May 14, 2009

PHILIPPINE STOCK EXCHANGE
Listing and Disclosure Department
Exchange Road, Ortigas Center, Pasig City

Attention: Ms. Janet A. Encarnacion
Head, Disclosure Department

Subject: Vista Land & Lifescapes, Inc.: **SEC 17Q- March 31, 2009**

Gentlemen:

Please find SEC Form 17Q for the three months ended March 31, 2009 filed with the Securities and Exchange Commission today

Very truly yours,

BRIAN N. EDANG
Officer-in-Charge

COVER SHEET

C	S	2	0	0	7	0	3	1	4	5

S.E.C. Registration Number

VISTA LAND & LIFESCAPES, INC.

(Company's Full Name)

LAS PINAS BUSINESS CENTER NATIONAL ROAD, TALON, LAS PINAS CITY

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

Brian N. Edang	887-2264 loc 107
Contact Person	Company Telephone Number

1 2	3 1	17-Q	0 6	1 5
Month	*Day*	FORM TYPE	*Month*	*Day*
Calendar Year			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 I.D.

Cashier

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 quarter ended **March 31, 2009**

2. SEC Identification Number **CS-200703145**

3. BIR Tax Identification No. **006-652-678**

4. **Vista Land & Lifescapes, Inc.**
   Exact name of the registrant as specified in its charter

5. **Metro Manila, Philippines**
   Province,country or other jurisdiction of incorporation

6. Industry Classification Code [ ] (SEC Use Only)

7. **3rd Level Starmall Las Pinas C.V. Starr Avenue, Philamlife Village, Pamplona, Las Pinas City** **1746**
   Address of Principal Office Postal Code

8. **(632)-8065758**
   Registrant's telephone number, including area code

9. N/A
   Former name,former address and former fiscal year, if change since last report.

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

Title of each Class	Number of Shares of common stock outstanding
Common stock (as of 3/31/2009)	**8,218,054,614**

11. Are any of the registrant's securities listed on the Philippine Stock Exchange?

    Yes [x] No [ ]

12. Check whether the registrant:

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

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Vista Land & Lifescapes Inc.
Consolidated Balance Sheets
As of March 31, 2009 and December 31, 2008
(In Million Pesos)

	Unaudited 03/31/2009	Audited 12/31/2008
ASSETS		
Cash and Cash Equivalents	4,489	5,044
Receivables, Net (Note 3)	19,863	18,073
Real Estate for Sale and Dev't (Note 4)	24,478	25,246
Available for sales - Financial Assets	300	300
Investments	647	648
Property and Equipment	87	95
Advances to a Real Estate JV	1,649	1,649
Other Assets	1,158	1,197
Total Assets	**52,671**	**52,252**
LIABILITIES AND EQUITY		
Liabilities		
Bank Loans (Note 5)	74	92
Loans Payable	3,718	3,372
Accounts and other payables (Note 6)	3,904	4,006
Customers' advances and deposits	4,247	4,438
Liabilities for unsubdivided land purchased	2,238	2,633
Due to Related Parties	831	910
Income Tax Payable	151	125
Pension liability	15	15
Deferred tax liabilities - net	2,355	2,146
LTCP/LTN (Note 7)	1,550	1,499
Total Liabilities	**19,083**	**19,236**
Equity		
Capital Stock	8,539	8,539
Additional paid in capital	19,305	19,305
Treasury Shares	(637)	(617)
Retained Earnings	6,331	5,740
	33,538	32,967
Minority interest	50	49
Total Equity	**33,588**	**33,016**
Total Liabilities & SHE	**52,671**	**52,252**

Vista Land & Lifescapes Inc.
Consolidated Income Statement
For the three months ended March 31, 2009 and 2008
(In Million Pesos)

	Unaudited Jan-Mar Q1-2009	Unaudited Jan-Mar 2009	Unaudited Jan-Mar Q1-2008	Unaudited Jan-Mar 2008
REVENUE AND OTHER INCOME				
Real Estate	2,452	2,452	2,619	2,619
Unrealized foreign exchange gains/(losses)	(28)	(28)	(34)	(34)
Interest Income	158	158	253	253
Equity in net gain of an associate	–	–	1	1
Miscellaneous Net	107	107	57	57
	2,689	**2,689**	**2,896**	**2,896**
COST & EXPENSES				
Real Estate	1,269	1,269	1,300	1,300
Operating expenses	518	518	556	556
Interest & Financing Charges	118	118	23	23
	1,905	**1,905**	**1,879**	**1,879**
INCOME BEFORE INCOME TAX	784	784	1,017	1,017
PROVISION FOR INCOME TAX	192	192	257	257
NET INCOME	**592**	**592**	**760**	**760**
Net income Attributable to:				
Equity Holders of Vista Land & Lifescapes, Inc.	591	591	756	756
Minority Interest	1	1	4	4
	592	592	760	760
Weighted average common shares	8,234	8,234	8,513	8,509
Basic/Diluted Earnings Per share	**Php0.07**	**Php0.07**	**Php0.09**	**Php0.09**

Vista Land & Lifescapes Inc.
Consolidated Statement of Changes in Equity
For the three months ended March 31, 2009 and 2008
(In Million Pesos)

	Unaudited 31-Mar-09	Unaudited 31-Mar-08
CAPITAL STOCK - P1 par value		
Authorized - 4,000,000 shares in Feb 28, 2007		
and 12,000,000,000 in May 23, 2007		
Issued - 1,000,000 shares in Feb 28		
and 8,538,740,614 shares as of March 31, 2008		
Balance at the beginning of period	8,539	8,539
Issuance of capital stock	-	-
Balance at end of period	**8,539**	**8,539**
ADDITIONAL PAID-IN CAPITAL		
Balance at the beginning of period	19,305	19,305
Issuance of capital stock	-	-
Charges		(1)
Balance at end of period	**19,305**	**19,304**
DEPOSITS FOR FUTURE STOCK SUBSCRIPTIONS		
Balance at beginning of period		-
Equity Movements of Subsidiaries		-
Balance at end of period		**-**
RETAINED EARNINGS		
Balance at end beginning of period	5,740	3,469
Net Income	591	756
Balance at end of period	**6,331**	**4,225**
	34,175	**32,068**
Treasury Stocks	(637)	(238)
	33,538	**31,830**

Vista Land & Lifescapes Inc.
Consolidated Statement of Cashflows
For the three months ended March 31, 2009 and 2008
(In Million Pesos)

	Unaudited Jan-Mar Q1-2009	Unaudited Jan-Mar 2009	Unaudited Jan-Mar Q1-2008	Unaudited Jan-Mar 2008
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax	784	784	1,017	1,017
Adjustments for:				
Interest Expense	118	118	23	23
Depreciation and amortization	7	7	9	9
Interest Income	(158)	(158)	(253)	(253)
Unrealized foreign exchange losses (gains)	28	28	34	34
Equity in net losses of an associate	–	–	(1)	(1)
Operating income before changes in operating assets and liabilities	**779**	**779**	**829**	**829**
Decrease/(increase) in:				
Receivables	(1,790)	(1,790)	(340)	(340)
Due from related parties			-	-
Real Estate for sale and developments	769	769	(805)	(805)
Increase(decrease) in:				
Accounts and other payables	(103)	(103)	(128)	(128)
Customers' Advances and deposits	(190)	(190)	107	107
Due to affiliates	(80)	(80)	–	–
Liabilities for purchased land	(395)	(395)	(100)	(100)
Cash used in operations	**(1,010)**	**(1,010)**	**(436)**	**(436)**
Interest received	158	158	228	228
Interest paid	(91)	(91)	(23)	(23)
Income tax paid	44	44	–	–
Net cash used in operating activities	**(899)**	**(899)**	**(231)**	**(231)**
CASH FLOWS FROM INVESTING ACTIVITIES				
Decrease (increase) in other assets	38	38	(88)	(88)
Additions to AFS financial assets	–	–	133	133
Increase in advances to real estate joint ventures	–	–	33	33
Acquisition of property and equipments	1	1	(10)	(10)
Minority Interest	1	1	22	22
Net cash provided by (used in) investing activities	**40**	**40**	**90**	**90**
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from (payments of):				
Bank loans	(18)	(18)	(67)	(67)
Loans Payable	345	345	–	–
LTCP/LTN	(4)	(4)		
Issuance of Stocks / APIC			(1)	(1)
Acquisition of Treasury Stock	(20)	(20)	(169)	(169)
Net cash provided by (used in) financing activities	**303**	**303**	**(237)**	**(237)**
NET DECREASE IN CASH AND CASH EQUIVALENTS	**(556)**	**(556)**	**(377)**	**(377)**
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	5,045	5045	6,818	6,818
CASH AND CASH EQUIVALENTS AT END OF PERIOD	**4,489**	**4,489**	**6,441**	**6,441**

Vista Land & Lifescapes, Inc. and Subsidiaries
Notes to Consolidated Financial Statements

1. The Consolidated financial statements of Vista Land & Lifescapes, Inc. and its Subsidiaries have been prepared in accordance with accounting principles generally accepted in the Philippines, as set forth in Philippine Financial Reporting Standards (PFRS). Accounting principles/policies and methods of computation applied for the three months ended March 31, 2009 are the same as those applied in the preceding calendar year.

   <u>Changes in Accounting Policies</u>
   The accounting policies adopted are consistent with those of the previous financial year except for the adoption of the following Philippine Interpretations which became effective on January 1, 2008, and amendments to existing standards that became effective on July 1, 2008.

   - Philippine Interpretation IFRIC 11, PFRS 2, *Group and Treasury Share Transactions*
     This Interpretation requires arrangements whereby an employee is granted rights to an entity's equity instruments to be accounted for as an equity-settled scheme by the entity even if (a) the entity chooses or is required to buy those equity instruments (e.g., treasury shares) from another party, or (b) the shareholder(s) of the entity provide the equity instruments needed. It also provides guidance on how subsidiaries, in their separate financial statements, account for such schemes when their employees receive rights to the equity instruments of the parent. Adoption of this Interpretation did not have an impact on the consolidated financial statements.

   - Philippine Interpretation IFRIC 12, *Service Concession Arrangements*
     This Interpretation applies to service concession operators and explains how to account for the obligations undertaken and rights received in service concession arrangements. This Interpretation did not have any impact on the consolidated financial statements as it is not relevant to the Group's current operations.

   - Philippine Interpretation IFRIC 14, PAS 19, *The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction*
     This Interpretation provides guidance on how to assess the limit on the amount of surplus in a defined benefit scheme that can be recognized as an asset under PAS 19, *Employee Benefits*. This Interpretation did not have any impact on the Group's consolidated financial statements.

   - Amendments to Philippine Accounting Standards (PAS) 39, *Financial Instruments: Recognition and Measurement*, and PFRS 7, *Financial Instruments: Disclosures*
     The amendments to PAS 39 introduce the possibility of reclassification of securities out of the held-for-trading category in rare circumstances and reclassification to the AFS category.

   Financial assets at fair value through profit or loss (FVPL) that are held-for-trading and AFS financial assets may also be reclassified to the loans and receivables category if there is intent and ability to hold the securities for the foreseeable future or to the held-to-maturity (HTM) category if there is intent and ability to hold the securities until maturity subject to the tainting rule. The amendments to PFRS 7 introduce the disclosures relating to these reclassifications. Adoption of these Amendments did not have any impact on the Group's consolidated financial statements.

Future Changes in Accounting Policies

The Group will adopt the following standards and interpretations enumerated below when these become effective. Except as otherwise indicated, the Group does not expect the adoption of these new and amended PFRS and Philippine Interpretations to have significant impact on its financial statements.

Effective in 2009

- PFRS 1, *First-time Adoption of Philippine Financial Reporting Standards - Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate*
  The amended PFRS 1 allows an entity, in its separate financial statements, to determine the cost of investments in subsidiaries, jointly controlled entities or associates (in its opening PFRS financial statements) as one of the following amounts: a) cost determined in accordance with PAS 27; b) at the fair value of the investment at the date of transition to PFRS, determined in accordance with PAS 39; or c) previous carrying amount (as determined under generally accepted accounting principles) of the investment at the date of transition to PFRS.

- Amendments to PFRS 2, *Share-based Payment - Vesting Condition and Cancellations*
  This Standard has been revised to clarify the definition of a vesting condition and prescribes the treatment for an award that is effectively cancelled. It defines a vesting condition as a condition that includes an explicit or implicit requirement to provide services. It further requires nonvesting conditions to be treated in a similar fashion to market conditions. Failure to satisfy a nonvesting condition that is within the control of either the entity or the counterparty is accounted for as a cancellation. However, failure to satisfy a nonvesting condition that is beyond the control of either party does not give rise to a cancellation.

- PFRS 8, *Operating Segments*
  PFRS 8 will replace PAS 14, *Segment Reporting*, and adopts a full management approach to identifying, measuring and disclosing the results of an entity's operating segments. 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 sheet and consolidated statement of income and the Group will provide explanations and reconciliations of the differences. This standard is only applicable to an entity that has debt or equity instruments that are traded in a public market or that files (or is in the process of filing) its financial statements with a securities commission or similar party. The Group will apply PFRS 8 in 2009 and will assess the impact of this Standard on its current manner of reporting segment information.

- Amendments to PAS 1, *Presentation of Financial Statements*
  This Amendment introduces a new statement of comprehensive income that combines all items of income and expenses recognized in the profit or loss together with 'other comprehensive income'. Entities may choose to present all items in one statement, or to present two linked statements, a separate statement of income and a statement of comprehensive income. This Amendment also requires additional requirements in the presentation of the balance sheet and owner's equity as well as additional disclosures to be included in the financial statements. Adoption of this Amendment will not have significant impact on the Group except for the presentation of a statement of comprehensive income and additional disclosures to be included in the consolidated financial statements.

- Amendments to PAS 23, *Borrowing Costs*
  The Standard has been revised to require 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. In accordance with the transitional requirements in the standard, the Group will adopt this as a prospective change. Accordingly, borrowing costs will be capitalized on qualifying assets with a commencement date after January 1, 2009. No changes will be made for borrowing costs incurred to this date that have been expensed.

- Amendments to PAS 27, *Consolidated and Separate Financial Statements - Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate*
  Amendments to PAS 27 which has changes in respect of the holding companies' separate financial statements including (a) the deletion of 'cost method', making the distinction between pre- and post-acquisition profits no longer required; and (b) in cases of reorganizations where a new parent is inserted above an existing parent of the group (subject to meeting specific requirements), the cost of the subsidiary is the previous carrying amount of its share of equity items in the subsidiary rather than its fair value. All dividends will be recognized in profit or loss. However, the payment of such dividends requires the entity to consider whether there is any indicator of impairment.

- Amendment to PAS 32, *Financial Instruments: Presentation* and PAS 1, *Presentation of Financial Statements - Puttable Financial Instruments and Obligations Arising on Liquidation*
  These amendments specify, among others, that puttable financial instruments will be classified as equity if they have all of the following specified features: (a) Instrument entitles the holder to require the entity to repurchase or redeem the instrument (either on an ongoing basis or on liquidation) for a pro rata share of the entity's net assets, (b) Instrument is in the most subordinate class of instruments, with no priority over other claims to the assets of the entity on liquidation, (c) Instruments in the subordinate class have identical features; (d) The instrument does not include any contractual obligation to pay cash or financial assets other than the holder's right to a pro rata share of the entity's net assets; and (e) Total expected cash flows attributable to the instrument over its life are based substantially on the profit or loss, a change in recognized net assets, or a change in the fair value of the recognized and unrecognized net assets of the entity over the life of the instrument.

- Philippine Interpretation IFRIC 13, *Customer Loyalty Programmes*
  This Interpretation 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 realized in income over the period that the award credits are redeemed or expire.

- Philippine Interpretation IFRIC 16, *Hedges of a Net Investment in a Foreign Operation*
  This Interpretation provides guidance on identifying foreign currency risks that qualify for hedge accounting in the hedge of net investment; where within the group the hedging instrument can be held in the hedge of a net investment; and how an entity should determine the amount of foreign currency gains or losses, relating to both the net investment and the hedging instrument, to be recycled on disposal of the net investment.

Improvements to PFRS
In May 2008, the International Accounting Standards Board issued its first omnibus of amendments to certain standards, primarily with a view to removing inconsistencies and clarifying wording. These are the separate transitional provisions for each standard and will become effective January 1, 2009. Except as otherwise indicated, the Group does

not expect the adoption of these standards to have a significant impact on the financial statements.

- PFRS 5, *Noncurrent Assets Held for Sale and Discontinued Operations*
  When a subsidiary is held for sale, all of its assets and liabilities will be classified as held for sale under PFRS 5, even when the entity retains a noncontrolling interest in the subsidiary after the sale.

- PAS 1, *Presentation of Financial Statements*
  Assets and liabilities classified as held for trading are not automatically classified as current in the consolidated balance sheet.

- PAS 16, *Property, Plant and Equipment*
  This amendment replaces the term 'net selling price' with 'fair value less costs to sell', to be consistent with PFRS 5, *Noncurrent Assets Held for Sale and Discontinued Operations* and PAS 36, *Impairment of Assets*.

  Items of property, plant and equipment held for rental that are routinely sold in the ordinary course of business after rental, are transferred to inventory when rental ceases and they are held for sale. Proceeds of such sales are subsequently shown as revenue. Cash payments on initial recognition of such items, the cash receipts from rents and subsequent sales are all shown as cash flows from operating activities.

- PAS 19, *Employee Benefits*
  Revises the definition of 'past service costs' to include reduction in benefits related to past services ('negative past service costs') and to exclude reduction in benefits related to future services that arise from plan amendments. Amendments to plans that result in a reduction in benefits related to future services are accounted for as a curtailment.

  It revises the definition of 'return on plan assets' to exclude plan administration costs if they have already been included in the actuarial assumptions used to measure the defined benefit obligation.

  Revises the definition of 'short-term' and 'other long-term' employee benefits to focus on the point in time at which the liability is due to be settled and it deletes the reference to the recognition of contingent liabilities to ensure consistency with PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*.

- PAS 23, *Borrowing Costs*
  Revises the definition of borrowing costs to consolidate the types of items that are considered components of 'borrowing costs', i.e., components of the interest expense calculated using the effective interest rate method.

- PAS 28, *Investments in Associates*
  If an associate is accounted for at fair value in accordance with PAS 39, only the requirement of PAS 28 to disclose the nature and extent of any significant restrictions on the ability of the associate to transfer funds to the entity in the form of cash or repayment of loans applies.

  An investment in an associate is a single asset for the purpose of conducting the impairment test. Therefore, any impairment test is not separately allocated to the goodwill included in the investment balance.

- PAS 31, *Interests in Joint Ventures*
  If a joint venture is accounted for at fair value, in accordance with PAS 39, only the requirements of PAS 31 to disclose the commitments of the venturer and the joint venture, as well as summary financial information about the assets, liabilities, income and expense will apply.

- PAS 36, *Impairment of Assets*
  When discounted cash flows are used to estimate 'fair value less costs to sell', additional disclosure is required about the discount rate, consistent with disclosures required when the discounted cash flows are used to estimate 'value in use'.

- PAS 38, *Intangible Assets*
  Expenditure on advertising and promotional activities is recognized as an expense when the Group either has the right to access the goods or has received the services. Advertising and promotional activities now specifically include mail order catalogues.

  It deletes references to there being rarely, if ever, persuasive evidence to support an amortization method for finite life intangible assets that results in a lower amount of accumulated amortization than under the straight-line method, thereby effectively allowing the use of the unit-of-production method.

- PAS 39, *Financial Instruments: Recognition and Measurement*
  Changes in circumstances relating to derivatives, specifically derivatives designated or de-designated as hedging instruments after initial recognition are not reclassifications.

  When financial assets are reclassified as a result of an insurance company changing its accounting policy in accordance with paragraph 45 of PFRS 4, *Insurance Contracts*, this is a change in circumstance, not a reclassification.

  It removes the reference to a 'segment' when determining whether an instrument qualifies as a hedge.

  It requires use of the revised effective interest rate (rather than the original effective interest rate) when re-measuring a debt instrument on the cessation of fair value hedge accounting.

- PAS 40, *Investment Properties*
  It revises the scope (and the scope of PAS 16) to include property that is being constructed or developed for future use as an investment property. Where an entity is unable to determine the fair value of an investment property under construction, but expects to be able to determine its fair value on completion, the investment under construction will be measured at cost until such time as fair value can be determined or construction is complete.

Effective in 2010

- Revised PFRS 3, *Business Combinations* and PAS 27, *Consolidated and Separate Financial Statements*
  The revised PFRS 3 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, among others, that (a) change in ownership interests of a subsidiary (that do not result in loss of control) will be accounted for as an equity transaction and will have no impact on goodwill nor will it give rise to a gain or loss;

(b) losses incurred by the subsidiary will be allocated between the controlling and noncontrolling interests (previously referred to as 'minority interests'); even if the losses exceed the noncontrolling equity investment in the subsidiary; and (c) on loss of control of a subsidiary, any retained interest will be remeasured to fair value and this will impact the gain or loss recognized on disposal. The changes introduced by revised PFRS 3 and PAS 27 must be applied prospectively and will affect future acquisitions and transactions with noncontrolling interests.

- Amendment to PAS 39, *Financial Instruments: Recognition and Measurement -Eligible hedged items*
  Amendment to PAS 39 will be effective on July 1, 2009, which addresses only 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. This amendment 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.

Effective in 2012
Philippine Interpretation IFRIC 15, Agreements for the Construction of Real Estate
This Interpretation covers accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. This Interpretation requires that revenue on construction of real estate be recognized only upon completion, except when such contract qualifies as a construction contract to be accounted for under PAS 11, Construction Contracts, or involves rendering of services, in which case revenue is recognized based on stage of completion. Contracts involving provision of services with the construction materials and where the risks and reward of ownership are transferred to the buyer on a continuous basis will also be accounted for based on stage of completion. The adoption of this Interpretation will be accounted for retrospectively, and will result to restatement of prior period financial statements. The adoption of this Interpretation may significantly affect the determination of revenue for real estate sales and the corresponding cost, and the related trade receivables, deferred tax liabilities and retained earnings accounts. The Group is in the process of quantifying the impact of adoption of this Interpretation when it becomes effective in 2012.

2. Basis of Consolidation

The consolidated financial statements comprise the financial statements of Vista Land and Lifescapes and its subsidiaries as at March 31, 2009 and 2008 and for period ended March 31, 2009. The financial statements of the subsidiaries are prepared for the same reporting year as the Parent Company, using consistent accounting policies. The following are the Group's wholly-owned and majority-owned subsidiaries:

- Camella Homes, Inc. (formerly C & P Homes, Inc.) and Subsidiaries
- Brittany Corporation (Brittany)
- Crown Asia Properties, Inc. (CAPI)
- Communities Philippines, Inc. (CPI) and Subsidiaries (formerly Crown
- Community Holdings, Inc.)

Camella Homes, Inc. and Subsidiaries
On October 30, 2007, SEC approved the merger between Palmera Homes, Inc., Eastridge Estates, Inc., Ridgewood Estates, Inc. and Household Development Corp. (HDC), the latter being the surviving entity. All of these entities are within the group of Camella Homes. HDC did not issue any consideration in exchange for the shares of the three (3) other subsidiaries and based on the document submitted to the SEC, will book the merger under additional paid in-capital.

On August 15, 2008, the shareholders ratified the BOD approval of the amendment of the name of the corporation from "C & P Homes, Inc." to "Camella Homes, Inc." Likewise, the shareholders ratified the BOD resolution to change the par value of shares of capital of the corporation to the amendments in the articles of incorporation was approved by SEC on March 12, 2009, be increased from ₱1.00 per share to ₱10,000 per share and correspondingly decrease the number of shares comprising the authorized capital stock of C & P Homes, Inc. from seven (7) billion to 700,000 shares.

The SEC approved the amendment of the Articles of Incorporation of C & P Homes, Inc. on March 12, 2009.

Crown Asia Properties, Inc.
On August 13, 2008, SEC approved the merger between Crown Asia Properties (North) Inc., and Crown Asia Properties Inc., the latter being the surviving entity. Crown Asia Properties Inc. did not issue any consideration in exchange for the shares of and based on the document submitted to the SEC, will book the merger under additional paid in-capital.

Communities Holdings, Inc. and Subsidiaries
At a meeting on August 6, 2008, the BOD approved the increase of the authorized capital of CPI from fifty million pesos (₱50,000,000) divided into five hundred thousand (500,000) shares with par value of one hundred pesos (₱100) per share to one billion (10,000,000,00) divided into ten million (10,000,000) shares with par value of one hundred pesos (₱100.00) per share. Also, on the same date, the BOD and the stockholders amended the corporate name from "Crown Communities Holdings, Inc" to Communities Philippines, Inc. The SEC approved the increase of capital stock on September 24, 2008. Out of the increase in the authorized capital stock of CPI, the amount of five hundred million (₱500,000,000) pesos has been actually subscribed by the Company and the amount of five hundred four million three hundred seventy-two thousand nine hundred (₱504.37 million) pesos has been paid, inclusive of premium, by way of assignment of shares of stocks on the following subsidiaries:

- Crown Communities (Cebu), Inc.
- Crown Communities (Davao), Inc.
- Crown Communities (Iloilo), Inc.
- Crown Communities (Pampanga), Inc.

In 2008, the BOD and the stockholders amended the name of the corporation at a respective special meeting. The application for change in corporate name from "Crown Communities Holdings, Inc." to "Communities Philippines, Inc." The change in name was approved by SEC on September 24, 2008.

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

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. All significant intercompany balances and transactions, including intercompany profits and unrealized profits and losses, are eliminated in consolidation.

Business combination of entities under common control is accounted for using the pooling of interests method. The combined entities accounted for by the pooling of interests method reports results of operations for the period in which the combination occurs as though the entities had been combined as of the beginning of the period. The effects of intercompany transactions on current assets, current liabilities, revenue, and cost of sales for the periods presented and on retained earnings at the beginning of the periods presented are eliminated to the extent possible.

Similarly, balance sheets and other financial information of the separate entities as of the beginning of the period are presented as though the entities had been combined at that date. Financial statements and financial information of the separate entities presented for prior years are also restated on a combined basis to furnish comparative information.

Minority interests represent the portion of profit or loss and net assets in subsidiaries not owned by the Company and are presented separately in the consolidated statement of income and consolidated statement of changes in equity and within equity in the consolidated balance sheet, separately from the Company's equity.

3. **Receivables**

This account consists of:

Installment Contracts Receivables:	
Short –term	8,264
Long-Term	8,942
	17,206
Receivables from Contractors suppliers, brokers and others	3,620
	20,826
Less: allowance for probable losses	(963)
Total Receivable, net	**19,863**

Installment Contracts Receivable
Short-term installment contracts receivable consists of accounts collectible in equal monthly principal installments usually within 12 to 18 months, with the entire repayment period not exceeding 24 months. The corresponding titles to the subdivision units sold under this arrangement are transferred to the buyers only upon full payment of the contract price.

To further improve much needed operating cash flows without significantly affecting profitability, the Group shifted its focus from government-financed to internally financed sales transactions which entailed shorter repayment periods. A substantial portion of the real estate sales was internally financed under the short-term deferred cash payment arrangement.

Long-term installment contracts receivable principally consists of amounts arising from sale of real estate subdivision units which are collectible within 2 to 15 years with interest at prevailing market rates. The corresponding titles to the subdivision units sold under this arrangement are transferred to the buyers only upon full payment of the contract price.

The following presents the breakdown of installment contracts receivable and receivables from contractors, suppliers, brokers and others by maturity dates:

Due within 1 yr	
Installment receivable	8,264
Receivables from Contractors suppliers, brokers and others	3,620
	11,884
Due over 1 yr	
Installment receivable	8,942
Receivables from Contractors suppliers, brokers and others	-
	8,942
Total Receivables, gross	**20,826**

4. **Real Estate for Sale and Development**

This account consists of:

Subdivision land available for sales	11,599
Less reserve for land development	5,491
	6,108
Residential units for sale and development	1,893
Total subdivision land and residential units for sale and Developments	8,001
Undeveloped land	16,477
Total	**24,478**

Subdivision land available for sale and development represents real estate subdivision projects in which the Group has been granted license to sell by the Housing and Land Use Regulatory Board of the Philippines.

5. **Bank Loans**

This account consists of:

	Maturity	**Principal**
International Exchange Bank	2013	74

Bank loans represent long-term borrowings from local banks with average interest rates of 7.4% and 10.0% as of March 31, 2008 and December 31, 2007, respectively.

6. **Accounts and Other Payables**

This account consists of:

Accounts payable	2,622
Deferred VAT Payable	446
Retention Payable	498
Commission Payable	338
Total	**3,904**

7. **Long Term Commercial Papers (LTCP)/ Long Term note (LTN)**

This account consists of:

LTCP	21
LTN	1,529
	1,550

LTCP

Tranche I	A	750
	B	750
Tranche II	A	750
	B	750
		3,000
less: payments and redemption		789
		2,211
less: conversion to equity		2,190
		21

Series A LTCPs bear interest at one percent (1%) above the 91-day treasury bill rate while interest on Series B LTCPs bear interest at one-eighth percent (0.125%) above the 91-day treasury bill rate. Interest on both LTCP series is payable quarterly in arrears and is subject to repricing every 91 days. The LTCPs shall, however, be subject to a minimum annual interest rate of 10%.

The LTCPs provide for certain restrictions and requirements with respect to, among others, the mortgage, pledge or other encumbrances or security interest whatsoever over the whole or any part of the Parent Company's current and future assets or revenue, issuance or sale of commercial papers of any kind during a specified period and maintenance of certain financial ratios.

On November 6 and November 13, 2001, the Series A LTCPs matured and became due. On November 6 and 13, 2003, the Series B LTCPs also matured and became due.

Substantial portion of the LTCPs were converted to equity in 2005.

This LTCP's were issued by C&P.

LTN

On March 9, 2007, the Restructuring Plan approved by the Board of Directors of C&P on February 9, 2007 which provides for the purchase by the C&P of all the remaining outstanding Floating Rate Notes (FRN) issued by C&P Homes Int'l Limited, a wholly owned subsidiary of the C&P, and guaranteed by the C&P, has been approved by the FRN holders representing at least 90% of the total outstanding FRNs as of March 8, 2007.

FRN Holders holding a total of US$ 126,056,000 outstanding FRNs have accepted the offer of the Issuer to purchase such FRNs in exchange for a combination of US$ denominated Long-term Notes with 15-year maturity and new shares of the capital stock of the Issuer. Thus, in accordance with the approved Restructuring Plan, the Issuer will issue Long term Notes in the total amount of US$46,766,776 and a total of 749,150,808 new shares of stock at the issue price of PhP8.00 per share to the FRN Holders who approved the Restructuring Plan and accepted the exchange offer.

The foregoing transaction resulted to a gain on restructuring amounting to ₱1.38 billion for the three months ended March 31, 2007.

8. **Financial Instruments**

Financial Risk Management Objectives and Policies

Capital Management
The primary objective of the Group'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 Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The following table shows the component of the Company's capital as of March 31, 2009 and December 31, 2008 (in million pesos).

	Mar 31, 2009	Dec 31, 2008
Total paid-up capital	**27,844**	27,844
Retained earnings	**6,331**	5,740
Treasury shares	**(637)**	(617)
	33,538	32,967

Financial Risk
The Group's principal financial liabilities comprise of bank loans, loans payable, accounts and other payables, liabilities for purchased land, LTCP and LTNs. The main purpose of the Group's financial liabilities is to raise finance for the Group's operations. The Group has various financial assets such as installment contracts receivable and cash, which arise directly from its operations. The main risks arising from the use of financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk.

The BOD reviews and approves with policies for managing each of these risks. The Group monitors market price risk arising from all financial instruments and regularly report financial management activities and the results of these activities to the BOD.

The Group's risk management policies are summarized below. The exposure to risk and how they arise, as well as the Group's objectives, policies and processes for managing the risk and the methods used to measure the risk did not change from prior years.

Interest Rate Risk
The Group's exposure to market risk for changes in interest rates, relates primarily to its financial assets and liabilities that are noninterest bearing.

The Group's policy is to manage its interest cost by entering into a mixed of fixed and floating rate debts. The Group's interest rate on US dollar denominated LTNs has been fixed over a 15-year period. As of March 31, 2009 and December 31, 2008, 1.78% and 2.34%, respectively, of the Group's borrowings are at floating rates. As a result, the movement in the actual average interest (borrowing) rate of the Company has been minimal. The Group also regularly enters into short-term loans as it relates to its sold installment contracts receivable in order to cushion the impact of potential increase in loan interest rates.

The table below shows the financial assets and liabilities that are interest-bearing (in million pesos except for the effective interest rate):

	Mar 31, 2009		Dec 31, 2008	
Financial Assets	**Effective Interest Rate**	**Amount**	Effective Interest Rate	Amount
Fixed Rate				
Cash and cash equivalents	**0.50% - 5%**	**4,489**	0.50% - 5%	5,015
Short-term cash Investments	**5.0% - 8.5%**	**–**	5.0% - 8.5%	30
Installment contracts receivable	**16% - 19%**	**17,206**	16% - 19%	16,020
Total		**21,695**		21,065
Financial Liabilities				
Floating Rate				
Bank Loans	**91-day and 182-day treasury bill rates plus spread of 2.0% to 2.5%**	**74**	91-day and 182-day treasury bill rates plus spread of 2.0% to 2.5%	92
LTCP's	**91-day treasury bill rates plus spread of 0.125% to 1%**	**21**	91-day treasury bill rates plus spread of 0.125% to 1%	24
Fixed Rate				
Loans Payable	**9.5% to 12%**	**3,718**	9.5% to 12%	3,372
LTNs	**8.59%**	**1,529**	8.59%	1,475
		5,342		4,963

Foreign Exchange Risk

The Group's foreign exchange risk results primarily from movements of the Philippine peso against the United States Dollar (USD). Approximately 8.01% and 7.67% of the total liabilities of the Group as of March 31, 2008 and December 31, 2008, respectively, are denominated in USD. LTN is the Group's foreign currency-denominated debt. LTNs. Below are the carrying values and the amounts in US$ of these foreign currency denominated liabilities (in millions). There are no foreign currency denominated assets.

	Mar 31, 2009		Dec 31, 2008	
	Peso	**US$**	Peso	US$
LTNs	**1,529**	**32**	1,474	31

The following table demonstrates the sensitivity to a reasonably possible change in the US dollar exchange rate until its next annual reporting period, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary liabilities). There is no impact on the Group's equity.

The following table demonstrates the sensitivity to a reasonably possible change in foreign exchange rate of USD/Php until its next reporting period with all other variables held constant, of the Group's profit before tax and the Group's equity, (due to year end translation of foreign currency denominated assets and liabilities) as of March 31, 2009:

	Increase/decrease in exchange rate	Effect on profit before tax
LTNs	+₱1.00	(₱32) million
	-₱1.00	₱32 million

There are no items that are impacted with foreign exchange rate risk which are charged directly to equity.

Credit Risk

The Group transacts only with recognized, creditworthy third parties. The Group's receivables are monitored on an ongoing basis resulting to manageable exposure to bad debts. Real estate buyers are subject to standard credit check procedures, which are calibrated based on payment scheme offered. The Group's respective credit management units conduct a comprehensive credit investigation and evaluation of each buyer to establish creditworthiness.

Receivable balances are being monitored on a regular basis to ensure timely execution of necessary intervention efforts. In addition, the credit risk for installment contracts receivable is mitigated as the Group has the right to cancel the sales contract without need for any court action and take possession of the subject house in case of refusal by the buyer to pay on time the due installment contracts receivable. This risk is further mitigated because the corresponding title to the subdivision units sold under this arrangement is transferred to the buyers only upon full payment of the contract price.

With respect to credit risk arising from the other financial assets of the Group, which comprise of cash and cash equivalents and AFS financial assets, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments. The Group manages its cash by maintaining cash accounts with banks which have demonstrated financial soundness for several years. The Group's investments in AFS are incidental to its housing projects and are considered by the Group to be of high quality because these are investments with the biggest electric utility Company in the country.

The maximum exposure to credit risk for the components of the balance sheet in March 31, 2009 pertains to its total receivables of ₱19.9 billion. The maximum exposure is shown gross, before the effect of mitigation through the use of collateral agreements. The subject lots and residential houses sold are held as collateral for the all installment contracts receivables.

The Group has no significant credit risk concentration.

Liquidity Risk

The Group monitors its cash flow position, debt maturity profile and overall liquidity position in assessing its exposure to liquidity risk. The Group maintains a level of cash deemed sufficient to finance its cash requirements. Operating expenses and working capital requirements are sufficiently funded through cash collections. The Group's loan maturity profile is regularly reviewed to ensure availability of funding through adequate credit facilities with banks and other financial institutions.

The extent and nature of exposures to liquidity risk and how they arise as well as the Group's objectives, policies and processes for managing the risk and the methods used to measure the risk are the same for March 31, 2009 and December 31, 2008.

Financial Assets and Liabilities

The following table sets forth the carrying values and fair values of the Group's financial assets and liabilities recognized as of March 31, 2009 and December 31, 2008 (in million pesos):

	Mar 31, 2009		Dec 31, 2008	
	Carrying Value	**Fair Value**	Carrying Value	Fair Value
Financial Assets				
Loans and receivable				
Cash and cash equivalents	**₱4,489**	**₱4,489**	₱5,014	₱5,014
Short term investments	**–**	**–**	30	30
Installment contract receivables	**17,206**	**20,017**	16,020	18,637
Other receivables	**3,620**	**3,620**	2,728	2,728
	25,315	**28,126**	23,792	26,409
AFS investments	**300**	**300**	300	300
Total Financial Assets	**25,615**	**28,426**	24,092	26,709
Financial Liabilities at Amortized Cost				
Bank loans	**₱74**	**₱74**	₱92	₱90
Accounts payable and other payables	**3,904**	**3,904**	4,006	4,006
Loans payable	**3,718**	**3,718**	3,372	3,372
Liabilities for purchased land	**2,238**	**1,543**	2,633	1,816
Payables to related parties	**831**	**831**	910	910
LTNs	**1,529**	**1,529**	1,475	1,475
Long-term commercial papers and floating rate notes	**21**	**21**	24	24
Total Financial Liabilities	**₱12,315**	**₱11,620**	₱12,512	₱11,693

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value:

Financial Assets
The fair values of cash and short-term receivables approximate their carrying amounts as of balance sheet dates due to the short-term nature of the transactions.

The fair values of long-term contracts receivable are calculated by discounting expected future cash flows at applicable rates for similar instruments using the remaining terms of maturity. The discount rate used ranged from 6.00% to 8.00% in 2009 and 2008.

For AFS financial assets pertaining to investment in unquoted equity securities, these are carried and presented at cost since fair value is not reasonably determine due to the unpredictable nature of future cash flows and without any other suitable methods of arriving at a reliable fair value approximate its fair value.

The AFS financial assets carried at cost are preferred shares of a utility company issued to the Group as a consequence of its subscription to the electricity services of the said utility company needed for the Group's residential units. The said preferred shares have no active market and the Group does not intend to dispose these because these are directly related to the continuity of its business.

Financial Liabilities
The fair values of accounts and other payables and accrued expenses approximate their carrying amounts as of balance sheet dates due to the short-term nature of the transactions.

Estimated fair value of long-term loans is based on the discounted value of future cash flows using the applicable rates for similar types of loans. Interest rates used in discounting cash flows ranges from 6.7% to 7.5% in 2009 and 2008 using the remaining terms to maturity.

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of operations covering three months ended March 31, 2009 vs. three months ended March 31, 2008

Revenues

Real Estate

The Company recorded revenue from real estate sales of ₱2,451.9 million for the three months ended March 31, 2009, a decrease of 6% from ₱2,618.8 million in same period last year. This was primarily attributable to the decrease in the overall percentage of completion of sold inventories of its business units during the three months of 2009 compared to three months of 2008. The Company uses the Percentage of completion method of revenue recognition where revenue is recognized in reference to the stages of development of the properties.

- Real estate revenue of Camella Homes was flat at ₱838.9 million for the three months ended March 31, 2009 compared to the ₱838.0 million for the three months ended March 31, 2008. This was due to slight increase in the completion of sold inventories of various Camella Homes projects. Camella Homes caters to the low and affordable segment of the market.

- Real estate revenue of Communities Philippines decreased to ₱739.6 million for the three months ended March 31, 2009, a decrease of 6% from ₱785.6 million for the three months ended March 31, 2008. This decrease was principally due to decrease in Communities Philippines' completion of sold inventories from its various projects for the period. Communities Philippines is the business unit of Vista Land that offers residential properties outside the Mega Manila area.

- Real estate revenue of Brittany decreased by 5% to ₱448.3 million for the three months ended March 31, 2009 from ₱471.4 million in the same period last year. This was due to the decrease in the completion of sold inventories of Brittany's various projects. Brittany caters to the high-end segment of the market.

- Real estate revenue of Crown Asia decreased by 19% to ₱425.2 million for the three months ended March 31, 2009 from ₱523.8 million in the three months ended March 31, 2008. This was due to the decrease in the completion of sold inventories of Crown Asia's different projects period. Crown Asia is Vista Land's business unit for the middle income segment of the market

Unrealized foreign exchange losses

Unrealized foreign exchange loss of ₱33.7 million for the three months ended March 31, 2008 decreased by 17% to ₱28.0 million for the three months ended March 31, 2009 due to the slight depreciation of the reporting currency for the period compared to the higher depreciation of the reporting currency in 2008.

Interest Income

Interest income decreased to ₱157.7 million for the three months ended March 31, 2009 from ₱253.0 million for the three months ended March 31, 2008. The 38% increase was due to forgone interest income from sold installment receivables without recourse and the decrease in the level of the cash in bank.

Miscellaneous
Miscellaneous revenue increased by 88% to ₱106.8 million for the three months ended March 31, 2009 from ₱56.8 million in the three months ended March 31, 2008 due to increase in real estate sales deposit forfeitures.

Costs and Expenses

Cost and expenses increased by 1% to ₱1,904.3 million in the three months ended March 31, 2009 from ₱1,879.2 million in the three months ended March 31, 2008. The 1% increase in the account was primarily attributable to the following:

- Cost of real estate sales decreased by 2% to ₱1,268.7 million for the three months ended March 31, 2009 from ₱1,299.8 million for the three months ended March 31, 2008. This was primarily due an decrease in the overall recorded sales of Vista Land's four business units.

- Operating expenses decreased by 7% to ₱517.9 million for the three months ended March 31, 2009 from ₱556.4 million for the three months ended March 31, 2008. This was primarily due to the following:

    - a decrease in commissions to ₱147.1 million for the three months ended March 31, 2009 from ₱156.3 million for the three months ended March 31, 2008 primarily due to decreased real estate sales;

    - an increase in the advertising and promotions to ₱132.4 million for the three months ended March 31, 2009 from ₱122.1 million for the three months ended March 31, 2008 resulting from aggressive marketing activities for the period especially for the Camella brand campaign; and

    - a decrease in repairs and maintenance to ₱46.3 million for the three months ended March 31, 2009 from ₱75.2 million for the three months ended March 31, 2008 due to an decrease in the number of projects for repair for the period.

- Interest and financing charges increased by ₱95 million to ₱117.6 million for the three months ended March 31, 2009 from ₱23.0 million for the three months ended March 31, 2008 due to the increase of the interest bearing payables of the Company, specifically the loans payable account.

Provision for Income Tax

Provision for income tax was ₱192.1 million in the three months ended March 31, 2009 and ₱256.9 million in the three months ended March 31, 2008, representing a decrease of 25%. The decrease was due primarily to the lower taxable income for the period.

Net Income
As a result of the foregoing, the Company's net income decreased by 22% to ₱592.0 million in the three months ended March 31, 2009 from ₱759.7 million in the three months ended March 31, 2008.

For the three months ended March 31, 2009, there were no seasonal aspects that had a material effect on the financial condition or results of operations of the Company. Neither were there any trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations. The Company is not aware of events that will cause a material change in the relationship between the costs and revenues.

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

Financial Condition as of March 31, 2009 vs. December 31, 2008

Total assets as of March 31, 2009 were ₱52,671.3 million compared to ₱52,251.9 million as of December 31, 2008, or a 1% increase. This was due to the following:

- Cash and cash equivalents including short term cash investments posted a decline of 11%, from ₱5,044.5 million as of December 31, 2008 to ₱4,489.2 million as of March 31, 2009 due to increase in the payments of costs pertaining to construction and development.

- Receivables increased by 10% from ₱18,072.9 million as of December 31, 2008 to ₱19,863.2 million as of March 31, 2009 due to the revenue recognized for the period.

- Real estate for sale and development decreased by 3% from ₱25,246.6 million as of December 31, 2008 to ₱24,477.9 million as of March 31, 2009 due usage of the inventory.

- Property and Equipment decreased by 9% from ₱94.8 million as of December 31, 2008 to ₱86.7 million as of March 31, 2009 due primarily to the depreciation for the period.

Total liabilities as of March 31, 2009 were ₱19,083.2 million compared to ₱19,235.3 million as of December 31, 2008, or a 1% decrease. This was due to the following:

- Interest bearing bank loans decreased by 20% to ₱73.9 million as of March 31, 2009 from ₱92.3 million as of December 31, 2008 due to payments made during the period.

- Loans payable increased by 10% from ₱3,372.3 million as of December 31, 2008 to ₱3,717.6 million as of March 31, 2009 due to the proceeds from sale of installment receivables.

- Liabilities for purchased land decreased by 15% from ₱2,632.8 million as of December 31, 2008 to ₱2,237.9 million as of March 31, 2009 due to payments made during the period.

- Due to related parties decreased by 9% from ₱910.4 million as of December 31, 2008 to ₱830.7 million as of March 31, 2009 due to settlements made during the period.

- Income tax payable increased by 21% from ₱125.0 million as of December 31, 2008 to ₱151.5 million as of March 31, 2009 due to accrual of the period's current provision for income tax.

- Deferred tax liabilities posted an increase of 10% from ₱2,145.8 million as of December 31, 2008 to ₱2,355.5 million as of March 31, 2009. The increase in the account was due primarily to the recognition of the deferred tax liability from the increase in the sales that will be subjected to tax only upon collection and not during the recognition of the revenue.

Total stockholder's equity increased by 2% to ₱33,538.0 million as of March 31, 2009 from ₱32,967.4 million as of December 31, 2008 due to the net profit realized for the period.

Minority interest increased by 2% from ₱49.2 million as of December 31, 2008 to ₱50.1 million as of March 31, 2009 due to net profit realized for the period.

Considered as the top five key performance indicators of the Company as shown below:

Key Performance Indicators	3/31/2009	12/31/2008
Current ratio [(a)]	2.45:1	2.29:1
Debt-to-equity ratio [(b)]	0.57:1	0.58:1
	3/31/2009	**3/31/2008**
Interest expense/Income before Interest expense [(c)]	13.0%	2.2%
Return on assets [(d)]	1.1%	1.7%
Return on equity [(e)]	1.8%	2.4%

Notes:

(a) Current Ratio: This ratio is obtained by dividing the Current Assets (Cash and Cash Equivalents, Short term cash investments & Receivables) of the Company by its Current liabilities (Bank loans, Accounts and Other Payables, Loans Payable & Liabilities for purchased land). This ratio is used as a test of the Company's liquidity.

(b) Debt-to-equity ratio: This ratio is obtained by dividing the Company's Total Liabilities by its Total Equity. The ratio reveals the proportion of debt and equity a company is using to finance its business. It also measures a company's borrowing capacity.

(c) Interest expense/Income before interest expense: This ratio is obtained by dividing interest expense for the period by its income before interest expense. This ratio shows whether a company is earning enough profits before interest to pay its interest cost comfortably

(d) Return on assets: This ratio is obtained by dividing the Company's net income by its total assets. This measures the Company's earnings in relation to all of the resources it had at its disposal.

(e) Return on equity: This ratio is obtained by dividing the Company's net income by its total equity. This measures the rate of return on the ownership interest of the Company's stockholders.

Because there are various calculation methods for the performance indicators above, the Company's presentation of such may not be comparable to similarly titled measures used by other companies.

Current ratio as of March 31, 2009 improved from that of December 31, 2008 due to the increase in the accounts receivable and the decrease in the account and other payables. The increase in the accounts receivable was due to the revenue recognized for the period while the decrease in the accounts and other payables was due to payments made during the period.

Interest expense as a percentage of income before interest expense is higher for the three months ended March 31, 2009 compared to the ratio for the three months ended March 31, 2008 due to increase in the interest expense for the period. The increase in the interest expense was due to the increase in the interest bearing liabilities of the Company specifically the loans payable account.

Return on asset is lower in March 31, 2009 compared to March 31, 2008 due to the lower net income recorded for the 1st quarter of 2009 and a higher asset base.

Return on equity decreased due to the lower net income recorded for the 1st quarter of 2009 compared to that of the prior period.

Material Changes to the Company's Balance Sheet as of March 31, 2009 compared to December 31, 2008 (increase/decrease of 5% or more)

Cash and cash equivalents including short term cash investments decreased by 11% from ₱5,044.5 million as of December 31, 2008 to ₱4,489.2 million as of March 31, 2009 due to increase in the payments of costs pertaining to construction and development.

Receivables increased by 10% from ₱18,072.9 million as of December 31, 2008 to ₱19,863.2 million as of March 31, 2009 due to the revenue recognized for the period.

Property and Equipment decreased by 9% from ₱94.8 million as of December 31, 2008 to ₱86.7 million as of March 31, 2009 due primarily to the depreciation for the period..

Bank loans decreased by 20% from ₱92.3 million as of December 31, 2008 to ₱73.9 million as of March 31, 2009 due to payments made during the period.

Loans payable increased by 10% from ₱3,372.3 million as of December 31, 2008 to ₱3,717.6 million as of March 31, 2009 due to the proceeds from sale of installment receivables.

Liabilities for purchased land decreased by 15% from ₱2,632.8 million as of December 31, 2008 to ₱2,237.9 million as of March 31, 2009 due to payments made during the period.

Due to related parties decreased by 9% from ₱910.4 million as of December 31, 2008 to ₱830.7 million as of March 31, 2009 due to settlements made during the period.

Income tax payable increased by 21% from ₱125.0 million as of December 31, 2008 to ₱151.5 million as of March 31, 2009 due to accrual of the period's current provision for income tax.

Deferred tax liabilities increased by 10% from ₱2,145.8 million as of December 31, 2008 to ₱2,355.5 million as of March 31, 2009. The increase in the account was due primarily to the recognition of the deferred tax liability from the increase in the sales that will be subjected to tax only upon collection and not during the recognition of the revenue.

Material Changes to the Company's Statement of income for the three months ended March 31, 2009 compared to the three months ended March 31, 2008 (increase/decrease of 5% or more)

Revenue from real estate sales decreased by 6% from ₱2,618.8 million for the three months ended March 31, 2008 to ₱2,451.9 million for the three months ended March 31, 2009 mainly due to the decrease in the overall percentage of completion of sold inventories of Vista Land's business units during the three months of 2009 compared to three months of 2008.

Unrealized foreign exchange losses decreased by 17% from ₱33.7 million for the three months ended March 31, 2008 to ₱28.0 million for the three months ended March 31, 2009 due to the slight depreciation of the reporting currency for the period compared to the higher depreciation of the reporting currency in 2008.

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Interest income decreased by 38% from ₱253.0 million for the three months ended March 31, 2008 to ₱157.7 million for the three months ended March 31, 2009 due to forgone interest income from sold installment receivables without recourse and the decrease in the level of the cash in bank.

Miscellaneous revenue increased by 88% from ₱56.8 million for the three months ended March 31, 2008 to ₱106.8 million for the three months ended March 31, 2009 due to increase in real estate sales deposit forfeitures.

Operating expenses decreased by 7% from ₱556.4 million for the three months ended March 31, 2008 to ₱517.9 million for the three months ended March 31, 2009 mainly due to decrease in repairs and commissions due to decrease in revenue for the period with an increase in advertising and promotions resulting from aggressive marketing activities especially for the Camella brand campaign.

Interest and financing charges increased by 411% from ₱23.0 million in the three months ended March 31, 2009 to ₱117.6 million in the three months ended March 31, 2008 due to the increase of the interest bearing payables of the Company specifically the loans payable account.

Provision for income tax decreased by 25% from ₱256.9 million for the three months ended March 31, 2008 to ₱192.1 million for the three months ended March 31, 2009 mainly due primarily to the lower taxable income for the period.

There are no other material changes in the Company's financial position (changes of 5% or more) and condition that will warrant a more detailed discussion. Further, there are no material events and uncertainties known to management that would impact or change reported financial information and condition on the Company. The Subsidiaries are contingently liable for guarantees arising in the ordinary course of business, including surety bonds, letters of guarantee for performance and bonds for all its real estate projects.

The Company is contingently liable with respect to certain lawsuits and other claims which are being contested by the subsidiaries and their legal counsels. Management and their legal counsels believe that the final resolution of these claims will not have a material effect on the consolidated financial statements.

There are no known trends or demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in increasing or decreasing the Company's liquidity in any material way. The Company sourced its capital requirements through a mix of internally generated cash, sale of liquid assets like installment contracts receivables, pre-selling and joint venture undertakings. The Company does not expect any material cash requirements beyond the normal course of the business. The Company is not in default or breach of any note, loan, lease or other indebtedness or financing arrangement requiring it to make payments.

There are no events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation except for those items disclosed in the 1st Quarter of 2009 Financial Statements.

There are no material off-balance sheet transactions, arrangements, obligation (including contingent obligations), or other relationships of the Company with unconsolidated entities or other persons created during the reporting period except those disclosed in the 1st Quarter of 2009 Financial Statements.

There are no material commitments for capital expenditures, events or uncertainties that have had or that are reasonably expected to have a material impact on the continuing operations of the Company.

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

There are no explanatory comments on the seasonality of the operations. There are no material events subsequent to the end of the fiscal period that have not been reflected in the financial statements.

There are no material amounts affecting assets, liabilities, equity, net income or cash flows that are unusual in nature; neither are there changes in estimates of amounts reported in a prior period of the current financial year.

COMMITMENTS AND CONTINGENCIES

The Parent Company's subsidiaries are contingently liable for guarantees arising in the ordinary course of business, including surety bonds, letters of guarantee for performance and bonds for its entire real estate project.

PART II - OTHER INFORMATION

Item 3. 1st Quarter Developments

A. New Projects or Investments in another line of business or corporation.

None

B. Composition of Board of Directors

Marcelino C. Mendoza	Chairman of the Board
Benjamarie Therese N. Serrano	Director, President & CEO
Manuel Paolo A. Villar	Director, CFO
Cynthia J. Javarez	Director, Controller
Mark A. Villar	Director
Ruben O. Fruto	Independent Director
Marilou Adea	Independent Director
Gemma M. Santos	Corporate Secretary

C. Performance of the corporation or result/progress of operations.

Please see unaudited Financial Statements and Management's Discussion and Analysis.

D. Declaration of Dividends.

₱0.064 per share Cash Dividend
Declaration Date: April 2, 2008
Record date: April 17, 2008
Payment date: May 14, 2008

E. Contracts of merger, consolidation or joint venture; contract of management, licensing, marketing, distributorship, technical assistance or similar agreements.

None

F. Offering of rights, granting of Stock Options and corresponding plans thereof.

None.

G. Acquisition of additional mining claims or other capital assets or patents, formula, real estate.

Not Applicable..

H. Other information, material events or happenings that may have affected or may affect market price of security.

None.

I. Transferring of assets, except in normal course of business.

None.

ITEM 4. Other Notes as of 1st Quarter 2009 Operations and Financials.

J. Nature and amount of items affecting assets, liabilities, equity, net income, or cash flows that are unusual because of their nature, size, or incidents.

None.

K. Nature and amount of changes in estimates of amounts reported in prior periods and their material effect in the current period.

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

L. New financing through loans/ issuances, repurchases and repayments of debt and equity securities.

See Notes to Financial Statements and Management Discussion and Analysis.

M. Material events subsequent to the end of the interim period that have not been reflected in the financial statements for the interim period.

None

N. The effect of changes in the composition of the issuer during the interim period including business combinations, acquisition or disposal of subsidiaries and long term investments, restructurings, and discontinuing operations.

None

O. Changes in contingent liabilities or contingent assets since the last annual balance sheet date.

None

P. Existence of material contingencies and other material events or transactions during the interim period

None.

Q. Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

None

R. Material off-balance sheet transactions, arrangements, obligations (including contingent obligations) , and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

None.

S. Material commitments for capital expenditures, general purpose and expected sources of funds.

The movement of capital expenditures being contracted arose from the regular land development and housing requirements which are well within the regular cash flow budget coming from internally generated funds.

T. Known trends, events or uncertainties that have had or that are reasonably expected to have impact on sales/revenues/income from continuing operations.

As of March 31, 2009, no known trends, events or uncertainties that are reasonably expected to have impact on sales/revenues/income from continuing operations except for those being disclosed in the 1st Quarter 2009 financial statements.

U. Significant elements of income or loss that did not arise from continuing operations.

None.

V. Causes for any material change/s from period to period in one or more line items of the financial statements.

None.

W. Seasonal aspects that had material effect on the financial condition or results of operations.

None.

X. Disclosures not made under SEC Form 17-C.

None.

SIGNATURES

Pursuant to the requirements of Section 17 of the SRC and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized.

Vista Land & Lifescapes, Inc.
Issuer

By:

CYNTHIA J. JAVAREZ
Controller

Date: May 14, 2009