

COVER SHEET

A S 0 9 3 - 0 0 5 2 7 7

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 3 1
Month Day

Fiscal Year

SEC FORM 10.1

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

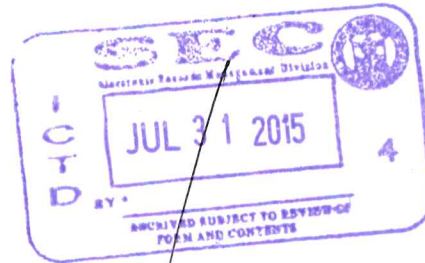
File Number

Document I.D.

LCU

Cashier

STAMPS



FEDERAL RESOURCES INVESTMENT GROUP INC.
(formerly Federal Chemicals, Inc.)

Name of issuer whose securities are being offered for sale or sold

31 July 2015
 Date

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 10.1

NOTICE OF/APPLICATION FOR CONFIRMATION EXEMPT TRANSACTION

Check Applicable Box:

☐

Application for Commission's confirmation of availability of exemption

☒

Notice of Exempt Transaction

1. State the provision of Section 10.1 of the Code under which exemption is based:

Section 10.1(k) of the Securities Regulation Code which provides: "The sale of securities by an issuer to fewer than twenty (20) persons in the Philippines during any twelve-month period."

2. Information about the securities for which this Notice/Application has been filed:

(a) Title of class of securities being offered for sale/sold	Common shares
(b) Form of payment	Payable in cash (Deposits for future subscription previously paid to the issuer)
(c) Number and price/value of the securities being offered for sale/sold	59,101,000
(d) Are any of the issuer's securities listed on the Philippine Stock Exchange and, if so, describe which class is listed and latest trading price.	Yes. The issuer's common shares are listed in the Philippine Stock Exchange. The trading price of the shares as of close of business on 29 July 2015 was Php14.70.
(e) Are the securities traded on any other trading market and, if so, disclose latest trading price	No.
(f) Capital structure as of the date prior to this issuance:	As of the date prior to the issuance:
1) Authorized capital stock, par value, number of shares and amount	1) The authorized capital stock of the issuer was Php100,000,000.00 divided into 100,000,000 common shares with a par value of Php1.00 per share.
2) Subscribed capital stock, number of shares and amount	2) The subscribed capital stock was Php40,899,000.00 divided into 40,899,000 common shares with a par value of Php1.00 per share.
3) Unissued shares	3) The total number of unissued common shares was 59,101,000.

3. Additional information about the securities where this Notice/Application is filed by the issuer thereof:

(a) Exact name of issuer as specified in its charter	Federal Resources Investment Group Inc.
(b) Place (province, country or other jurisdiction of incorporation) and date thereof	Philippines; 12 July 1993
(c) SEC Identification Number	AS093-005277
(d) BIR Tax Identification Number	002-648-099-000
(e) Address of principal office	No. 35 San Antonio St., San Francisco del Monte, Quezon City
(f) Issuer's telephone number, including area code	(02) 364-6345
(g) Former name or former address, if any, since filing of last report with the SEC	Not applicable
(h) Are any of the issuer's securities listed on the Philippine Stock Exchange and, if so, describe which class is listed and latest trading price.	Yes. The issuer's common shares are listed in the Philippine Stock Exchange. The trading price of the shares as of close of business on 29 July 2015 was Php14.70.
(i) Other securities registered with the Commission under the Revised Securities Act or the Securities Regulation Code (title of each class, number of shares)	Not applicable
(j) Describe any other offer for sale/sale of securities	Not applicable

by the issuer for the last 12 months for which exemptive relief from registration was claimed under RSA or Section 10.1 of the Code. This should include the basis of exemption, class of securities, amount and number of investors.	
(k) Name of underwriter or selling agent involved in the sale	Not applicable

4. If securities are being sold by the owner thereof, please disclose:

(a) Name of Selling Owner or Owner's Representative	Not applicable
(b) Date of acquisition and from whom (issuer, another person)	Not applicable
(c) Price of securities when acquired	Not applicable

5. Terms and Conditions of the Sale:

(a) Date and place of initiation of selling efforts (or proposed date and place of sale if prior confirmation is requested)	Not applicable
(b) Unless being sold by the issuer or the owner, please disclose name of person selling the securities and his authority	Not applicable
(c) Lock-Up Period	Not applicable
(d) Summary of other terms and conditions of the sale.	None

6. Information about purchasers

For Applications for Confirmation:

- ☐ Check if purchasers are **existing** stockholders and indicate the **number** of existing stockholder/s _____.
- ☒ Check if purchasers are **new** investors not exceeding 19 and indicate the **number** of new investor/s **1**.

(Note: A list containing the information required under this item shall be filed within 30 days from receipt of confirmation of exemption.)

For Notice of Exemption (Provide the following information:)

(a) Name, address and legal residence of each purchaser, and indicate whether each purchaser is a "qualified buyer" under Section 10.1(l) of the Code.	LBC Development Corporation Address: LBC Hangar, General Aviation Centre, Domestic Airport Road, Pasay City LBC Development Corporation is a "qualified buyer" under Section 10.1(l) of the Securities Regulation Code.
(b) Number of shares which shall be purchased/ purchased by each purchaser	59,101,000
(c) For each purchaser, indicate whether such person is an officer, director or holder of at least 5% of any class of equity shares of the issuer	Not applicable
(d) Indicate the class, number, and percentage of all shares of the issuer already owned by each purchaser	As of date, LBC Development Corporation owns 59,101,000 common shares of the Company, which is equal to 59.10% of the total outstanding and issued

shares of the Company.

7. Exhibits

In addition to the above information, the applicant hereby submits with this Notice/Application the following documents:

- (a) Written Disclosure to Investors containing the required information under Paragraphs (1) and (iii)(d) (*in case of private placements only*) of SRC Rule 10.1. **A copy of the Deed of Subscription which is attached herewith as Annex "A".**
- (b) Copy of other materials to be used/used in connection with the offering for sale or sale. **Not applicable**
- (c) If the consideration is other than cash, documents supporting the proper valuation of the payment to be received in exchange of the securities to be issued. **Not applicable**

8. Filing Fees

This notice with an application for confirmation of availability of an exemption under SRC Rule 10.1 of the Code has been submitted along with the payment of the prescribed fee in the amount of _____ under O.R. No. _____. (*Fill this up if applicable only*) **Not applicable**

Signatures

The undersigned hereby certifies that the exemption applied for hereunder is available and all requirements set forth in SRC Rule 10.1 have been complied with.

Pursuant to the requirements of the Code and SRC Rule 10.1 thereunder **FEDERAL RESOURCES INVESTMENT GROUP INC.** has caused this certification to be signed on its behalf by a duly authorized person who, in case of a juridical person, shall be the President thereof.

Date: 31 July 2015

By:  **Miguel Angel A. Camahort**
President

Instruction

The applicant shall file with the Commission five (5) copies of this SEC Form 10.1, one of which shall be manually signed by a duly authorized person who, in case of a juridical person, shall be the President.

DEED OF SUBSCRIPTION

This Deed of Subscription (the "Deed") is executed this 18th day of May 2015, by and between:

FEDERAL RESOURCES INVESTMENT GROUP, INC., a corporation duly organized and existing under the laws of the Philippines with office address at No. 35 San Antonio Street, San Francisco del Monte, Quezon City, represented herein by its **Chairman, MANUEL S. DELFIN, JR.** (hereinafter, the "ISSUER");

- and -

LBC DEVELOPMENT CORPORATION, a corporation duly organized and existing under the laws of the Philippines with office address at LBC Hangar, General Aviation Centre, Domestic Airport Road, Pasay City, represented herein by its **Director & Executive Vice-President, SANTIAGO G. ARANETA** (herein referred to as the "SUBSCRIBER").

RECITALS:

WHEREAS, the ISSUER has an existing authorized capital stock of One Hundred Million Pesos (Php100,000,000.00) divided into One Hundred Million (100,000,000) shares with a par value of One Peso (Php1.00) per share;

WHEREAS, out of the Php100,000,000 authorized capital stock of the ISSUER, Forty Million Eight Hundred Ninety Nine Thousand (40,899,000) common shares have been subscribed, and the same number of common shares have been paid-up;

WHEREAS, the SUBSCRIBER hereby desires to subscribe to the unissued authorized capital stock of the ISSUER in the amount of Fifty Nine Million One Hundred One Thousand Pesos (Php59,101,000.00) representing Fifty Nine Million One Hundred One Thousand (59,101,000) common shares of the ISSUER at the subscription Price of Php1.00 per share;

WHEREAS, the Board of Directors of the Company has authorized the issuance to the SUBSCRIBER of shares out of the authorized capital stock of the Issuer during its meeting held on 23 April 2015;

NOW THEREFORE, for and in consideration of the foregoing premises and subject to the terms and conditions below, the parties hereby agree as follows:

1. AGREEMENT TO ISSUE AND SUBSCRIBE TO SUBSCRIPTION SHARES

Upon the terms and subject to the conditions of this Deed, the SUBSCRIBER hereby subscribes to, and the ISSUER hereby agrees to issue to the SUBSCRIBER, a total of Fifty Nine Million One Hundred One Thousand (59,101,000) common shares out of the authorized and unissued capital stock of the ISSUER (the "Subscription Shares").

2. SUBSCRIPTION PRICE

The consideration for the issuance of the Subscription Shares shall be Philippine Peso: One (Php1.00) per Subscription Share, or the total amount of Philippine Pesos: Fifty Nine Million One Hundred One Thousand (Php59,101,000.00) (the "Subscription Price"). Such price is supported by a fairness opinion dated 15 May 2015 and issued by Punongbayan and Araullo.

The Subscription Price shall be paid in cash within two (2) Business Days from the close of the Tender Offer Period (as defined below) (the "Subscription Payment Date"). All sums payable to the ISSUER in respect of the Subscription Price shall be made in immediately available funds, for credit on the Subscription Payment Date, as indicated above, by setting-off the Subscription Price against deposits for subscriptions previously paid and delivered to the ISSUER to their concurrent amounts of Philippine Pesos: Fifty Nine Million One Hundred One Thousand (Php59,101,000.00).

3. CONDITION PRECEDENT TO CLOSING

The closing of the share issuance and subscription transaction subject of this Deed (the "Closing") shall be subject to and conditioned upon the conduct and completion of a mandatory tender offer pursuant to the provisions of the Philippine Securities Regulations Code and its implementing rules and regulations. For this purpose, the SUBSCRIBER undertakes to launch such tender offer by 1 June 2015, and complete the same within thirty (30) business days from the date of launch (the "Tender Offer Period") or such longer period as may be agreed upon in writing by the SUBSCRIBER and the ISSUER.

4. ISSUANCE OF THE SUBSCRIPTION SHARES

No later than seven (7) business days from full payment of the Subscription Price as described above, the ISSUER shall, without need of any further demand or notice from the SUBSCRIBER, issue the Subscription Shares, by causing the recording thereof in the name of the SUBSCRIBER with the ISSUER's stock and transfer agent. Further, upon request of the SUBSCRIBER, the ISSUER shall issue and deliver to the SUBSCRIBER the stock certificate(s) evidencing the Subscription Shares. For this purpose, not later than five (5) calendar days from and after the date when the Subscription Shares are issued and in any case within such period as to allow the issuance of said Subscription Shares in accordance with this section, the ISSUER shall cause the payment of documentary stamp tax on the original issuance of the Subscription Shares.

5. DISCLOSURE

The ISSUER discloses to the SUBSCRIBER that the Subscription Shares have not been and will not be registered with the Philippine Securities and Exchange Commission ("SEC") pursuant to the provisions of the Securities Regulation Code on the ground that the issuance of the Subscription Shares to the SUBSCRIBER, is an exempt transaction under Section 10.1(k) of that Code. The ISSUER hereby makes the following specific disclosure to the SUBSCRIBER:

**THE SUBSCRIPTION SHARES HAVE NOT BEEN REGISTERED WITH
THE SECURITIES AND EXCHANGE COMMISSION UNDER THE
SECURITIES REGULATION CODE. ANY FURTHER OFFER OR SALE**

**THEREOF IS SUBJECT TO REGISTRATION REQUIREMENTS
UNDER THAT CODE UNLESS SUCH OFFER OR SALE QUALIFIES AS
AN EXEMPT TRANSACTION UNDER THAT CODE.**

6. COUNTERPARTS

This Deed may be executed in any number of counterparts that, together, shall constitute one agreement. Any party may enter into this Deed by executing a counterpart and this Deed shall not take effect until it has been executed by all parties.

7. GOVERNING LAW


This Deed shall be governed by, and construed in accordance with, the laws of the Republic of the Philippines.

IN WITNESS WHEREOF, this Deed has been executed on the date and at the place first stated above.

The ISSUER

FEDERAL RESOURCES INVESTMENT GROUP, INC.

By:



MANUEL S. DELFIN, JR.
Chairman

Deed of Subscription
Federal Resources Investment Group, Inc.

The SUBSCRIBER

LBC DEVELOPMENT CORPORATION

By:



SANTIAGO G. ARANETA
Director & Executive Vice-President

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

MAY 18 2015

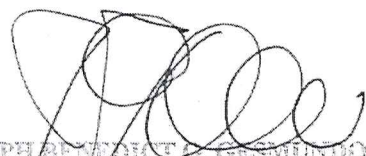
BEFORE ME, this _____ in Makati City personally appeared:

<u>Name</u>	<u>Valid ID Card No.</u>	<u>Date/Place of Issue</u>
Federal Resources Investment Group, Inc.		
Represented by:		
Manuel S. Delfin, Jr.	Passport No. EC0641681	March 23, 2014/DFA Manila
LBC Development Corporation		
Represented by:		
Santiago G. Araneta	Passport No. EB9440268	October 24, 2013/DFA Manila

known to me and to me known to be the same persons who executed the foregoing Deed of Subscription, which consists of four (4) pages including this page on which the acknowledgment appears, and who admitted to me that the same is their free and voluntary act and deed and the free and voluntary act and deed of the entities which any of them represent.

WITNESS MY HAND AND SEAL on the date and at the place first written above.

Doc. No. 296 ;
Page No. 60 ;
Book No. I ;
Series of 2015.


JOSEPH BENEDICT C. GESMUNDO
Appointment No. M-278
Notary Public for Makati City
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100 H. Luna, Port Street, Makati City
Roll of Attorneys No. 58156
PTR No. 4754683 / Makati City / 01-05-2015
IBP No. 979425 / Quezon City / 01-05-2015