

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM MCG – 2009**

CERTIFICATE

I, _____, of legal age and with office address at _____,
after being sworn to in accordance with law, depose and state that:

1. I am the incumbent Compliance Officer/Associated Person of _____ (the "Company"), a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines, with office address at _____.
2. In _____ (state preceding year), the Company substantially adopted all the provisions of the Manual on Corporate Governance (Model Corporation), as prescribed by SEC Memorandum Circular No. 6, Series of 2009;
3. (If applicable) During the same year, the Company deviated from the following provisions of the said Manual for the reasons stated below:

Provision(s) of the Manual	Explanation

4. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission on the annual reporting on the Company's compliance with the Manual of Corporate Governance.

IN WITNESS WHEREOF, I have signed this Certificate this _____ day of _____,
_____ at _____, Philippines.

Compliance Officer/Associated Person

Countersigned by:

President

SUBSCRIBED AND SWORN TO before me this _____ day of _____, at _____,
Philippines, affiant exhibiting to the Community Tax Certificate No. _____, issued
on _____, at _____.

WITNESS my hand and notarial seal on the date and place above written,

NOTARY PUBLIC