



Energy Center, Merritt Road, Fort Bonifacio  
1201 Taguig City, Philippines  
Tel: +63 (2) 893.6001 to 47; 893.1320 to 64  
Fax: +63 (2) 840.1575

January 19, 2010

**JANET A. ENCARNACION**  
HEAD, Disclosures Department  
Philippine Stock Exchange  
Tektite Building, Ortigas Center  
Pasig City

Dear Ms. Encarnacion:

We submit the attached certification on Energy Development Corporation's compliance with the Corporate Governance Manual for 2009, duly filed with the Securities and Exchange Commission (SEC) pursuant to the SEC Code of Corporate Governance.

Very truly yours,

A handwritten signature in black ink, appearing to read "Erudito S. Recio". The signature is written in a cursive style with a large, prominent initial "E" and "R".

**Erudito S. Recio**  
Investor Relations Manager &  
Corporate Information Officer

COPY

# COVER SHEET

**66381**  
SEC Registration Number

**ENERGY DEVELOPMENT CORPORATION**  
**(EDC)**  
(Company's Full Name)

**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)

**2<sup>nd</sup> 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   |
| _____                  | _____         |
|                        | Document I.D. |




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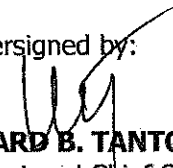
**CERTIFICATION**

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 the **Energy Development Corporation** ("EDC", 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 2009, the Company, through its Directors, Officers, Managers and employees, fully 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 11<sup>th</sup> of January 2010, at Taguig City, Philippines.


  
**FRANCISCO A. PALAFOX**  
 Compliance Officer

Countersigned by:  
  
**RICHARD B. TANTOCO**  
 President and Chief Operating Officer

SUBSCRIBED AND SWORN TO before me this JAN 11 2010 at Taguig City, Philippines, affiants exhibiting to me their respective proofs of identity:

- |                         |  |
|-------------------------|--|
| 1. Francisco A. Palafox | Driver's License with Number N15-71-017323 issued by the LTO |
| 2. Richard B. Tantoco   | SSS ID No. 03-9384708-0 issued by the Social Security System |

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 Page No. 14  
 Book No. VIII  
 Series of 2010

  
**ATTY. OLIVER D. BAYOT**  
 Notary Public for the City of Taguig until December 31, 2010  
 Appointment No. 74 (2009-2010)  
 IBP 769054 1/6/09, RSM  
 PTR 0625718-C, 1/6/09, Taguig City  
 Roll 45887, May 24, 2001  
 3/F Bldg. V, Energy Ctr. Merritt Road, Fort Bonifacio  
 Taguig City, Metro Manila