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SECURITIES AND EXCHANGE COMMISSION

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Company Information

SEC Registration No.	AS93005277
Company Name	FEDERAL RESOURCES INVESTMENT GROUP INC.
Industry Classification	Real Estate Activities
Company Type	Stock Corporation

Document Information

Document ID	107272015001736
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COVER SHEET

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S.E.C. Registration Number

F E D E R A L R E S O U R C E S

I N V E S T M E N T G R O U P , I N C .

(Company's Full Name)

N O . 3 5 S A N A N T O N I O S T R E E T

S A N F R A N C I S C O D E L M O N T E ,

Q U E Z O N C I T Y

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

KRISTINA JOYCE C. CARO-GAÑGAN

Contact Person

888-0999

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

SEC FORM 17-C

FORM TYPE

2ND Monday of June
of each year

Month Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

18

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.


Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. **22 JULY 2015**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **AS093-005277**
3. BIR Tax Identification No. **002-648-099-000**
4. **FEDERAL RESOURCES INVESTMENT GROUP, INC.**
Exact name of issuer as specified in its charter
5. **METRO MANILA, PHILIPPINES**
Province, country or other jurisdiction of
incorporation
6.  (SEC Use Only)
Industry Classification Code:
7. **No. 35 San Antonio Street, San Francisco del Monte, Quezon City**
Address of principal office **1105**
Postal Code
8. **(632)6376923**
Issuer's telephone number, including area code
9. **NA**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON SHARES OF STOCK	40,899,000
11. Indicate the item numbers reported herein: **Item 1.**

Item 1. Change in Control

On 22 July 2015, Federal Resources Investment Group, Inc. ("FED") issued 59,101,000 common shares (the "Subscription Shares") to LBC Development Corporation ("LBC") pursuant to the Deed of Subscription entered into by FED with LBC on 18 May 2015. Under the Deed of Subscription, the closing of the share issuance and subscription transaction is subject to and conditioned upon the conduct and completion of a mandatory tender offer as well as the payment of the subscription price, which conditions have been complied with as of 22 July 2015.

Upon issuance of the 59,101,000 common shares, 59.10% of the total issued and outstanding capital stock of FED is now owned and held by LBC. A more detailed description on the change in control of FED is attached herewith as Annex "A".

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 hereunto duly authorized.

FEDERAL RESOURCES INVESTMENTS GROUP, INC.

Issuer

27 July 2015

Date



Kristina Joyce Caro-Gañgan
Corporate Secretary/Compliance Officer

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C****CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER**

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Jul 27, 2015

2. SEC Identification Number

AS093-005277

3. BIR Tax Identification No.

002-648-099-000

4. Exact name of issuer as specified in its charter

FEDERAL RESOURCES INVESTMENT GROUP INC.

5. Province, country or other jurisdiction of incorporation

Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

No. 35 San Antonio St., San Francisco Del Monte, Quezon City

Postal Code

1105

8. Issuer's telephone number, including area code

(632)6376923

9. Former name or former address, if changed since last report

Not Applicable

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

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares of Stock	40,899,000

11. Indicate the item numbers reported herein

Item 9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

Federal Resources Investment Group, Inc.

FED

PSE Disclosure Form 4-5 - Change in Control of Issuer

**References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules**

Subject of the Disclosure

Issuance by Federal Resources Investment Group, Inc. ("FED") of 59,101,000 shares to LBC Development Corporation ("LBC"), representing 59.10% of the total issued and outstanding capital stock of FED.

Background/Description of the Disclosure

On 22 July 2015, FED issued 59,101,000 common shares (the "Subscription Shares") to LBC pursuant to the Deed of Subscription entered into by FED with LBC on 18 May 2015. Under the Deed of Subscription, the closing of the share issuance and subscription transaction is subject to and conditioned upon the conduct and completion of a mandatory tender offer as well as the payment of the subscription price, which conditions have been complied with as of 22 July 2015.

Rationale for the transaction

The Company needed to raise additional capital for general corporate purposes.

Description of the transaction

Issuance by FED of 59,101,000 shares to LBC, representing 59.10% of the total issued and outstanding capital stock of FED.

Identity of the person(s)/entity(ies) who intends to acquire a controlling interest in the Issuer

Name	Nature of any material relationship with the Issuer, their directors/ officers or any of their affiliates
LBC Development Corporation ("LBC")	LBC has no material relationship with the Issuer, its directors/officers or affiliates, except that certain directors/officers of LBC or its affiliates are also directors/officers of FED and own FED qualifying shares.

Identity of the person(s)/entity(ies) from whom control was assumed

Name	Number of Shares	% to Total Number of Outstanding Shares
Not applicable	-	-

Details of the transaction

Number of shares of

voting securities which will be beneficially owned by the person(s)/entity(ies) who will acquire control

59,101,000

Percentage to total number of shares of voting securities

59.1

Amount and source of consideration used by such person(s)/entity(ies)

Php59,101,000; source - cash on hand

Any arrangement or understanding among members of both the former and new control groups and their affiliates/associates with respect to the election of directors or other matters

None

Describe any arrangement known to the Issuer, including any pledge by any person of securities of the issuer or any of its parents

None

The interest which directors of the parties have in the proposed transaction

None

Statement as to the steps to be taken, if any, to safeguard the interests of any independent shareholders

A mandatory tender offer was conducted pursuant to the Securities Regulation Code.

Effects on the following

Ownership structure

Principal Shareholders	Before		After	
	Number of shares	%	Number of shares	%
Klarence T. Dy	12,869,998	31.64	12,869,998	12.87
LBC Development Corporation	-	-	59,101,000	59.1

Capital structure

Issued Shares

Type of Security/Stock Symbol	Before	After
Common Shares/FED	40,899,000	100,000,000

Outstanding Shares

Type of Security/Stock Symbol	Before	After
Common Shares/FED	40,899,000	100,000,000

Treasury Shares

Type of Security/Stock Symbol	Before	After
-	-	-

Listed Shares

Type of Security/Stock Symbol	Before	After
Common Shares/FED	40,899,000	40,899,000

Effect(s) on the public float, if any

Public float has decreased to 28.03%.

Effect(s) on foreign ownership level, if any

Foreign ownership level has decreased to 0.59%.

Other Relevant Information

This amendment is made to reflect (i) the change in the ownership structure of FED following the issuance of the 59,101,000 common shares, (ii) the effect of the issuance of the shares on the public float, and (iii) the effect of the issuance of the shares on foreign ownership level.

The shares shall be applied for listing with the Philippine Stock Exchange

Filed on behalf by:**Name**

Maria Eloisa Imelda Singzon

Designation

Alternate Corporate Information Officer

Remarks**C04053-2015**

- Please be advised that the Exchange is awaiting FED's submission of a comprehensive corporate disclosure regarding the issuance of 59,101,000 FED shares to LBC Development Corporation. The Exchange will apprise the Trading participants and the investing public of further developments on the matter.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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Not Applicable
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Stock

40,899,000

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Identity of the person(s)/entity(ies) from whom control was assumed

Name	Number of Shares	% to Total Number of Outstanding Shares
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Not applicable

Details of the transaction

Number of shares of voting securities which will be beneficially owned by the person(s)/entity(ies) who will acquire control

59,101,000

Percentage to total number of shares of voting securities

59.1

Amount and source of consideration used by such person(s)/entity(ies)

Php59,101,000; source - cash on hand

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None

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Capital structure**Issued Shares**

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Outstanding Shares

Type of Security/Stock Symbol	Before	After
Common Shares/FED	40,899,000	100,000,000

Treasury Shares

Type of Security/Stock Symbol	Before	After
-	-	-

Listed Shares

Type of Security/Stock Symbol	Before	After
Common Shares/FED	40,899,000	40,899,000

Effect(s) on the public float, if any

None. FED still meets the minimum public ownership requirement.

Effect(s) on foreign ownership level, if any

None

Other Relevant Information

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Filed on behalf by:

Name

Maria Eloisa Imelda Singzon

Designation

Alternate Corporate Information Officer