

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

**CERTIFICATION**

I, **M. JASMINE S. OPORTO**, after having been duly sworn according to law, hereby depose and state that:

- 1) I am a Filipino citizen, of legal age and a resident of Cebu City, Philippines;
- 2) I am the Corporate Secretary of **ABOITIZ POWER CORPORATION** (the "Company"), a corporation duly organized and existing under and by virtue of the laws of the Philippines;
- 3) As such Corporate Secretary, I hereby certify that at the special and regular board meetings of the Company during the year 2010, a quorum was always present.
- 4) Attendance by board members at such meetings were as follows:

DIRECTORS	REGULAR AND SPECIAL MEETINGS 2010								
	13-Jan regular	8-Feb special (executive strategy sessions)	10-March regular	31-March special	17-May regular	14-July regular	15-Sept regular	13-Oct special (executive strategy sessions)	12-Nov regular
Enrique M. Aboitiz Jr.	✓	✓	✓	✓	✓	✓	✓	✓	✓
Jon Ramon Aboitiz	✓	X	✓	✓	✓	✓	✓	✓	✓
Erramon I. Aboitiz	✓	✓	✓	✓	✓	✓	✓	✓	✓
Antonio R. Moraza	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mikel A. Aboitiz	✓	✓	✓	✓	✓	✓	✓	✓	✓
Jaime Jose Y. Aboitiz	X	✓	✓	✓	✓	✓	✓	✓	✓
Jose R. Facundo (Independent Director)	✓	✓	✓	✓	✓	✓	✓	✓	✓
Romeo L. Bernardo (Independent Director)	✓	✓	✓	✓	✓	✓	✓	✓	✓
Jakob Disch (Appointed on March 10, 2010 as replacement to the late AP director Mr. Ernesto Aboitiz and elected on May 18, 2010 as Independent Director)	-	-	-	✓	X	✓	✓	✓	✓
Total No. of Directors Present	7	7	8	9	8	9	9	9	9



IN WITNESS WHEREOF, I have hereunto affixed my signature this JAN 06 2011 at Cebu City, Philippines.

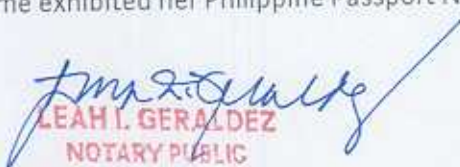
  
M. JASMINE S. OPORTO  
Corporate Secretary

Countersigned by:

ENRIQUE M. ABOITIZ JR.  
Chairman of the Board

SUBSCRIBED AND SWORN to before me this JAN 06 2011 at CEBU City, Philippines. Affiant, who is personally known to me exhibited her Philippine Passport No. XX1147714 issued at Manila, Philippines on May 13, 2008.

Doc No. 125 :  
Page No. 13 :  
Book No. XVI :  
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LEAH I. GERALDEZ  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2011  
PTR No. 1360523 Talisay City 061 / 0711  
IBP LIFETIME MEMBERSHIP No. 553227  
ROLL No. 41369