



**Consolidated Resources & Holdings, Inc.**

No. 28 N. Domingo St., near corner Gilmore St., New Manila, Quezon City  
Tel. Nos. 726-79-06, 727-49-23, 724-50-55, 727-57-21 Fax No. 724-32-90

**SECRETARY'S SWORN CERTIFICATION**

KNOW ALL MEN BY THESE PRESENTS:

I, JOAQUIN E. SAN DIEGO, of legal age, Filipino citizen, and with business address at No. 28 N. Domingo St., New Manila, Quezon City, in my capacity as the Corporate Secretary of the **ABACUS CONSOLIDATED RESOURCES and HOLDINGS, INC., (ABACUS)**, do hereby certify as follows:

1. That ABACUS had five (5) Board Meetings for the year 2009, namely on February 26, 2009, April 2, 2009, July 9, 2009, October 8, 2009 and December 22, 2009.
2. That per the minutes of meetings of the Board, the attendance of the Directors at Board Meetings was as follows:

February 26, 2009

PRESENT:

1. Jose V. Romero, Jr.
2. Manuel A. De Leon
3. Clarita T. Zarraga
4. Calixto Y. Laureano
5. Leonardo S. Gayao
6. Ricardo C. Leong
7. Martha R. Horrigan
8. William Y. Tieng
9. Danilo S. Venida \*
10. Gonzalo G. Puyat II \*

ABSENT:

1. Willy N. Ocier

July 9, 2009

PRESENT:

1. Jose V. Romero, Jr.
2. Manuel A. De Leon
3. Clarita T. Zarraga
4. Leonardo S. Gayao

April 2, 2009

PRESENT:

1. Jose V. Romero, Jr.
2. Manuel A. De Leon
3. Clarita T. Zarraga
4. Willy N. Ocier
5. Leonardo S. Gayao
6. William Y. Tieng
7. Martha R. Horrigan

ABSENT:

1. Danilo S. Venida \*
2. Gonzalo G. Puyat II \*
3. Calixto Y. Laureano
4. Ricardo C. Leong

October 8, 2009

PRESENT:

1. Jose V. Romero, Jr.
2. Manuel A. De Leon
3. Clarita T. Zarraga
4. Leonardo S. Gayao

5. William Y. Tieng
6. Martha R. Horigan
7. Ricardo C. Leong
8. Willy N. Ocier
9. Arturo V. Magtibay
10. Manuel R. Moje
11. Jose L. Carlos, Jr.
12. Antonio V.F. Gregorio III

ABSENT:

1. Calixto Y. Laureano
2. Gonzalo G. Puyat II \*
3. Guido Alfredo A. Delgado \*

December 22, 2009

PRESENT:

1. Jose V. Romero, Jr.
2. Manuel A. De Leon
3. Clarita T. Zarraga
4. Leonardo S. Gayao
5. Martha R. Horigan
6. Calixto Y. Laureano
7. Willy N. Ocier
8. William Y. Tieng
9. Gonzalo G. Puyat II \*
10. Arturo V. Magtibay
11. Manuel R. Moje
12. Jose L. Carlos, Jr.
13. Antonio V.F. Gregorio III
14. Guido Alfredo A. Delgado\*

ABSENT:

1. Ricardo C. Leong
  - Independent Director

Note: Arturo V. Magtibay, Manuel R. Moje, Jose L. Carlos, Jr., Antonio V.F. Gregorio III and Guido Alfredo A. Delgado were elected on July 9, 2009.

3. That this Certification is issued in compliance with ABACUS' reportorial obligations in connection with the implementation of the Code of Corporate Governance.

5. William Y. Tieng
6. Martha R. Horigan
7. Calixto Y. Laureano
8. Willy N. Ocier
9. Arturo V. Magtibay
10. Manuel R. Moje
11. Jose L. Carlos, Jr.
12. Antonio V.F. Gregorio III
13. Gonzalo G. Puyat II \*
14. Ricardo C. Leong

ABSENT:

1. Guido Alfredo A. Delgado\*

IN WITNESS WHEREOF, I have hereunto set my hand this 20<sup>th</sup> day of January, 2010 at Quezon City, Philippines.

  
JOAQUIN E. SAN DIEGO  
Corporate Secretary

Countersigned by:

  
JOSE V. ROMERO, JR.  
Chairman

JAN 28 2010

SUBSCRIBED AND SWORN to before me this \_\_\_\_ day of January, 2010; affiant exhibited to me his Philippine Passport No. UU0751818 issued at Manila, Philippines which is valid until February 21, 2012.

ATTY. JOEL G. GORDOLA  
NOTARY PUBLIC  
NOTARIAL COMMISSION NO. NP-052  
COMMISSION EXPIRES DEC 31, 2011  
PTR NO. 3176482; 1/04/2010; Q.C.  
IBP NO. 774185; 1/12/2010; O.C.  
ROLL OF ATTORNEY NO. 25123

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