

COVER SHEET

AS0938127  
S.E.C. Registration Number

APC GROUP INC.  
(Company's Full Name)

10th Floor Philcom Building Paseo de  
Roxas, Makati City  
(Business Address: No.Street City/Town/Province)

ATTY. EDMUNDO L. TAN  
Contact Person

6353671 TO 78  
Company Telephone Number

12 31  
Fiscal Year

REPLY-LETTER  
FORM TYPE

2nd Thursday JUNE  
Annual Meeting

Secondary License Type, If Applicable

Corporation Finance Department  
Dep.Requiring this Doc.

Amended Articles Number/Section

Total No.of Stockholders

Total Amount of Borrowings  
Domestic Foreign

To be accomplished bt SEC Personnel concerned

LCU

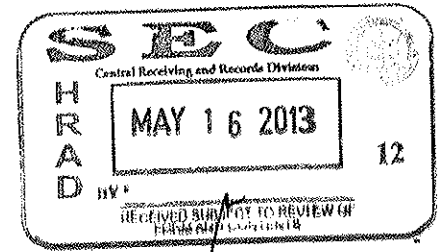
Cashier

STAMPS

Remarks: pls.use black ink for scanning purposes.



APC GROUP INC.



15 May 2013

**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills  
Mandaluyong City

Attention: **Atty. Justina F. Callangan**  
Director  
Corporate Finance Department

Re: **APC Group, Inc.**  
Reply to SEC letter dated 30 April 2013

Gentlemen:

This refers to your letter dated 30 April 2013 which was received by our Company on 14 May 2013. Your letter made reference to our 2012 Amended General Information Sheet (GIS) which we filed on 29 April 2013, and which you have noted for its completeness. However, your letter also stated that "considering that the company initially failed to file a complete GIS, it is directed to show cause within five (5) days why it should not be held liable for filing an incomplete GIS pursuant to SEC Memorandum Circular No. 6, Series of 2006".

We understand that the matter arises from our filing with the SEC on 29 April 2013 of the Amended 2012 GIS where we included the following information:

- (a) Certificate of Permit to Offer Shares issued to APC Group, Inc. on 12<sup>th</sup> July 1996
- (b) Date Started Operations

*Certificate of Permit to Offer Shares* (hereafter, "Certificate")

On 19 April 2013, we received from your office a fax copy of the Certificate which was issued by the SEC on 12 July 1996. Upon inquiry from your office, we were advised that the same should have been disclosed in the GIS as secondary license issued by the SEC. We then included reference of the same in the subject 2012 Amended GIS.

We submit that the current management took over the operations of the Company from its previous owners only in 2000. Considering the circumstances of the assumption to office of the new management, there had been no proper turnover of records of the Company. Furthermore, considering that Certificate was issued in 1996 and the stock option plan for which the Certificate was issued was discontinued in 1999, the existence of the Certificate never came to the knowledge of the incumbent management.

*Date of started operations*

We submit that our previous GIS did not have an entry opposite the field "*Date Started Operations*" since its location in the GIS created a misimpression that the same is included in the table entitled "*Secondary License/Registration with SEC and Other Gov't Agency*". We cleared this matter with your office and have then included the said date in the 2012 Amended GIS.

In view of the foregoing, we respectfully request that the Company's liability under the SEC Memorandum Circular No. 6 Series of 2006 be waived considering that the initial failure to include the above information was not attended by malice or deliberate intent to disregard the orders and issuances of the SEC. The Company, as a good corporate citizen, has always been willing to comply with the rules of the SEC.

For your kind consideration.

Very truly yours,

  
**EDMUNDO L. TAN**  
Corporate Secretary