



December 23, 2009

MS. JANET ENCARNACION
Head, Disclosure Department
Philippine Stock Exchange, Inc.
4th Floor, Philippine Stock Exchange Centre,
Exchange Road, Ortigas Center,
Pasig City

Dear Ms. Encarnacion:

Attached herewith is the certification of Aboitiz Power Corporation's Compliance with its Manual on Corporate Governance for the year 2009.

Thank you.

Very truly yours,

ABOITIZ POWER CORPORATION

By

M. JASMINE S. OPORTO
Corporate Secretary



AboitizPower

REPUBLIC OF THE PHILIPPINES)
CITY OF CEBU) S.S.

CERTIFICATION

I, **M. JASMINE S. OPORTO**, of legal age and with office address at Aboitiz Corporate Center, Gov. M. Cuenco Ave., Kasambagan, Cebu City, after being sworn to in accordance with law, depose and state that:

1. I am the incumbent Corporate Secretary of **ABOITIZ POWER CORPORATION** (the "Company"), a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines, with office address at Aboitiz Corporate Center, Gov. M. Cuenco Ave., Kasambagan, Cebu City;

2. In 2009, the Company substantially adopted all the provisions of the Corporation's Manual of Corporate Governance;

3. 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 its Manual of Corporate Governance.

IN WITNESS WHEREOF, I have hereunto signed this Certificate this ~~DEC 22 2009~~ at Cebu City, Philippines.

M. Jasmine Oporto
M. JASMINE S. OPORTO
Corporate Secretary

Countersigned by:

Enrique M. Aboitiz Jr.
ENRIQUE M. ABOITIZ JR.
Chairman of the Board

Before me, a notary public in and for the city named above, personally appeared:

Name	Passport No.	Place/Date of Issuance
M. Jasmine S. Oporto	XX1147714	May 13, 2008 at Manila, Philippines

who is personally known to me and to me known to be the same person who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this ~~DEC 22 2009~~ Cebu City, Philippines.

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Book No. XIV;
Series of 2009.



Rafael F. Chanco
RAFAEL F. CHANCO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2009
PTR NO. 8551015 01.08.09 CEBU CITY
SFP LIFETIME MEMBERSHIP NO. 650630 12.15.05 CEBU CITY
ROLL NO. 40588