

APPLICANT'S/REGISTRANT'S NAME: _____

DATE: _____ Firm T.I.N _____

SEC REGISTRATION NUMBER (where registration is being amended or renewed): _____

**APPLICATION FOR REGISTRATION AS AN INVESTMENT HOUSE/UNDERWRITER OF
SECURITIES* AND AMENDMENTS THERETO**

- NEW APPLICATION/RENEWAL OF CURRENT REGISTRATION FOR CALENDAR YEAR 2001
[] INVESTMENT HOUSE [] UNDERWRITER OF SECURITIES
- AMENDMENTS This amendment pertains to items _____

1. Check types of business engaged in (or to be engaged in, if not yet active) by applicant.

- [] Guaranteed Underwriting of Corporate Securities [] Guaranteed Underwriting of Government Securities
[] Participant in Underwriting Syndicates [] Best Efforts Underwriting
[] Securities Broker* * [] Securities Dealer ** [] Financial consultant/adviser
[] Portfolio Manager [] Fiscal Agent [] Design pension/profit sharing and other employee benefit plans
[] Engage in other permitted activities under the Investment Houses Law/ General Banking Act.***

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the Investment Houses Law and Securities Regulation Code and rules and regulations adopted thereunder may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS

2. Exact name, principal business address, mailing address, if different, and telephone number of applicant.

A. Full name of applicant:

B. Tax Identification Number: _____

C. (1) Name under which applicant's business primarily is conducted, if different:

(2) List any other name by which the applicant conducts business.

D. If this filing makes a name change on behalf of the applicant, enter the previous name and specify whether the name change is the applicant name (2A) or business name (2C):

- (2A)
 (2C)

E. Applicant's main address: (Do not use a P.O. Box) (Number and Street, City, Postal Code)

F. Mailing address, if different:

* Under the General Banking Act of 2000 (GBA), expanded commercial banks (EKBS) are authorized to perform the functions of an investment house, provided that under SEC Resolution No. 60, Series of 2000, such banks, when engaged in the underwriting of securities, are required to register with the Commission as an underwriter.

**Although Section 11 of the Basic Rules and Regulations Implementing Presidential Decree No. 129 (Investment Houses Law) exempts an investment house which is also engaged in the business of a securities broker or dealer from separately registering under the Securities Regulation Code, Section 11 specifically states that any such investment house is required to comply with the Code and rules adopted thereunder. Investment Houses registered under the Investment Houses law and EKBS authorized under the GBA, which engage in broker and/or dealer activities shall be deemed to be registered under Section 28 of the Code. Although EKB's do not currently engage in Broker Dealer activities, if they so decide in the future they would be regulated in the same manner as investment houses.

***Describe these activities in Schedule D. See also item 9 of this Form.

APPLICANT'S/REGISTRANT'S NAME: _____

DATE: _____

G. Business Telephone Number: _____

H. Contact Employee: (Name and Title) _____

Tel. No. _____

3. Indicate in the boxes below each organization with which the applicant is registered or wishes to become a member of or participant in. If any registration, membership, or participation listed is of a restricted nature, explain fully on Schedule D.
[] SEC [] BSP [] IHAP [] PSE [] BAP
[] Others, specify _____

4. Indicate date and place applicant obtained its legal status (i.e. place of incorporation)

Date of formation: _____ Place of formation: _____ SEC Reg. No. _____
(MM/DD/YY)

Applicant's fiscal year ends: _____ Date of Annual Meeting : _____

Schedule A and if applicable, Schedule B must be completed as part of all initial applications. Amendments to these Schedules must be provided on Schedule C.

5. Indicate if the applicant is licensed by the BSP to engage in the following activities: quasi-banking, trust, investment management activities and others (pls. specify)

6. Name of Officer in Charge of Applicant's underwriting of securities function and date of appointment:

7. Background Information

Use Schedule DRP for providing details to "yes" answers to the questions in item 8.

DEFINITIONS:

- **Control Affiliate** - A person named in items 6 or 8 in either Schedules A, B or C as control persons or any other individual or organization that indirectly controls, is under common control with, or is controlled by the applicant, including any current employee except one performing only clerical, administrative, support or similar functions, or who, regardless of title, perform no executive duties or has no senior policy making authority.
- **Investment or Investment-Related** – pertaining to securities, commodities, banking, insurance, or real estate (including, but not limited to acting as or being associated with a Broker Dealer, municipal securities dealer, government securities broker or dealer, bank, investment house)
- **Involved**- doing an act or aiding, abetting, counseling, commanding, inducing, conspiring with or failing reasonably to supervise another in doing an act.
- **Foreign financial regulatory authority**- includes (1) a foreign securities authority; (2) other governmental body or foreign equivalent of a self-regulatory organization empowered by a foreign government to administer or enforce its laws relating to the regulation of investment or investment-related activities; and (3) a membership organization, a function of which is to regulate the participation of its members in the activities listed above.
- **Proceeding**- A formal administrative or civil action initiated by a governmental agency, self-regulatory organization or foreign financial regulatory authority, a felony, criminal indictment or information (or equivalent formal charge), or a misdemeanor criminal information (or equivalent formal charge). Does not include other civil litigation, investigations, or arrests or similar charges effected in the absence of a formal criminal indictment or information (or equivalent formal charge).

A. In the past ten years has the applicant or a control affiliate been convicted of or pleaded guilty or nolo contendere ("no contest") in a domestic or foreign court to.

	Yes	No
(1) a felony or misdemeanor involving:		
*investment or investment-related business	[]	[]
*fraud, false statements, or omissions	[]	[]
*wrongful taking or property or	[]	[]
*bribery, forgery, counterfeiting or extortion	[]	[]
(2) any other felony?	[]	[]

B. Has any domestic or foreign court:

(1) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity?	[]	[]
(2) ever found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?	[]	[]

APPLICANT'S/REGISTRANT'S NAME: _____

DATE: _____

C. Has the Securities and Exchange Commission ever:

- (1) found the applicant or a control affiliate to have made a false statement or omission? [] []
- (2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes? [] []
- (3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? [] []
- (4) entered an order denying, suspending or revoking the applicant's or a control affiliate's registration or otherwise disciplined it by restricting its activities? [] []
- (5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicants or a control affiliate to cease and desist from any activity? [] []

D. Has any other regulatory agency, or foreign financial regulatory authority:

- (1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical? [] []
- (2) ever found the applicant or a control affiliate to have been involved in a violation of investment-regulations or statutes/ [] []
- (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked or restricted? [] []
- (4) in the past ten years, entered an order against the applicant or a control affiliate in correction with an investment related activity? [] []
- (5) ever-denied, suspended, or revoked the applicant's or a control affiliate's registration or license, prevented it from associating with an investment-related business, or otherwise disciplined it by restricting its activities? [] []
- (6) ever revoked or suspended the applicant's or a control affiliate's license as an attorney or accountant? [] []

E. Has any self-regulatory organization or Exchange ever:

- (1) found the applicant or a control affiliate to have made a false statement or omission? [] []
- (2) found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked or restricted? [] []
- (3) disciplined the applicant or a control affiliate by expelling or suspending it from membership, by barring or suspending its association with other members, or by otherwise restricting its activities? [] []

F. Has any foreign government, court, regulatory agency, or exchange ever entered an order against the applicant or a control affiliate related to investments or fraud other than as reported in items 8A, B or D? [] []

G. Is the applicant or control affiliate now the subject of any proceeding that could result in a "yes" answer to parts A-F of this item? [] []

H. Has a bonding company denied, paid out on, or revoked a bond for the applicant? [] []

I. Does the applicant have any unsatisfied judgments or liens against it? [] []

J. Has the applicant or control affiliate of the applicant ever been an investment house or a control affiliate of an investment house that has been declared bankrupt? [] []

8. Does applicant:

A. Have any arrangement with any other person, firm or organization under which:

- (1) Any of the accounts or records of applicant are kept or maintained by such person, firm or organization? [] []
- (2) The funds or securities of applicant or any of its customers are held or maintained by such other person, firm or organization? [] []

B. Have any arrangements with any other Investment House, Underwriter, and/or Broker Dealer under which applicant refers or introduces customers? [] []

APPLICANT'S/REGISTRANT'S NAME: _____

DATE: _____

If the answer to any subsection of item 7 is "yes" furnish full details on Schedule D as to each such arrangement, including the full name and principal business address of the other person, firm or organization, and a summary of each arrangement.

Clearly label the subsection of item 7 to which the details of each arrangement are provided.

9. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with any partnership, corporation or other organization engaged in the securities business? [] []

If the answer to item 8 is "yes", state full name and principal business address of such partnership, corporation, or other organization and describe the nature of control on Schedule D.

10. Does applicant engage in any other non-securities business? (if "yes" describe each other business briefly on Schedule D.) [] []

10. Is the applicant a member or participant in an Accredited Trust Fund? [] []

If yes, list the name of the trust fund and date that membership or Participation became effective.

11. Does the applicant transact business at location other than its principal place of business? [] []

If yes, list the address of each such office below and submit with this application a completed copy of SEC Form 28-BO for each such location, together with the prescribed branch office registration fee. If additional space is required, attach a list entitled: "Branch Location- Name of Applicant"

EXECUTION: The applicant consents that service of any civil action brought by or notice of any proceeding before the Securities and Exchange Commission or any self-regulatory organization in connection with the applicant's Investment House/underwriting activities, may be given by registered or certified mail or confirmed telegram to the applicant's contact employee at the main address, or mailing address if different, given in items 2E, and 2F.

The undersigned, being first duly sworn, deposes and says that he/she has executed this form on behalf of, and with the authority of said applicant. The undersigned and applicant represent that the information and statements contained herein, including exhibits attached hereto, and other information filed herewith, all of which are made a part hereof, are true, accurate, current and complete. The undersigned and applicant further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Name of Applicant: _____ Community Tax Cert. _____ Date/Place of Issue _____
By: _____

Signature above printed name and Title
Subscribed and sworn before me this _____ day of _____ 20 _____ at _____
[Notary Public]

**This page shall always be completed in full with original, manual signature and notarization.
To amend, circle items being amended. Affix notary stamp or seal where applicable.**

APPLICANT'S/REGISTRANT'S NAME: _____

DATE: _____

Schedule D

CONTINUATION SHEET

Use this Schedule D to report details of answers to SEC Form IHU items except item 6 and the other Schedules.

File with a completed Execution Page (Page 1)

Use this Schedule D only to report new information or **changes/updates** to previously submitted details. **Do not repeat previously submitted information.**

Provide complete and concise information.

<u>ITEM OF FORM</u> Item # and Letter	<u>ANSWER</u>

APPLICANT'S/REGISTRANT'S NAME: _____

DATE: _____

SCHEDULE E

	NO. OF STOCK-HOLDERS	TYPES OF SHARES	CODE	NO. OF SHARES/TYPE	PAR/STATED VALUE	AMOUNT
AUTHORIZED CAPITAL	N/A					
SUBSCRIBED CAPITAL						
FILIPINO						
FOREIGN						
TOTAL						
PAID-UP CAPITAL						
FILIPINO						
FOREIGN						
TOTAL						

STOCKHOLDERS						
NAME & ADDRESS	TYPE/CLASS	NUMBER	AMOUNT	AMOUNT PAID	NATIONALITY	TAXPAYERS' ID NO.
	TOTAL					
	TOTAL					
	TOTAL					
	TOTAL					
	TOTAL					
TOTAL						

(Note: Use additional sheet/annex if necessary)

APPLICANT'S/REGISTRANT'S NAME: _____

DATE: _____

Schedule DRP
DISCLOSURE REPORTING PAGE
(Answer for SEC Form IH item 6)

- This schedule DRP must be filed upon occurrence of an event reportable under item 6 of SEC Form IHU.
- Use a separate schedule for each event or proceeding. An event or proceeding may be reported for more than one person or entity using one Schedule DRP. File with a completed Execution Page (Page 1 of SEC Form IHU).
- One event may result in more than one "yes" answer in item 6; if so, use only one schedule to report all information relating to the single event.
- Provide clear and concise answers for each item on this Schedule.
- It is not a requirement that the documents be provided for each event or proceeding. Should they be provided, they will not be accepted as disclosure in lieu of answering the questions on this Schedule..

1. A. The person(s) or entity(ies) for whom this Schedule DRP is being filed is (are) (check only one box)

- The Applicant
- One or more control affiliates
- Applicant and one or more control affiliates

If this Schedule DRP is being filed for a control affiliate, give the full name of the control affiliate below (for individuals, Last Name, First Name, Middle Name). If the control affiliate is registered with the SEC, provide the T.I.N. If not, indicate "non-registered" in the space for the T.I.N.

Control Affiliate Name:	TIN
Control Affiliate Name:	TIN
Control Affiliate Name:	TIN
Control Affiliate Name:	TIN

B. If the control affiliate is registered with the SEC, has the control affiliate submitted a DRP Schedule DRP to the SEC for the event?

- YES
- NO

If answer is no, then complete items 2-9 below. If answer is yes, no other information on this Schedule must be provided but a copy of the DRP or Schedule DRP submission must be attached.

NOTE: The completion of this form does not relieve the control affiliate of its obligation to update its SEC records.

2. This Schedule DRP relates to the following questions in item 6. (CIRCLE APPROPRIATE NUMBERS)

6A(1)	6B(2)	6C(3)	6D(1)	6D(4)	6E(1)	6F	6I
6A(2)	6C(1)	6C(4)	6D(2)	6D(5)	6E(2)	6G	6J
6B(1)	6C(2)	6C(5)	6D(3)	6D(6)	6E(3)	6H	

3. Is this schedule being filed to change or update any information regarding a previously reported event or proceeding?

- YES
- NO

4. Who initiated this event or proceeding. (Enter name of firm, regulator, customer, etc.)

5. What type of event or proceeding was this? (i.e. Civil, Administrative, Criminal)

6. On what date was the event the proceeding initiated?

7. Identify the docket or case number of the event or proceeding (if any).

8. What were the allegations against the applicant and/or control affiliate? (Include amounts of actual or alleged damages or claims, the type of product involved, and the name, if different from the current applicant).

APPLICANT'S/REGISTRANT'S NAME: _____

DATE: _____

9. A. What is the current status of the event or proceeding? _____
B. On what date was this status reached? _____
C. What was the result? (include felony/misdemeanor, a description of the penalties, amount of fine, payment or settlement, terms of the disposition, length of suspension or restriction, etc.) _____
10. You may provide a brief summary of this event or proceeding (Optional) on your attachment sheet.

List of Exhibits required to be submitted with the Application:*

	<u>Please Check</u>	
	Applicable	Not Applicable
1. Copy of the approved Articles of Incorporation and By Laws; (for new applicants)	<input type="checkbox"/>	<input type="checkbox"/>
2. Continuing authorization for the Commission's duly authorized representative to verify the applicant's bank accounts. The authorization shall be for all banks wherein accounts are maintained by the applicant, its subsidiaries and its affiliates and persons under common control with or by the applicant;	<input type="checkbox"/>	<input type="checkbox"/>
3. Bio-data with picture (under oath) of current directors and officers;	<input type="checkbox"/>	<input type="checkbox"/>
4. Compliance with paid up capital requirements for new applicants;	<input type="checkbox"/>	<input type="checkbox"/>
5. Valid work permit of foreigners connected in any capacity with the applicant, aside from directors and stockholders issued by DOLE;	<input type="checkbox"/>	<input type="checkbox"/>
6. Registration approval from the Bureau of Immigration and Deportation of resident foreign directors and officers, if any;	<input type="checkbox"/>	<input type="checkbox"/>
7. Written supervision and control procedures to ensure compliance with the applicable provisions of P.D. 129, its implementing rules and other applicable rules pertaining to Investment Houses and the Securities Regulation Code, including procedures for establishing and maintaining a "Chinese Wall" in accordance with SRC Rule 34.1-3;	<input type="checkbox"/>	<input type="checkbox"/>
8. Latest audited financial statement and latest interim financial statement as of the end of the month prior to filing the application;	<input type="checkbox"/>	<input type="checkbox"/>
9. Statement justifying its operation;	<input type="checkbox"/>	<input type="checkbox"/>
10. Organization chart, including branch offices;	<input type="checkbox"/>	<input type="checkbox"/>
11. A certified copy of the Board resolution attesting to particulars contained in the application;	<input type="checkbox"/>	<input type="checkbox"/>
12. Business plan regarding proposed and/or current operations, including investment direction and volume;	<input type="checkbox"/>	<input type="checkbox"/>
13. Where more than 40% of the voting stock of the applicant is owned by foreigners, a copy of the certification from the Embassy of the country of which the applicant is a national or a duly authenticated certification by the authorized official of the appropriate foreign government of that country attesting to the fact that the laws of that country or state of the applicant allow Filipino citizens and corporations the same or similar rights (for new applicant);	<input type="checkbox"/>	<input type="checkbox"/>
14. For foreign applicants, verification that the applicant has an EKB license from the Bangko Sentral ng Pilipinas. A copy of the favorable 2 nd endorsement from the Bangko Sentral ng Pilipinas if the applicant has an EKB license, trust investment management & quasi banking functions and is a subsidiary of a bank.	<input type="checkbox"/>	<input type="checkbox"/>

* Exhibits which have been previously filed by a registrant do not need to be re-submitted, provided that a statement under oath is provided indicating the date such exhibit was filed with the Commission and confirmation that there has been no change in the information contained therein..

SECURITIES AND EXCHANGE COMMISSION

SEC FORM IHU/IHUA

APPLICATION FOR REGISTRATION AND AMENDMENT TO REGISTRATION OF

INVESTMENT HOUSES/UNDERWRITERS OF SECURITIES

GENERAL INSTRUCTIONS

INTRODUCTION

The Investment Houses Law and rules and regulations adopted thereunder provide that no person shall engage in the business of underwriting of securities of another person or enterprise, including securities of the government and its instrumentalities in the Philippines unless registered as an investment house such with the Securities and Exchange Commission. Although the General Banking Act of 2000 authorizes expanded commercial banks (EKBs) to engage in the functions of an investment house, SEC Resolution No. 60, Series of 2000, requires an EKB, prior to engaging in the underwriting activities of an investment house to register as an underwriter with the Commission.

Application for registration as an investment house/underwriter is made by filing SEC Form IHU and paying the prescribed fee with the Commission at the SEC Building, EDSA (near Ortigas Avenue, Greenhills, Mandaluyong City, Metro Manila)

Initial SEC Form IHU applications for Investment Houses/Underwriter registration shall, where the investment house/underwriter is also directly engaged in the business of a securities broker or dealer, be accompanied by SEC Form IHU-S applications for all Salesmen, SEC Form IHU-AP for all Associated Persons, and SEC Form 28-BO for all Branch Offices.

INSTRUCTIONS:

1. **UPDATING-** All registered investment houses/underwriters (registrants) are required to update SEC Form IHU information by submitting amendments whenever the information on file becomes inaccurate for any reason within seven (7) days of any change to the information previously filed. Fill out and circle the number of the item being changed.
2. **ANNUAL RENEWAL** – All registrants are required to renew their registration by filing Form IHU with the Commission not later than January 15 of each year pursuant to Sec. 3E of the Implementing Rules of P.D. 129 and paying the prescribed annual renewal fee.
3. **CONTACT EMPLOYEE-** The person listed on page 1 as the contact employee must be authorized to receive all compliance information, communications and mailings and be responsible for disseminating it within the applicant's organization.

4. FORMAT

- The Execution Page with original manual signatures to the initial SEC Form IHU filing and each amendment to the Form. Amendments to Schedules C, D, and DRP shall also be accompanied by an Execution Page. Schedules A & B are amended by filing Schedule C.
- Type all information.
- Give the name of the Investment House/Underwriter and date on each page.
- Use only the current version of SEC Form IHU and its schedules or a reproduction of them.

4. DEFINITIONS

- **Applicant** means Investment House/Underwriter applying on or amending this Form.
 - **Control** means the power, directly or indirectly, to direct the management or policies of a company, whether through ownership of securities, by contract, or otherwise. Any person that (i) is a director, general partner or officer exercising responsibility (or having similar status or functions); (ii) directly or indirectly has the right to vote ten percent (10%) or more of a class of a voting security, or has the power to sell or direct the sale of ten percent (10%) or more of a class of voting securities; or (iii) in the case of a partnership, has the right to receive upon dissolution, or has contributed, ten percent (10%) or more of the capital, is presumed to control the company.
 - **Person** means an individual, partnership, corporation or other organization.
5. **SCHEDULES A, B & C** – File Schedules A and B only with initial applications for registration. Use schedule C to update Schedules A and B.

6. **SCHEDULE D** - Schedule D provides additional space for explaining "yes" answers to SEC Form IH (except for item 6, but not for continuing Schedules A, B or C. To continue Schedules A, B, or C, use copies of the schedule being continued.
7. **SCHEDULES E**- Filed with initial application and whenever there are amendments thereto. If the spaces are not sufficient, please use additional sheet, and label the same Schedule E-1, etc.
8. **SCHEDULE DRP** - All information relating to an event reportable under item 6 shall be provided in Schedule DRP. Applicant may submit a partially completed Schedule DRP (as specified in the Schedule) only if the applicant or control affiliate for whom the Schedule is being filed has submitted a fully-completed Schedule DRP (in connection with another SEC Form IHU filing) or a DRP Page (in connection with a SEC Form IHU-S filing) relating to the occurrence of the same event. In such cases this fully completed Schedule DRP or DRP Page must be attached to the applicant's Schedule DRP.
9. The completed application, along with required Exhibits shall be submitted in five (5) copies.

To register, pay in cash or cashier's or manager's check payable to the Securities and Exchange Commission the amount of: Pesos 10,100.