

**FORM 23-B**

SECURITIES AND EXCHANGE COMMISSION  
Metro Manila, Philippines

**REVISED**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 23 of the Securities Regulation Code

Check box if no longer subject to filing requirement

1. Name and Address of Reporting Person (Last) <b>Razon, Enrique Jr. Kiar</b> (First) <b>Enrique Jr.</b> (Middle) <b>Kiar</b> <b>The Executive Offices, Solaire Resort &amp; Casino, Asean Avenue</b> (Street) <b>Entertainment City, Barangay Tambo, Parañaque City</b> (City) (Province) (Postal Code)		2. Issuer Name and Trading Symbol <b>Bloomberry Resorts Corporation (BLOOM)</b>	3. Tax Identification Number <b>109-879-307</b>	5. Statement for Month/Year <b>December 2014</b>	7. Relationship of Reporting Person to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Chairman and Chief Executive Officer (give title below)
		4. Citizenship <b>Filipino</b>	6. If Amendment, Date of Original (Month/Year) <b>N/A</b>		

Table 1 - Equity Securities Beneficially Owned

1. Class of Equity Security	2. Transaction Date (Month/Day/Year)	4. Securities Acquired (A) or Disposed of (D)		3. Amount of Securities Owned at End of Month %	4. Ownership Form: Direct (U) or Indirect (I)	6. Nature of Indirect Beneficial Ownership
		Amount	(A) or (D)			
Unclassified Shares	12/19/2014	8,197,659	(D)*	58.08%	(I)	Controlling shareholder of the direct owner Prime Metroline Holdings, Inc.
Unclassified Shares	12/19/2014	8,197,659	(A)**	58.08%	(I)	Controlling shareholder of the direct owner Quasar Holdings, Inc.
Unclassified Shares				8.35%	(I)	Controlling shareholder of the direct owner Falcon Investco Holdings, Inc.
Unclassified Shares				2.04%	(I)	Controlling shareholder of the direct owner Falcon Investco Holdings, Inc.
Unclassified Shares				0.28%	(D)	
				<b>TOTAL</b>		
				<b>68.75%</b>		
						<b>7,584,889,332</b>

\* sale of shares by Prime Metroline Holdings, Inc. to implement the Stock Incentive Plan of BLOOM ("SIP")

\*\* subscription to new shares by Prime Metroline Holdings, Inc. as replacement of the shares sold to implement the SIP  
if the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.

(Print or Type Responses)

Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.

- (1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:
  - (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
  - (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security;
- (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:
  - (A) held by members of a person's immediate family sharing the same household;
  - (B) held by a partnership in which such person is a general partner;
  - (C) held by a corporation of which such person is a controlling shareholder; or
  - (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

FORM 23-B (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., warrants, options, convertible securities)

1. Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yr)	4. Number of Derivative Securities Acquired (A) or Disposed of (D)		5. Date Exercisable and Expiration Date (Month/Day/Year)	6. Title and Amount of Underlying Securities	7. Price of Derivative Security	8. No. of Derivative Securities Beneficially Owned at End of Month	9. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	10. Nature of Indirect Beneficial Ownership
			Amount	(A) or (D)						
NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	

Explanation of Responses:

\_\_\_\_\_ Date

Note: File three (3) copies of this form, one of which must be manually signed. Attach additional sheets if space provided is insufficient.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in the City of Makati on 19 DEC 2014.

**ENRIQUE K. RAZON, JR.**  
Chairman and Chief Executive Officer  
(Signature of Reporting Person)



SUBSCRIBED AND SWORN to before me on this 19 DEC 2014 in Makati City, Metro Manila, affiant exhibiting to me his Passport No. EB8438728 issued on 13 June 2013 in Manila.

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Page No. 68 ;  
Book No. VII ;  
Series of 2014.



**KARICHI E. SANTOS**  
Appointment No. M-590  
Notary Public for Makati City  
Until December 31, 2014  
Penthouse, Liberty Center  
104 H. V. dela Costa Street  
Salcedo Village, Makati City  
Roll of Attorneys No. 62127  
PTR No. 4236199/Makati City/01-09-2014  
IBP No. 946299/RSM/01-07-2014