

07 February 2011

**Philippine Stock Exchange**  
Disclosures Department  
3/F, Tower One and Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City

Attention : **Ms. Janet Encarnacion**  
Head – Disclosures Department

Re: **DISCLOSURE ON LEGAL PROCEEDINGS**  
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**Gentlemen:**

Please be informed that on 02 February 2011, Roxas and Company, Inc. (“RCI”) filed a *Motion for Leave To File and To Admit Second Reconsideration* in the CARP-related cases<sup>1</sup> pending with the Supreme Court.

RCI asked the Supreme Court to reverse its Resolution dated 14 December 2010 and issue a Resolution holding in abeyance the resolution of its Motion for Reconsideration dated 13 January 2010 until after the Tourism Infrastructure and Enterprise Zone Authority shall have finally decided whether Haciendas Banilad, Palico

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<sup>1</sup> GRN 167540 / 167543 - These involved an application for exemption of 2,930.29 hectares of land (Haciendas Banilad, Caylaway and Palico) based on Presidential Proclamation No. 1520, which reclassified Nasugbu into a tourist zone. GRN 179650 – This involved an application for CARP exemption of 6 parcels of land with a total area of 51.5472 hectares based on a 1982 Municipal Zoning ordinance. GRN 149548 – The only issue raised here by RCI is the legality and validity of the Court of Appeals’ decision directing the Department of Agrarian Reform to install farmer beneficiaries within the 51.5472-hectare lot subject of GRN 179650. GRN 167505 – The Supreme Court granted RCI’s application for CARP exemption of a 45.97-hectare property, subject to payment of disturbance compensation to the affected farmer-beneficiaries. GRN 167845 involves the cancellation of CLOA No. 6654 insofar as 103 hectares are concerned, while GRN 169163 sought the cancellation of the same CLOA 6654 for the remaining 400 hectares.

and Caylaway can be converted into Tourism Enterprise Zones, thereby exempt from the coverage of the Comprehensive Agrarian Reform Program.

For your information.

Very truly yours,

  
**FRITZIE P. TANGKIAL FABRICANTE**  
Compliance Officer/  
AVP for Legal Affairs

P W 0 0 0 0 0 8 3 4

R O X A S A N D C O M P A N Y , I N C .  
( F O R M E R L Y C A D P G R O U P  
C O R P O R A T I O N )

(Company's Full Name)

7 T H F L O O R C G B U I L D I N G  
1 0 1 A G U I R R E S T R E E T L E G A S P I  
V I L L A G E M A K A T I C I T Y

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

ATTY. FRITZIE P. TANGKIA-FABRICANTE

810-8901

June 30  
Month Day  
Fiscal Year

SEC Form 17-C

Form Type

Month Day  
Annual Meeting

Secondary License Type, If Applicable

Department Requiring this Document

Amended Articles Number/Section

3,553

Total No. of Stockholders

Total Amount of Borrowings

Domestic Foreign

TO BE ACCOMPLISHED BY SEC PERSONNEL CONCERNED

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1. Date of Report: **02 February 2011**.
2. SEC Identification Number: **834**.
3. BIR Tax Identification No. : **000-269-435-000**.
4. Exact name of issuer as specified in its charter: **ROXAS AND COMPANY, INC.**
5. **Philippines**  
Province, Country or other jurisdiction of  
Incorporation or Organization
6. (SEC Use Only)  
Industry Classification Code
7. **7F Cacho-Gonzales Building, 101 Aguirre Street  
Legaspi Village, Makati City 1229**  
Address of Principal Office
8. **(632) 810-89-01 to 06**  
Registrant's telephone number, including area code
9. **CADP GROUP CORPORATION**  
6F Cacho-Gonzales Building, 101 Aguirre Street  
Legaspi Village, Makati City 1229  
Former name, former address and former fiscal year, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8  
of the RSA

Title of Each Class	No. of Shares of Stock Outstanding and Amount of Debt Outstanding
Authorized Capital Stock Common	<b>P3,375,000,000.00</b>
No. of Shares Subscribed & Outstanding Common	<b>2,911,885,870</b>

Of the 2,911,885,870 subscribed and outstanding common shares, 1,365,990,294 shares were exempt securities under Section 10.1 of the SRC.

11. Indicate the item numbers reported herein: Item 5.

Item 5. Legal Proceedings.

Please be informed that on 02 February 2011, Roxas and Company, Inc. ("RCI") filed a *Motion for Leave To File and To Admit Second Reconsideration* in the CARP-related cases<sup>1</sup> pending with the Supreme Court.

RCI asked the Supreme Court to reverse its Resolution dated 14 December 2010 and issue a Resolution holding in abeyance the resolution of its Motion for Reconsideration dated 13 January 2010 until after the Tourism Infrastructure and Enterprise Zone Authority shall have finally decided whether Haciendas Banilad, Palico and Caylaway can be converted into Tourism Enterprise Zones, thereby exempt from the coverage of the Comprehensive Agrarian Reform Program.

For your information.

SIGNATURE

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

**ROXAS AND COMPANY, INC.**

Issuer

By:



**FRITZIE P. TANGKILA-FABRICANTE**

Compliance Officer/  
AVP for Legal Affairs

Date: 02 February 2011.

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