



Energy Center, Merritt Road, Fort Bonifacio
1201 Taguig City, Philippines
Tel: +63 (2) 667-7332
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January 14, 2011

JANET A. ENCARNACION
HEAD, Disclosures Department
The Philippine Stock Exchange, Inc.
Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue, Makati City

Dear Ms. Encarnacion:

We submit the attached certification on Energy Development Corporation's compliance with the Corporate Governance Manual for 2010, 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 fluid and cursive, with a prominent initial "E" and "R".

Erudito S. Recio
Investor Relations Manager &
Corporate Information Officer



101122011001520



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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Company Type Stock Corporation

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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)

Agnes C. de Jesus /
Maria Jasmine D. Medina-Almogino
Contact Person/s

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)

LCU

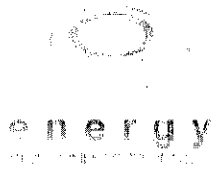
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CERTIFICATION

I, **AGNES C. DE JESUS**, of legal age and with office address at Energy Center, Merritt Road, Fort Bonifacio, Taguig City, Metro Manila, Philippines, being duly-appointed Compliance Officer of the **Energy Development Corporation** ("EDC", the "Company"), a corporation duly-organized and existing in accordance with 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, as amended by SEC Memorandum No. 6, Series of 2009;
2. For the year 2010, 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 JAN 10 2011, at _____, Philippines.

Agnes C. de Jesus
AGNES C. DE JESUS
 Compliance Officer

Countersigned by:

Richard B. Tantoco

RICHARD B. TANTOCO
 President and Chief Operating Officer

SUBSCRIBED AND SWORN TO before me this JAN 10 2011 at MAKATI CITY, Philippines, affiants exhibiting to me their respective proofs of identity:

- | | |
|-----------------------|--|
| 1. Agnes C. de Jesus | TIN No. 115-333-278 issued by the Bureau of Internal Revenue |
| 2. Richard B. Tantoco | SSS ID No. 03-9384708-0 issued by the Social Security System |

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 Book No. XI
 Series of 2011

Melanie Johann C. Nery
 ATTY. MELANIE JOHANN C. NERY
 Notary Public for the City of Makati until 12/31/2011
 Appointment No. M-440 (2010-2011)
 Roll No. 55523, April 29, 2008
 PTR No. A-1184940, January 4, 2011, Taguig City
 IBP No. 844667, January 4, 2011, Quezon City