

COVER SHEET

A 2 0 0 1 0 0 7 3 4

S.E.C. Registration Number

R U R A L E L E C T R I F I C A T I O N
 F I N A N C I N G C O R P O R A T I O N

(Company's Full Name)

S u i t e 4 0 1 - 4 0 2 , 4 t h F l o o r
 O M M - C i t r a B u i l d i n g
 3 9 S a n M i g u e l A v e n u e
 O r t i g a s C e n t e r , P a s i g C i t y

(Business Address : No. Street Company / Town / Province)

Aileen Espinosa

Contact Person

637-3664

Company Telephone Number

1 2

Month

3 1

Day

A A F S

FORM TYPE

Month

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

 6 8

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

S T A M P S

2012 AFS W/ BIR
& SEC STAMP

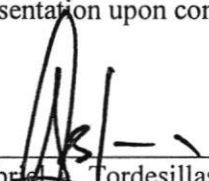
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STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS


The management of Rural Electrification Financing Corporation (the Company), is responsible for the preparation and fair presentation of the financial statements as at and for the years ended (December 31, 2012 and 2011), including the additional components attached therein, in accordance with the prescribed financial reporting framework indicated therein. This responsibility includes designing and implementing internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

The Board of Directors reviews and approves the financial statements and submits the same to the stockholders.

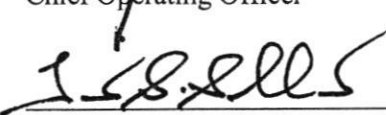
Manabat Sanagustin & Co., CPAs, the independent auditors appointed by the stockholders, has audited the financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.



Gabriel A. Tordesillas
President and Chairman of the Board



Thomas L. Villaflor
Chief Operating Officer



Tirso S. Savellano, Jr.
Treasurer

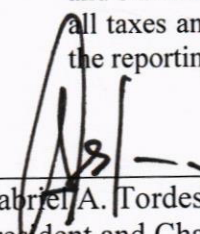
Signed this 10th day of April, 2013

**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR ANNUAL INCOME TAX RETURN**

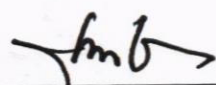
The Management of Rural Electrification Financing Corporation (the Company), is responsible for all information and representations contained in the Annual Income Tax Return for the year ended December 31, 2012. Management is likewise responsible for all information and representations contained in the financial statements accompanying the Annual Income Tax Return covering the same reporting period. Furthermore, the Management is responsible for all information and representations contained in all the other tax returns filed for the reporting period, including, but not limited, to the value added tax and/or percentage tax returns, withholding tax returns, documentary stamp tax returns, and any and all other tax returns.

In this regard, the Management affirms that the attached audited financial statements as at and for the year ended December 31, 2012 and the accompanying Annual Income Tax Return are in accordance with the books and records of Rural Electrification Financing Corporation, complete and correct in all material respects. Management likewise affirms that:

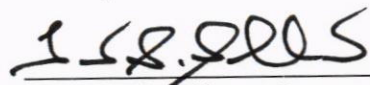
- (a) the Annual Income Tax Return has been prepared in accordance with the provisions of the National Internal Revenue Code, as amended, and pertinent tax regulations and other issuances of the Department of Finance and the Bureau of Internal Revenue;
- (b) any disparity of figures in the submitted reports arising from the preparation of financial statements pursuant to financial accounting standards (i.e., Philippine Financial Reporting Standards or Philippine Financial Reporting Standards for Small Medium-sized Entities) and the preparation of the income tax return pursuant to tax accounting rules has been reported as reconciling items and maintained in the company's books and records in accordance with the requirements of Revenue Regulations No. 8-2007 and other relevant issuances; and
- (c) Rural Electrification Financing Corporation has filed all applicable tax returns, reports and statements required to be filed under Philippine tax laws for the reporting period, and all taxes and other impositions shown thereon to be due and payable have been paid for the reporting period, except those contested in good faith.



Gabriel A. Tordesillas
President and Chairman of the Board



Thomas L. Villaflor
Chief Operating Officer



Tirso S. Savellano, Jr.
Treasurer

Date: April 10, 2013