



8 July 2010

DISCLOSURE DEPARTMENT

The Philippine Stock Exchange
4th Floor, PSE Center, Exchange Road
Ortigas Center, Pasig City

Attention : **MS. JANET ENCARNACION**
Head, Disclosure Department

Subject : Roxas Holdings, Inc.

Gentlemen:

In compliance with the amended rule on lodgment of securities under Section 16 of Article III, Part A of the Revised Listing Rules (Amended Lodgment Rule), we are hereby submitting the following:

- i. Sworn Secretary's certificate stating that as of July 1, 2010, all the securities of the company lodged with PDTC have been issued in un-certificated form without jumbo or mother certificate; and
- ii. Written confirmation issued by the company's transfer agent, Unionbank of the Philippines, attesting that it has the capability and capacity to handle the issuance and transfer of un-certificated securities.

Very truly yours,


FLORENCIO M. MAMAUAG, JR.
VP Legal & Asst. Corporate Secretary

SECRETARY'S CERTIFICATE

I, **FLORENCIO M. MAMAUAG, JR.**, of legal age, Filipino and with office address at 6th Floor, Cacho-Gonzales Bldg., 101 Aguirre St., Legaspi Village, Makati City, under oath, hereby state that:

1. I am the Assistant Corporate Secretary of **ROXAS HOLDINGS, INC.** (formerly, Central Azucarera Don Pedro), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with principal offices at 6th Floor Cacho-Gonzales Building, 101 Aguirre St., Legaspi Village, Makati City, Philippines.

2. All the securities of the company that have been lodged with the PDTC have been issued in un-certificated form without jumbo or mother certificate as of July 1, 2010.



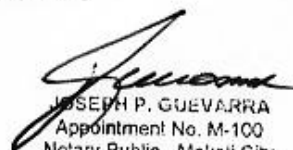
FLORENCIO M. MAMAUAG, JR.
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 8 day of July 2010; affiant exhibited his CTC No. 23211833 issued on 23 February 2010 at Cabagan, Isabela and Philippine Passport No. VV0584226 issued on July 5, 2007.

NOTARY PUBLIC

Doc. No. 930;
Page No. 89;
Book No. 10;
Series of 2010.

Sec Cert/RHI-UNCERTIFICATED PDTC SECURITIES LODGEMENT



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. 802695 / 16 December 2009 / Makati City
Roll No. 52501



UNIONBANK

TRUST & INVESTMENT SERVICES GROUP

UnionBank Plaza
Meralco Avenue cor. Onyx &
Sapphire Roads, Ortigas Center
Pasig City 1605
Tel: (632) 667 6398 Fax: (632) 636 6289
www.unionbankph.com

06 July 2010

ROXAS HOLDINGS, INC.
6/F Cacho-Gonzales Building
101 Aguirre Street, Legaspi Village,
Makati City

Attention: ATTY. FLORENCIO MAMAUAG
Assistant Corporate Secretary

Gentlemen:

Subject: Amended Rule on Lodgement of Securities under
Section 16 of Article III, Part A of the Revised Listing Rules

In 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