

FORM 23-B

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 Prime Metroline Holdings, Inc. (formerly Prime Metroline Transit Corp.) (Last) (First) (Middle) | 2. Issuer Name and Trading Symbol Bloomberry Resorts Corporation (BLOOM) | 3. Tax Identification Number 007-639-380 | 4. Citizenship Filipino | 5. Statement for Month/Year November 2014 | 6. If Amendment, Date of Original (Month/Year) N/A | 7. Relationship of Reporting Person to Issuer (Check all applicable) | | |
|--|--|--|-----------------------------------|---|--|---|---------------------------------------|---|
| | | | | | | Director Officer (give title below) | 10% Owner Other (specify below) | |
| Table 1 - Equity Securities Beneficially Owned | | | | | | Controlling Shareholder | | |
| 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 |
| Unclassified Shares | 11/11/2014 | 435,000,000 | (D)* | Php13.00 | 58.12% | 6,407,472,444 | (D) | |
| Unclassified Shares | 11/11/2104 | 435,000,000 | (A)** | Php13.00 | | | | |
| Unclassified Shares | | | | | 8.36% | 921,184,056 | (I) | Controlling shareholder of the direct owner Quasar Holdings, Inc. |
| | | | | | | 7,328,656,500 | | |

* sale of shares pursuant to a placing and subscription transaction by BLOOM and Prime Metroline Holdings, Inc.
** subscription to new shares pursuant to a placing and subscription transaction by BLOOM and Prime Metroline Holdings, Inc.
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 | |
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Explanation of Responses:

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

Date

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 21 November 2014.

PRIME METROLINE HOLDINGS, INC.

By:


SILVERIO BENNY J. TAN

Director and Corporate Secretary

Name/Title

(Signature of Reporting Person)

SUBSCRIBED AND SWORN to before me on this 21 NOV 2014 in Makati City, Metro Manila, affiant exhibiting to me his Passport No. EB1758456 issued on January 20, 2011 in Manila.

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Series of 2014.

not
MARIA ELIOISA MELIDAS S. SINGLON

Appointment No. M-581

Notary Public for Makati City

Unit: December 31, 2014

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Salcedo Village, Makati City

Roll of Attorneys No. 62548

PTR No. 4236196/Makati City/01-09-2014

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