



PNOC ENERGY DEVELOPMENT CORPORATION

Merritt Road, Fort Bonifacio, 1200 Taguig City, Philippines
P.O. Box 2102 MCPO, Tel. Nos. 893-6001 to 47/893-1320 Fax No. 840-1575

January 29, 2008

ATTY. PETE M. MALABANAN
Head, Disclosures Department
Philippine Stock Exchange
Tektite Building, Ortigas Center
Pasig City

Dear Atty. Malabanan:

We submit the following certifications filed with the Securities and Exchange Commission (SEC) pursuant to the SEC Code of Corporate Governance:

1. Certification on attendance of the members of the Board of Directors during the board meetings for 2007
2. Certification on the Company's compliance with the Corporate Governance Manual

Thank you.

Very truly yours,

Erudito S. Recio
Investor Relations Manager &
Company Information Officer

COVER SHEET

6 6 3 8 1

SEC Registration Number

P N O C E N E R G Y D E V E L O P M E N T C O R P .

(Company's Full Name)

E N E R G Y C E N T E R , M E R R I T T R O A D ,
F O R T B O N I F A C I O , T A G U I G , M . M .

(Business Address: No., Street City / Town / Province)

Atty. Ana Maria A. Katigbak
Contact Person

817-6791
Company Telephone Number

Certificate of Board of Attendance

Month Day
Fiscal Year

FORM TYPE

Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept Requiring this Doc

Amended Articles Number / Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

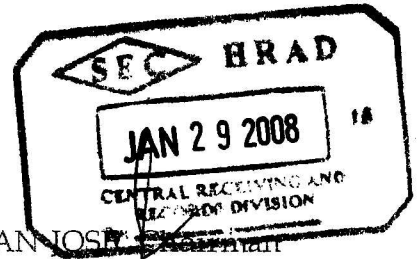
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Cashier

STAMPS

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CERTIFICATION



KNOW ALL MEN BY THESE PRESENTS:

The undersigned, OSCAR M. LOPEZ and ROBERTO V. SAN JOSE, Chairman and Corporate Secretary, respectively, of PNO Energy Development Corporation, (the "Corporation"), a corporation organized and existing under the laws of the Philippines, with principal office at Merritt Road, Fort Bonifacio, 1200 Taguig, under oath, do hereby certify:

1. That a summary of the attendance of the members of the Board of Directors of the Corporation during the board meetings for the year 2007 attached as Annex "A" hereof is true and correct based on the records of the Corporation; and
2. That the records of the Corporation do not show that any of the members of the Board of the Corporation has absented himself without any valid reason for more than fifty percent (50%) of all meetings of the Board of Directors, both regular and special, during his incumbency or any twelve (12) month period during said incumbency.

This certification is executed in compliance with the requirements of SEC Memorandum Circular No. 3, series 2007, the SEC Code of Corporate Governance and the Corporation's Manual on Corporate Governance.

IN WITNESS WHEREOF, I have hereunto affixed my signature this ____ day of _____ at Makati City, Metro Manila.

OSCAR M. LOPEZ
Chairman

ROBERTO V. SAN JOSE
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JAN 28 2008 day of _____ affiants exhibiting to me their Community Tax Certificates, as follows:

Name	CTC No.	Issue Date/Place
Oscar M. Lopez	TIN#102829530	
Roberto V. San Jose	17674757	Jan 30., 2007/Makati

Doc. No. 47;
Page No. 11;
Book No. 1;
Series of 2008.

ATTY. MARIA JASMINE D. MEDINA-ALMOGINO
Notary Public for the City of Taguig until 12/31/2008
Appointment No. 58 (2007-2008)
3rd Floor, Building V, Energy Center
Merritt Road, Fort Bonifacio, Taguig City
Roll No. 46123, 05/25/01
PTR No. 0326246-B, 1/09/08, Taguig City
IBP No. 729977, 12/28/07, Rizal/San Juan/Mandaluyong

COVER SHEET

66381

SEC Registration Number

**PNOC ENERGY DEVELOPMENT
CORPORATION**

(PNOC-EDC)

(Company's Full Name)

Bldg. V, Energy Center, Merritt Road, Fort Bonifacio, Taguig City
(Company's Address)

893-13-20 / 893-60-01
(Company's Telephone Number)

FRANCISCO A. PALAFOX
Contact Person

840-5582
Telephone No.

January 1 - December 31
(Fiscal Year Ending)

2nd Tuesday of June
(Annual Meeting)

MCG-2002
(Form Type)

(Amendment Designation if Applicable)

(Secondary License Type, If Any)

Cashier

LCU

Central Receiving Unit

DTU

File Number

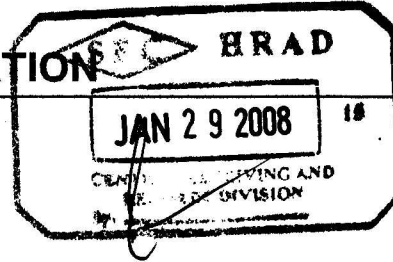
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PNOC
The Energy Company

PNOC ENERGY DEVELOPMENT CORPORATION

Energy Center, Merritt Road, Fort Bonifacio, Taguig, Metro Manila
Philippines MCPO Box 2102 Tel. No. 893-6001/1320



CERTIFICATION

I, **FRANCISCO A. PALAFOX**, of legal age and with office address at Energy Center, Merritt Road, Fort Bonifacio, Taguig City, Metro Manila, Philippines, being the duly-appointed Compliance Officer of **PNOC Energy Development Corporation** (the "Company"), a corporation duly-organized and existing in accordance with the laws of the Republic of the Philippines, with office address indicated above, after being sworn to in accordance with law, hereby certify and state that:

1. The Company has adopted in the Corporate Governance Manual the leading practices and principles of good corporate governance pursuant to the provisions of SEC Memorandum Circular No. 2, Series of 2002;
2. For the year 2007, the Company, through its Directors, officers, Managers and employees, substantially complied with all the leading practices and principles of its duly-adopted Corporate Governance Manual.
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 the Corporate Governance Manual.

IN WITNESS WHEREOF, I have signed this Certificate this 28th day of January 2008, at Taguig City, Philippines.

Francisco A. Palafox
Compliance Officer

SUBSCRIBED AND SWORN TO before me this JAN 28 2008 at Taguig City, Philippines, affiant exhibiting to me his Community Tax Certificate No. 12241578 issued on 1/3/08 at Taguig City.

ATTY. MARIA JASMINE D. MEDINA-ALMOGINO
Notary Public for the City of Taguig until 12/31/08
Appointment no. 58 (2006-2008)
3/F Bldg V, Energy Ctr., Merritt Road, Fort Bonifacio Taguig City
Roll No. 46123 (05/25/01)
IBP No. 729977 (12/28/07) RSM
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