



THE PHILODRILL CORPORATION

QUAD ALPHA CENTRUM, 125 PIONEER ST., MANDALUYONG CITY, PHILIPPINES
TEL. NOS. 631-1801 TO 05; 631-8151/52; FAX: (632) 631-8080, (632) 631-5310

06 January 2010

THE DISCLOSURE DEPARTMENT
4/F The Philippine Stock Exchange, Inc.
PSE Centre, Exchange Road
Ortigas Center, Pasig City

Attention: **MS. JANET A. ENCARNACION**
Head – Disclosure Department

Gentlemen:

Please find attached certification by the Company's Compliance Officer on the Company's compliance with SEC Memorandum Circular No. 2 on the Code of Corporate Governance and the Company's Manual on Corporate Governance.

This formal written advise is submitted in compliance with the rules and regulations of the Philippine Stock Exchange.

Very truly yours,


ADRIAN S. ARIAS
Corporate Secretary

CERTIFICATION

Pursuant to the provisions of our Corporate Governance Manual required under Securities and Exchange Commission Memorandum Circular No. 2 dated April 05, 2002, I hereby certify that:

1. Compliance with SEC Memorandum Circular No. 2 dated April 5, 2002, as well as all relevant Circulars on Corporate Governance have been monitored;
2. The Philodrill Corporation, its directors, officers and employees complied with all the leading practices and principles on good corporate governance as embodied in the company's Manual;
3. All members of the Board of Directors, as well as Senior Management officers, completed and were duly certified to have attended a 2-day special seminar on Corporate Governance on July 21-24, 2003 at 9th Flr., Quad Alpha Centrum, 125 Pioneer St., Mandaluyong City on Corporate Governance and Risk Management conducted by the De La Salle University, Professional Schools, Inc., Graduate School of Business;
4. The following are the incumbent directors and the dates of his/her election and assumption into office:

<u>Name</u>	<u>Date of Election/Assumption into Office</u>
Alfredo C. Ramos	1992 to present
Augusto B. Sunico	1984 to present
Presentacion S. Ramos	1997 to present
Christopher M. Gotanco	2005 to present
Adrian S. Ramos	2006 to present
Francisco A. Navarro	2006 to present
Marciano A. Padilla	2009 to present
Honorio A. Poblador III	1992 to present
Nicasio I. Alcantara	1991 to present

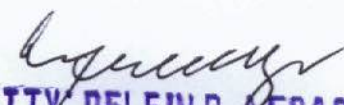

ADRIAN S. ARIAS
Corporate Secretary

Attested:


ALFREDO C. RAMOS
President

SUBSCRIBED AND SWORN to before me this ____ day of January 2010 at Mandaluyong City, Metro Manila affiant exhibited his Community Tax Certificate No. 14991769 issued on January 4, 2010 at Mandaluyong City.

Doc. No. 112 ;
Page No. 2 ;
Book No. A-2
Series of 2010.


ATTY. DELFIN R. AGCAOLI JR.
NOTARY PUBLIC
PTR NO. 9236239, 01/7/2010 MLA.
IBP NO. 794114, 01/7/2010 MLA.
ROLL NO. 2 NOTARY NO. 104-519-066