

08 July 2010

Philippine Stock Exchange

Disclosures Department
4/F, Philippine Stock Exchange Inc., PSE Centre
Exchange Road, Ortigas Center
Pasig City, Metro Manila

Attention : **Ms. Janet Encarnacion**
Head – Disclosures Department

Re : **Compliance with the Amended Rule on
Lodgment of Securities**

Gentlemen:

In compliance with the Amended Rule on Lodgment of Securities under Section 16 of Article III, Part A of the Revised Listing Rules, **Roxas and Company, Inc.** (RCI) respectfully submits the following required documents:

- (a) Sworn Corporate Secretary's Certificate stating that as of 01 July 2010, all the securities of RCI lodged with the Philippine Depository and Trust Corporation (PDTTC) have been issued in uncertificated form without any jumbo or mother certificate; and
- (b) Written confirmation issued by Union Bank Trust & Investment Services Group, RCI's stock transfer agent, stating that it has the capability and capacity to handle the issuance and transfer of uncertificated securities.

We trust that you will find the foregoing in order.

Very truly yours,

ROXAS AND COMPANY, INC.

By:



FRITZIE P. TANGKIA FABRICANTE
AVP for Legal Affairs/Compliance Officer
Assistant Corporate Secretary

Encl.: a/s

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

SECRETARY'S CERTIFICATE

I, **FRITZIE P. TANGKIA-FABRICANTE**, Filipino, of legal age, and with office address at 7F Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, 1229 Makati City, after having been duly sworn to in accordance with law, hereby certify as follows:

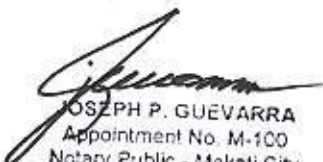
1. I am the Assistant Corporate Secretary of **ROXAS AND COMPANY, INC.**, a corporation duly organized and existing under the laws of the Philippines, with office located at 7th Floor, Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, 1229 Makati City [the "Corporation"];
2. As the Assistant Corporate Secretary, I have custody of and access to the corporate records of the Corporation;
3. All the securities of the Corporation that have been lodged with the Philippine Depository and Trust Corporation (PDTC) have been issued in uncertificated form without jumbo or mother certificate as of 01 July 2010.

Witness my hand this 08 July 2010 in Makati City.


FRITZIE P. TANGKIA-FABRICANTE
Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO before me this JUL 08 2010 Makati City, Metro Manila, affiant exhibited to me her Passport No. XX0850429 issued on 03 April 2008 in Manila, and expiring on 02 April 2013, and Community Tax Certificate No. 01447522 issued on 26 February 2010 in Makati City.

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Series of 2010.


JOSEPH P. GUEVARRA
Appointment No. M-100
Notary Public - Makati City
Until 31 December 2011
6/F Cacho Gonzales Building
101 Aguirre Street, Legaspi Village, Makati City
PTR No. 2092905 / 6 January 2010 / Makati City
IBP No. 802685 / 18 December 2009 / Makati City
Roll No. 52501

TRUST & INVESTMENT SERVICES GROUP

06 July 2010

ROXAS & COMPANY, INC.
7/F Cacho-Gonzales Building
101 Aguirre Street, Legaspi Village,
Makati City**Attention: ATTY. FRITZIE TANGKIA-FABRICANTE**
Assistant Corporate Secretary

Gentlemen:

Subject: Amended Rule on Lodgement of Securities under
Section 16 of Article III, Part A of the Revised Listing RulesIn compliance with subject implementation, this is to confirm that Union Bank – Stock Transfer
Unit is capable and has capacity to issue and transfer uncertificated shares.

For your reference and information. Thank you.

Very truly yours,
STOCK TRANSFER DEPARTMENT
By:
RHICO A. MENDOZA
Trust Operations Officer

Noted by:


MONINA M. GO
Trust Operations Division, OIC