade;
- g. In investing in financial derivative instruments for the Fund, the Fund Manager shall see to it that it employs a risk-management process which captures the risks associated with the use of financial derivatives and satisfies all the following requirements:
  - a. The total exposure to financial derivatives or embedded financial derivatives, including counterparty transactions, shall not exceed ten percent (10%) of the net assets of the Fund, or five percent (5%) of the net assets if the derivatives are not investment grade, unless the derivatives counterparty is used for efficient portfolio management which the investment aggregate shall not exceed more than twenty percent (20%).
  - b. The Fund shall invest five percent (5%) of its net assets to liquid assets to meet all its payment and delivery obligations.
  - c. The Fund Manager shall not act as counterparty to an OTC derivative invested into by the Fund.
- h. The Fund shall not invest in the securities it is issuing.
- i. The Fund shall not purchase from or sell to any of its officers or directors or the officers or directors of its investment advisor/s, manager or distributor/s or firm/s of which any of them are members, any securities other than the capital stock of the Fund.
- j. The Fund shall not engage in short selling securities or invest in any of the following:
  - a. Margin purchase of securities (investment in partly paid shares are excluded)
  - b. Commodity futures contracts
  - c. Precious metals
  - d. Unlimited liability instruments

- k. For liquidity purposes, unless otherwise prescribed by the Commission, the Fund may implement a decreased investment of less than ten percent (10%) but not less than five percent (5%) of its assets in liquid/semi-liquid assets provided that a notarized liquidity contingency plan has been submitted, signed by the President of the Fund and its Fund Manager.
  - a. Treasury notes or bills, certificates of indebtedness issues by the Bangko Sentral ng Pilipinas (BSP) which are short term, and other government securities or bonds and such other evidence of indebtedness or obligations, the servicing and repayment of which are fully guaranteed by the Republic of the Philippines.
  - b. Savings or time deposits with government-owned banks or commercial banks, provided that in no case shall any such savings or time deposit accounts be accepted or allowed under a “bearer”, “numbered” account or other similar arrangement.
- l. The total operating expenses of the Fund shall not exceed ten percent (10%) of its average investment fund or net worth as shown in its previous Audited Financial Statements covering the immediately preceding fiscal year.
- m. The Fund shall not incur any further debt or borrowing unless at the time of its incurrence or immediately thereafter there is an asset coverage of at least three hundred percent (300%) for all borrowings of the Fund. Provided, however, that in the event that such asset coverage shall at any time fall below three hundred percent (300%), the Fund shall within three (3) days thereafter, reduce the amount of its borrowings to an extent that the asset coverage of such borrowings shall be at least three hundred percent (300%).
- n. The Fund Manager shall inform the Commission within three (3) business days after it becomes aware of any breach of investment restrictions and shall rectify such breach as soon as practicable, but shall not be more than five (5) business days from the date of discovery. If any of the investment limits is breached by reason other than investment decision, the Fund Manager shall report this matter to the Commission within five (5) business days, and rectify the breach no later than three (3) months from the date of the breach.

## **FEATURES AND PROCEDURES**

### **ELIGIBLE INVESTORS**

The shares of the Fund may be purchased and held by any person of legal age or duly organized and existing corporations, partnerships or corporate entities regardless of nationality. The Investor shall declare and warrant that there are no legal restrictions prohibiting the purchase of the shares applied for and that the Investor is otherwise eligible throughout the duration of the period that the Investor remains a stockholder of the Company.

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

### **INVESTOR PROFILE AND INVESTMENT SUITABILITY**

Prior to account opening, the Fund shall perform an investor profiling process for all investors under the general principles on client suitability assessment to guide the investor in choosing investment outlets that are best suited to their objectives, risk tolerance, preferences and experience. The profiling process shall, at the minimum, require the client to provide relevant information thru the Suitability Assessment Form (SAF) and classify them according to their financial sophistication and communicate the SAF results to the Fund.

## REQUIREMENTS FOR ACCOUNT OPENING

Any qualified investors may submit the following documents through the principal distributor, FAMI, or through any authorized investment solicitor:

The Know-Your-Customer (KYC) documents (*may be updated from time to time*)

- a. Account Opening Form (AOF), Customer Data Sheet (CDS), Signature Card (per investor)
- b. Photocopy of at least one (1) valid government-issued ID
- c. Subscription/initial payment to First Metro Save and Learn Philippine Index Fund, Inc.

For investors other than individuals, the following documents, in addition to the AOF, CDS, Signature Card and valid government-issued ID, must be submitted and shall be considered integral parts thereof:

- a. Investor's SEC Certificate of Registration, Articles of Incorporation and By-Laws;
- b. Latest Audited Financial Statement (AFS);
- c. Latest General Information Sheet (GIS);
- d. Notarized corporate secretary's certificate setting forth the resolutions of the Investor's Board of Directors or equivalent body:
  - i. Authorizing the purchase of the shares of the Fund;
  - ii. Designating the signatories for the purpose; and
  - iii. Certifying the percentage of capital stock held by non-Filipinos.

Applications for the number of shares and the applicable NAV are subject to acceptance and approval by the Principal Distributor. The Issuer or its Principal Distributor reserves the right to accept, reject, or reduce the number of shares subscribed for in any application at its discretion in such a manner that it may deem appropriate.

An application, once accepted, shall constitute an agreement between the Investor and the Fund Manager and Principal Distributor at the time, in the manner and subject to the conditions set forth in this Prospectus and the Application.

## OFFERING PRICE AND SALES LOAD FEES

The net asset value computation shall be made in accordance with the valuation method indicated in the prospectus and shall be applied consistently. Any change in the NAVPS computation or valuation method shall be subject to approval by the Commission.

The price at which the securities are to be sold is at the NAVPS computed at the end of each banking day. A sales load may also be charged on the day of the purchase.

The daily cut-off time for the receipt of the subscription proceeds shall be 12:00 NN (*may be updated from time to time*). The shares shall be valued based on the NAVPS for the same banking day if the proceeds are received on or before the said cut-off time. For subscriptions received after the cut-off time, it shall be deemed to have been received the following banking day. In both instances, a sales load fee may be charged based on the total price of the subscription.

The sales load fee is a maximum of 3%.

### **MINIMUM INVESTMENT**

The minimum initial and additional investment shall be P5,000.00 and P1,000.00 respectively or as otherwise prescribed by the Fund Manager and approved by the Commission.

### **PAYMENT TERMS AND METHODS**

Subscriptions shall be made in the form of cash, check or electronic transfer with a BSP authorized agent bank. All such authorized cash, checks and electronic transfer must be made payable to "First Metro Save and Learn Balanced Fund, Inc.," dated as of the date of subscription, and remitted directly to the Principal Distributor at its principal office.

Investors can make payments through FAMI cashier, local bank partners, mobile payment channels and other channels prescribed by the Fund Manager and approved by the Commission. The updated payment methods and procedures are available on the FAMI website, [www.fami.com.ph](http://www.fami.com.ph). A confirmation notice will be sent to the Investors once the subscription has been processed.

### **REDEMPTION OF SHARES**

Investors may redeem/withdraw their existing number of shares by submitting a duly signed Redemption Form accompanied by a photocopy of one (1) valid government-issued ID to the Principal Distributor or to the network of redemption centers acceptable to the Commission.

For redemption requests submitted before the daily cut-off time of 12:00NN (*may be updated from time to time*), the redemption price shall be computed based on the NAVPS on the same banking day when such request is received. Should the request for redemption be received after the said daily cut - off time, it shall be valued at the NAVPS on the following banking day.

Payments for shares redeemed, less any redemption charges and taxes applicable, shall be made within seven (7) banking days from receipt of the request for redemption, in accordance to Sec 22(b) of the Investment Company Act. Redemption proceeds can be made available to the Investor through bank remittance or to other payment channels acceptable to the Commission.

The Fund may suspend redemption or postpone the date of payment for redemptions in cases when (1) trading is suspended on the Philippine Stock Exchange, or (2) cash clearing is suspended by the Philippine Clearing House Corporation or BSP, or (3) with the consent of the Commission. The Commission may suspend the redemption of securities of an investment company whenever necessary or appropriate in the public interest or for the protection of investors.

### **MINIMUM HOLDING PERIOD AND REDEMPTION CHARGES**

There shall be a minimum holding period of at least six (6) months and redemption fees shall be deducted out of the redemption proceeds depending on the retention period of the Investor:

<b>Retention Period</b>	<b>Fee</b>
Less than 6 months	Maximum of 1% (excluding VAT)
6 months and beyond	None

### **PROCEDURE FOR HANDLING CUSTOMER'S COMPLAINTS**

Investors may coordinate with FAMI through several platforms such as phone call (8891-2860 up to 65), email ([fami@firstmetro.com.ph](mailto:fami@firstmetro.com.ph)), social media [Facebook, Instagram, Twitter, Viber (@FirstMetroAsset)], and website ([www.fami.com.ph](http://www.fami.com.ph)).

Guidelines for each complaint category are implemented to ensure speed and efficiency in achieving the goal of solving concerns via shortest handling and waiting time possible.

## **DELIVERY OF STOCK CERTIFICATES**

In the interest of economy and convenience, a stock certificate representing ownership of shares in the Fund will not be issued unless requested by the shareholder in writing. Shares are recorded on a stock register; shareholders who do not elect to receive stock certificates have the same rights of ownership as if certificates had been issued to them. Issued stock certificate/s must be surrendered when redeeming the related shares or when transferring such assets from one fund to another. If the certificate is lost, the Investor cannot carry out such transaction in his/her/their Account until the certificate has been replaced, a process which, for legal reasons, can take more than one year. Applicable fees will be charged to replace a lost certificate.

The Investor shall not assign, transfer, or convey this stock certificate, and any of the Investor's rights and obligations, without the prior written consent of FAMI and/or the Fund.

## **DEPOSIT FOR FUTURE SUBSCRIPTION**

The Fund may become fully subscribed at any point in time. In such case, the Fund would continue to accept deposits for future subscription (DFFS) in anticipation of an increase in capital, subject to the requirements of the law and regulations on the same. The DFFS accepted would be earmarked for the issuance of the appropriate number of shares that the DFFS would have purchased as of date of acceptance. Upon approval of the increase in authorized capital stock and upon registration of the new shares resulting therefrom with the Commission, the Fund would release the shares equivalent to the DFFS accepted, according to the "first in, first out" rule.

## **BENEFITS TO THE INVESTOR**

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

### **Professional Management**

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

### **Diversification at Low Cost**

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

### **Liquidity**

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

### **Convenience**

Purchase of fund shares shall be through a broker, bank, accredited agent or any authorized distributor.



### **Protecting Investors**

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

### **USE OF PROCEEDS**

The proceeds of the shares of the Fund will be invested in equity and fixed-income securities in accordance with the policies and limitations set forth in this prospectus and other applicable laws. All the proceeds from the sale of shares, including the original subscription payments at the time of incorporation constituting the paid in capital of the Fund shall be held by the custodian bank. Using a Net Asset value per share computed of Php2.4388 as of June 30, 2020, the total estimated gross proceeds to be raised by the offering is ₱2,438,800,000.

No material amount of the proceeds is to be used to acquire assets or finance the acquisition of other business. The proceeds will not be used to discharge debt or reimburse any officer, director, employee or shareholder for services rendered, assets previously transferred, money loaned or advanced or otherwise or any expenses. Total expenses paid out or projected to be paid out of the gross proceeds are the following: up to 1.875% of the total asset under management for management and distribution fees, Php 257,733.17 as of December 31, 2019 for audit fee, Php 10,000 per month for transfer agency fee and 1.50bps for custodianship fee.

### **DETERMINATION OF OFFER PRICE**

The offer price is the NAVPS at the end of the day. NAVPS is computed by dividing net assets (total assets less total liabilities) by the total number of shares issued and outstanding, plus the total number of shares outstanding due to DFFS and for conversion to shares, if any, as of the end of the reporting day. A sales load fee may be charged based on the total amount of the subscription.

The Fund will compute and post the NAVPS on a daily basis and will publish such daily prices in at least two (2) newspapers of general circulation in the Philippines.

### **PLAN OF DISTRIBUTION**

The Fund has appointed First Metro Asset Management, Inc. (FAMI) as principal distributor of its shares of stock and will not sell or agree to sell any shares of its capital stock except through FAMI. No shares are designated to be sold to specified persons. FAMI may set up a marketing network and qualified sub-dealers or agents to sell the shares. Accredited sub-dealers or agents are directly liable to FAMI.

FAMI's marketing strategy will leverage on its on the strategic partnership of CEAP, Marist and First Metro Investment Corp. It likewise capitalizes on its affiliation with the Metrobank Group.

FAMI is licensed by the Commission to act as an Investment Company Adviser. The license was renewed last November 28, 2019 and is being renewed annually.

### **DESCRIPTION OF SECURITIES TO BE REGISTERED**

The Fund's authorized capital is One Billion Pesos (Php1,000,000,000), composed of One Billion (1,000,000,000) unclassified common shares with a par value of One Peso (Php1.00) per share.



Each shares of stock of the Fund shall have voting rights equal to every other outstanding share of stock of the same Fund in accordance with the Corporation Code of the Philippines, and subject to the following:

**Right of Redemption**

The holder of any share of the Fund, upon presentation of the duly accomplished redemption form, shall receive by way of redemption approximately his proportionate share in the Fund's current net assets or the cash equivalent thereof, i.e., the net current asset value per share, subject to existing laws and the By-Laws of the Fund.

**Waiver of Pre-emptive Rights**

No stockholder shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Fund.

**Restrictions on Transfer**

No transfer of shares of the Fund, which would reduce the stock ownership or equity interest of Filipino citizens to less than the percentage required by applicable laws or regulations shall be caused or allowed to be recorded in the books of the Fund.

**Distribution of Dividends**

Each shareholder has a right to any dividends that may be declared by the Fund in accordance to the Dividend Policy indicated in this prospectus.

While the DFFS holders are not shareholders (hence, they do not have the rights to vote and receive dividends), they have the right to ask for a return of their DFFS amounts at any time based on NAVPS at the time of redemption request.

**INTEREST OF NAMED EXPERTS AND INDEPENDENT COUNSEL**

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

**INFORMATION WITH RESPECT TO THE REGISTRANT**

**DESCRIPTION OF BUSINESS**

**THE FUND**

The Fund is a Philippine corporation incorporated as an open-end investment company on January 29, 2007. The investment objective of the Fund is to generate long-term capital appreciation through investment in equity securities and/or in government and corporate debt securities.

**COMPETITION**

The competitive environment for the company's products includes not only the products and services offered by the other Mutual Fund players, but all other investment instruments that the Company's target market has access to. The institutional funds of this market (especially the bigger ones) evidently have access to almost all types of instruments locally available such as unit investment trust funds, pre-need plans, universal life products, and other bank products. The retail funds and smaller institutional funds, however, are more likely limited to simple bank products. There is a big opportunity to tap into both the institutional and retail investors.

The Fund's main competitors are the other mutual funds in the Balance Fund category of Philippine mutual funds. It considers the funds of Sunlife and Philam, as its main competitors. As of December 31, 2019, these two competitor Funds represent around 87.84% of the total funds in this category. The Fund will be competing initially in terms of return on investment (ROI) and later on in terms of Fund size. Philam and Sunlife have big sales force and they have life insurance companies as affiliates which they also tap to market their mutual funds. They have big multinational financial institutions as their parent companies. They have longer track record and experience not only in the mutual fund industry but also in other financial products and services. The top three competitors substantially capture the local industry's market share.

## DESCRIPTION OF PROPERTY

The Fund has financial assets in the form of cash, fixed income securities, and equity securities. It does not own any real property. As prescribed by SEC rules, all of the Fund's assets must be held by the custodian bank as disclosed in this prospectus.

Operations will be conducted within the premises of the Fund Manager. All facilities are either owned or provided by the Fund Manager. The Fund has neither property under its fixed asset account nor hires employees for its operations.

## MARKET PRICE FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

### MARKET INFORMATION

The shares of First Metro Save and Learn Balanced Fund are available for purchase through its appointed Principal Distributor and sub-distributors.

Below is the history of Net Asset Value per Share (NAVPS) of the Fund the second quarter of 2020, and for the years 2019, 2018 and 2017:

Year		1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
2020	High	2.6355	2.4997	–	–
	Low	2.1061	2.2304	–	–
2019	High	2.6912	2.6872	2.7517	2.7070
	Low	2.5438	2.5573	2.6267	2.5786
2018	High	2.8483	2.6708	2.6506	2.5715
	Low	2.6321	2.4616	2.4629	2.3862
2017	High	2.5288	2.6381	2.7158	2.7700
	Low	2.4191	2.4814	2.6239	2.4814

## SHAREHOLDERS

As of June 30, 2020, there are 7,550 shareholders of the Fund.

*\*On December 17, 2019, SEC approved the confidential treatment of the Top 20 shareholders of the Fund.*

## DIVIDENDS

The Corporation Code generally requires a Philippine corporation with surplus profits in excess of 100% of its paid-up capital to declare and distribute such surplus to its shareholders in the form of dividends. Notwithstanding this general requirement, a Philippine corporation may retain all or any portion of such surplus when (i) justified by definite corporate expansion projects or programs

approved by the Board of Directors; or (ii) when the corporation is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its/ his consent, and such consent has not yet been secured; or (iii) when it can clearly be shown that such retention is necessary under special circumstances obtaining in the corporation, such as when there is need for special reserve for probable contingencies.

The Board of Directors of the Fund has adopted a policy, consistent with the Fund's objective, to retain the surplus profits of the Fund in the retained earnings account. Such accumulation is reflected in the computation of the NAVPS. Shareholders realize their gains when shares are redeemed. To date, there has been no distribution of dividends to shareholders. The Board of Directors of the Fund may amend the dividend policy as conditions warrant. In said event, the declaration of cash dividends is subject to the restriction that no dividends will be declared that will impair the capital stock of the company.

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

## LEGAL PROCEEDINGS

There is no material pending legal proceeding to which the Fund or any of its affiliates is a party or in which any of its properties are the subject of the proceeding.

## AFFILIATED COMPANIES

First Metro Investment Corporation (FMIC) is affiliated with the Fund, being its majority founding shareholder. FMIC is the parent company of FAMI, principal distributor and fund manager, and it is also a stockholder of the other investment companies.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION (June 30, 2020 vs. December 31, 2019) AND RESULTS OF OPERATIONS (January 1 to June 30, 2020 vs. January 1 to June 30, 2019)

### FINANCIAL POSITION

As of June 30, 2020, the Fund's total assets ended at ₱1.44 billion, lower by 9.18% or ₱145.67 million from ₱1.59 billion as of December 31, 2019. Total liabilities decrease by 41.81% or ₱2.49 million from ₱5.95 million to ₱3.17 million during the three-month period. The changes in total assets and liabilities are primarily due to the movements in the following accounts:

#### 1. *Cash and cash equivalents*

This account consists of the Fund's savings and checking accounts and time deposits in local banks. Cash in banks earn interest at the respective bank deposit rates. Time deposits bear annual interest rates ranging from 0.25% to 3.75% in 2020 and 2019, respectively. The decrease of 59.42% or ₱61.78 million from ₱103.97 million to ₱42.19 million was due to higher savings account balance this year.

#### 2. *Financial assets*

*Financial assets at FVTPL* consists of investments in government securities and private debt and equity securities. The decrease of 12.65% or ₱174.38 million from ₱1.38 billion to ₱1.20 billion was due to result of changes in the fair value of investments during the quarter. As of June 30, 2020 and December 31, 2019, this account include fair value loss of ₱115.11 million and ₱47.44

million gain, respectively.

*Financial assets at Amortized Costs* consists of investments in quoted private debt securities. The increase of ₱69.64 million or 92.90% from ₱74.97 million to ₱144.61 million was mainly due to additional purchases during the period.

### 3. **Receivables**

This account consists of receivables from brokers, accrued interest receivable and dividend receivable. The increase of ₱37.02 million from ₱9.73 million to ₱46.75 million was due to higher uncollected proceeds from the sale of equity securities and dividend receivable as of reporting date.

### 4. **Other assets**

This account remained at ₱3.17 million which pertains to creditable withholding taxes of the Fund.

### 5. **Accounts payable and accrued expenses**

This account consists of due to brokers, accounts payable, payable to FAMI, accrued expenses, withholding tax payable and documentary stamp tax payable. The decrease of 41.81% or ₱2.49 million from ₱5.95 million to ₱3.46 million was due to settlement of accounts payable during the period.

### 6. **Equity**

The Fund's equity is comprised of its capital stock, additional paid-in capital and retained earnings. The decrease of ₱143.18 million or 9.06% from ₱1.58 billion to ₱1.44 billion was mainly due to the net effect of redemptions and net loss recognized during the period.

*Capital Stock* ended at ₱589.17 million, a decrease of ₱11.28 million from ₱600.45 million, mainly due to redemptions during the period. The Fund's authorized capital stock remained at ₱1.00 billion with par value of ₱1.00 per share. As of June 30, 2020 and December 31, 2019, the total issued and outstanding shares were 589,169,569 and 600,450,496, respectively, while the total number of holders of redeemable common shares is 4,949 and 4,982, respectively.

*Additional paid in capital* went down by ₱18.81 million from ₱896.56 million to ₱877.75 million due to redemptions made during the year.

*Retained earnings* decreased by ₱113.09 million from ₱83.05 million to ₱30.04 million deficit mainly due to results of operations recognized during the year.

## **RESULTS OF OPERATION**

For the quarter ended June 30, 2020, the Fund realized a net loss of ₱114.43 million, lower by ₱201.70 million from last year's net income of ₱87.27 million. Detailed discussions on the changes in the statement of income accounts are as follows:

### 1. **Trading and securities gain (loss)**

This account includes realized and unrealized gains earned from trading investments in debt and equity securities. The decrease of ₱211.10 million from ₱96.89 million gain to ₱115.11 million loss was mainly due to lower realized gain from the sale and result of changes in fair value of debt and equity securities held for trading during the quarter.

### 2. **Interest income**

This account includes interest income earned from cash and cash equivalents, investments in government and private debt securities. Interest income rose by 16.50% or ₱2.33 million from ₱

14.10 million to ₱16.42 million this period due to additional investments in debt securities during the period.

**3. Dividend income**

This is recognized when the Fund's right to receive cash dividend is established. Dividend income dropped by 45.25% or ₱6.23 million from ₱7.54 million to ₱13.77 million mainly due to the lower cash dividends earned from equity securities during this period.

**4. Management and retainer's fee**

This account dropped by 17.47% or ₱3.24 million from ₱15.31 million to ₱18.55 million mainly due to the decline in management fees relative to the decrease in the Fund's net assets.

**5. Brokers' commission**

This account pertains to fees paid to brokers to execute a trade based on the volume of equity and debt securities being traded. The decrease of ₱5.40 million or 75.26% from ₱7.17 million to ₱1.77 million was mainly due to lower brokers' commission incurred during the period.

**6. Custodian and clearing fees**

This account decreased by ₱0.10 million or 36.55% from ₱275.39 million to ₱0.17 million mainly due to lower fees paid to the custodian of the Fund during the period.

**7. Directors' and officers' fees**

This account pertains to per diem of the Fund's officers and directors during board meetings and annual stockholders' meeting amounting to ₱0.15 million for the quarter ended June 30, 2020.

**8. Professional fees**

This account represents audit fees and other professional fees incurred by the Fund amounting to ₱0.14 million for the quarter ended June 30, 2020.

**9. Taxes and licenses**

This account pertains to taxes other than income tax, such as DST and local taxes amounting to ₱0.12 million for the quarter ended June 30, 2020.

**10. Transaction charges**

This account pertains to the payment of over-the-counter and stock trading charges. The decrease of 76.49% or ₱0.21 million from ₱0.26 million to ₱0.06 million was due to lower volume of trades during the quarter.

**11. Miscellaneous expenses**

This account decreased by ₱0.02 million or 29.95% from last year's ₱0.07 million to ₱0.05 million mainly due to lower membership fee and dues and bank charges paid by the Fund during the period.

**DISCUSSION OF KEY PERFORMANCE INDICATORS**

The Fund was incorporated on January 29, 2007. It seeks to provide total return consisting of as high a level of current income as is consistent with the preservation of capital and liquidity and long-term capital appreciation by investing in a mix of debt instruments and equity securities.

The Fund has appointed FAMI to serve as its Investment Company Adviser, Administrator and Principal Distributor. With the SEC's approval of FAMI's license to act as such last September 6, 2005 and its procedures firmed-up at the end of the same month, active management of SALBF's assets was initiated in May 2007 with the objective to consistently outperform its benchmark, which is the PSEi, and achieve a sizable net income.

The Fund has an initial paid-up capital of ₱25.00 million which translates to a minimal share in the mutual fund industry (under the balanced fund category).

The Fund has identified the following as its key performance indicators:

- *Net Asset Value Per Share* - Net Asset Value per share amounted to ₱2.4388 as of June 30, 2020, lower by 7.32% from the ₱2.6315 NAVPS as of December 31, 2019. The Fund's average daily net asset value slid by 14.92% or ₱0.25 billion from ₱1.69 billion as of December 31, 2019 to ₱1.44 billion as of June 30, 2020.
- *Sales for the period ended* - The Fund's total sales of ₱20.02 million for the period ended June 30, 2020 was 13.46% or ₱3.11 million lower than ₱23.13 million sales for the same period last year.
- *Redemptions for the period ended* - Total redemptions of the Fund amounting to ₱48.79 million for the period ended June 30, 2020 was 62.02% or ₱79.70 million lower than ₱128.49 million redemptions for the same period last year.
- *Net Income vs. Benchmark\** – The Fund incurred ₱114.43 million net loss for the period ended June 30, 2020, ₱201.7 million lower than ₱87.27 million net income for the same period last year.
- *Market Share vs. Benchmark\** – As of June 30, 2020, the Fund garnered 5.68% share in the Balanced Funds category while 0.49% share among all mutual funds in terms of net assets. On the basis of account holders, the Fund has 4,949 account holders or 5.59% of the total accounts in this Fund category.

\*The benchmark of the Fund is 50% Philippine Stock Exchange Index (PSEi) + 30% Bloomberg Index + 15% S&P Corporate Index + 5% liquidity.

## FINANCIAL SOUNDNESS INDICATORS

The following basic ratios measure the financial performance of the Fund for the years ended 2019, 2018 and 2017:

PERFORMANCE INDICATORS	2019	2018	2017
Return on average asset <sup>1/</sup>	3.81%	(8.51%)	13.77%
Return on average equity <sup>2/</sup>	3.82%	(8.54%)	13.87%
Cost-to-income ratio <sup>3/</sup>	37.10%	(63.43%)	17.19%
Net asset value per share <sup>4/</sup>	₱2.6315	₱2.5431	₱2.7699
Earnings(Loss) per share <sup>5/</sup>	₱0.0998	(₱0.2268)	₱0.3556

<sup>1/</sup> Average assets for year ended December 31 were computed based on the average of the beginning and ending balances, over the net income for the year.

<sup>2/</sup> Likewise, average equity for year ended December 31 was computed based on the average of the beginning and ending balances, over the net income for the year.

<sup>3/</sup> Operating expenses for the cost-to-income ratios do not include provision for probable losses and provision for income taxes.

<sup>4/</sup> Net asset value per share by deducting total liabilities from total assets to come up with the Net Assets and dividing with the outstanding number of shares for the year.

<sup>5/</sup> Net income divided by weighted average number of common shares.

## COMMITMENTS, MATERIAL EVENTS AND UNCERTAINTIES

The Fund has no plans of entering into any material commitment for capital expenditures in the future. To the knowledge and information of the Fund, there are no events or uncertainties that will have a material impact on the Fund's liquidity or that will trigger direct or contingent financial obligation to the Fund, including any default or acceleration of an obligation. Also, there are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Fund with unconsolidated entities or other persons created during the reporting period.

There are no known trends, events or uncertainties that have had or that are reasonably expected to cause a material favorable or unfavorable impact on income from continuing operations. Similarly, there are no significant elements of income or loss that did not arise from the Fund's continuing operations. Lastly, there are no seasonal aspects that had any material effect on the financial condition or results of operations of the Fund.

## CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

The present auditor of the Fund is Sycip, Gorres, Velayo and Company. The reports of said auditors on the financial statements of the company for the year ended December 31, 2019 contained unqualified opinions.

There are no disagreements with the auditors on any matter of accounting principles or practices, financial statement disclosures, auditing scope or procedures, which disagreements, if not resolved to their satisfaction, would have caused the auditors to make reference thereto in their respective reports on the financial statements for such years.

There are no tax fees paid for the last 5 years for professional services rendered by SGV & Co. for tax accounting compliance, advice, planning and any other form of tax service.

There are no other fees paid for the last 5 years for products and services provided by SGV & Co. other than the services mentioned above.

## DIRECTORS AND OFFICERS OF THE FUND

The Board of Directors is responsible for conducting all the businesses of the Fund. It shall exercise general supervision over the duties performed by the Fund Manager, Principal Distributor, Transfer Agent and Custodian of the Fund.

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

NAME	CITIZENSHIP	AGE	POSITION
Bro. Manuel V. de Leon, FMS	Filipino	62	Chairman
Dr. Victor A. Abola	Filipino	76	President
Eduardo S. Mendiola	Filipino	64	Director
Bernadette M. Nepomuceno	Filipino	67	Independent Director
Rhodora Angela F. Ferrer	Filipino	52	Independent Director
Edwin B. Valeroso	Filipino	56	Vice-President
Marie Arabella D. Veron	Filipino	59	Treasurer
Jonathan T. Tabac	Filipino	65	Compliance Officer
Atty. Nimfa B. Pastrana	Filipino	58	Corporate Secretary



Below is a description of the business experiences of each director/officer during the last five (5) years:

**BRO. MANUEL V. DE LEON, FMS**

Chairman

Bro. Manuel V. de Leon, FMS, 62, Filipino, term of office is one year. Bro. De Leon has been serving as a member of the Board of Director of the following companies since 2005 and elected as Chairman of the Board on March 22, 2011, namely: First Metro Save & Learn Fixed-Income Fund, Inc. (2005 to present), First Metro Save and Learn Equity Fund, Inc. (2005 to present), First Metro Save and Learn Balanced Fund, Inc. (2005 to present), First Metro Save and Learn Dollar Bond Fund, Inc. (2008 to present), First Metro Asia Focus Equity Fund, Inc. (2010 to present) and Paradigm Global Growth Fund, Inc. (2015 to present). He is also a director of First Metro Asset Management, Inc. (2005 to present). He is the Provincial Superior of Marist Brothers of the Schools - East Asia Province (from 2003 to present). He is the Founding President of SAGIP KA 2000 Foundation, Inc. (2000-present). He is Chairman of the Board of Notre Dame of Dadiangas University (2007-present), Notre Dame of Kidapawan College (2003-present), and Notre Dame of Marbel University (1990-present). He was an awardee of the Ten Outstanding Young Men (TOYM) in 1992. He has masters and doctorate degrees in Education from University of the Philippines.

**DR. VICTOR A. ABOLA**

President

Dr. Victor A. Abola, 76, Filipino, term of office is one year. Dr. Abola is the current Program Director of the Strategic Business Economics Program (SBEP) of the University of Asia and the Pacific (UA&P). He is the Executive Director of the UA&P-FMIC Capital Market Research Center and the Corporate Secretary of Research, Education and Institutional Development Foundation, Inc. (REID). He is a director of First Metro Save and Learn Balanced Fund, Inc. (since 2010), First Metro Save and Learn Equity Fund, Inc. (since 2010), First Metro Save & Learn Fixed Income Fund, Inc. (since 2010), First Metro Save and Learn Dollar Bond Fund, Inc. (since 2010), First Metro Asia Focus Equity Fund, Inc. (since 2010) and First Metro Securities Brokerage Corp. (since 2010).

He gives lectures on Macroeconomic Policy at the graduate school level of the School of Economics. He was a lecturer in Macroeconomics and Introduction to Money, Banking and Finance in the Management Associates Program of the Development Bank of the Philippines (2006-2010). He was the Chief of Party of the Fiscal Policy Analysis Activity of the Department of Finance, a project funded by the USAID in order to enhance policy analysis and revenue forecasting capabilities of DOF's Domestic Finance Group. This work involved completing one of Asia's first Microsimulation Models for major taxes. He finished his doctorate degree in Development Management from the University of Asia and the Pacific, where he also received his M.S. in Industrial Economics. After obtaining his Bachelor of Arts and Bachelor of Science in Commerce (major in Accounting) from the De La Salle University, he obtained his CPA certificate. Prior to this, he spent 15 years in Hong Kong as a Consultant to PCI Capital Asia, Ltd. and later became the Executive Director of the Philippine Research Center (HK), Limited. He has authored numerous articles that have appeared in local and foreign newspapers and periodicals, and UA&P's research publications. He co-authored with Dr. Bernardo M. Villegas the textbooks, Economics An Introduction (now in its 6th edition) and Basic Economics (2nd ed. 2010). He is the author of the text/reference book Money, Banking and Finance (2006).

**EDUARDO S. MENDIOLA**

Director

Mr. Eduardo S. Mendiola, 64, Filipino, term of office is one year. Mr. Mendiola has been serving as a member of the Board of Director of the following companies since June 2015, namely: First Metro Save & Learn Fixed-Income Fund, Inc., First Metro Save and Learn Equity Fund, Inc., First Metro Save



and Learn Balanced Fund, Inc., First Metro Save and Learn Dollar Bond Fund, Inc., First Metro Asia Focus Equity Fund, Inc., First Metro Philippine Equity Exchange Traded Fund, Inc. and Paradigm Global Growth Fund, Inc. He is a career Executive Service officer II and held the position of Deputy Treasurer of the Philippines from 1994 to 2013. Prior to his appointment as Deputy Treasurer, he held various positions in the Bureau of the Treasury from 1982-1993. He attended various trainings and conferences abroad on capital markets, development of financial system in the ASEAN, financial market analysis, and fiscal discipline among others.

Mr. Mendiola received the Most Outstanding “Dangal ng Trinity Award for Financial Administration” by Trinity University of Asia in 2009, and Distinguished Alumnus of Pamantasan ng Lungsod ng Maynila in 2005.

He finished his BS Statistics at the University of the East. He also completed a Master’s in Business Administration from Pamantasan ng Lungsod ng Maynila.

### **BERNADETTE M. NEPOMUCENO**

Independent Director

Bernadette M. Nepomuceno, 67, Filipino, term of office is one year. Ms. Nepomuceno is also an Independent Director of First Metro Save and Learn Dollar Bond Fund, Inc. (since August 2012) and First Metro Asia Focus Equity Fund, Inc. (since August 2019). Ms. Nepomuceno is the President of Private Education Retirement Annuity Association (PERAA) (from 2007-present). Among her past positions during the last five years, she was the President of Holy Angel University (1994-August 2006); Board of Directors, Philippine Association of Colleges and Universities (1995-2006); Board of Directors, Coordinating Council of Private Education Association (2003-2006), among her other affiliations, includes: President, Sophia (Association of Women Presidents/Chancellors of Private Colleges & Universities, Inc.); Member, Technical Working Group on Management Development Program; CHED, Member, Ethics Committee, Lung Center of the Philippines; Board of Trustees, Private Education Retirement Annuity Association, Accreditor, Philippine Accrediting Association of Schools, Colleges and Universities (PAASCU), Founding member, Friends of Jung. She is also a Psychotherapist in a Private Practice (2001-present). Ms. Nepomuceno has a Bachelor of Arts degree in Psychology from the University of the Philippines (1972). She also has a Masters in Psychology, major in Social Psychology, Ateneo de Manila University (1998) (cand.). She took up Hypnotherapy, Psychology of Carl Jung.

### **RHODORA ANGELA F. FERRER**

Independent Director

Ms. Rhodora Angela F. Ferrer, 52, Filipino, term of office is one year. Ms. Ferrer served as Executive Director for Catholic Educational Association of the Philippines (from 2010 to 2014); Asst. Professor, Education Department and Natural Science Department, St. Scholastica’s College (since 2007); Trainer for Teacher-Training Programs, Foundation for Upgrading the Standards of Education (FUSE), since 2004. She also served as Chairperson of the Training Committee, Foundation for Upgrading the Standards of Education, Inc. (FUSE) (2009 to 2010); Associate Professor, College of Education at the University of the East (2009 to 2012); Chairperson, Natural Science Department, St. Scholastica’s College, Dean of Student Affairs, St. Scholastica’s College (2004 to 2007). Ms. Ferrer is also an Independent Director since 2014 of First Metro Save and Learn Dollar Bond Fund, Inc. and First Metro Consumer Fund on MSCI Phils., IMI Inc. since 2019.

Ms. Ferrer finished her BS degree in Physics for Teachers (Cum Laude) at the Philippine Normal University and took up Masters in Education, Major in Physics at De La Salle University. She obtained her doctorate degree in Education Major in Curriculum Studies at the University of the Philippines and took up Ph.D. in Educational Leadership and Management (Executive Program) at De La Salle University.

**DR. EDWIN B. VALEROSO**

Vice President

Dr. Edwin B. Valeroso, 56, Filipino. He is First Vice President of First Metro Asset Management, Inc. He was the President of First Metro Save & Learn Balanced Fund (Jan 2007 to June 2011), First Metro Save & Learn Fixed Income Fund and First Metro Save & Learn Equity Fund (from May 2005 to June 2011), and President of First Metro Save and Learn Dollar Bond Fund, Inc. (2008 to 2011). He is a Director of First Metro Save and Learn F.O.C.C.U.S. Dynamic Fund, Inc. He is presently Vice President of First Metro Save and Learn Equity Fund, Inc., First Metro Save and Learn Balanced Fund, Inc., First Metro Save and Learn Fixed Income Fund, Inc., First Metro Save and Learn Dollar Bond Fund, Inc., First Metro Save and Learn Philippine Index Fund, Inc., First Metro Consumer Fund on MSCI Phils. IMI Inc., First Metro Save and Learn Money Market Fund, Inc. and First Metro Asia Focus Equity Fund, Inc. He is also the Chief Information Officer of First Metro Philippine Equity Exchange Traded Fund, Inc. He is Vice President and Trustee of Philippine Investment Funds Association, Inc. (2006-present) and an Associate Professorial Guest Lecturer at De La Salle University-Graduate School of Business (2000-present). He was a Mutual Fund Strategist/Consultant at First Metro Investment Corp. (2004-2005). Mr. Valeroso has a BS Actuarial Mathematics degree from University of Santo Tomas, a Master's degree in Applied Mathematics (major in Actuarial Science) from University of the Philippines, and a Doctor of Business Administration degree from De La Salle University-Manila. He is also an alumnus of the Trust Institute Foundation of the Philippines.

**MARIE ARABELLA D. VERON**

Treasurer

Ms. Marie Arabella D. Veron, 59, Filipino. Term of office is one year and has served as such since June 2018. She is currently the First Vice President and Head of Corporate Services and Finance Group of First Metro Asset Management, Inc., Treasurer of First Metro Save and Learn Dollar Bond Fund, Inc., First Metro Asia Focus Equity Fund, Inc., First Metro Save & Learn Fixed-Income Fund, Inc., First Metro Save and Learn Equity Fund, Inc., First Metro Save and Learn Balanced Fund, Inc., First Metro Philippine Equity Exchange Traded Fund, Inc., First Metro Consumer Fund on MSCI Phils. IMI Inc., First Metro Save and Learn Philippine Index Fund, Inc., First Metro Save and Learn Money Market Fund, Inc., First Metro Save and Learn F.O.C.C.U.S. Dynamic Fund, Inc. and First Metro Securities Brokerage Corporation. She also served as the First Vice President and Controller of First Metro Investment Corporation, Treasurer/Director of SBC Properties, Inc. and Treasurer of PBC Capital Investment Corporation (2003-2016). She was a Manager of MBTC Domestic Subsidiaries, a Senior Auditor of Joaquin Cunanan & Co./Price Waterhouse (1980-1985) and of Philippine International Trading Corporation (1985-1990). Ms. Veron finished her Bachelor of Science Degree in Business Administration, major in Accounting, Cum Laude from University of the East. She is a Certified Public Accountant and a Certified Management Accountant.

**ATTY. NIMFA B. PASTRANA**

Corporate Secretary

Atty. Nimfa B. Pastrana, 58, Filipino. Term of office is one year and has served as such since June 2018. She is First Vice President and Asst. Corporate Secretary of First Metro Investment Corporation. She is also the Corporate Secretary of First Metro Save & Learn Equity Fund, Inc., First Metro Save and Learn Balanced Fund, Inc. and First Metro Save and Learn Fixed Income Fund, Inc., (from May 2005 to present), First Metro Save & Learn Dollar Bond Fund, Inc. (from 2008 to present), First Metro Consumer Fund on MSCI Phils., IMI Inc. and First Metro Asia Focus Equity Fund, Inc. (from 2010 to present), First Metro Save and Learn Money Market Fund, Inc. (2018-Present), First Metro Save and Learn FOCCUS Dynamic Fund, Inc., First Metro Securities Brokerage Corporation), PBC Capital Investment Corporation, Prima Ventures Development Corporation and First Metro Asset Management Inc. She graduated from the University of the Philippines with a degree in A.B. Philosophy and from San Beda College of Law with a Bachelor of Laws degree.

**JONATHAN T. TABAC**

Compliance Officer

Mr. Jonathan T. Tabac, 65, Filipino. Term of office is one year and has served as such from June 2018. He is also the Compliance Officer of First Metro Securities Brokerage Corporation, First Metro Save & Learn Fixed-Income Fund, Inc., First Metro Save and Learn Equity Fund, Inc., First Metro Save and Learn Balanced Fund, Inc., First Metro Save and Learn Dollar Bond Fund, Inc., First Metro Asia Focus Equity Fund, Inc., First Metro Philippine Equity Exchange Traded Fund, Inc., and First Metro Asset Management, Inc. (from May 2005 to present) and First Metro Save and Learn Philippine Index Fund, Inc., First Metro Save and Learn Money Market Fund, Inc. and First Metro Save and Learn FOCCUS Dynamic Fund, Inc.. He served as AVP & Compliance Officer of Citystate Savings Bank (2002-2003), Vice President of Maybank Philippines (formerly PNB Republic Planters Bank)-1997-2001 and Chairman of the Board of RPB Provident Fund, Unc, (1997-2001). Mr. Tabac finished BSC-Accounting from University of Baguio. He is a Certified Public Accountant.

**SIGNIFICANT EMPLOYEES**

The Fund has no significant employees or persons other than the above-mentioned directors and officers who are expected to make a significant contribution to the business of the Fund.

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

**INVOLVEMENT IN CERTAIN LEGAL PROCEEDINGS**

None of the directors or executive officers of the Fund, its Fund Manager, and its Fund Manager's directors and officers were involved during the past five (5) years in any legal proceeding which is material to an evaluation of their ability or integrity to serve as such, including, bankruptcy petition, conviction by final judgment, domestic or foreign criminal proceeding, being subject to any order, judgment or decree, or violation of a securities, banking or commodities law. Likewise, there is no material pending legal proceeding to which the Fund, any of its affiliates is a party or in which any of its properties are the subject of the proceeding.

**EXECUTIVE COMPENSATION**

The Fund pays its directors, corporate secretary and officers as per diem of P10,000.00, P3,000.00, P2,500.00, respectively, The payment is given during the Annual Stockholders' and regular board meetings.

	<b>2020</b> <b>(Estimated)</b>	<b>2019</b>	<b>2018</b>	<b>2017</b>
Directors	P250,000	P225,000	P205,000	P215,000
Executive Officers	77,500	67,000	77,000	74,500
Aggregate Annual Per Diem	P327,500	P292,000	P282,000	P289,500

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

## SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS AND MANAGEMENT

### SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNER

The following stockholder owns more than 5% of the common voting securities as of June 30, 2020.

Title Class	Name and Address of Owner	Name of Beneficial Owner	Citizenship	No. of Shares Held	Percent to Outstanding Shares
Common Shares	First Metro Investment Corporation (FMIC) 45th Flr. GT Tower Int'l., Ayala Ave. corner HV Dela Costa	Same	Filipino	132,904,895	22.56%
Common Shares	First Georgetown Ventures, Inc. 5/F F&M Lopez Bldg. C. Palanca St. Makati City	Same	Filipino	31,108,846	5.28%

First Metro Investment Corporation (FMIC), is the registered owner of the shares in the books of the Company. The Board of Directors of FMIC has the right to appoint actual person or persons acting individually or jointly to direct the voting or disposition of the shares held by the corporation. The person who will exercise the voting powers over the shares of FMIC is Mr. Francisco C. Sebastian, Mr. Jose Patricio A. Dumlaog or any officers appointed by the Board.

First Georgetown Ventures, Inc. is the registered owner of the shares in the books of the Company. The Board of Directors of First Georgetown Ventures, Inc. has the right to appoint actual person or persons acting individually or jointly to direct the voting or disposition of the shares held by the corporation. The person who will exercise the voting powers over the shares of First Georgetown is Mr. George T. Yang or any officers appointed by the Board.

### SECURITY OWNERSHIP OF MANAGEMENT

Following are the securities owned by directors and officers of the Fund as of June 30, 2020:

Title of Class	Name of Beneficial Owners	Amount and Nature of Ownership	Citizenship	Percent to Outstanding Shares
Common shares	Bro. Manuel V. De Leon, FMS	1	Filipino	0.00%
Common shares	Eduardo Mendiola	1	Filipino	0.00%
Common shares	Victor A. Abola	1	Filipino	0.00%
Common shares	Bernadette M. Nepomuceno*	1	Filipino	0.00%
Common shares	Rhodora Angela F. Ferrer*	1	Filipino	0.00%
Common shares	Nimfa B. Pastrana	148,349	Filipino	0.03%
Common shares	Jonathan Tabac	121,783	Filipino	0.02%

\*Independent Director

## **VOTING TRUST**

The Fund knows no persons holding more than 5% of its shares under a voting trust or similar agreement which may result in a change in control of the Fund.

## **CHANGE OF CONTROL**

There has been no change in control of the Fund since the beginning of the last fiscal year. There is no arrangement which may result in a change in control of the Fund.

## **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

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

## **RULES AND REGULATIONS GOVERNING INVESTMENT COMPANIES**

### **INVESTMENT COMPANY ACT OF 1960**

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

### **PREVENTION OF MONEY-LAUNDERING AND TERRORIST FINANCING**

As part of the Fund's responsibility for the prevention of money-laundering under the Anti-Money Laundering Act of 2001 (AMLC), R.A. 9160, as amended, the Terrorism Financing Prevention and Suppression Act of 2012 (R.A. 10168) and other relevant rules and regulations, the Fund or an entity acting on its behalf may require evidence verifying the identity of a prospective purchaser of shares and the source of the relevant funds. Whether or not such evidence will be required and, if so, the nature and extent of such evidence will depend on the particular circumstances. The Fund and any entity acting on its behalf reserve the right to request such information as considered necessary to verify the identity of a proposed purchaser of shares in each case, and the Fund has absolute discretion to refuse to accept a subscription for shares in the event of delay or failure in the provision of any such information required. The Fund and/or relevant government agencies shall immediately preserve the subject property or funds upon receipt of the notice of a freeze order, in accordance with the order of the court of competent jurisdiction or the AMLC. The owner or holder of the property or funds shall be given a copy of the notice of the freeze order.

### **COMPLIANCE WITH DATA PRIVACY ACT OF 2012 (REPUBLIC ACT NO. 10173)**

To enable the Fund to comply with the requirements of the Data Privacy Act of 2012 (Republic Act No. 10173), the Fund requires all investors to expressly authorize the Fund to collect, process, use, destroy his/her personal and sensitive personal information and any information related to him/her and his/her account as well as its sharing, transfer and/or disclosure to any of the Fund's branches, subsidiaries, affiliates, agents and representatives, industry associations and third parties such as but not limited to outsourced service providers, external auditors, and local and foreign regulatory

authorities in relation to any matter including but not limited to those involving anti-money laundering and tax monitoring, review and reporting, statistical and risk analysis, provision of any products, service, or offers made through mail/email/fax/sms/telephone, customer satisfaction surveys; compliance with court and other lawful orders and requirements. The Fund further requires the investors to hold the Funds and FAMI free and harmless from any liability that may arise from any transfer, disclosure, processing, collection, use, storage or destruction of said information.

## **CORPORATE GOVERNANCE**

All of the directors and officers of the Fund have attended seminars on corporate governance given by a SEC-accredited provider. The Board reviews and updates its Manual on Corporate Governance (“Manual”) at least annually to ensure that it is kept abreast of global leading practices and principles on good corporate governance. At least annually, the directors accomplish a Board Effectiveness Questionnaire to determine their level of compliance, as well as top management’s. There have been no deviations from the manual.

## **TAXATION**

Investors are advised to consult their own professional advisers as to the tax implications of subscribing for, purchasing, holding, and redeeming shares of the Fund. Mutual funds are eligible investment products under R.A. 9505 or the “Personal Equity and Retirement Account (PERA) Act of 2008” and qualified mutual fund investments under said law would entitle the Investor to certain tax benefits. Tax related laws, rules and regulations are factors that are subject to rapid change and which could affect the performance of the Fund.

## **PARTIES INVOLVED IN THE FUND**

### **INVESTMENT MANAGER, FUND ADMINISTRATOR AND PRINCIPAL DISTRIBUTOR**

First Metro Asset Management Inc., (FAMI), the Investment Manager/Fund Manager, Fund Administrator and Principal Distributor of the shares of the Fund, was incorporated on April 21, 2005. The guidelines for the investment management, fund administration and shares distribution of the Company are set in the Management and Distribution Agreement between the parties.

Under the Agreement, FAMI shall formulate and implement the investment strategy, provide and render management, technical, and administrative services, authorized to purchase and sell investment securities for the account of the Fund FAMI shall provide services to the Funds such as: coordination of the activities; preparation of reports, circulars, notices and other information as may be required from time to time; representation with government offices; and other administrative services;; and other roles stated in the Management and Distribution Agreement or as approved by the Commission.

In addition, as Investment Manager, FAMI shall be paid an incentive fee equivalent to 10% of the realized appreciation in the value of the fund's net assets in excess of the benchmark or as agreed upon the Management and Distribution Agreement.

### **CUSTODIAN BANK**

The Custodian Bank of the Company is Citibank Philippines. In consideration of the services to be rendered by the custodians, the Fund shall pay the custodians all fees, charges and obligations incurred from time to time for services rendered pursuant to the Direct Custodial Services Agreements between each registrant and custodian with the terms of the fees schedule specified from time to time by the custodian, upon prior notice to the registrants. The custodianship fees are usually quoted as a

percentage per annum (% p.a.) of the securities' notional or market value, billed at every month-end. The designated custodians also charge transaction fees for the purchase and sale of portfolio securities, usually at a flat fee per transaction.

Under this agreement, the Custodian Bank shall receive, safe keep, record, and account for the proceeds of the sale of the shares of stock of the Fund. The Custodian Bank shall, likewise, hold all the certificates when applicable, representing the investments made by the Fund Manager in behalf of the Fund in accordance with the regulations, and other roles stated in the Custodian Bank Agreement or as approved by the Commission.

## **TRANSFER AGENT**

The transfer agent of the Fund is Metropolitan Bank and Trust Company-Trust Banking Group. The primary responsibility of the transfer agent is the accurate record keeping of individual shareholdings and the issuance and cancellation of stock certificates.

Under this agreement, the Stock and Transfer Agent shall provide certain services such as: filing of reports as may be required by the Commission; preparing of list of stockholders for all regular or special meetings; preparing and mailing out all notices, reports, and circulars to all stockholders; preparing and mailing dividend checks; preparing and issuing stock certificates; and registering all liens constituted on the shares of stock of the Fund.

## **EXTERNAL AUDITOR**

The external auditor of the Fund is the accounting firm of Sycip, Gorres, Velayo and Company (SGV & Co.).