



CIRCULAR FOR BROKERS

T h e P h i l i p p i n e S t o c k E x c h a n g e , I n c .

<input checked="" type="checkbox"/>	Disclosures	<input type="checkbox"/>	Stockholders' Meeting	Others: _____
<input type="checkbox"/>	Dividend Notice	<input type="checkbox"/>	SEC / Gov't Issuance	_____
<input type="checkbox"/>	Stock Rights Notice	<input type="checkbox"/>	Transfer Agent's Notice	_____

Date : **February 2, 2006**
 Company : **VICTORIAS MILLING COMPANY, INC.**

Further to Circular for Brokers No. 0594-2006 dated February 1, 2006, Victorias Milling Company, Inc. ("VMC") furnished the Exchange a copy of its SEC Form 17-C dated February 1, 2006, which disclosed that:

"x x x on January 27, 2006, the VMC President received a letter from Villanueva Gabionza & De Santos Law Firm, the Corporation's External Counsel handling the Corporation's rehabilitation case before the SEC, informing it that their law firm has received a copy of the Manifestation dated January 9, 2006 filed by the counsel of Manufacturers Life Insurance Company (Manulife) before the Honorable Securities & Exchange Commission (SEC), withdrawing any and all oppositions it had as regards to the successful implementation of VMC's Rehabilitation Plan and manifested that, without prejudice to whatever formalities may be required, it accedes to VMC's rehabilitation plan."

Attached is a copy of the said report for you reference.

(Original Signed)
JANET A. ENCARNACION
OIC, Disclosure Department

Noted by:

(Original Signed)
JURISITA M. QUINTOS
Senior Vice President

Finance / Admin / Membership	Compliance & Surveillance Grp.	Listing & Disclosures Grp.	COO / Automated Trading Grp.	Business Dev't & Info. Group	CEO / Legal
Tel. No. 688-7560/7440/7460	Tel. No. 688-7559	Tel. No. 688-7501/7510	Tel. No. 688-7405/819-4400	Tel. No. 688-7590	Tel. No. 688-7400/819-4408

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SEC RULE 17.2(c) THEREUNDER

1. **February 1, 2006**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **PW-364**
3. BIR Tax Identification
No. 076-000-270-220
4. **VICTORIAS MILLING COMPANY, INC.**
Exact name of Issuer as specified in its charter
5. **NEGROS OCCIDENTAL**
Province, country or other jurisdiction of
Code: Incorporation
6. (SEC Use Only)
Industry Classification
7. **9126 Sultana Street Corner Honradez Sts., Barangay Olympia, Makati City**
Address of principal office
6119
Postal Code
8. **(02) 896-0381 (02) 899-0485 Fax # (02) 895-4150**
Issuer's telephone number, including area code
9. **Not Applicable**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

a) Common Stock (Par Value P 1.00 per share)

Authorized Capital Stock	2,563,035,708	shares
Subscribed and paid-up	1,595,941,983	shares

11. Indicate the item numbers reported herein: **Item No. 9**

REPORTED HEREIN:

That on January 27, 2006, the VMC President received a letter from Villanueva Gabionza & De Santos Law Firm, the Corporation's External Counsel handling the Corporation's rehabilitation case before the SEC, informing it that their law firm has received a copy of the Manifestation dated January 9, 2006 filed by the counsel of Manufacturers Life Insurance Company (Manulife) before the Honorable Securities & Exchange Commission (SEC), withdrawing any and all oppositions it had as regards to the successful implementation of VMC's Rehabilitation Plan and manifested that, without prejudice to whatever formalities may be required, it accedes to VMC's rehabilitation plan.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly carried this report to be signed on its behalf by the undersigned herewith duly authorized.

VICTORIAS MILLING COMPANY, INC.

Issuer

Date: **February 1, 2006**

ATTY. EVA A. VICENCIO RODRIGUEZ

Compliance & Information Officer

Signature and Title