COVER SHEET

AS094-000088

SEC Registration Number

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES

(Company's Full Name)

SM Corporate Offices, Building A, J.W. Diokno Boulevard, Mall of Asia Complex, Pasay City 1300

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

Mr. Jeffrey C. Lim

(Contact Person)

831-1000

(Company Telephone Number)

0 6 | 3 0

Month *Day*

(Calendar Year)

17-Q

(Form Type)

Month *Day*

(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

S T A M P S

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SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-Q

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

1. For the quarterly period ended **JUNE 30, 2009**

2. SEC Identification Number **AS0940000-88** 3. BIR Tax Identification No. **003-058-789**

4. Exact name of registrant as specified in its charter **SM PRIME HOLDINGS, INC.**

5. **PHILIPPINES** 6. (SEC Use Only)
Province, Country or other jurisdiction of incorporation or organization
Industry Classification Code:

7. **SM Corporate Offices, Bldg. A, J.W. Diokno Boulevard, Mall of Asia Complex, Pasay City** **1300**
Address of principal office Postal Code

8. **(632) 831-1000**
Registrant's telephone number, including area code

9. ____________________
Former name, former address, and former fiscal year, if changed since last report.

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

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
CAPITAL STOCK, P 1 PAR VALUE	**13,348,191,367**

11. Are any or all of these securities listed on the Philippine Stock Exchange.
Yes [**X**] No [ ]

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 11 of the Securities Regulation Code (SRC) and SRC Rule 11(a)-1 thereunder and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding 12 months (or for such shorter period that the registrant was required to file such reports);

Yes [**X**] No [ ]

(b) has been subject to such filing requirements for the past 90 days.
Yes [**X**] No [ ]

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES

Consolidated Financial Statements
June 30, 2009 and December 31, 2008

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	June 30	December 31
	2009	2008
	(Unaudited)	(Audited)
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 7, 16, 21, 23 and 24)	**₱7,316,836,028**	₱10,737,196,836
Investments held for trading (Notes 8, 16, 21, 23 and 24)	**51,017,800**	143,857,296
Receivables (Notes 9, 21, 23 and 24)	**3,358,945,989**	3,345,742,058
Available-for-sale investments (Notes 13, 21, 23 and 24)	**2,464,360,405**	2,452,705,199
Prepaid expenses and other current assets (Note 10)	**1,080,163,703**	1,156,139,389
Total Current Assets	**14,271,323,925**	17,835,640,778
Noncurrent Assets		
Investment properties - net (Note 11)	**70,523,539,782**	66,692,576,399
Shopping mall complex under construction (Note 12)	**9,170,764,967**	8,481,332,742
Available-for-sale investments (Notes 13, 21, 23 and 24)	**102,340,791**	99,994,541
Derivative assets (Notes 23 and 24)	**70,611,693**	34,130,728
Deferred tax assets (Note 19)	**216,853,819**	209,171,802
Other noncurrent assets	**2,310,329,624**	2,152,342,598
Total Noncurrent Assets	**82,394,440,676**	77,669,548,810
	₱96,665,764,601	₱95,505,189,588

LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Loans payable (Notes 14, 21, 23 and 24)	**₱2,280,000,000**	₱2,830,000,000
Accounts payable and other current liabilities (Notes 14, 15, 21, 23 and 24)	**3,697,302,936**	4,141,819,171
Current portion of long-term debt (Notes 16, 21, 23 and 24)	**7,628,620,500**	7,784,521,000
Derivative liability (Notes 23 and 24)	**258,934,262**	901,634,262
Income tax payable	**312,919,769**	763,691,021
Total Current Liabilities	**14,177,777,467**	16,421,665,454
Noncurrent Liabilities		
Long-term debt - net of current portion (Notes 16, 21, 23 and 24)	**29,010,796,045**	19,940,459,631
Deferred tax liabilities (Note 19)	**1,053,285,455**	1,087,254,617
Derivative liability (Notes 23 and 24)	**629,981,410**	–
Tenants' deposits (Notes 22, 23 and 24)	**5,306,649,910**	4,865,774,815
Other noncurrent liabilities (Notes 21 and 24)	**1,889,679,073**	5,330,503,515
Total Noncurrent Liabilities	**37,890,391,893**	31,223,992,578
Equity Attributable to Equity Holders of the Parent (Note 23)		
Capital stock (Notes 5, 17 and 25)	**13,348,191,367**	13,348,191,367
Additional paid-in capital - net (Notes 5 and 17)	**2,457,504,051**	5,493,656,403
Unrealized gain on available-for-sale investments (Notes 13 and 24)	**35,689,682**	48,346,550
Cumulative translation adjustment	**881,930,106**	821,103,222
Retained earnings (Note 17):		
Appropriated	**7,000,000,000**	7,000,000,000
Unappropriated	**20,432,261,601**	20,218,718,131
Treasury stock (Notes 17 and 25)	**(101,474,705)**	(101,474,705)
Total Equity Attributable to Equity Holders of the Parent	**44,054,102,102**	46,828,540,968
Minority Interests (Notes 2 and 17)	**543,493,139**	1,030,990,588
Total Stockholders' Equity	**44,597,595,241**	47,859,531,556
	₱96,665,764,601	₱95,505,189,588

See accompanying Notes to Consolidated Financial Statements.

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

	Six Months Ended June 30	
	2009	2008
REVENUES		
Rent (Notes 21 and 22)	**₱8,397,126,871**	₱7,173,850,810
Cinema ticket sales	**933,680,577**	886,579,642
Others	**311,128,986**	299,002,822
	9,641,936,434	8,359,433,274
OPERATING EXPENSES (Notes 18, 20, 21 and 22)	**4,525,984,127**	3,779,559,654
INCOME FROM OPERATIONS	**5,115,952,307**	4,579,873,620
OTHER INCOME (CHARGES)		
Interest and dividend income (Notes 7, 8, 13 and 21)	**249,697,304**	172,089,639
Interest expense (Notes 14, 16 and 21)	**(879,436,166)**	(318,084,913)
Others – net (Note 24)	**48,381,418**	45,603,039
	(581,357,444)	(100,392,235)
INCOME BEFORE INCOME TAX	**4,534,594,863**	4,479,481,385
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 19)		
Current	**1,033,964,039**	1,118,303,206
Deferred	**(27,804,848)**	43,371,147
	1,006,159,191	1,161,674,353
NET INCOME	**₱3,528,435,672**	₱3,317,807,032
Attributable to:		
Equity holders of the parent (Note 25)	**₱3,412,583,707**	₱3,166,445,334
Minority interest	**115,851,965**	151,361,698
	₱3,528,435,672	₱3,317,807,032
Earnings Per Share (Note 25)	**₱0.256**	₱0.238

See accompanying Notes to Consolidated Financial Statements.

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended June 30	
	2009	2008
REVENUES		
Rent (Notes 21 and 22)	**₱4,331,334,990**	₱3,747,807,148
Cinema ticket sales	**469,689,197**	456,345,106
Others	**172,614,346**	170,852,758
	4,973,638,533	4,375,005,012
OPERATING EXPENSES (Notes 18, 20, 21 and 22)	**2,355,883,681**	2,009,890,174
INCOME FROM OPERATIONS	**2,617,754,852**	2,365,114,838
OTHER INCOME (CHARGES)		
Interest and dividend income (Notes 7, 8, 13 and 21)	**146,981,009**	89,772,737
Interest expense (Notes 14, 16 and 21)	**(528,191,843)**	(224,104,557)
Others – net (Note 24)	**16,659,785**	52,998,576
	(364,551,049)	(81,333,244)
INCOME BEFORE INCOME TAX	**2,253,203,803**	2,283,781,594
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 19)		
Current	**540,050,182**	648,987,793
Deferred	**3,805,216**	(2,972,732)
	543,855,398	646,015,061
NET INCOME	**₱1,709,348,405**	₱1,637,766,533
Attributable to:		
Equity holders of the parent (Note 25)	**₱1,690,916,283**	₱1,563,978,678
Minority interest	**18,432,122**	73,787,855
	₱1,709,348,405	₱1,637,766,533

See accompanying Notes to Consolidated Financial Statements.

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Six Months Ended June 30	
	2009	2008 (restated)
NET INCOME	**₱3,528,435,672**	₱3,317,807,032
OTHER COMPREHENSIVE INCOME (LOSS) - net of tax		
Unrealized loss on available-for-sale investments (Notes 13 and 17)	**(12,656,868)**	(6,946,240)
Cumulative translation adjustment (Note 17)	**42,578,819**	326,974,625
	29,921,951	320,028,385
TOTAL COMPREHENSIVE INCOME	**₱3,558,357,623**	₱3,637,835,417
Attributable to:		
Equity holders of the parent	**₱3,442,505,658**	₱3,486,473,719
Minority interest	**115,851,965**	151,361,698
	₱3,558,357,623	₱3,637,835,417

See accompanying Notes to Consolidated Financial Statements.

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	Equity Attributable to Equity Holders of the Parent									
	Capital Stock (Notes 5, 17 and 25)	Additional Paid-in Capital - Net (Notes 5 and 17)	Unrealized Gain on Available-for-Sale Investments (Notes 13 and 24)	Cumulative Translation Adjustment	Retained Earnings Appropriated (Note 17)	Retained Earnings Unappropriated (Note 7)	Treasury Stock (Notes 17 and 25)	Total	Minority Interests	Total
At January 1, 2009, as restated	**₱13,348,191,367**	**₱5,493,656,403**	**₱48,346,550**	**₱821,103,222**	**₱7,000,000,000**	**₱20,218,718,131**	**(₱101,474,705)**	**₱46,828,540,968**	**₱1,030,990,588**	**₱47,859,531,556**
Total comprehensive income for the year	**–**	**–**	**(12,656,868)**	**60,826,884**	**–**	**–**	**–**	**48,170,016**	**–**	**48,170,016**
Net income	**–**	**–**	**–**	**–**	**–**	**3,412,583,707**	**–**	**3,412,583,707**	**115,851,965**	**3,528,435,672**
Total income and expense for the year	**–**	–	**(12,656,868)**	**60,826,884**	**–**	**3,412,583,707**	**–**	**3,460,753,723**	**115,851,965**	**3,576,605,688**
Acquisition of minority interest in FARDC	**–**	**(3,036,152,352)**	**–**	**–**	**–**	**–**	**–**	**(3,036,152,352)**	**(310,260,212)**	**(3,346,412,564)**
Cash dividends - ₱0.24 a share	**–**	**–**	**–**	**–**	**–**	**(3,199,040,237)**	**–**	**(3,199,040,237)**	**–**	**(3,199,040,237)**
Dividends of subsidiary	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(293,089,202)**	**(293,089,202)**
At June 30, 2009	**₱13,348,191,367**	**₱2,457,504,051**	**₱35,689,682**	**₱881,930,106**	**₱7,000,000,000**	**₱20,432,261,601**	**(₱101,474,705)**	**₱44,054,102,102**	**₱543,493,139**	**₱44,597,595,241**
At January 1, 2008, as restated	₱13,348,191,367	₱5,493,656,403	₱40,736,047	(₱49,360,101)	₱7,000,000,000	₱16,786,447,729	(₱101,474,705)	₱42,518,196,740	₱934,295,890	₱43,452,492,630
Total comprehensive income for the year	–	–	(6,946,240)	503,037,884	–	–	–	496,061,644	–	496,061,644
Net income	–	–	–	–	–	3,166,445,334	–	3,166,445,334	151,361,698	3,317,807,032
Total income and expense for the year	–	–	(6,946,240)	503,037,884	–	3,166,445,334	–	3,662,536,978	151,361,698	3,813,898,676
Cash dividends - ₱0.24 a share	–	–	–	–	–	(2,979,944,906)	–	(2,979,944,906)	–	(2,979,944,906)
Dividends of subsidiary	–	–	–	–	–	–	–	–	(228,939,695)	(228,939,695)
At June 30, 2008, as restated	₱13,348,191,367	₱5,493,656,403	₱33,789,807	₱453,677,783	₱7,000,000,000	₱16,972,948,157	(₱101,474,705)	₱43,200,788,812	₱856,717,893	₱44,057,506,705

See accompanying Notes to Consolidated Financial Statements.

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended June 30	
	2009	2008 (restated)
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax and minority interest	**₱4,534,594,863**	₱4,479,481,385
Adjustments for:		
Depreciation (Notes 11 and 18)	**1,500,877,138**	1,282,385,475
Interest expense (Notes 14, 16 and 21)	**879,436,166**	318,084,913
Interest and dividend income (Notes 8, 13 and 21)	**(249,697,304)**	(172,089,639)
Unrealized foreign exchange gain – net	**(18,441,330)**	(263,596,537)
Unrealized marked-to-market loss (gain) on derivatives	**(6,499,556)**	226,171,604
Operating income before working capital changes	**6,640,269,977**	5,870,437,201
Decrease (increase) in:		
Receivables	**58,597,509**	(361,525,755)
Prepaid expenses and other current assets	**79,407,127**	35,920,601
Increase in:		
Accounts payable and other current liabilities	**33,568,943**	327,794,369
Tenants' deposits and others	**438,226,224**	213,040,841
Cash generated from operations	**7,250,069,780**	6,085,667,257
Income taxes paid	**(1,484,622,811)**	(1,484,742,205)
Net cash provided by operating activities	**5,765,446,969**	4,600,925,052
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of minority interest in FARDC	**(3,346,412,564)**	–
Decrease (increase) in:		
Shopping mall complex under construction (Note 12)	**(3,321,866,561)**	(2,562,333,969)
Investment properties (Note 11)	**(2,310,159,654)**	(973,667,010)
Other noncurrent assets	**(154,776,306)**	20,803,032
Investments held for trading	**93,470,322**	16,462,010
Available-for-sale investments	**–**	(340,031,246)
Decrease in other noncurrent liabilities	**(4,048,792,019)**	(121,216,746)
Interest and dividend received	**181,432,937**	232,011,404
Net cash used in investing activities	**(12,907,103,845)**	(3,727,972,525)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from availment of loans (Notes 14 and 16)	**10,081,500,000**	8,852,700,684
Payments of:		
Dividends	**(3,199,040,237)**	(2,979,944,906)
Loans (Notes 14 and 16)	**(1,897,610,086)**	(4,406,274,201)
Interest	**(1,038,742,215)**	(757,034,273)
Decrease in minority interest – net	**(293,089,202)**	(228,939,695)
Net cash provided by (used in) financing activities	**3,653,018,260**	480,507,609
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**68,277,808**	118,319,716
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**(3,420,360,808)**	1,471,779,852
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**10,737,196,836**	2,504,180,947
CASH AND CASH EQUIVALENTS AT END OF YEAR	**₱7,316,836,028**	₱3,975,960,799

See accompanying Notes to Consolidated Financial Statements.

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

SM Prime Holdings, Inc. (SMPH or the Parent Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on January 6, 1994. The Parent Company and its subsidiaries (collectively referred to as “the Company”) develop, conduct, operate and maintain the business of modern commercial shopping centers and all businesses related thereto, such as the conduct, operation and maintenance of shopping center spaces for rent, amusement centers, or cinema theaters within the compound of the shopping centers. Its main sources of revenue include rent income from leases in mall and food court, cinema ticket sales and amusement income from bowling, ice skating and others.

On May 20, 2008, the SEC approved the Parent Company’s acquisition of the 100% ownership of SM Shopping Center (Chengdu) Co. Ltd. (SM Chengdu), Xiamen SM City Co. Ltd and Xiamen SM Mall Management Co. Ltd. (together, SM Xiamen) and SM International Square Jinjiang City Fujian (SM Jinjiang) [collectively, the SM China Companies] through share swap agreements with Grand China International Limited (Grand China) and Oriental Land Development Limited (Oriental Land) (see Notes 5, 11 and 17).

On November 30, 2008, the Parent Company likewise completed the acquisition of 100% ownership of SM Land (China) Limited from Grand China (see Note 5).

The Parent Company’s shares of stock are publicly traded in the Philippine Stock Exchange (PSE).

The Parent Company is 50.52% directly and indirectly-owned by SM Investments Corporation (SMIC). SMIC, the ultimate parent company, is a Philippine corporation which listed its common shares with the PSE in 2005.

The registered office and principal place of business of the Parent Company is SM Corporate Offices, Building A, J.W. Diokno Boulevard, Mall of Asia Complex, Pasay City 1300.

2. Basis of Preparation

The consolidated financial statements have been prepared on the historical cost basis, except for derivative financial instruments, investments held for trading and available-for-sale (AFS) investments which have been measured at fair value. The consolidated financial statements are presented in Philippine peso, which is the Parent Company’s functional and presentation currency under Philippine Financial Reporting Standards (PFRS). All values are rounded to the nearest peso, except when otherwise indicated.

Statement of Compliance

The accompanying consolidated financial statements have been prepared in compliance with PFRS. PFRS includes statements named PFRS and Philippine Accounting Standards (PAS) issued by the Financial Reporting Standards Council.

Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year except for the following new Philippine Interpretations from International Financial Reporting Interpretations Committee (IFRIC) which the Company has adopted during the year:

- PFRS 2, *Share-based Payment (Revised)*, restricts the definition of “vesting condition” to a condition that includes an explicit or implicit requirement to provide services. Any other conditions are non-vesting conditions, which have to be taken into account to determine the fair value of the equity instruments granted. In case the award does not vest as result of a failure to meet a non-vesting condition that is within the control of either the entity or the counterparty, it must be accounted for as a cancellation. The revised standard has no impact on the Company’s financial statements.

- PFRS 3, *Business Combinations (Revised)*, and PAS 27, *Consolidated and Separate Financial Statements (Revised)*, introduces a number of changes in the accounting for business combinations that will impact the amount of goodwill recognized, the reported results in the period that an acquisition occurs and future reported results. The revised PAS 27 requires that a change in the ownership interest of a subsidiary be accounted for as an equity transaction. Therefore, such a change will have no impact on goodwill, nor will it give rise to a gain or loss. Furthermore, the amended standard changes the accounting for losses incurred by the subsidiary, as well as the loss of control of a subsidiary. The changes introduced by the revised standards must be applied prospectively and will affect future acquisitions and transactions with minority interests.

- PFRS 8, *Operating Segments*, adopts a management approach in reporting segment information. The information reported would be that which management uses internally for evaluating the performance of operating segments and allocating resources to those segments. Such information may be different from that reported in the consolidated balance sheets and consolidated statements of income and companies will need to provide explanations and reconciliations of the differences. The revised standard has no impact on the Company’s financial statements as management approach in reporting segment information is same as that which is internally used for evaluation of operating segments.

- PAS 1, *Presentation of Financial Statements (Revised)*, separates owner and non-owner changes in equity. The statements of changes in stockholders’ equity will include only details of transactions with owners, with all non-owner changes in equity presented as a single line. In addition, the standard introduces the statement of comprehensive income, which presents all items of income and expense recognized in profit or loss, together with all other items of recognized income and expense, either in one single statement, or in two linked statements.

- PAS 23, *Borrowing Costs (Revised)*, requires capitalization of borrowing costs when such costs relate to a qualifying asset. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. The adoption of this amendment has no impact on the consolidated financial statements since it is the Company's current policy to capitalize borrowing costs related to a qualifying asset.

- PAS 32, *Financial Instrument: Presentation*, and PAS 1, *Presentation of Financial Statements – Puttable Financial Instruments and Obligations Arising on Liquidation (Amendments)*, requires certain puttable financial instruments and obligations arising on liquidation to be classified as equity if certain criteria are met. The amendment to PAS 1 requires disclosure of certain information relating to puttable instruments classified as equity. The adoption of this standard has no impact on its financial position or performance.

- PAS 39, *Financial Instruments: Recognition and Measurement – Eligible Hedged Items (Amendment)*, addresses the designation of a one-sided risk in a hedged item, and the designation of inflation as a hedged risk or portion in particular situations. It clarifies that an entity is permitted to designate a portion of the fair value changes or cash flow variability of a financial instrument as a hedged item. The amendment has no impact on the consolidated financial statements as the Company has not entered into any such hedges.

- Philippine Interpretation IFRIC 13, *Customer Loyalty Programmes*, requires customer loyalty award credits to be accounted for as a separate component of the sales transaction in which they are granted and therefore, part of the fair value of the consideration received is allocated to the award credits and deferred over the period that the award credits are fulfilled. This interpretation has no impact on its consolidated financial statements as no such schemes currently exist.

- Philippine Interpretation IFRIC 15, *Agreements for the Construction of Real Estate*, to be applied retroactively. It clarifies when and how revenue and related expenses from the sale of real estate should be recognized if an agreement between a developer and a buyer is reached before the construction of the real estate is completed. Furthermore, the interpretation provides guidance on how to determine whether an agreement is within the scope of PAS 11, *Construction Contracts*, or PAS 18, *Revenue*. The interpretation does not have an impact on the consolidated financial statements because the Company does not have such activity.

- Philippine Interpretation IFRIC 16, *Hedges of a Net Investment in Foreign Operations*, provides guidance on identifying the foreign currency risks that qualify for hedge accounting in the hedge of a net investment, where within the Company the hedging instruments can be held in the hedge of a net investment and how an entity should determine the amount of foreign currency gain or loss, relating to both the net investment and the hedging instrument, to be recycled on disposal of the net investment. The interpretation has no impact on the consolidated financial statements.

<u>Basis of Consolidation</u>

The consolidated financial statements include the accounts of the Parent Company and the following subsidiaries:

Company	Country of Incorporation	Percentage of Ownership	SM Malls/ Properties Owned
First Asia Realty Development Corporation	Philippines	74.19	SM Megamall
Premier Central, Inc.	- do-	100.00	SM City Clark
Consolidated Prime Dev. Corp. (CPDC)	- do-	100.00	SM City Dasmarinas
Premier Southern Corp. (PSC)	- do-	100.00	SM City Batangas and SM City Lipa
San Lazaro Holdings Corporation	- do-	100.00	–

First Leisure Ventures Group Inc. (FLVGI)	- do-	50.00	San Miguel by the Bay
Affluent Capital Enterprises Limited (Affluent)	British Virgin Islands	100.00	SM City Xiamen and SM City Chengdu
Mega Make Enterprises Limited (Mega Make)	- do-	100.00	SM City Jinjiang
SM Land (China) Limited (SM Land (China))	Hong Kong	100.00	–
Springfield Global Enterprises Limited	British Virgin Islands	100.00	–

The Parent Company acquired through its subsidiaries, 24,376,743 additional FARDC shares, which is equivalent to 19.82% of the total outstanding common stock of FARDC. The acquisition of such minority interest is accounted for as an equity transaction. The carrying amounts of SMPH's investment and the share of minority interests were adjusted to reflect the changes in their relative interests in FARDC. The difference between the amount by which the minority interests were adjusted and the fair value of the consideration paid was recognized directly in equity and attributed to the owners of the parent, and is shown as part of "Additional paid-in capital – net" account in the stockholders equity section of the consolidated balance sheets (see Note 17).

FLVGI is accounted for as a subsidiary by virtue of control, as evidenced by the majority members of the board representing the Parent Company.

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

All intracompany balances, transactions, income and expenses resulting from intracompany transactions are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases.

Minority interests represent the portion of profit or loss and net assets not held by the Company and are presented separately in the consolidated statements of income and within stockholders' equity in the consolidated balance sheets, separately from equity attributable to parent equity holders.

3. Significant Accounting Judgments, Estimates and Assumptions

Judgments

In the process of applying the Company's accounting policy pertaining to leases, management has determined that it retains all the significant risks and rewards of ownership of the investment properties which are leased out and, accordingly, account for such leases as operating leases.

Operating Lease Commitments - Company as Lessor. The Company has entered into commercial property leases on its investment property portfolio. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of the properties and, thus, account for the contracts as operating leases.

Rent income amounted to ₱8,397 million and ₱7,174 million and for the periods ended June 30, 2009 and 2008, respectively.

Operating Lease Commitments - Company as Lessee. The Company has entered into various lease agreements as a lessee. Management has determined that all the significant risks and benefits of ownership of the properties, which the Company leases under operating lease arrangements, remain with the lessor. Accordingly, the leases were accounted for as operating leases.

Rent expense amounted to ₱208 million and ₱168 million for the periods ended June 30, 2009 and 2008, respectively.

Use of Estimates

The key assumptions that may have significant risks of causing material adjustments to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Allowance for Impairment Losses on Receivables. The Company maintains an allowance for impairment losses at a level considered adequate to provide for potential uncollectible receivables. The level of allowance is evaluated by the Company on the basis of factors that affect the collectibility of the accounts. These factors include, but are not limited to, the length of the Company's relationship with the customers, average age of accounts and collection experience. The Company performs a regular review of the age and status of these accounts, designed to identify accounts with objective evidence of impairment and provide the appropriate allowance for impairment losses. The review is accomplished using a combination of specific and collective assessment approaches. The amount and timing of recorded expenses for any period would differ if the Company made different judgments or utilized different methodologies. An increase in allowance for impairment losses would increase the recorded operating expenses and decrease current assets.

The carrying amount of receivables amounted to ₱3,359 million and ₱3,346 million as of June 30, 2009 and December 31, 2008, respectively (see Note 9).

Impairment of AFS Investments. The Company treats AFS investments as impaired when there has been a significant or prolonged decline in the fair value below its cost or whether other objective evidence of impairment exists. The determination of what is 'significant' or 'prolonged' requires judgment. The Company treats 'significant' generally as 20% or more of the original cost of investment, and 'prolonged' as greater than 12 months. In addition, the Company evaluates other factors, including normal volatility in share price for quoted equities and future cash flows and the discount factors for unquoted equities.

The Company's AFS investments amounted to ₱2,567 million and ₱2,553 million as of June 30, 2009 and December 31, 2008, respectively.

Estimated Useful Lives of Investment Properties. The useful life of each of the Company's investment property is estimated based on the period over which the asset is expected to be available for use. Such estimation is based on a collective assessment of industry practice, internal technical evaluation and experience with similar assets. The estimated useful life of each asset is reviewed periodically and updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limitations on the use of the asset. It is possible, however, that future results of operations could be materially affected by changes in the amounts and timing of recorded expenses brought about by changes in the factors mentioned above. A reduction in the estimated useful life of any investment property would increase the recorded operating expenses and decrease investment properties.

The net book value of investment properties amounted to ₱70,524 million and ₱66,693 million as of June 30, 2009 and December 31, 2008, respectively (see Note 11).

Impairment of Nonfinancial Assets. The Company assesses at each reporting date whether there is an indication that investment properties and shopping mall complex under construction may be impaired. An investment property's recoverable amount is the higher of an investment property's fair value less costs to sell and its value in use. The recoverable amount of shopping mall complex under construction is the higher of its fair value less estimated costs to complete and sell and its value in use. When the carrying amounts of an investment property and shopping mall complex under construction exceed their recoverable amounts, the investment property and shopping mall complex under construction are considered impaired and are written down to their recoverable amounts.

The aggregate net book value of investment properties and shopping mall complex under construction amounted to ₱79,694 million and ₱75,174 million as of June 30, 2009 and December 31, 2008, respectively (see Notes 11 and 12).

Realizability of Deferred Tax Assets. The Company's assessment on the recognition of deferred tax assets on deductible temporary differences is based on the projected taxable income in the following periods. This projection is based on the Company's past and future results of operations.

Deferred tax assets amounted to ₱217 million and ₱209 million as of June 30, 2009 and December 31, 2008, respectively (see Note 19).

Pension. The determination of the Company's obligation and cost of pension benefits is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions are described in Note 20 and include, among others, discount rate, expected rate of return on plan assets and salary increase rate. In accordance with PFRS, actual results that differ from the assumptions are accumulated and amortized over future periods and therefore, generally affect the recognized expense and recorded obligation in such future periods.

Financial Assets and Liabilities. The Company carries certain financial assets and liabilities at fair value in the consolidated balance sheets. Determining the fair value of financial assets and liabilities requires extensive use of accounting estimates and judgment. The significant components of fair value measurement were determined using verifiable objective evidence (i.e., foreign exchange rates, interest rates, volatility rates). However, the amount of changes in fair value would differ if the Company utilized different valuation methodologies and assumptions. Any changes in the fair value of these financial assets and liabilities would affect profit and loss and equity.

The fair value of financial assets and liabilities are discussed in Note 24.

Contingencies. The Company has various legal claims. The Company's estimates of the probable costs for the resolution of these claims have been developed in consultation with in-house as well as outside counsel handling the prosecution and defense of the cases and are based upon an analysis of potential results. The Company currently does not believe these legal claims will have a material adverse effect on its consolidated financial position and results of operations. It is possible, however, that future results of operations could be materially affected by changes in the estimates or in the effectiveness of strategies relating to these proceedings. No accruals were made in relation to these claims.

4. Summary of Significant Accounting and Financial Reporting Policies

Cash and Cash Equivalents

Cash includes cash on hand and in banks. Cash equivalents are highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of change in value.

Financial Assets and Liabilities

Date of Recognition. The Company recognizes a financial asset or a financial liability in the consolidated balance sheets when it becomes a party to the contractual provisions of the instrument. In the case of a regular way purchase or sale of financial assets, recognition and derecognition, as applicable, is done using settlement date accounting.

Initial Recognition of Financial Instruments. Financial instruments are recognized initially at fair value, which is the fair value of the consideration given (in case of an asset) or received (in case of a liability). The initial measurement of financial instruments, except for those designated at FVPL, includes transaction cost.

Subsequent to initial recognition, the Company classifies its financial instruments in the following categories: financial assets and financial liabilities at FVPL, loans and receivables, held-to-maturity (HTM) investments, AFS investments and other financial liabilities. The classification depends on the purpose for which the instruments are acquired and whether they are quoted in an active market. Management determines the classification at initial recognition and, where allowed and appropriate, re-evaluates this classification at every reporting date.

Determination of Fair Value. The fair value of financial instruments traded in active markets at the balance sheet date is based on their quoted market price or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. When current bid and asking prices are not available, the price of the most recent transaction provides evidence of the current fair value as long as there has not been a significant change in economic circumstances since the time of the transaction.

For all other financial instruments not listed in an active market, the fair value is determined by using appropriate valuation techniques. Valuation techniques include net present value techniques, comparison to similar instruments for which market observable prices exist, options pricing models, and other relevant valuation models.

Day 1 Profit. Where the transaction price in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Company recognizes the difference between the transaction price and fair value (a Day 1 profit) in the consolidated statements of income unless it qualifies for recognition as some other type of asset. In cases where use is made of data which is not observable, the difference between the transaction price and model value is only recognized in the consolidated statements of income when the inputs become observable or when the instrument is derecognized. For each transaction, the Company determines the appropriate method of recognizing the 'Day 1' profit amount.

Financial Assets

Financial Assets at FVPL. Financial assets at FVPL include financial assets held for trading and financial assets designated upon initial recognition as at FVPL.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Gains or losses on investments held for trading are included in the consolidated statements of income under the "Others – net" account. Interest income on investments held for trading is included in the consolidated statements of income under the "Interest and dividend income" account.

Financial assets may be designated by management at initial recognition as at FVPL when any of the following criteria is met:

- the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognizing gains or losses on a different basis; or

- the assets are part of a group of financial assets, financial liabilities or both which are managed and their performance are evaluated on a fair value basis, in accordance with a documented risk management or investment strategy; or

- the financial instrument contains an embedded derivative, unless the embedded derivative does not significantly modify the cash flows or it is clear, with little or no analysis, that it would not be separately recorded.

Classified as financial assets at FVPL are investments held for trading and derivative financial instruments. The carrying values of financial assets under this category amounted to ₱122 million and ₱178 million as of June 30, 2009 and December 31, 2008, respectively (see Note 24).

Loans and Receivables. Loans and receivables are nonderivative financial assets with fixed or determinable payments that are not quoted in an active market. They are not entered into with the intention of immediate or short-term resale and are not designated as AFS investments or financial assets at FVPL. Loans and receivables are carried at cost or amortized cost, less impairment in value. Amortization is determined using the effective interest method. Loans and receivables are included in current assets if maturity is within 12 months from balance sheet date. Otherwise, these are classified as noncurrent assets.

Classified under this category are the Company's cash and cash equivalents and receivables. The carrying values of financial assets under this category amounted to ₱10,676 million and ₱14,083 million as of June 30, 2009 and December 31, 2008, respectively (see Note 24).

HTM Investments. HTM investments are quoted nonderivative financial assets with fixed or determinable payments and fixed maturities for which the Company's management has the positive intention and ability to hold to maturity. Where the Company sells other than an insignificant amount of HTM investments, the entire category would be tainted and reclassified as AFS securities. After initial measurement, these investments are measured at amortized cost using the effective interest method, less impairment in value. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in the consolidated statements of income when the HTM investments are derecognized or impaired, as well as through the amortization process. Assets under this category are classified as current assets if maturity is within 12 months from balance sheet date and as noncurrent assets if maturity date is more than a year from balance sheet date.

The Company has no investments classified as HTM as of June 30, 2009 and December 31, 2008.

AFS Investments. AFS investments are nonderivative financial assets that are designated in this category or are not classified in any of the other categories. Subsequent to initial recognition, AFS investments are carried at fair value in the consolidated balance sheets. Changes in the fair value of such assets are reported as revaluation reserve for AFS investments in the stockholders' equity section of the consolidated balance sheets until the investment is derecognized or the investment is determined to be impaired. On derecognition or impairment, the cumulative gain or loss previously reported in stockholders' equity is transferred to the consolidated statements of income. Interest earned on holding AFS investments are recognized in the consolidated statements of income using the effective interest rate. Assets under this category are classified as current assets if maturity is within 12 months from balance sheet date and as noncurrent assets if maturity date is more than a year from balance sheet date.

Classified under this category are the Company's investments in redeemable preferred shares. The carrying values of financial assets classified under this category amounted to ₱2,567 million and ₱2,553 million as of June 30, 2009 and December 31, 2008, respectively (see Note 24).

Financial Liabilities

Financial Liabilities at FVPL. Financial liabilities are classified in this category if these result from trading activities or derivatives transaction that are not accounted for as accounting hedges, or when the Company elects to designate a financial liability under this category.

Included in this category are the Company's derivative financial instruments with negative fair values. The carrying values of financial liabilities at FVPL amounted to ₱889 million and ₱902 million as of June 30, 2009 and December 31, 2008, respectively (see Note 24).

Other Financial Liabilities. This category pertains to financial liabilities that are not held for trading or not designated as at FVPL upon the inception of the liability. These include liabilities arising from operations or borrowings.

The financial liabilities are recognized initially at fair value and are subsequently carried at amortized cost, taking into account the impact of applying the effective interest method of amortization (or accretion) for any related premium, discount and any directly attributable transaction costs.

This category includes loans payable, accounts payable and other current liabilities, long-term debt, tenants' deposits and other noncurrent liabilities. The carrying values of financial liabilities under this category amounted to ₱49,304 million and ₱44,388 million as of June 30, 2009 and December 31, 2008, respectively (see Note 24).

Classification of Financial Instruments Between Debt and Equity
A financial instrument is classified as debt if it provides for a contractual obligation to:

- deliver cash or another financial asset to another entity; or
- exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Company; or
- satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

If the Company does not have an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation, the obligation meets the definition of a financial liability.

Debt Issuance Costs
Debt issuance costs are deducted against long-term debt and are amortized over the terms of the related borrowings using the effective interest method.

Derivative Financial Instruments and Hedging

Freestanding Derivative. The Company uses derivative financial instruments such as long-term currency swaps, foreign currency call options, interest rate swaps and non-deliverable forwards to hedge the risks associated with foreign currency and interest rate fluctuations. Such derivative financial instruments are initially recognized at fair value on the date on which the derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

The Company's derivative instruments provide economic hedges under the Company's policies but are not designated as accounting hedges. Consequently, any gains or losses arising from changes in fair value are taken directly to profit or loss for the year.

Embedded Derivative. An embedded derivative is separated from the host contract and accounted for as a derivative if all of the following conditions are met: a) the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host contract; b) a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and c) the hybrid or combined instrument is not recognized at FVPL.

Subsequent reassessment is prohibited unless there is a change in the terms of the contract that significantly modifies the cash flows that otherwise would be required under the contract, in which case reassessment is required. The Company determines whether a modification to cash flows is significant by considering the extent to which the expected future cash flows associated with the embedded derivative, the host contract or both have changed and whether the change is significant relative to the previously expected cash flow on the contract.

Derecognition of Financial Assets and Liabilities

Financial Assets. A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- the rights to receive cash flows from the asset have expired;
- the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or
- the Company has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset, the asset is recognized to the extent of the Company's continuing involvement in the asset.

Financial Liabilities. A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expired.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in profit and loss.

Impairment of Financial Assets
The Company assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired.

Assets Carried at Amortized Cost. If there is objective evidence that an impairment loss on loans and receivables carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset shall be reduced through the use of an allowance account. The amount of the loss shall be recognized in the consolidated statements of income.

The Company first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognized are not included in a collective assessment of impairment.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed by adjusting the allowance account. The amount of the reversal is recognized in the consolidated statements of income. Interest income continues to be accrued on the reduced carrying amount based on the original effective interest rate of the asset. Loans together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral, if any, has been realized or has been transferred to the Company. If in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is increased or reduced by adjusting the allowance for impairment losses account. If a future write-off is later recovered, the recovery is recognized in the consolidated statements of income under “Amusement and others” account. Any subsequent reversal of an impairment loss is recognized in the consolidated statements of income under “Provision for (reversal of) impairment losses” account, to the extent that the carrying value of the asset does not exceed its amortized cost at reversal date.

Assets Carried at Cost. If there is objective evidence that an impairment loss has been incurred in an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset’s carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

AFS Investments. If an AFS investment is impaired, an amount comprising the difference between its cost (net of any principal payment and amortization) and its current fair value, less any impairment loss previously recognized in profit or loss, is transferred from equity to the consolidated statements of income. Reversals in respect of equity instruments classified as AFS are not recognized in profit. Reversals of impairment losses on debt instruments are reversed through profit or loss, if the increase in fair value of the instrument can be objectively related to an event occurring after the impairment loss was recognized in profit or loss.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheets if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the consolidated balance sheets.

Business Combinations

Business combinations involving companies under common control are accounted for similar to pooling of interest method.

In applying the pooling of interest method, the assets, liabilities and equity of the acquired companies for the reporting period in which the common control business combinations occur, and for any comparative periods presented, are included in the consolidated financial statements of the Parent Company at their carrying amounts as if the combinations had occurred from the date when the acquired companies first became under the control of the Parent Company. The excess of the cost of business combinations over the net carrying amounts of the identifiable assets and liabilities of the acquired companies is considered as “equity adjustment from business combinations", included under "Additional paid-in capital - net" account in the stockholders' equity section of the consolidated balance sheets.

Changes in a parent's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e., transactions with owners in their capacity as owners). In such circumstances the carrying amounts of the controlling and non-controlling interests shall be adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid shall be recognized directly in equity and attributed to the owners of the parent and shown as "equity adjustment from business combinations", included under "Additional paid-in capital – net" account in the stockholders equity section of the consolidated balance sheets.

Investment Properties

Investment properties represent land and land use rights, buildings, structures, equipment and improvements of the shopping malls.

Investment properties, except land, are measured initially at cost, including transaction costs, less accumulated depreciation and amortization and accumulated impairment in value, if any. Land is stated at cost less any impairment in value. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met, and excludes the costs of day-to-day servicing of an investment property.

Depreciation and amortization is calculated on a straight-line basis over the following estimated useful lives of the assets:

Land use rights	40–60 years
Buildings and improvements	35 years
Building equipment, furniture and others	3–15 years

The residual values, useful lives and method of depreciation and amortization of the assets are reviewed and adjusted, if appropriate, at each financial year-end.

When each major inspection is performed, the cost is recognized in the carrying amount of the investment properties as a replacement, if the recognition criteria are met.

Investment property is derecognized when either it has been disposed or when it is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognized in the consolidated statements of income in the year of retirement or disposal.

The transfer of shopping mall complex under construction to investment property is made when there is a change in use, evidenced by completion of construction of the shopping mall complex.

Shopping Mall Complex Under Construction

Shopping mall complex under construction is stated at cost and includes the cost of land, construction costs, property and equipment, and other direct costs. Cost also includes interest on borrowed funds incurred during the construction period, provided that the carrying amount does not exceed the amount realizable from the use or sale of the asset. Shopping mall complex under construction is not depreciated until such time that the relevant assets are completed and put into operational use.

Impairment of Nonfinancial Assets

The carrying value of investment properties and other nonfinancial assets is reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. If any such indication exists, and if the carrying value exceeds the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amounts. The recoverable amount of investment properties and other nonfinancial assets is the greater of fair value less costs to sell or value in use. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's-length transaction less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in the consolidated statements of income in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss. After such a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Treasury Stock

Own equity instruments which are reacquired are deducted from equity. No gain or loss is recognized in the consolidated statements of income on the purchase, sale, issuance or cancellation of the Company's own equity instruments.

Revenue

Revenue is recognized when it is probable that the economic benefits associated with the transaction will flow to the Company and the amount of the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Rent. Revenue is recognized on a straight-line basis over the lease term or based on the terms of the lease, as applicable.

Cinema Ticket Sales, Amusement and Others. Revenue is recognized upon receipt of cash from the customer which coincides with the rendering of services.

Interest. Revenue is recognized as the interest accrues, taking into account the effective yield on the asset.

Dividend Income. Revenue is recognized when the right to receive the payment is established.

Management Fees
Management fees are recognized as expense in accordance with the terms of the agreements.

Pension Cost
The Parent Company is a participant in the SM Corporate and Management Companies Employer Retirement Plan. The plan is a funded, noncontributory defined benefit retirement plan administered by a Board of Trustees covering all regular full-time employees. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit actuarial valuation method. This method reflects service rendered by employees to the date of valuation and incorporates assumptions concerning the employees' projected salaries. Pension cost includes current service cost, interest cost, expected return on plan assets, amortization of unrecognized past service costs, recognition of actuarial gains (losses) and effect of any curtailments or settlements. Past service cost is amortized over a period until the benefits become vested. The portion of the actuarial gains and losses is recognized when it exceeds the "corridor" (10% of the greater of the present value of the defined benefit obligation or fair value of the plan assets) at the previous reporting date, divided by the expected average remaining working lives of active plan members.

The amount recognized as defined benefit liability is the net of the present value of the defined benefit obligation at balance sheet date, plus any actuarial gains not recognized minus past service cost not yet recognized minus the fair value of plan assets at balance sheet date out of which the obligations are to be settled directly.

Foreign Currency Transactions
The financial statements are presented in Philippine peso, which is the Parent Company's functional and presentation currency. Transactions in foreign currencies are initially recorded in the functional currency rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are restated at the functional currency rate of exchange at balance sheet date. All differences are taken to the consolidated statements of income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Foreign Currency Translations
The assets and liabilities of foreign operations are translated into Philippine peso at the rate of exchange ruling at the balance sheet date and their income statements are translated at the weighted average rates for the year. The exchange differences arising on the translation are included in the consolidated statements of changes in stockholders' equity under "Cumulative translation adjustment" account. On disposal of a foreign entity, the deferred cumulative amount of exchange differences recognized in stockholders' equity relating to that particular foreign operation is recognized in profit or loss.

Leases
The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset.

Company as Lessee. Finance leases, which transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are reflected in the consolidated statements of income.

Capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term.

Leases which do not transfer to the Company substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognized as expense in the consolidated statements of income on a straight-line basis over the lease term. Associated costs, such as maintenance and insurance, are expensed as incurred.

Company as Lessor. Leases where the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Rental income from operating leases are recognized as income on a straight-line basis over the lease term. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense. Where the Company expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the receipt of the reimbursement is virtually certain.

Borrowing Costs

Borrowing costs are generally expensed as incurred. Borrowing costs are capitalized if they are directly attributable to the acquisition or construction of a qualifying asset. Capitalization of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are being incurred. Borrowing costs are capitalized until the assets are substantially ready for their intended use. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognized. Borrowing costs include interest charges and other costs incurred in connection with the borrowing of funds used to finance the shopping mall complex.

Taxes

Current Tax. Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at balance sheet date.

Deferred Tax. Deferred tax is provided using the balance sheet liability method on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are recognized for all taxable temporary differences, except for those that are stated under the standard.

Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of minimum corporate income tax (MCIT) and net operating loss carryover (NOLCO), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward benefits of MCIT and NOLCO can be utilized, except for those that are stated under the standard.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at balance sheet date.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to offset current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Sales Tax. Revenue, expenses and assets are recognized net of the amount of sales tax, except:

- where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the consolidated balance sheets.

<u>Basic/Diluted Earnings Per Share (EPS)</u>
Basic/Diluted EPS is computed by dividing the net income for the year by the weighted average number of issued and outstanding shares of stock during the year, with retroactive adjustments for any stock dividends declared.

<u>Geographical Segment</u>
The Company's business of shopping mall development and operations is organized and managed separately according to geographical areas where the Company operates, namely the Philippines and China. This is the basis upon which the Company reports its primary segment information presented in Note 6 to the consolidated financial statements. The Company has only one primary business segment, which is shopping mall operation.

Contingencies
Contingent liabilities are not recognized in the consolidated financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed when an inflow of economic benefits is probable.

Subsequent Events
Post year-end events that provide additional information about the Company's position at balance sheet date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to consolidated financial statements when material.

5. Business Combinations

Acquisition of the SM China Companies
On November 13, 2007, the BOD of SMPH approved the acquisition of 100% of the outstanding shares of the SM China Companies in exchange for SMPH common shares with a valuation based on the 30-day volume weighted average price of SMPH at ₱11.86 per share. The acquisition is intended to gain a foothold in China's high-growth prospects and use it as a platform for long-term growth outside the Philippines.

On February 18, 2008, SMPH executed the subscription agreements with Grand China and Oriental Land for the exchange of the SM China Companies shares of stocks for 912,897,212 shares of SMPH to be issued upon the approval by the SEC and the Philippine Stock Exchange (PSE). Grand China owns Affluent, which is the holding company of SM Xiamen and SM Chengdu, while Oriental Land owns Mega Make, the holding company of SM Jinjiang.

On May 20, 2008, the SEC approved the valuation and confirmed that the issuance of the shares is exempt from the registration requirements of the Securities Regulation Code. Pursuant to the agreements entered into among SMPH, Grand China and Oriental Land, the 912,897,212 shares of SMPH were exchanged for 1,000 shares (100% ownership) of Affluent and 1 share (100% ownership) of Mega Make at a total swap price of ₱10,827 million. On May 28, 2008, the PSE approved the listing of 912,897,212 new shares in connection with the share-for-share swap transaction with Grand China and Oriental Land. On June 18, 2008, SMPH's new shares issued to Grand China and Oriental Land were listed in the PSE. As a result of the acquisition, Affluent and Megamake became wholly-owned subsidiaries of SMPH (see Notes 11 and 17).

For accounting purposes, the acquisition of the SM China Companies was recorded at the fair value of the SMPH shares issued to Grand China and Oriental Land at the date of exchange amounting to ₱8,125 million plus directly attributable costs associated with the acquisition.

Acquisition of Affluent and Mega Make
Affluent and Mega Make are unlisted companies which were incorporated under the laws of the British Virgin Islands. Affluent indirectly owns SM Xiamen and SM Chengdu while Mega Make indirectly owns SM Jinjiang. The SM China Companies were incorporated in the People's Republic of China. The SM China Companies are engaged in mall operations and development and construction of shopping centers and property management.

Below are the details of the cost of the acquisition of Affluent:

Cost:	
Shares issued, at fair value	₱4,809,598,537
Costs associated with the acquisition	24,918,802
	₱4,834,517,339

Cash outflow on acquisition:	
Net cash and cash equivalents acquired with the subsidiary	₱558,441
Cash paid	(24,918,802)
Net cash outflow	(₱24,360,361)

The total cost of the acquisition was ₱4,835 million, consisting of issuance of equity instruments and costs directly attributable to the acquisition. The Parent Company issued 540,404,330 shares with a fair value of ₱8.90 each, the quoted market price of the shares of SMPH on the date of exchange.

Below are the details of the cost of the acquisition of Mega Make:

Cost:	
Shares issued, at fair value	₱3,315,186,650
Costs associated with the acquisition	17,316,456
	₱3,332,503,106

Cash outflow on acquisition:	
Net cash and cash equivalents acquired with the subsidiary	₱17,890
Cash paid	(17,316,456)
Net cash outflow	(₱17,298,566)

The total cost of the acquisition was ₱3,333 million, consisting of issuance of equity instruments and costs directly attributable to the acquisition. The Parent Company issued 372,492,882 shares with a fair value of ₱8.90 each, the quoted market price of the shares of SMPH on the date of exchange.

Acquisition of SM Land (China)
On November 30, 2008, the Parent Company likewise completed the acquisition of 100% ownership of SM Land (China) from Grand China for ₱11,360 (HK$2,000). As a result of the acquisition, SM Land (China) became a wholly-owned subsidiary of SMPH.

SM Land (China) is an unlisted company which was incorporated in Hong Kong.

Below are the details of the net cash inflow from the acquisition of SM Land (China):

Cash inflow on acquisition:	
Net cash and cash equivalents acquired with the subsidiary	₱7,511,421
Cash paid	(11,360)
Net cash inflow	₱7,500,061

The acquisitions of the SM China Companies and SM Land (China) were considered as business reorganizations of companies under common control. Thus, the acquisitions were accounted for similar to pooling of interest method.

The excess of the cost of business combinations over the net carrying amounts of the identifiable assets and liabilities at the beginning of the earliest period presented of the acquired companies amounting to ₱4,818 million is considered as "equity adjustment from business combinations", included under "Additional paid-in capital - net" account in the stockholders equity section of the consolidated balance sheets (see Note 17).

6. **Segment Information**

Geographical Segment
The geographical segment is determined as the primary segment reporting format as the Company's risks and rates of return are affected predominantly by differences in economic and political environments in which they operate. Currently, the Company owns thirty three shopping malls in the Philippines and three shopping malls in China. Each geographical area is organized and managed separately and viewed as a distinct strategic business unit that caters to different markets.

The Company has one primary business segment, which is shopping mall operations.

Segment Assets and Liabilities
Segment assets and segment liabilities do not include deferred tax assets and deferred tax liabilities, respectively.

Inter-segment Transactions
Transfer prices between geographical segments are set on an arm's length basis similar to transactions with related parties. Such transfers are eliminated in consolidation.

Geographical Segment Data

	June 30, 2009			
	Philippines	**China**	**Eliminations**	**Consolidated**
		(In Millions)		
Revenue	**₱9,152**	**₱490**	**₱–**	**₱9,642**
Segment results:				
Income before income tax	**₱4,445**	**₱89**	**₱–**	**₱4,534**
Provision for income tax	**976**	**30**	**–**	**1,006**
Net income	**₱3,469**	**₱59**	**₱–**	**₱3,528**

Net income attributable to:				
Equity holders of the Parent	**₱3,353**	**₱59**	**₱–**	**₱3,412**
Minority interests	**116**	**–**	**–**	**116**
Other information:				
Depreciation and amortization	**₱1,339**	**₱162**	**₱–**	**₱1,501**
Capital expenditures	**3,519**	**2,113**	**–**	**5,632**

	June 30, 2008			
	Philippines	China	Eliminations	Consolidated
		(In Millions)		
Revenue	₱7,987	₱372	₱–	₱8,359
Segment results:				
Income before income tax	₱4,444	₱35	₱–	₱4,479
Provision for (benefit from) income tax	1,164	(2)	–	1,162
Net income	₱3,281	₱37	₱–	₱3,318
Net income attributable to:				
Equity holders of the Parent	₱3,129	₱37	₱–	₱3,166
Minority interests	151	–	–	151
Other information:				
Depreciation and amortization	₱1,152	₱130	₱–	₱1,282
Capital expenditures	3,003	533	–	3,536

7. Cash and Cash Equivalents

This account consists of:

	June 30, 2009	December 31, 2008
Cash on hand and in banks (see Note 21)	**₱916,311,263**	₱956,578,714
Temporary investments (see Notes 16 and 21)	**6,400,524,765**	9,780,618,122
	₱7,316,836,028	₱10,737,196,836

Cash in banks earn interest at the respective bank deposit rates. Temporary investments are made for varying periods depending on the immediate cash requirements of the Company, and earn interest at the respective temporary investment rates.

8. Investments Held for Trading

In 2009, this account mainly pertains to an investment in Philippine corporate bonds with a yield-to-maturity of 12.29%. The investment is U.S. dollar-denominated and will mature on March 20, 2012.

In 2008, this account consists of investment in Philippine government and corporate bonds with fixed interest rates ranging from 8.38% to 12.29%. The investments are U.S. dollar-denominated with various maturities ranging from 2009-2012.

Investments held for trading include unrealized marked-to-market gain amounting to ₱3 million for the six months ended June 30, 2009 and the year ended December 31, 2008, the amounts of which are included under "Others – net " account in the consolidated statements of income.

9. Receivables

This account consists of:

	June 30, 2009	December 31, 2008
Rent (see Note 21)	**₱2,554,859,904**	₱2,667,539,796
Accrued interest and others (see Note 21)	**804,086,085**	678,202,262
	₱3,358,945,989	₱3,345,742,058

Rent receivables generally have terms of 30-90 days.

Accrued interest and others are normally collected throughout the financial year.

As of June 30, 2009 and December 31, 2008, the aging analysis of rent receivables is as follows:

	June 30, 2009	December 31, 2008
Neither past due nor impaired:		
1–30 days	**₱2,208,026,830**	₱2,347,967,391
31–60 days	**118,844,369**	87,654,050
61–90 days	**49,919,639**	69,055,194
Past due but not impaired -		
Over 90 days	**178,069,066**	162,863,161
	₱2,554,859,904	₱2,667,539,796

Receivables are assessed by the management of the Company as not impaired, good and collectible.

10. Prepaid Expenses and Other Current Assets

This account consists of:

	June 30, 2009	December 31, 2008
Input taxes	**₱278,630,136**	₱384,427,769
Prepaid taxes	**468,615,228**	317,282,193
Advances to contractors and others	**332,918,339**	454,429,427
	₱1,080,163,703	₱1,156,139,389

11. Investment Properties

This account consists of:

	June 30, 2009			
	Land and Land Use Rights	Buildings and Improvements	Building Equipment, Furniture and Others	Total
Cost				
Balance at beginning of year	**₱11,965,212,242**	**₱58,843,149,698**	**₱12,509,447,906**	**₱83,317,809,846**
Additions	**162,162,481**	**1,544,392,490**	**603,604,683**	**2,310,159,654**
Completed projects transferred from shopping mall complex under construction (see Note 12)	**–**	**2,344,342,758**	**566,392,488**	**2,910,735,246**
Translation adjustments	**28,910,805**	**81,988,314**	**15,226,898**	**126,126,017**
Balance at end of year	**12,156,285,528**	**62,813,873,260**	**13,694,671,975**	**88,664,830,763**
Accumulated Depreciation and Amortization				
Balance at beginning of year	**124,720,205**	**10,760,772,164**	**5,739,741,078**	**16,625,233,447**
Depreciation and amortization	**15,430,505**	**967,024,928**	**518,421,705**	**1,500,877,138**
Translation adjustments	**2,612,394**	**8,255,484**	**4,312,518**	**15,180,396**
Balance at end of year	**142,763,104**	**11,736,052,576**	**6,262,475,301**	**18,141,290,981**
Net Book Value	**₱12,013,522,424**	**₱51,077,820,684**	**₱7,432,196,674**	**₱70,523,539,782**

	December 31, 2008			
	Land and Land Use Rights	Buildings and Improvements	Building Equipment, Furniture and Others	Total
Cost				
Balance at beginning of year	₱10,262,851,392	₱51,633,767,935	₱11,332,328,841	₱73,228,948,168
Additions	650,022,849	711,049,319	604,872,573	1,965,944,741
Completed projects transferred from shopping mall complex under construction (see Note 12)	623,205,710	5,275,863,081	342,035,774	6,241,104,565
Translation adjustments	429,132,291	1,222,469,363	230,210,718	1,881,812,372
Balance at end of year	11,965,212,242	58,843,149,698	12,509,447,906	83,317,809,846
Accumulated Depreciation and Amortization				
Balance at beginning of year	81,224,697	8,898,246,755	4,822,588,150	13,802,059,602
Depreciation and amortization	24,667,859	1,774,141,956	867,497,708	2,666,307,523
Translation adjustments	18,827,649	88,383,453	49,655,220	156,866,322
Balance at end of year	124,720,205	10,760,772,164	5,739,741,078	16,625,233,447
Net Book Value	₱11,840,492,037	₱48,082,377,534	₱6,769,706,828	₱66,692,576,399

Included under “Land” account are the 223,474 square meters of real estate properties with a carrying value of ₱509 million and ₱505 million as of June 30, 2009 and December 31, 2008, respectively, and a fair value of ₱13,531 million as of August 2007, planned for residential development in accordance with the cooperative contracts entered into by Mega Make and Affluent with Grand China and Oriental Land on March 15, 2007. The value of these real estate properties were not part of the consideration amounting to ₱10,827 million paid by the Parent Company to Grand China and Oriental Land. Accordingly, the assets were recorded at their carrying values under “Investment properties - net” account and a corresponding liability equivalent to the same amount is shown as part of “Other noncurrent liabilities” account in the consolidated balance sheets (see Note 5).

A portion of investment properties located in China with a carrying value of ₱684 million and ₱678 million as of June 30, 2009 and December 31, 2008, respectively, and a fair value of ₱16,879 million as of August 2007, were mortgaged as collaterals to secure the domestic borrowings in China (see Note 16).

The fair value of investment properties amounted to ₱193,689 million as of December 31, 2006 as determined by an independent appraiser. The valuation of investment properties was based on market values. The fair value represents the amount at which the assets can be exchanged between a knowledgeable, willing seller and a knowledgeable, willing buyer in an arm’s length transaction at the date of valuation, in accordance with International Valuation Standards.

12. **Shopping Mall Complex Under Construction**

The movements of this account follow:

	June 30, 2009	December 31, 2008
Balance at beginning of year	**₱8,481,332,742**	₱6,393,481,283
Additions	**3,573,059,266**	8,114,905,744
Completed projects transferred to investment properties (see Note 11)	**(2,910,735,246)**	(6,241,104,565)
Translation adjustments	**27,108,205**	214,050,280
Balance at end of year	**₱9,170,764,967**	₱8,481,332,742

Shopping mall complex under construction mainly pertains to costs incurred for the development of SM City Pamplona, SM City Rosario, SM City Tarlac and SM Xiamen Expansion.

Shopping mall under construction includes cost of land amounting to ₱2,196 million and ₱2,173 million as of June 30, 2009 and December 31, 2008, respectively.

Interest capitalized to shopping mall complex under construction amounted to ₱251 million for the six months ended June 30, 2009 and ₱1,064 million for the year ended December 31, 2008. Capitalization rates used were 8.75% in 2009 and 8.67% in 2008.

13. **Available-for-Sale Investments**

This account consists of investments in redeemable preferred shares issued by local entities with annual dividend rates of 6.5% to 8.25%. The preferred shares have preference over the issuer's common shares in the payment of dividends and in the distribution of assets in case of dissolution and liquidation. The shares are mandatorily redeemable from 2009 up to 2011 at par.

AFS investments include unrealized gain amounting to ₱36 million and ₱69 million as of June 30, 2009 and December 31, 2008, respectively. The amount is deferred under stockholders' equity, net of deferred tax liability amounting to ₱15 million and ₱21 million, respectively.

14. **Loans Payable**

Loans payable consist of unsecured Philippine peso-denominated loans, with maturities of less than one year, obtained from banks amounting to ₱2,280 million as of June 30, 2009 and ₱2,830 million as of December 31, 2008. The loans bear interest rates ranging from 6.1% to 6.3% in 2009 and 8.5% to 9.0% in 2008.

15. Accounts Payable and Other Current Liabilities

This account consists of:

	June 30, 2009	December 31, 2008
Trade	**₱1,258,659,091**	₱2,317,620,956
Accrued operating expenses (see Note 21)	**1,133,003,924**	856,519,139
Accrued interest (see Notes 14, 16 and 21)	**441,514,749**	348,849,937
Others	**864,125,172**	618,829,139
	₱3,697,302,936	₱4,141,819,171

Trade payables primarily consist of liabilities to suppliers and contractors, which are noninterest-bearing and are normally settled within a 30-day term.

Accrued interest and accrued operating expenses and others are normally settled throughout the financial year.

16. Long-term Debt

This account consists of:

	June 30, 2009	December 31, 2008
Parent Company:		
U.S. dollar-denominated five-year syndicated loan	**₱7,205,019,476**	₱7,089,004,155
U.S. dollar-denominated three-year term loans	**4,230,585,716**	–
U.S. dollar-denominated five-year, three-year and two-year bilateral loans	**2,606,829,318**	3,513,895,390
Philippine peso-denominated loans:		
Five-year and ten-year corporate notes	**4,953,423,560**	–
Five-year floating rate notes	**3,976,388,767**	3,975,094,444
Five-year, seven-year and ten-year fixed rate notes	**2,972,005,417**	2,976,017,384
Five-year bilateral loan	**2,989,303,797**	2,986,513,483
Other bank loans	**2,930,224,681**	2,184,847,577
Subsidiaries:		
China yuan renminbi-denominated loans:		
Ten-year bilateral loan	**3,452,687,000**	3,445,150,500
Eight-year loan	**1,021,713,500**	1,009,185,500
Philippine peso-denominated loans:		
Five-year syndicated loans	**99,410,313**	296,772,198

Five-year bilateral loan	**201,825,000**	248,500,000
	36,639,416,545	27,724,980,631
Less current portion	**7,628,620,500**	7,784,521,000
	₱29,010,796,045	₱19,940,459,631

Parent Company
U.S. Dollar-denominated Five-Year Syndicated Loan
The US$150 million unsecured loan was obtained on October 18, 2004 and will mature on October 18, 2009. The loan is a five-year bullet term loan which carries interest rate based on London Inter-Bank Offered Rate (LIBOR) plus a certain percentage. On May 18, 2007, the original facility agreement was amended which effectively reduced the interest rate by 1% (see Note 24).

U.S. Dollar-denominated Three-Year Term Loans
The US$90 million unsecured loans were obtained in April and May 2009. The loans bear interest rates based on LIBOR plus spread, with bullet maturity on March 23, 2012 (see Note 24).

U.S. Dollar-denominated Five-Year, Three-Year and Two-Year Bilateral Loans
The US$75 million unsecured loans were obtained in November 2008. The loans bear interest rates based on LIBOR plus spread, with bullet maturities ranging from two to five years. The Company prepaid the US$20 million unsecured loan on June 01, 2009, with an original maturity date of November 19, 2010. The related unamortized balance of debt issuance costs charged to expense amounted to ₱4 million.

Philippine Peso-denominated Five-Year and Ten-Year Corporate Notes
This represents a five-year floating and fixed rate and ten-year fixed rate notes obtained on April 14, 2009 amounting to ₱200 million, ₱3,600 million and ₱1,200 million, respectively. The loans bear an interest rate based on PDST-F plus margin for the five-year floating and 8.4% and 10.1% for the five-year and ten-year fixed, respectively. The loans have bullet maturities in 2014 and 2019, respectively.

Philippine Peso-denominated Five-Year Floating Rate Notes
This represents a five-year bullet term loan obtained on June 18, 2007 and July 9, 2007 amounting to ₱4,000 million and will mature on June 19, 2012. The loan carries an interest rate based on Philippine Dealing System Treasury Fixing (PDST-F) plus an agreed margin.

Philippine Peso-denominated Five-Year, Seven-Year and Ten-Year Fixed Rate Notes
This represents a five-year, seven-year and ten-year fixed rate notes obtained on June 17, 2008 amounting to ₱1,000 million, ₱1,200 million and ₱800 million, respectively. The loans bear fixed interest rates of 9.31%, 9.60% and 9.85%, and will mature on June 17, 2013, 2015 and 2018, respectively (see Note 24).

Philippine Peso-denominated Five-Year Bilateral Loan
This represents a five-year bullet term loan obtained on June 21, 2006 amounting to ₱3,000 million and will mature on June 21, 2011. The loan carries an interest rate based on PDST-F plus an agreed margin.

Other Bank Loans
This account consists of the following:

- Ten-year bullet fixed rate loan obtained on August 16, 2006 amounting to ₱1,200 million. The loan carries a fixed interest rate of 9.75% and will mature on August 16, 2016 (see Note 24).

- Five-year bullet loan obtained on March 3, 2008 amounting to ₱1,000 million and will mature on March 3, 2013. The loan carries a fixed interest rate of 7.18%.

- Four-year bullet loan obtained on April 15, 2009 amounting to ₱750 million and will mature on April 15, 2013. The loan carries an interest rate based on PHIREF plus margin (see Note 24).

Subsidiaries

China Yuan Renminbi-denominated Ten-Year Bilateral Loan
This represents a ten-year loan obtained on June 11, 2008 amounting to ¥500 million to finance the construction of shopping malls. The loan is payable in annual installments until 2017. The interest rates range from 5.940% to 7.344% in 2009 and 7.128% to 9.396% in 2008.

China Yuan Renminbi-denominated Eight-Year Loan
This represents eight-year loan obtained on December 28, 2005 amounting to ¥155 million to finance the construction of shopping malls. The loan is payable in annual installments with two years grace period until December 2012. The loan has a floating rate with an annual repricing at prevailing rate dictated by Central Bank of China less 10%. The loan bears interest rates ranging from 5.346% to 7.047% in 2009 and 6.156% to 7.047% in 2008.

The China yuan renminbi-denominated loans are secured by investment properties in China (see Note 11).

Philippine Peso-denominated Five-Year Syndicated Loans
In 2004, CPDC and PSC obtained a five-year term loan, which originally amounted to ₱1,600 million, to finance the construction of shopping malls. The five-year term loan is payable in equal quarterly installments of ₱100 million starting in October 2005 up to July 2009 and bears a fixed interest rate of 9.66% payable quarterly in arrears. Starting April 2007, the fixed interest rate of 9.66% was reduced to 6.75%.

Philippine Peso-denominated Five-Year Bilateral Loan
This represents a five-year loan term obtained on September 28, 2007 and November 6, 2007 amounting to ₱250 million to finance the construction of a project called San Miguel by the Bay. The loan is payable in equal quarterly installments of ₱15.6 million starting in December 2008 up to September 2012 and carries an interest rate based on PDST-F plus an agreed margin.

The re-pricing frequencies of floating rate loans range from three to six months.

The loan agreements provide certain restrictions and requirements principally with respect to maintenance of required financial ratios and material change in ownership or control. As of June 30, 2009 and December 31, 2008, the Company is in compliance with the terms of its loan covenants.

Long-term debt is net of unamortized debt issuance costs amounting to ₱276 million and ₱169 million as of June 30, 2009 and December 31, 2008, respectively (see Note 23).

Amortization of debt issuance costs amounted to ₱24 million and ₱44 million for the six months ended June 30, 2009 and 2008, respectively.

Repayment Schedule
Repayments of long-term debt are scheduled as follows:

Year	Amount
2009	₱7,628,620,500
2010	348,333,500
2011	4,999,641,000
2012	8,938,279,000
2013	4,371,028,000
2014 to 2016	10,629,983,500
	₱36,915,885,500

17. Stockholders' Equity

The Company has an authorized capital stock of 20,000,000,000 shares with a par value of ₱1 a share. The issued shares as of June 30, 2009 and December 31, 2008 are 13,348,191,367 shares.

As discussed in Note 5, on November 13, 2007, the BOD of SMPH approved the acquisition of 100% of the outstanding shares of the SM China Companies in exchange for SMPH common shares with a valuation based on the 30-day volume weighted average price of SMPH at ₱11.86 per share. On May 20, 2008, the SEC approved the valuation and confirmed that the issuance of the shares is exempt from the registration requirements of the Securities Regulation Code. On May 28, 2008, the PSE approved the listing of 912,897,212 new shares in connection with the share-for-share swap transaction with Grand China and Oriental Land. On June 18, 2008, SMPH's new shares issued to Grand China and Oriental Land were listed in the PSE.

On April 23, 2007, the BOD and the stockholders approved the increase in authorized capital stock from ₱10,000 million, divided into 10,000,000,000 shares, to ₱20,000 million, divided into 20,000,000,000 shares with a par value of ₱1 a share. The BOD and the stockholders likewise approved the declaration of a 25% stock dividend or approximately 2,500 million shares to all stockholders to be issued from the increased authorized capital stock. These were subsequently approved by the SEC on May 29, 2007 and the stock dividends were issued on July 24, 2007.

The retained earnings account is restricted for the payment of dividends to the extent of ₱3,744 million and ₱3,628 million as of June 30, 2009 and December 31, 2008, respectively, representing the cost of shares held in treasury (₱101 million in 2009 and 2008) and accumulated equity in net earnings of the subsidiaries totaling ₱3,643 million and ₱3,527 million as of June 30, 2009 and December 31, 2008, respectively. The accumulated equity in net earnings of the subsidiaries are not available for dividend distribution until such time that the Parent Company receives the dividends from the subsidiaries.

Treasury stock, totaling 18,857,000 shares, is stated at acquisition cost.

The breakdown of "Additional paid-in capital – net" account in the consolidated balance sheets follow:

	June 30, 2009	December 31, 2008
Balance at beginning of year	**₱10,311,665,381**	₱10,311,665,381
Adjustments from:		
Acquisition of SM China Companies	**(4,818,008,978)**	(4,818,008,978)
Acquisition of minority interest in FARDC	**(3,036,152,352)**	–
Balance at end of year	**₱2,457,504,051**	₱5,493,656,403

The tax effects relating to each component of other comprehensive income follow:

	June 30, 2009			June 30, 2008		
	Before-tax amount	Tax (expense) benefit	Net-of-tax amount	Before-tax amount	Tax (expense) benefit	Net-of-tax amount
Unrealized loss on available - for- sale investments	**(₱18,081,240)**	**₱5,424,372**	**(₱12,656,868)**	(₱10,686,523)	₱3,740,283	(₱6,946,240)
Cumulative translation adjustment	**60,826,884**	**(18,248,065)**	**42,578,819**	503,037,884	(176,063,259)	326,974,625
Total	**₱42,745,644**	**(₱12,823,693)**	**₱29,921,951**	₱492,351,361	₱172,322,976	₱320,028,385

18. Operating Expenses

This account consists of the following expenses incurred in operating the investment properties:

	June 30, 2009	June 30, 2008
Depreciation and amortization (see Note 11)	**₱1,500,877,138**	₱1,282,385,475
Administrative (see Notes 20, 21 and 22)	**1,231,307,492**	992,471,846
Film rentals	**501,299,780**	463,753,050
Business taxes and licenses	**582,062,160**	530,838,565
Others (see Note 21)	**710,437,557**	510,110,718
	₱4,525,984,127	₱3,779,559,654

19. Income Tax

The components of deferred tax assets and liabilities follow:

	June 30, 2009	December 31, 2008
Deferred tax assets -		
Accrued expenses, unrealized foreign exchange loss and others	**₱216,853,819**	₱209,171,802
Deferred tax liabilities -		
Undepreciated capitalized interest, unrealized foreign exchange gains and others - net	**₱1,053,285,455**	₱1,087,254,617

On May 24, 2005, Republic Act No. 9337 (R.A.) was enacted into law which took effect on November 1, 2005. The R.A. introduced changes in regular corporate income tax rate for domestic corporations, and residents and non-residents foreign corporations from 32% to 35% beginning November 1, 2005 and from 35% to 30% beginning January 1, 2009. The change in enacted tax rate effective January 1, 2009 was included in the computation of deferred tax assets and liabilities.

20. Pension Cost

The Parent Company has a funded, noncontributory defined benefit retirement plan covering all of its regular full-time employees. As of December 31, 2008, the date of latest actuarial valuation, the actuarial asset amounted to ₱2 million. The annual normal cost amounted to ₱3 million. The principal actuarial assumptions used to determine the pension benefits include salary increase of 10% a year and a return on plan assets of 6% a year.

21. Related Party Disclosures

The significant related party transactions entered into by the Company and the amounts included in the consolidated financial statements with respect to such transactions follow:

a. The Company has existing lease agreements with the SM Retail Group and SM Banking Group. Total rent revenue amounted to ₱2,838 million and ₱2,361 million for the six months period June 30, 2009 and 2008, respectively. Rent receivable, included under “Receivables” account in the consolidated balance sheets, amounted to ₱1,001 million and ₱1,151 million as of June 30, 2009 and December 31, 2008, respectively.

b. The Company leases the land where two of its malls are located from SMIC and Shoemart, Inc. for a period of 50 years, renewable upon mutual agreement of the parties. The Company shall pay SMIC and Shoemart, Inc. a minimum fixed amount or a certain percentage of its gross rent income, whichever is higher. Rent expense, included under “Operating expenses” account in the consolidated statements of income, amounted to ₱86 million and ₱73 million for the six months period June 30, 2009 and 2008, respectively. Rent payable to SMIC and Shoemart, Inc., included under “Accounts payable and other current liabilities” account in the consolidated balance sheets, amounted to ₱14 million and ₱19 million as of June 30, 2009 and December 31, 2008, respectively.

c. The Company pays management fees to Shopping Center Management Corporation, Leisure Center, Inc., West Avenue Theaters Corporation and Family Entertainment Center, Inc. for managing the operations of the malls. Total management fees, included under “Operating expenses” account in the consolidated statements of income, amounted to ₱284 million and ₱241 million for the six months period June 30, 2009 and 2008, respectively. Accrued management fees, included under “Accounts payable and other current liabilities” account in the consolidated balance sheets, amounted to ₱56 million and ₱42 million as of June 30, 2009 and December 31, 2008, respectively.

d. The Company has certain bank accounts and cash placements that are maintained with the SM Banking Group and SMIC. Cash and cash equivalents and investments held for trading totaled ₱6,583 million and ₱10,349 million as of June 30, 2009 and December 31, 2008, respectively. Interest income amounted to ₱163 million and ₱85 million for the six months period June 30, 2009 and 2008, respectively. Accrued interest receivable, included under "Receivables" account in the consolidated balance sheets, amounted to ₱28 million and ₱37 million as of June 30, 2009 and December 31, 2008, respectively.

e. As of June 30, 2009 and December 31, 2008, the outstanding loans payable and long-term debt from the SM Banking Group and SMIC amounted to ₱1,000 million and ₱4,700 million, respectively. Interest expense amounted to ₱60 million and ₱9 million for the six months period June 30, 2009 and 2008, respectively. Accrued interest payable, included under "Accounts payable and other current liabilities" and "Other noncurrent liabilities" accounts in the consolidated balance sheets, amounted to ₱12 million and ₱4 million as of June 30, 2009 and December 31, 2008, respectively.

f. As of June 30, 2009 and December 31, 2008, a portion of AFS investments amounting to ₱2,464 million and ₱2,453 million pertains to mandatorily redeemable preferred shares of BDO (see Note 13). Interest income amounted to ₱80 million and ₱73 million for the six months period June 30, 2009 and 2008, respectively. Interest receivable, included under "Receivables" account in the consolidated balance sheets, amounted to ₱111 million and ₱31 million as of June 30, 2009 and December 31, 2008, respectively.

g. On January 2, 2008, the SM China Companies entered into land development contracts with Grand China and Oriental Land to jointly develop certain sites in the cities of Jinjiang, Chengdu and Xiamen, with areas of 170,082 square meters, 19,952 square meters and 33,440 square meters, respectively. Under the terms of the contracts, the SM China Companies will provide the land use rights while Grand China and Oriental Land will fund the development expenses, among others.

h. The total compensation paid to key management personnel of the Company amounted to ₱17 million and ₱4 million for the six months period June 30, 2009 and 2008, respectively. No other special benefits are paid to management personnel other than the usual monthly salaries and government mandated bonuses.

22. Lease Agreements

The Company's lease agreements with its tenants are generally granted for a term of one year, with the exception of some of the larger tenants operating nationally, which are granted initial lease terms of five years, renewable on an annual basis thereafter. Upon inception of the lease agreement, tenants are required to pay certain amounts of deposits. Tenants likewise pay either a fixed monthly rent, which is calculated with reference to a fixed sum per square meter of area leased, or pay rent on a percentage rental basis, which comprises a basic monthly amount and a percentage of gross sales or a minimum set amount, whichever is higher.

The Company also leases certain parcels of land where some of its malls are constructed. The terms of the lease are for periods ranging from 15 to 50 years, renewable for the same period under the same terms and conditions. Rental payments are generally computed based on a certain percentage of the Company's gross rental income or a certain fixed amount, whichever is higher.

23. **Financial Risk Management Objectives and Policies**

The Company's principal financial instruments, other than derivatives, comprise of bank loans, AFS investments, investments held for trading and cash and cash equivalents. The main purpose of these financial instruments is to finance the Company's operations. The Company has various other financial assets and liabilities such as rent receivables and trade payables, which arise directly from its operations.

The Company also enters into derivative transactions, principally interest rate swaps and cross currency swaps. The purpose is to manage the interest rate and currency risks arising from the Company's operations and its sources of finance.

The main risks arising from the Company's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Company's BOD and management review and agree on the policies for managing each of these risks as summarized below.

Interest Rate Risk

The Company's exposure to interest rate risk relates primarily to its financial instruments with floating interest and/or fixed interest rates. Fixed rate financial instruments are subject to fair value interest rate risk while floating rate financial instruments are subject to cash flow interest rate risk. Re-pricing of floating rate financial instruments is done every three to six months. Interest on fixed rate financial instruments is fixed until maturity of the instrument. The details of financial instruments that are exposed to interest rate risk are disclosed in Notes 8, 13, 14 and 16.

The Company's policy is to manage its interest cost using a mix of fixed and floating rate debts. To manage this mix in a cost-efficient manner, the Company enters into interest rate swaps, in which the Company agrees to exchange, at specified intervals, the difference between fixed and floating rate interest amounts calculated by reference to an agreed-upon notional principal amount. These swaps are designated to economically hedge underlying debt obligations. As of June 30, 2009 and December 31, 2008, after taking into account the effect of interest rate swaps, approximately 65% and 42%, respectively, of the Company's long-term borrowings are at a fixed rate of interest.

Foreign Currency Risk

The Company's foreign currency-denominated monetary assets and liabilities amounted to ₱6,415 million (US$133 million) and ₱10,829 million (US$225 million), respectively, as of June 30, 2009 and ₱6,716 million (US$141 million) and ₱7,500 million (US$158 million), respectively, as of December 31, 2008.

In translating the foreign currency-denominated monetary assets and liabilities to peso amounts, the exchange rates used were ₱48.13 to US$1.00 and ₱47.52 to US$1.00, the Philippine peso to U.S. dollar exchange rates as of June 30, 2009 and December 31, 2008, respectively.

To manage foreign exchange risks, stabilize cash flows, and improve investment and cash flow planning, the Company enters into foreign currency swaps aimed at reducing and/or managing the adverse impact of changes in foreign exchange rates on operating results and cash flows.

Credit Risk

It is the Company's policy that all prospective tenants are subject to screening procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts is not significant. Given the Company's diverse base of tenants, it is not exposed to large concentrations of credit risk.

With respect to credit risk arising from the other financial assets of the Company, which comprise of cash and cash equivalents, investments held for trading, AFS financial assets and certain derivative instruments, the Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments. The fair values of these financial instruments are disclosed in Note 24.

Since the Company trades only with recognized third parties, there is no requirement for collateral.

Credit Quality of Financial Assets

The credit quality of financial assets is managed by the Company using high quality and standard quality as internal credit ratings.

High Quality. Pertains to counterparty who is not expected by the Company to default in settling its obligations, thus credit risk exposure is minimal. This normally includes large prime financial institutions, companies and government agencies.

Standard Quality. Other financial assets not belonging to high quality financial assets are included in this category.

As of June 30, 2009 and December 31, 2008, the credit quality of the Company's financial assets is as follows:

	June 30, 2009			
	Neither Past Due Nor Impaired		**Past Due**	
	High Quality	**Standard Quality**	**But Not Impaired**	**Total**
Cash and cash equivalents	**₱7,316,836,028**	**₱–**	**₱–**	**₱7,316,836,028**
Investments held for trading	**51,017,800**	**–**	**–**	**51,017,800**
Receivables	**804,086,085**	**2,376,790,838**	**178,069,066**	**3,358,945,989**
AFS investments	**2,566,701,196**	**–**	**–**	**2,566,701,196**
Derivative assets	**70,611,693**	**–**	**–**	**70,611,693**
	₱10,809,252,802	**₱2,376,790,838**	**₱178,069,066**	**₱13,364,112,706**

	December 31, 2008			
	Neither Past Due Nor Impaired		Past Due	
	High Quality	Standard Quality	But Not Impaired	Total
Cash and cash equivalents	₱10,737,196,836	₱–	₱–	₱10,737,196,836
Investments held for trading	143,857,296	–	–	143,857,296
Receivables	678,202,262	2,504,676,635	162,863,161	3,345,742,058
AFS investments	2,552,699,740	–	–	2,552,699,740
Derivative assets	34,130,728	–	–	34,130,728
	₱14,146,086,862	₱2,504,676,635	₱162,863,161	₱16,813,626,658

Liquidity Risk

The Company seeks to manage its liquidity profile to be able to finance its capital expenditures and service its maturing debts. The Company's objective is to maintain a balance between continuity of funding and flexibility through valuation of projected and actual cash flow information.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

	June 30, 2009			
	Less than 12 Months	**2 to 5 Years**	**More than 5 Years**	**Total**
Loans payable	**₱2,280,000,000**	**₱–**	**₱–**	**₱2,280,000,000**
Accounts payable and other current liabilities	**3,697,302,936**	**–**	**–**	**3,697,302,936**
Long-term debt (including current portion)	**7,628,620,500**	**18,657,281,500**	**10,629,983,500**	**36,915,885,500**
Derivative liability	**258,934,262**	**629,981,410**	**–**	**888,915,672**
Tenants' deposits	**–**	**5,306,649,910**	**–**	**5,306,649,910**
Other noncurrent liabilities*	**–**	**1,380,236,013**	**–**	**1,380,236,013**
	₱13,864,857,698	**₱25,974,148,833**	**₱10,629,983,500**	**₱50,468,990,031**

**Excluding nonfinancial liabilities amounting to ₱509 million.*

	December 31, 2008			
	Less than 12 Months	2 to 5 Years	More than 5 Years	Total
Loans payable	₱2,924,884,028	₱–	₱–	₱2,924,884,028
Accounts payable and other current liabilities	4,141,819,171	–	–	4,141,819,171
Long-term debt (including current portion)	9,674,452,851	19,229,151,578	6,690,172,021	35,593,776,450
Derivative liability	901,634,262	–	–	901,634,262
Tenants' deposits	–	4,865,774,815	–	4,865,774,815
Other noncurrent liabilities*	–	4,825,437,836	–	4,825,437,836
	₱17,642,790,312	₱28,920,364,229	₱6,690,172,021	₱53,253,326,562

**Excluding nonfinancial liabilities amounting to ₱505 million.*

Capital Management

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, pay-off existing debts, return capital to shareholders or issue new shares.

The Company monitors its capital gearing by measuring the ratio of interest-bearing debt to total capital and net interest-bearing debt to total capital. Interest-bearing debt includes all short-term

The Company's long-term debt, presented by maturity profile, that are exposed to interest rate risk are as follows:

	June 30, 2009								
	1-<2 Years	**2-<3 Years**	**3-<4 Years**	**4-<5 Years**	**5-<6 Years**	**>6 Years**	**Total**	**Debt Issuance**	**Carrying Value**
Fixed rate:									
Philippine peso-denominated five-year syndicated loan	**₱100,000,000**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱100,000,000**	**(₱589,687)**	**₱99,410,313**
Interest rate	**6.75%**								
Philippine peso-denominated corporate notes	**–**	**–**	**–**	**–**	**3,700,000,000**	**1,100,000,000**	**4,800,000,000**	**(44,713,382)**	**4,755,286,618**
Interest rate					**8.40%**	**10.11%**			
Philippine peso-denominated loans fixed rate notes	**–**	**–**	**–**	**995,000,000**	**–**	**1,999,010,000**	**2,994,010,000**	**(22,004,583)**	**2,972,005,417**
Interest rate				**9.31%**		**9.60%-9.85%**			
Other bank loans	**–**	**–**	**–**	**1,000,000,000**	**–**	**1,200,000,000**	**2,200,000,000**	**(13,798,756)**	**2,186,201,244**
Interest rate				**7.18%**		**9.75%**			
Floating rate:									
U.S. dollar-denominated five-year syndicated loan	**$150,000,000**	**$–**	**$–**	**$–**	**$–**	**$–**	**7,219,500,000**	**(14,480,524)**	**7,205,019,476**
Interest rate	**LIBOR+margin%**								
U.S. dollar-denominated three-year term loans	**$–**	**$–**	**$90,000,000**	**$–**	**$–**	**$–**	**4,331,700,000**	**(101,114,284)**	**4,230,585,716**
Interest rate			**LIBOR+spread**						
U.S. dollar-denominated bilateral loans	**$–**	**$30,000,000**	**$–**	**$25,000,000**	**$–**	**$–**	**2,647,150,000**	**(40,320,682)**	**2,606,829,318**
Interest rate		**LIBOR+spread**		**LIBOR+spread**					
China yuan renminbi-denominated eight-year bilateral loan	**¥65,000,000**	**¥40,000,000**	**¥40,000,000**	**¥–**	**¥–**	**¥–**	**1,021,713,500**	**–**	**1,021,713,500**
Interest rate	**5.35%–7.05%**	**5.35%–7.05%**	**5.35%–7.05%**						
China yuan renminbi-denominated ten-year loan	**¥15,000,000**	**¥30,000,000**	**¥40,000,000**	**¥60,000,000**	**¥65,000,000**	**¥280,000,000**	**3,452,687,000**	**–**	**3,452,687,000**
Interest rate	**5.94%–7.34%**	**5.94%–7.34%**	**5.94%–7.34%**	**5.94%–7.34%**	**5.94%–7.34%**	**5.94%–7.34%**			
Philippine peso-denominated five-year floating rate loan	**₱–**	**₱–**	**₱3,996,000,000**	**₱–**	**₱–**	**₱–**	**3,996,000,000**	**(19,611,233)**	**3,976,388,767**
Interest rate			**PDST-F+margin%**						
Philippine peso-denominated five-year bilateral loans	**₱93,750,000**	**₱3,062,500,000**	**₱46,875,000**	**₱–**	**₱–**	**₱–**	**3,203,125,000**	**(11,996,203)**	**3,191,128,797**
Interest rate	**PDST-F+margin%**	**PDST-F+margin%**	**PDST-F+margin%**						
Philippine peso-denominated corporate notes	**₱–**	**₱–**	**₱–**	**₱–**	**₱200,000,000**	**₱–**	**200,000,000**	**(1,863,058)**	**198,136,942**
Interest rate					**PDST-F+margin%**				
Other bank loans	**₱–**	**₱–**	**₱–**	**750,000,000**	**₱–**	**₱–**	**750,000,000**	**(5,976,563)**	**744,023,437**
Interest rate				**PHIREF+margin%**					
							₱36,915,885,500	**(₱276,468,955)**	**₱36,639,416,545**

	December 31, 2008								
	1-<2 Years	2-<3 Years	3-<4 Years	4-<5 Years	5-<6 Years	>6 Years	Total	Debt Issuance	Carrying Value
Fixed rate:									
Philippine peso-denominated five-year syndicated loan	₱300,000,000	₱–	₱–	₱–	₱–	₱–	₱300,000,000	(₱3,227,802)	₱296,772,198
Interest rate	6.75%								
Philippine peso-denominated loans fixed rate notes	–	–	–	–	1,000,000,000	2,000,000,000	3,000,000,000	(23,982,616)	2,976,017,384
Interest rate					9.31%	9.60%-9.85%			
Other bank loans	–	–	–	–	1,000,000,000	1,200,000,000	2,200,000,000	(15,152,423)	2,184,847,577
Interest rate					7.18%	9.75%			
Floating rate:									
U.S. dollar-denominated five-year syndicated loan	$150,000,000	$–	$–	$–	$–	$–	7,128,000,000	(38,995,845)	7,089,004,155
Interest rate	LIBOR+margin%								
U.S. dollar-denominated bilateral loans	$–	$20,000,000	$30,000,000	$–	$25,000,000	$–	3,564,000,000	(50,104,610)	3,513,895,390
Interest rate		LIBOR+spread	LIBOR+spread		LIBOR+spread				
China yuan renminbi-denominated eight-year bilateral loan	¥30,000,000	¥35,000,000	¥40,000,000	¥40,000,000	¥–	¥–	1,009,185,500	–	1,009,185,500
Interest rate	6.16%–7.05%	6.16%–7.05%	6.16%–7.05%	6.16%–7.05%					
China yuan renminbi-denominated ten-year loan	¥10,000,000	¥10,000,000	¥30,000,000	¥40,000,000	¥60,000,000	¥345,000,000	3,445,150,500	–	3,445,150,500
Interest rate	7.13%–9.40%	7.13%–9.40%	7.13%–9.40%	7.13%–9.40%	7.13%–9.40%	7.13%–9.40%			
Philippine peso-denominated five-year floating rate loan	₱–	₱–	₱–	₱3,998,000,000	₱–	₱–	3,998,000,000	(22,905,556)	3,975,094,444
Interest rate				PDST-F+margin%					
Philippine peso-denominated five-year bilateral loans	₱78,125,000	₱62,500,000	₱3,062,500,000	₱46,875,000	₱–	₱–	3,250,000,000	(14,986,517)	3,235,013,483
Interest rate	PDST-F+margin%	PDST-F+margin%	PDST-F+margin%	PDST-F+margin%					
							₱27,894,336,000	(₱169,355,369)	₱27,724,980,631

and long-term debt while net interest-bearing debt includes all short-term and long-term debt net of cash and cash equivalents, investments held for trading and AFS investments.

As of June 30, 2009 and December 31, 2008, the Company's ratio of interest-bearing debt to total capital and ratio of net interest-bearing debt to total capital are as follows:

Interest-bearing Debt to Total Capital

	June 30, 2009	December 31, 2008
Loans payable	**₱2,280,000,000**	₱2,830,000,000
Current portion of long-term debt	**7,628,620,500**	7,784,521,000
Long-term debt - net of current portion	**29,010,796,045**	19,940,459,631
Total interest-bearing debt (a)	**38,919,416,545**	30,554,980,631
Total equity attributable to equity holders of the Parent	**44,054,102,102**	46,828,540,968
Total interest-bearing debt and equity attributable to equity holders of the Parent (b)	**₱82,973,518,647**	₱77,383,521,599
Gearing ratio (a/b)	**47%**	39%

Net Interest-bearing Debt to Total Capital

	June 30, 2009	December 31, 2008
Loans payable	**₱2,280,000,000**	₱2,830,000,000
Current portion of long-term debt	**7,628,620,500**	7,784,521,000
Long-term debt - net of current portion	**29,010,796,045**	19,940,459,631
Less cash and cash equivalents, investments held for trading and AFS investments	**(9,934,555,024)**	(13,433,753,872)
Total net interest-bearing debt (a)	**28,984,861,521**	17,121,226,759
Total equity attributable to equity holders of the Parent	**44,054,102,102**	46,828,540,968
Total net interest-bearing debt and equity attributable to equity holders of the Parent (b)	**₱73,038,963,623**	₱63,949,767,727
Gearing ratio (a/b)	**40%**	27%

24. **Financial Instruments**

Carrying Values

The table below presents the carrying values and fair values, as stated, of the Company's financial instruments by category:

	June 30, 2009	March 31, 2009	December 31, 2008
Financial Assets			
Financial assets at FVPL	**₱121,629,493**	₱193,583,751	₱177,988,024
Loans and receivables	**10,675,782,017**	10,891,170,459	14,082,938,894
AFS investments	**2,566,701,196**	2,625,064,273	2,552,699,740
Financial Liabilities			
Financial liabilities at FVPL	**888,915,672**	901,180,759	901,634,262
Other financial liabilities	**49,303,605,404**	41,818,684,601	44,388,012,453

Fair Values

The fair values and carrying amounts of investments held for trading amounted to ₱122 million, ₱193 million and ₱178 million as of June 30, 2009, March 31, 2009 and December 31, 2008, respectively. Investments held for trading includes marked-to-market gain amounted to ₱3 million as of June 30, 2009, March 31, 2009 and December 31, 2008. The carrying amounts of the Company's other financial assets approximate their fair values due to the short-term nature of the transactions.

Derivative Financial Instruments

To address the Company's exposure to market risk for changes in interest rates primarily to long-term floating rate debt obligations and manage its foreign exchange risk, the Company entered into various derivative transactions such as cross currency swaps, interest rate swaps, foreign currency call options and non-deliverable forwards.

The table below shows information on the Company's cross currency and interest rate swaps presented by maturity profile.

	2009		
	<1 Year	**>1-<2 Years**	**>2-<5 Years**
Cross-Currency Swap			
Floating-Fixed:			
Notional amount	**$70,000,000**		
Receive-floating rate	**6 months LIBOR+margin%**		
Pay-fixed rate	**12.58–12.75%**		
Weighted swap rate	**₱56.31**		
Interest Rate Swaps			
Floating-Fixed:			
Notional amount	**$225,000,000**	**$145,000,000**	**$145,000,000**
Receive-floating rate	**6 months LIBOR+margin%**	**6 months LIBOR+margin%**	**6 months LIBOR+margin%**
Pay-fixed rate	**4.10%– 5.40%**	**4.10%– 5.40%**	**4.10%– 5.40%**
Notional amount	**₱750,000,000**	**₱750,000,000**	**₱750,000,000**
Receive-floating rate	**6 months PHIREF+margin%**	**6 months PHIREF+margin%**	**6 months PHIREF+margin%**
Pay-fixed rate	**8.20%**	**8.20%**	**8.20%**
Fixed-Floating:			
Notional amount	**₱1,000,000,000**	**₱1,000,000,000**	**₱1,000,000,000**
Receive-fixed rate	**9.3058%**	**9.3058%**	**9.3058%**
Pay-floating rate	**3MPDST-F+margin%**	**3MPDST-F+margin%**	**3MPDST-F+margin%**

Cross Currency Swaps. In 2004, the Parent Company entered into cross currency swap agreements with an aggregate notional amount of US$70 million and weighted average swap rate of ₱56.31 to US$1. Under these agreements, the Parent Company effectively swaps the principal amount and interest of the U.S. dollar-denominated five-year syndicated loan into Philippine peso-denominated loans with payments up to October 2009. As of June 30, 2009 and December 31, 2008, the cross currency swaps have negative fair values of ₱861 million.

Interest Rate Swaps. In 2009, the Parent Company entered into US$ interest rate swap agreements with an aggregate notional amount of US$145 million. Under these agreements, the Parent Company effectively swaps the floating rate U.S. dollar-denominated loans into fixed rate loans with semi-annual payment intervals up to November 2011-2013. As of June 30, 2009, the floating to fixed interest rate swaps have negative fair values of ₱12 million.

In 2009, the Parent Company entered into Philippine peso interest rate swap agreements with an aggregate notional amount of ₱750 million. Under these agreements, the Parent Company effectively swaps the floating rate Philippine peso-denominated bilateral loans into fixed rate loans with semi-annual payment intervals up to April 2013. As of June 30, 2009, the floating to fixed interest rate swaps have negative fair values of ₱6 million.

In 2008, the Parent Company entered into Philippine peso interest swap agreements with an aggregate notional amount of ₱1,000 million. Under these agreements, the Parent Company effectively swaps the fixed rate Philippine peso-denominated five-year syndicated fixed rate notes into floating rate loans based on PDST-F plus an agreed margin with quarterly payment intervals up to June 2013. As of June 30, 2009 and December 31, 2008, the fixed to floating interest rate swaps have positive fair values of ₱59 million and ₱34 million, respectively.

In 2004, the Parent Company entered into US$ interest rate swap agreements with an aggregate notional amount of US$80 million. Under these agreements, the Parent Company effectively swaps the floating rate U.S. dollar-denominated five-year syndicated loan into fixed rate loans with semi-annual payment intervals up to October 2009. As of June 30, 2009 and December 31, 2008, the floating to fixed interest rate swaps have negative fair values of ₱41 million.

Foreign Currency Call Options. To manage the interest expense on the loans and the hedging costs of the cross currency swaps mentioned above, the Parent Company entered into the following cost reduction trades:

Trade Dates	Start Dates	Notional Amount	Strike Rates	Premium (p.a.)	Payment Dates
January 25, 2007	January 25, 2007	₱3,942,000,000	₱52 (US$1.00)	1.00%	October 18, 2007 April 18, 2008
June 27, 2007	April 18, 2007	₱3,942,000,000	₱49 (US$1.00)	1.00%	October 18, 2007 April 18, 2008 June 30, 2008
June 27, 2007	February 15, 2007	₱1,200,000,000	₱49 (US$1.00)	1.00%	February 15, 2008 June 30, 2008

In these trades, the Parent Company will receive a premium equivalent to 1.0% savings per annum on the notional amounts. However, should the exchange rate between U.S. dollar (US$) and the Philippine peso (₱) trade above the strike price on the two dates, the Parent Company will have to pay a penalty based on an agreed formula. As of December 31, 2007, the positive fair value of the currency option is ₱55 million. Realized loss from currency option contracts amounted to ₱17 million in 2008.

The net unrealized marked-to-market gain (loss) on derivative transactions, shown as part of "Others – net" account in the consolidated statements of income, amounted to ₱7 million and (₱226) million for the six months ended June 30, 2009 and 2008, respectively.

25. **Basic/Diluted EPS Computation**

Basic EPS is computed as follows:

	June 30, 2009	June 30, 2008 (restated)
Net income attributable to equity holders of the Parent (a)	**₱3,412,583,707**	₱3,166,445,334
Common shares issued at beginning of year, as previously reported	**–**	9,935,294,155
Issuance of shares to Grand China and Oriental Land (see Notes 5 and 17)	**–**	912,897,212
Common shares issued at beginning of year, as restated	**13,348,191,367**	10,848,191,367
Effect of stock dividends in 2007 (see Note 17)	**–**	2,500,000,000
Common shares issued at end of year	**13,348,191,367**	13,348,191,367
Less weighted average number of treasury shares acquired during the year	**18,857,000**	18,857,000
Weighted average number of common shares outstanding (b)	**13,329,334,367**	13,329,334,367
Earnings per share (a/b)	**₱0.256**	₱0.238

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Financial and Operational Highlights
(In Million Pesos, except for financial ratios and percentages)

	2nd Quarter 2009			Six Months Ended June 30		
Ex-China	**2009**	**2008**	**% Change**	**2009**	**2008**	**% Change**
Profit & Loss Data						
Revenues	4,728	4,172	13%	9,152	7,988	15%
Operating Expenses	2,168	1,853	17%	4,153	3,493	19%
Operating Income	2,560	2,319	10%	4,998	4,494	11%
Net Income	1,665	1,543	8%	3,353	3,129	7%
EBITDA	3,268	2,909	12%	6,337	5,647	12%

	2nd Quarter 2009			Six Months Ended June 30		
With China	**2009**	**2008**	**% Change**	**2009**	**2008**	**% Change**
Profit & Loss Data						
Revenues	4,974	4,375	14%	9,642	8,359	15%
Operating Expenses	2,356	2,010	17%	4,526	3,780	20%
Operating Income	2,618	2,365	11%	5,116	4,580	12%
Net Income	1,691	1,564	8%	3,413	3,166	8%
EBITDA	3,407	3,023	13%	6,617	5,862	13%

With China	**Jun 30 2009**	**Dec 31 2008**	**% Change**
Balance Sheet Data			
Total Assets	96,666	95,505	1%
Total Debt	38,919	30,555	27%
Net Debt	28,985	17,121	69%
Total Stockholders' Equity	44,054	46,829	-6%
Financial Ratios			
Fixed Assets to Total Assets	0.82	0.79	
Current Ratio	1.01	1.09	
Debt to Equity	0.47:0.53	0.39:0.61	
Net Debt to Equity	0.40:0.60	0.27:0.63	

	Jun 30	
(annualized)	**2009**	**2008**
Debt Service Coverage	1.69	2.45
Return on Equity	0.15	0.14
Debt to EBITDA	2.94	2.61
EBITDA to Interest Expense	7.52	18.43
Operating Income to Revenues	0.53	0.55
EBITDA Margin	0.69	0.70
Net Income to Revenues	0.35	0.38

SM Prime Holdings, Inc., the country's leading shopping mall developer and operator which currently owns 34 malls in the Philippines and 3 malls in China, posts 15% increase in gross revenues for the first half of 2009 to P9.64 billion from P8.36 billion in the same period 2008. Rental revenues remain the largest portion, with a growth of 17% amounting to P8.40 billion from last year's P7.17 billion. This is largely due to rentals from new SM Supermalls opened in 2007, namely, SM City Bacolod, SM City Taytay and SM Supercenter Muntinlupa. In addition, three malls were also expanded in 2007, namely, SM City Pampanga, SM City Cebu and Mall of Asia. Towards the end of 2008, three malls were opened -- SM City Marikina, SM City Rosales and SM City Baliwag. Likewise, the Megamall Atrium and The Annex at SM North Edsa were also opened in the last quarter of 2008. In 2009, SM City Naga, as well as expansions of SM City Rosales, The Sky Garden at SM North Edsa and SM City Fairview were also opened. The new malls and expansions added 477,000 square meters to total gross floor area. Currently, the new malls have an average occupancy level of 96%. Excluding the new malls and expansions opened in 2008 and 2009, same store rental growth is at 4%.

In terms of gross revenues, the three malls in China contributed P0.49 billion in 2009 and P0.37 billion in 2008, or 5% and 4% of total consolidated operating revenues, respectively. Likewise, in terms of rental revenues, the China operations contributed P0.48 billion in 2009 and P0.36 billion in 2008, or 6% and 5%, respectively, of SM Prime's consolidated rental revenue. Rental revenue of the three malls in China increased 33% in the first half 2009 compared to the same period in 2008. Average occupancy rate for the three malls is now at 89%.

For the first six months of 2009, cinema ticket sales increased by 5% due to more blockbuster movies shown in 2009 compared to the same period of 2008. In 2009, major blockbusters shown were "You Changed My Life," "Transformers 2," "Bestfriends Forever," "Ang Tanging Ina N'yong Lahat," and "Angels & Demons." In the same period 2008, major films shown were "Iron Man," "Forbidden Kingdom," "Caregiver," "My Bestfriend's Girlfriend," and "Kung Fu Panda."

Amusement and other income likewise increased by 4% to P311 million for the first half of 2009 from P299 million in 2008. This account is mainly composed of amusement income from bowling and ice skating operations including the SM Science Discovery Center.

Operating expenses increased by 20% in the six-months ended 2009 from P3.78 billion to P4.53 billion mainly due to the new malls. Likewise, income from operations posted a 12% growth from P4.58 billion in 2008 to P5.12 billion in 2009. In terms of operating expenses, the three malls in China contributed P0.37 billion in 2009 and P0.29 billion in 2008, or 8% of SM Prime's consolidated operating expenses.

Interest and dividend income increased by 45% in 2009 compared to 2008 due to increase in temporary investments in the latter part of 2008.

Interest expense for the six-months period likewise increased 176%, from P318.1 million to P879.4 million in 2009, mainly due to additional loans for capital expansion.

Net income for the six-months ended 2009 increased 8% to P3.41 billion from same period last year of P3.17 billion. Meanwhile, the net income of the three malls in China has shown a significant increase of 60% to P59 million in 2009 compared to P37 million in 2008. On a stand-alone basis, net income of the Philippine operations grew 7% at P3.35 billion for the first half 2009 from P3.13 billion in the same period 2008.

On the balance sheet side, cash and cash equivalents decreased from P10.7 billion as of December 31, 2008 to P7.3 billion as of June 30, 2009 mainly due to working capital and capital expenditure requirements.

Investments held for trading account decreased from P143.9 million as of December 31, 2008 to P51.0 million as of June 30, 2009 due to subsequent maturities.

Receivables account was stable at P2.5 billion for both periods. Prepaid expenses and other current assets decreased by 7% mainly due to subsequent application of input taxes and amortization of prepaid expenses.

Total available-for-sale investments is unchanged at P2.5 billion. This account mainly consists of investments in BDO preferred shares which are carried at marked-to-market. This investment will mature in October 2009.

Derivative assets increased by 107% due to additional interest rate swaps entered into during the period. Deferred tax assets account on the other hand is also flat.

Investment properties and shopping mall under construction increased by 6% mainly because of ongoing mall projects e.g. SM Rosario, SM Pamplona and SM Xiamen Lifestyle Center, which are all set to open within the fourth quarter of 2009. The Company also recently opened SM Naga and expanded existing malls - - SM North Edsa Sky Garden, SM Rosales and SM Fairview Annex.

Other noncurrent assets increased by 7% due to additional deposits paid and advances to contractors for mall construction and deposits paid for leases of real properties.

Loans payable decreased 19% due to subsequent payments. Long-term debt increased mainly due to new loans availed during the period for capital expansion, namely, USD90 million for China and P5.75 billion for the Philippines.

Derivative liabilities account mainly pertains to marked-to-market losses on the plain vanilla cross currency swap entered into in 2004 which will be fully settled in October 2009.

The Company's performance indicators are measured in terms of the following: (1) Ratio of investment properties to total assets which measures the ratio of property and equipment to total assets; (2) current ratio which measures the ratio of total current assets to total current liabilities; (3) debt to equity which measures the ratio of interest bearing liabilities to stockholders' equity; (4) net debt to equity which measures the ratio of interest bearing liabilities net of cash and cash equivalents and investment securities to stockholders' equity; (5) debt service coverage ratio (DSCR) which measures the ratio of annualized operating cash flows to loans payable, current portion of long-term debt and interest expense, excluding the portion of debt which are fully hedged by cash and cash equivalents and temporary investments; (6) return on equity (ROE) which measures the ratio of net income to capital provided by stockholders; (7) earnings before interest, income taxes, depreciation and amortization (EBITDA); (8) debt to EBITDA which measures the ratio of EBITDA to total interest-bearing liabilities; (9) EBITDA to interest expense which measures the ratio of EBITDA to interest expense; (10) operating income to revenues which basically measures the gross profit ratio; (11) EBITDA margin which measures the ratio of EBITDA to gross revenues and, (12) net income to revenues which measures the ratio of net income to gross revenues. The following discuss in detail the key performance indicators of the Company.

The balance sheet remains robust with total investment properties accounting for 82% and 79% of total assets as of June 30, 2009 and December 31, 2008, respectively. The Company's current ratio is steady at 1.01:1 and 1.09:1 as of June 30, 2009 and December 31, 2008, respectively.

Interest-bearing debt to stockholders' equity increased to 0.47:0.53 as of June 30, 2009 from 0.39:0.61 as of December 31, 2008 due to new loan availments. Likewise, net interest-bearing debt to stockholders' equity also increased to 0.40:0.60 as of June 30, 2009 from 0.27:0.63 as of December 31, 2008. Debt service coverage ratio is steady at 1.69:1 and 2.45:1 for the six months ended June 30, 2009 and 2008, respectively.

In terms of profitability, ROE slightly increased to 15% for the six months ended June 30, 2009 from 14% in the same period 2008.

EBITDA increased 13% to P6.62 billion for the six months ended June 30, 2009 from P5.86 billion in the same period 2008. Debt to EBITDA increased to 2.94:1 from 2.61:1 as of June 30, 2009 and 2008, respectively, due to new loans. Likewise, EBITDA to interest expense decreased from 18.43:1 to 7.52:1 for the periods ended June 30, 2008 and 2009, respectively. This is due to increase in interest expense.

Consolidated operating income to revenues slightly decreased to 53% in 2009 compared to 55% in 2008 due to the new malls. On a stand-alone basis, operating income margin of the Philippine and China operations is at 55% and 24%, respectively, in 2009.

EBITDA margin remains strong at 69% and 70% for the periods ended June 30, 2009 and 2008, respectively. On a stand-alone basis, EBITDA margin of the Philippines and China operations is at 69% and 57%, respectively, in 2009.

On the other hand, net income to revenues decreased to 35% from 38% for the periods ended June 30, 2009 and 2008, respectively, mainly due to increase in interest expense. On a stand-alone basis, net income margin of the Philippines and China operations is at 37% and 12%, respectively, in 2009.

The Company has no known direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation. There were no contingent liabilities or assets in the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

There are no known trends, events, material changes, seasonal aspects or uncertainties that are expected to affect the company's continuing operations.

SM Prime currently has 34 Supermalls strategically located in the Philippines with a total gross floor area of 4.4 million square meters. Likewise, the Company also has 3 Supermalls located in the cities of Xiamen, Jinjiang and Chengdu in China with a total gross floor area of 0.5 million square meters.

SM City Naga is the first SM mall to be opened this year followed by expansions of The Sky Garden at SM City North Edsa and SM City Rosales. For the rest of 2009, SM Prime is scheduled to open SM City Rosario in Cavite and SM City Pamplona in Las Piñas. By yearend, the company is expected to have 36 malls in the country, with an estimated total GFA of 4.9 million sqm.

SIGNATURES

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

SM PRIME HOLDINGS, INC.
Registrant

Date: August 6, 2009

JEFFREY C. LIM
Executive Vice-President

SM PRIME HOLDINGS, INC.
AGING OF RENT RECEIVABLE
AS OF JUNE 30, 2009

MALL	BALANCE	CURRENT	Over 30 days
SM MEGAMALL	274,142,388	227,601,945	46,540,443
SM NORTH EDSA	261,555,549	218,450,862	43,104,687
SM MALL OF ASIA	213,370,876	191,379,463	21,991,413
SM FAIRVIEW	112,427,949	99,612,333	12,815,616
SM SOUTHMALL	111,208,192	99,201,046	12,007,146
SM MANILA	108,944,054	79,574,732	29,369,322
SM PAMPANGA	107,943,711	97,822,636	10,121,075
SM CEBU	107,240,769	80,022,870	27,217,899
SM BACOOR	97,218,542	76,712,207	20,506,335
SM SAN LAZARO	75,027,589	69,679,186	5,348,403
SM ILOILO	73,167,712	60,263,360	12,904,353
SM STA MESA	64,277,401	60,120,907	4,156,494
SM CLARK	60,378,338	56,511,060	3,867,278
SM DASMARINAS	58,707,766	52,658,885	6,048,881
SM MARIKINA	53,420,408	44,692,914	8,727,494
SM BAGUIO	53,319,382	43,469,461	9,849,921
SM DAVAO	52,847,472	51,033,502	1,813,969
SM STA ROSA	52,069,767	45,424,226	6,645,541
SM SUCAT	50,600,376	45,131,624	5,468,752
SM BATANGAS	49,933,676	40,463,227	9,470,449
SM MARILAO	49,859,977	49,112,921	747,056
SM BICUTAN	46,349,546	45,327,136	1,022,410
SM LIPA	41,581,483	39,249,582	2,331,901
SM TAYTAY	40,054,219	37,336,967	2,717,252
SM LUCENA	34,228,176	29,381,630	4,846,546
SM CAGAYAN DE ORO	33,721,683	26,415,267	7,306,416
SM ROSALES	32,930,448	29,663,453	3,266,995
SM BACOLOD	32,173,503	27,542,653	4,630,849
SM MUNTINLUPA	30,568,647	27,870,505	2,698,142
SM BALIWAG	27,932,904	26,912,179	1,020,725
SM MOLINO	27,042,510	26,509,706	532,803
SM NAGA	26,381,271	26,381,271	0
SM VALENZUELA	24,940,932	24,302,189	638,744
SM PASIG	24,227,753	20,602,576	3,625,176
SM BY THE BAY	21,670,201	15,289,795	6,380,406
SM NAGTAHAN	5,644,887	5,208,844	436,043
SM CHINA MALLS	17,749,850	11,093,709	6,656,141
	2,554,859,904	2,208,026,830	346,833,074