

08 September 2010

Ms. Janet A. Encarnacion Head, Disclosure Department Philippine Stock Exchange 3rd Floor, Philippine Stock Exchange Plaza Ayala Triangle, Ayala Avenue Makati City

Dear Ms. Encarnacion::

We would like to announce that the Securities and Exchange Commission has approved the amendment of Article VII of the Corporation's Articles of Incorporation increasing the Authorized Capital Stock from **Php400,000,000.00 to Php 800,000,000.00** divided into the following classes of shares:

- a. SEVEN HUNDRED FIFTY MILLION (750,000,000) COMMON SHARES with a par value of One Peso (1.00 PhP) per share and
- b. FIFTY MILLION (50,000,000) PREFERRED SHARES with a par value of One Peso (1.00 Php) per share.

Further to the amendment and pursuant to the ratification of the stockholders during the Annual Stockholders' Meeting held on July 15, 2010 at the Marco Polo Hotel, Davao City, the Exchange also approved the increase using the 40% stock dividends, computed based on the outstanding capital stock, to subscribe to the increase of Php400,000,000.00, copy of said certificate of approval and the Amended Articles of Incorporation are hereto attached as Annex A hereof.

Finally, pursuant to the stock dividend declaration approved by the Board of Directors and ratified by the stockholders, the Company would like to announce that all stockholders as of **record date of September 23, 2010** shall be entitled to 40% stock dividends to be issued and paid on October 19, 2010.

This disclosure is made pursuant to the Securities Regulations Code and the Revised Rules on Disclosure.

Thank you and best regards.

Atty. Socorro Ermac Cabreros

Corporate Secretary

Very truly yours



REPUBLIC OF THE PHILIPPINES

DEPARTMENT OF FINANCE

SECURITIES AND EXCHANGE COMMISSION

DAVAO EXTENSION OFFICE Univ. Ave., Juna Subd., Matina, Davao City

S.E.C. Reg. No A200207283

CERTIFICATE OF FILING OF INCREASE OF CAPITAL STOCK

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the certificate of Increase of Capital Stock of

P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.

Copy annexed, from P_400,000,000.00 divided into 350,000,000 common shares, with a par value of P1.00 per share and 50,000,000 preferred shares with a par value of P1.00 per share to P_800,000,000.00 divided into 750,000,000 common shares with a par value of P1.00 per share and 50,000,000 preferred shares with a par value of P1.00 per share and 50,000,000 preferred shares with a par value of P1.00 each, approved by a majority of the Board of Directors and the vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on July 15, 2010, signed by a majority of the directors of the Corporation and countersigned by the Chairman and the Secretary of the stockholders' meeting was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 38 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68 approved on May 01, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Davao Extension Office, Juna Subdivision, Matina, Davao City, Philippines, this 4th, day of September, Two Thousand and Ten.

By Authority of the Commission:



ATTY. DOLORES T. SO, CPA
Officer-in-Charge, SEC-DEO



REPUBLIC OF THE PHILIPPINES DEPARTMENT OF FINANCE

SECURITIES AND EXCHANGE COMMISSION DAVAGE EXTENSION OFFICE

Univ. Ave., Juna Subd., Matina, Davao City

S.E.C. Reg. No. A200207283

CERTIFICATE OF FILING OF AMENDED ARTICLES OF INCORPORATION

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the Amended Articles of Incorporation of

P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.

(Amending Art. VII by increasing the authorized capital stock thereof)

copy annexed, adopted on <u>July 15, 2010,</u> by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the Corporation, was approved by the Commission of this date, pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68 approved on May 01, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this certificate does not authorize it to undertake business activities requiring a secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, closed-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, preneed plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as **permit** to undertake activities for which other government agency require a license or permit.

By Authority of the Commission:

ATTY. DOLORES T. SO, CPA Officer-in-Charge, SEC-DEO

COVER SHEET

S.E.C. Registration Number P- H- O- E- N- I- X		8 3
P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC. (Company's Full Name) S T E L L A H I Z O N R E Y E S R D B O. P A M P A N G A L A N A N G (Business Address: No. Street City / Town / Province) Dennis A. Uy Contact Person Company Telephone Number Last Thursday FORM TYPE Dept. Requiring this Doc Amended Articles Number/Section Total Amount of Borrowings To be accomplished by SEC Personnel Concerned		
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DIRECTORS' CERTIFICATE OF AMENDMENTS OF THE ARTICLES OF INCORPORATION

REPUBLIC OF THE PHILIPPINES}
C I T Y OF DAVAO }
x-----x

SEP 0 2 2010

We, the undersigned Chairman, Corporate Secretary and majority of the Board of Directors of P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC. (the "Corporation") who were present during the annual stockholders meeting held on July 15, 2010 at the Marco Polo Hotel in Davao City, Philippines, hereby certify that:

1. In separate meetings conducted by the Board of Directors on April 08, 2010 in business office of the Corporation at the 26th Floor Fort Legend Towers, Corner 3rd Ave. and 31st Street, Fort Bonifacio Global City, Taguig City, Philippines where all members of the Board of Directors by affirmative vote unanimously approved the resolutions pertaining amendments of the Articles of Incorporation and By-laws and during the said annual meeting of the stockholders as held on the date and place as above written where a quorum was duly constituted, the stockholders representing more than two thirds (2/3) of the outstanding capital stock in person or by the proxy, actually approved the following resolutions:

Amendment to Article VII of the Articles of Incorporation increasing the authorized capital stock which now provides as follows:

- "SEVENTH. That the authorized capital stock of the corporation is

 EIGHT HUNDRED MILLION (PhP800,000,000.00)

 PESOS in lawful money of the Philippines, divided into the following classes of shares:
 - a.) SEVEN HUNDRED FIFTY MILLION (750,000,000)
 COMMON SHARES with a par value of One Peso (Php1.00)
 per share and
 - b.) FIFTY MILLION (50,000,000) PREFERRED SHARES with a par value of One Peso (Php1.00) per share

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 The amount of the *increase* of the authorized capital stock is FOUR HUNDRED MILLION PESOS (₱ 400,000,000.00), divided into 400,000,000 Common shares at One Peso (₱1.00) par value per share;

- 3. In the said annual stockholders' meeting, by unanimous votes of the stockholders present likewise ratified and approved the declaration of 40% stock dividends of the outstanding capital stock or about ONE HUNDRED SEVEN MILLION SIXTY FOUR THOUSAND TWO HUNDRED SIXTY SIX (107,064,266) Common shares valued at about ONE HUNDRED SEVEN MILLION SIXTY FOUR THOUSAND TWO HUNDRED SIXTY SIX PESOS (Php 107,064,266.00) at One Peso (Php 1.00) par value per share which will taken from the Company's unrestricted retained earnings as of December 31, 2009;
- 4. Further to the above declaration of stock dividends was the corollary ratification and approval of the stockholders by more than 2/3 affirmative votes of those present, in person or by proxy, to authorize the said stock dividends to be issued by the Corporation to subscribe and pay for the proposed increase in the authorized capital stock. Thus, increase in the authorized capital stock has been subscribed and paid;
- That the names of the subscribers, the corresponding number of shares and amount of capital stock subscribed and paid by each are as follows:

NAME OF STOCKHOLDERS	No. of Subscribed Share	Amount of Subscribed Shares	Amount of Paid Up
Phoenix Petroleum Holdings Inc.	57,148,000	57,148,000.00	57,148,000.00
PCD Nominee Corporation (Filipino)	29,721,955	29,721,955.00	29,721,955.00
Udenna Corporation	14,377,996	14,377,996.00	14,377,996.00
Udenna Management & Resources Corp.	3,640,000	3,640,000.00	3,640,000.00
PCD Nominee Corporation (Non-Filipino)	587,200	587,200.00	587,200.00
Ana Go &/or Go Kim Pa	480,000	480,000.00	480,000.00
Dennis A. Uy	449,904	449,904.00	449,904.00
Udenco Corporation	181,999	181,999.00	181,999.00
Dennis A. Uy &/or Cherylyn C. Uy	123,760	123,760.00	123,760.00
Domingo T. Uy	72,800	72,800.00	72,800.00

Edgardo Alvarado Alerta	61,920	61,920.00	61,920.00
Jose Manuel R. Quimson	40,000	40,000.00	40,000.00
Emmanuel M. Cabusao	21,280	21,280.00	21,280.00
Cristina C. Pertierra ITF Michael Pertierra	19,200	19,200.00	19,200.00
Zenaida Chan Uy	16,800	16,800.00	16,800.00
Rebecca Pilar Claridad Caterio	16,732	16,732.00	16,732.00
Orlando Lansangan	14,560	14,560.00	14,560.00
Socorro Ermac Cabreros	11,640	11,640.00	11,640.00
Alberto D. Alcid	11,640	11,640.00	11,640.00
Ignacio Syjuco Braga IV	8,000	8,000.00	8,000.00
Chryss Alfonsus V. Damuy	8,000	8,000.00	8,000.00
Romeo Baltazar de Guzman	8,000	8,000.00	8,000.00
Gigi Quejada Fuensalida	8,000	8,000.00	8,000.00
Alejandro Umalay Suan	8,000	8,000.00	8,000.00
Roque A. Lim	4,368	4,368.00	4,368.00
Reynaldo A. Phala	4,000	4,000.00	4,000.00
Melvin John Nite Sedano	4,000	4,000.00	4,000.00
Stephen T. Teo &/or Teresita R. Teo	3,640	3,640.00	3,640.00
Romeo B. Molano	3,136	3,136.00	3,136.00
Bernardita P. Bautista	2,912	2,912.00	2,912.00
Leilani C. Diaz	2,000	2,000.00	2,000.00
Mercedes Patricia D. Pardo	1,456	1,456.00	1,456.00
Dulce Maria S. Oliva	728	728.00	728.00
M.J. Soriano Trading Inc.	400	400.00	400.00
Elnora N. Turner	120	120.00	120.00
Philip Turner	120	120.00	120.00
J.V. Emmanuel A. de Dios		0.00	-
Monico V. Jacob	-	0.00	

Director's Certificate of Amendments Of the Articles of Incorporation Page 3 of 4

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Ricardo S. Pascua	-	0.00	h -
Grand Total	107,064,266	107,054,26.6.00	107, 754,266.00
That all the requirements of Section 2 have been complied with.	38 of the New	W C	Y
IN WITNESS WHEREOF, we have her Davao City, Philippines.	reunto set our	hands on	V6 1 8 2010 i
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DOMINGO T. UY Chairman		DENNIS A. President	53
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JOSE MANUELOR. QUIMSON Director		ROMEØ B. DE Director	GUZMAN
Lieus Lave Lax	kua.	a	A A
SOCORRO ERMAC CABREROS Corporate Secretary		RICARDO S. I	100
SUBSCRIBED AND SWORN to before Philippines, by the following persons with their respe	me on	6 1 6 2010 on:	_, in Davao City,
Name	Valid Ide	ntification	

Name	Valid Identi
1) Domingo T. Uy	TIN 140-162-193
2) Dennis A. Uy	TIN 172-020-135
Socorro Ermac Cabreros	TIN 111-790-618
Jose Manuel R. Quimson	TIN 102-664-155
Romeo B. de Guzman	TIN 121-510-331
Ricardo S. Pascua	TIN 141-776-230

Doc. No. Page No. Book No. 2010 Series of

Director's Certificate of Amendments Of the Articles of Incorporation and By-laws Page 4 of 4

PETER PAUE M. TOMBO

Notary Public Until December 31, 2011
SN 232-2010/TIN 930-192-964
Phoenix Petroleum Philippines, Inc.
Phoenix Bülk Depot, Lanang, Davao City
Roll of Attorney No. 57679
PTR No. 9103973/06-22-2010/Davao City
IBP No. 824706/04-22-2010/Davao City

AMENDED ARTICLES OF INCORPORATION

OF

P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.

(Formerly: DAVAO OIL TERMINAL SERVICES CORPORATION)

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines:

THAT WE HEREBY CERTIFY:

FIRST: That the name of said corporation shall be

P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.

(As amended on June 5, 2006)

SECOND: That the purposes for which the corporation is formed are as follows:

PRIMARY PURPOSE

To engage in, conduct and carry on the business of buying, selling, distributing, marketing at wholesale and retail insofar as may be permitted by law, all kinds of goods, commodities, wares and merchandise of every kind and description and all merchandise, supplies, materials and articles, such but not limited to petroleum, lubricants and other chemical products, as shall be necessary or expedient in conducting the business; to enter into all kinds of contracts for the export, import, purchase, acquisition for its own account as principal or in representative capacity as manufacturer's representative, merchandise broker, commission merchant, factors or agents, upon consignment of all kinds of goods, wares, merchandise or products, whether natural or artificial. (As amended on June 5, 2006)

FIFTH: That the names, nationality and residence of the incorporators of said corporation are as follows:

Name	Nationality	Residence	
WILFRIDO CO	Filipino	2701-B West Tower, PSEC, Pasig City	
ESTHER P. MAGLEO	Filipino	2701-B West Tower, PSEC, Pasig City	
LAWRENCE V. LUANG	Filipino	2701-B West Tower, PSEC, Pasig City	
DENNIS A. UY	Filipino	Granland R. Castillo St., Davao City	
DOMINGO T. UY	Filipino	Granland R. Castillo St., Davao City	

SIXTH: That the number of Directors of said corporation shall be seven (7). (As amended on January 15, 2007)

- SEVENTH: That the authorized capital stock of the corporation is <u>EIGHT HUNDRED MILLION (P800,000,000.00) PESOS</u> in lawful money of the Philippines, divided into the following classes of shares: (As amended on July 15, 2010).
 - a) SEVEN HUNDRED FIFTY MILLION (750,000,000) COMMON SHARES with a par value of One Peso (1.00 Php) per share and (As amended on July 15, 2010)
 - FIFTY MILLION (50,000,000) PREFERRED SHARES with a par value of One Peso (1.00 Php) per share.

The new class of PREFERRED SHARES shall have the following features:

- i) Non-convertible into common shares;
- Non participating in any other corporate activities or other further dividends, non-voting except in cases specified by law;
- iii) No pre-emptive rights to any issue of the Company's share but shall enjoy preference over the holders of common shares as to distribution of net assets in the event of dissolution or liquidation and in the payment of dividends at a specified rate. The Board of Directors shall determine its issued value at the time of issuance and shall determine its dividend rates and the dividends shall be paid cumulatively;
- iv) The preferred shares shall be redeemable at the Company's option under such terms as the Board of Directors may provide at the time of issuance. It shall also be re-issuable when fully redeemed.

SECONDARY PURPOSES

- To engage in the business of operating oil depots, storage facilities and allied services;
- To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machinery, equipment and other personal properties as may be necessary or beneficial to the conduct of the corporate activities and other related activities advanced by the corporation;
- To borrow or raise money necessary to meet the financial requirements of its activities by the issuance of bonds, promissory notes and other evidences of indebtedness and to secure the repayment thereof by mortgage, pledge, deed of trust;
- To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests;
- To enter into any lawful arrangement for sharing profits, union of interest, utilization or farmount agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or government, municipal or public authority, domestic or foreign, in the carrying on of any transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation (As amended on May 29, 2009)

THIRD: That the place where the principal office of the Corporation is to be established or located at Stella Hizon Reyes Road, Bo. Pampanga, Davao City, Philippines. (As amended on November 22, 2006)

FOURTH: That the term for which said corporation is to exist is FIFTY (50) years from and after the date of incorporation.

FIFTH: That the names, nationality and residence of the incorporators of said corporation are as follows:

Name	Nationality	Residence
WILFRIDO CO ESTHER P. MAGLEO LAWRENCE V. LUANG DENNIS A. UY DOMINGO T. UY	Filipino Filipino	2701-B West Tower, PSEC, Pasig City 2701-B West Tower, PSEC, Pasig City 2701-B West Tower, PSEC, Pasig City Granland R. Castillo St., Davao City Granland R. Castillo St., Davao City

SIXTH: That the number of Directors of said corporation shall be seven (7). (As amended on January 15, 2007)

SEVENTH: That the authorized capital stock of the corporation is <u>EIGHT</u>

<u>HUNDRED MILLION (P800,000,000.00) PESOS</u> in lawful money of the Philippines, divided into the following classes of shares: (As amended on July 15, 2010).

- a) <u>SEVEN HUNDRED FIFTY MILLION (750,000,000)</u> COMMON SHARES with a par value of One Peso (1.00 Php) per share and (As amended on July 15, 2010)
- b) FIFTY MILLION (50,000,000) PREFERRED SHARES with a par value of One Peso (1.00 Php) per share.

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- Non-convertible into common shares;
- Non participating in any other corporate activities or other further dividends, non-voting except in cases specified by law;
- iii) No pre-emptive rights to any issue of the Company's share but shall enjoy preference over the holders of common shares as to distribution of net assets in the event of dissolution or liquidation and in the payment of dividends at a specified rate. The Board of Directors shall determine its issued value at the time of issuance and shall determine its dividend rates and the dividends shall be paid cumulatively;
- iv) The preferred shares shall be redeemable at the Company's option under such terms as the Board of Directors may provide at the time of issuance. It shall also be re-issuable when fully redeemed.

The stockholders of the Corporation shall have no pre-emptive right to subscribe to any issues or dispositions of shares of any class. (Amended as of January 18, 2010)

EIGHT: That the subscribers to the capital stock and the amount paid-in to their subscriptions are as follows:

Name of Subscriber	Nationality	No. of Shares Subscribed	Amount Subscribed	Total Paid-In
OILINK INTERNATIONAL CORP. WILFRIDO T. CO ESTHER P. MAGLEO LAWRENCE V. LUANG DENNIS A. UY UDENNA HOLDINGS CORP. UDENCO CORP. DOMINGO T. UY	Filipino Filipino Filipino Filipino Filipino Filipino Filipino Filipino	1,249,997 1 1 250,000 750,000 249,999 1	P 1,249,997.00 1.00 1.00 1.00 250,000.00 750,000.00 249,999.00 1.00	P 312,500.00 1.00 1.00 62,500.00 62,500.00 62,500.00
Total		2,500,000	P 2,500,000.00	P 625,004.00

NINTH: That no transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

TENTH: That DORELANE U. BOSQUIT has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected qualified in accordance with the by-laws and that as such treasurer he has been authorized to receive for and in the name and for the benefit of the corporation, all subscription paid by the subscribers.

ELEVENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the same firm name or one deceptively or confusingly similar to it.

IN WITNESS WHEREOF, we have set our hands this 2^{nd} day of May 2002 at Quezon City.

(Sgd) LAWRENCE V. LUANG (Sgd) WILFRIDO T. CO

(Sgd) ESTHER P. MAGLEO

(Sgd) DENNIS A. UY

(Sgd) DOMINGO T. UY

SIGNED IN PRESENCE OF

Tile ailele	Illegible
Illegible	

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY, M.M.

BEFORE ME, a Notary Public for and in Quezon City, M.M., Philippines, this $2^{\rm nd}$ day of May 2002, personally appeared:

Name	Com. Tax Cert. No.	Date & Place Issued
1. Wilfrido T. Co 2. Esther P. Magleo 3. Lawrence V. Luang 4. Dennis A. Uy 5. Domingo T. Uy	17407056 17407053 17407055 02652903 04930198	Feb 22, 2002/ Manila Feb. 22, 2002/ Manila Feb. 22, 2002/ Manila Jan. 16, 2002/ Davao City Jan. 17, 2002/ Davao City

All known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

(Sgd)
JOEL G. GORDOLA
Notary Public
Until December 31, 2002
PTR No. 2846657, 1/02/02, Q.C.

 Doc. No.
 17

 Page No.
 04

 Book No.
 65

 Series of
 2002

CURRENT COMPANY NAME (This must always be provided.)

P.H.O.E.N.I.X PETROLEUM PHILIPPINES, INC. 10 SEP =2 A5:37

P.H.O.E.N.I.X PETROLEUM PHILIPPINES, INC. 10 SEP =2 A5:37 PARTNERSHIP TYPE
[] L-LIMITED
[] G-GENERAL FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes, where applicable.
Fill up only these items for which amendments or changes are to be made. Refer to the back of this page for additional instructions. **CDMF 96-1** AREA CODE 112402 BUSINESS OFFICE ADDRESS COMPANY TYPE [X] DS- DOMESTIC STOCK
PRINCIPAL OFFICE ADDRESS GENERAL INFORMATION RELATIONSHIP TYPE (RELN TYPE) NUMBER OF INDUSTRY CODE 51410 BUSINESS INFORMATION AREA CODE COMPANY RELATIONSHIP - list of all companies related to registrant. (Use additional sheets, if necessary) DATE REVIEWED: PROCESSING ATTORNEY: CERTIFIED CORRECT: MAIN IND. - A (new) MAIN IND. 112402 E (update finging by Dyacke mybrolin) RELN TYPE STELLA HIZON REYES ROAD, BO. PAMPANGA, LANANG, DAVAO CITY POSTAL CODE STELLA HIZON REYES ROAD, BO, PAMPANGA, LANANG, DAVAO CITY POSTAL CODE DIRECTORS (If stock co.) M - DISSOLVED COMPANY (if due to merger)
V - DISSOLVED COMPANY (if change in company type) of the v TOTAL CONTRIBUTION (of non-slock corporation) TYPE OF ENTERPRISE TERM OF EXISTENCE [] DN- DOMESTIC NON-STOCK [] DP- DOMESTIC PARTNERSHIP [] CS20062809 C\$200621051 SEÇ NUMBER D200000264 **0**200200330 DATE REVIEWED: PROCESSING EXAMINER: YEARS 8000 COMPANY DATA MAINTENANCE FORM
GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION
(FOR DOMESTIC STOCK CORPORATION ONLY) [] E - FIA EXPORT
[] D - FIA DOMESTIC TRUSTEES END DATE OF EXISTENCE May 08, 2052 S – PARENT COMPANY (if registrant is a subsidiary)
A – AFFILIATE (of registrant) UDENNA MANAGEMENT & RESOURCES CORP. PHOENIX PETROLEUM HOLDINGS INC. FISCAL YEAR END (MM/DD) PARTNERS UDENCO CORPORATION UDENNA CORPORATION COMPANY NAME TEL. NO. TEL. NO. % OF FOREIGN MEMBERSHIP (of non-stock corporation) Dec. 31 DATE REVIEWED: DATA CONTROL CLERK: [] H - FIA HOLDING
[] R - REPRESENTATIVE OFF
[] S - SUBIC REGISTERED (082) 233 - 0168 (082) 233 - 0168 LEGAL COUNSEL TRANSACTION DATE /_/_/_/_/ CHANGES FROM STOCK TO NON- CHANGE IN PRIMARY PURPOSE? STOCK? [] YES [] YES INDICATE START (if new) or END DATE OF RELATIONSHIP [] F - FIXED (MMIDD) / _ / _ / [X] V - VARIABLE Last Thursday of June ANNUAL MEETING (For domestic companies only) STOCKHOLDERS (if stock co.) RESTRICT USED BY OTHERS?
[] YES
[X] NO [] F - FINANCIAL INSTITUTION
[] Z - EPZA - REGISTERED
[] B - BOI - REGISTERED O-OTHERS FAX NO. FAX NO. START DATE TOTAL CONTRIBUTION (of domestic partnership)
Filipino: Foreign: DATE: @/19/2010 DATE ENCODED: DATA ENCODER: (082) 235 - 8080 (082) 235 - 8080 END DATE

NAME RELATIONSHIP DATA MAINTENANCE FORM

	18 12 12 10 10 10 10 10 10 10 10 10 10 10 10 10						TRAN	SACTIO	N DATE/	TRANSACTION DATE/////////		
	SEC NUMBER 140 21 01 01 21 01 11 21 01	to be filled up by the S	EC.									
MPA	COMPANY NAME CO	NIGGI IIHG WI	ES. INC									
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	and analytical	13000000000		ū	z	S	z		Common	200,018,000	200,018,000.00	
ш	PHOENIX Petroleum novarigs, IIIC.	CSZUUBZBUDI		4							104,026,844.00	
		774.849.000		Η	z	S	z		Common	104,026,844	104,026,844.00	
ш	PCD Nominee Corporation	200									50,322,986.00	
		กวกกวกกรรก		Ⅱ	z	S	z		Common	50,322,986	50,322,986.00	
ш	UDENNA Corporation	000000000000000000000000000000000000000									12,740,000.00	
	and the second s	CC200628090		FI	z	S	z		Common	12,740,000	12,740,000.00	
ш	UDENNA Management & Resources Corporation	200700									2,055,200.00	
		774-849-000		NON-FIL	z	S	z		Common	2,055,200	2,055,200.00	
ш	PCD Nominee Corporation (Non-Filipino)										1,680,000.00	
		151-441-932		H	z	S	z		Common	1,680,000	1,680,000.00	
ш	Ana Go &lor-Go Kim ya	161-441-894			_						1,574,664.00	
u	Dodnis A. Uv	89-26-73		FIL	3	-	PRE		Common	1,574,664	1,574,664.00	
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(SOCORRO ERMAC CABREROS	ROS	۵.	POSITION:	LEGAL COUNSEL	3.1			-		DATA ENICODER	
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INST	OUSL OUSL OUSL EENS	DATE REVIEWED.	5 00	INDICATOR: C - CHAIRMAN M - MEMBER N - NEITHER	7	BOAR INDIC	BOARD (BRD) INDICATOR: I - INCORPORATOR S - STOCKHOLDER N - NOT APPLICABLE	ATOR DER ICABLE	INCORPORA INDICATO PRE - PR CEO - CF CFO - TF COO - CI	INCORPORATOR (INC'R) INDICATOR: PRE - PRESIDENT CEO - CHIEF EXEC OFFICE CFO - TREASURER COO - CHIEF OPERATING COO - CHIEF OPERATING COO - CHIEF OPERATING COS - CORPORATE SECR	LOGROGRATOR (INC'R) NDICATOR NDICATOR RES - LEGAL COUNSEL RES - LEGAL COUNSEL ALID - ENTERNAL ADIOTOR CEO - LOHETE EXEC CO- CHETE OPERIOR CON- CONFERMENT OFFICIAL CO- CHETE OPERIOR SIS - OTHERS COS - CORPOVARIE SECRETARY N. MONE	L COUNSEL RNAL AUDITOR ERNIMENT OFFI ERS

RELATIONSHIP DATA MAINTENANCE FORM

			(F)	(FOR DOMESTIC STOCK CONFORMING CAST) TRANSACTIC	STOCK	A DAY		TRANSAC	TION DATE	TRANSACTION DATE/_/_/_/_//	7		
SECNI	SEC NUMBER /A/ 2/ 0/ 0/ 2/ 0/ 7/ 2/ 8/ 3/												
FILL UP	FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC.	s are to be filled	up by the SE	o)									
COMPA	COMPANY NAME	HE IM PH	LIPPINE	S, INC.									000
	CACAGO	neets, if necessa	ary. Fill up on	e line per relationsh	ip.)	1	DINONCHIA 124	-	R SHR TYPE	-	-	AMOUNT	(MM/DD/YTTT) PERIOD START
STOCK	OLDERS / DIRECTORS / OFFICE AS A COLOR IN THE COLOR IN TH	SEC	SEC NO./ BIRTHDATE CO	NAT'L NATIONALITY	ALITY	KELA	- Louisian	CODE	30	SHARES		PAID-UP CAPITAL	PERIOD END
STAT	(Company Name, if company (Company ILast Name, First Name, M., Maiden Surname if person)	_				BRD	INC'R O	OFR	_			636,997.00	
3		-	D200000054	표	_	z	S	z	Common		636,997	636,997.00	
ш	UDENCO Corporation	0000				+	+	+	-	-	007.0	433,160.00	
		09-26-73	-73	Ū.	FIL	z	S	z	Common		433, 100	433,160.00	
ш	Dennis A. Uy & lor Cherylyn C. Uy	06-08-79	-79			+	+	+	-			254,801.00	
						O	_	z	Common	_	254,801	254,801.00	
Ш	Domingo T. Uy	10-27-40	40				1	+	+			216,720.00	
		00.00	200		FIL	z	S	z	Common		216,720	216,720.00	
ш	Edgarto A. Alerta	10-67-10	t 0			(+			,000	140,001.00	
J					II.	2	S	Treas	Con	Common	140,001	140,001.00	
ш	Jose Manuel Roque Quimson	1024	102-664-155)					74 480	74,480.00	
J					- II	z	S	z	5	Common	204,4	74,480.00	
ш	Emmanuel M. Cabusao	100	100-214-768	-	2	:	0	2	Co	Common	67,200	67,200.00	
	Octions of Michael Pertierra	161-	161-357-729		FIL	z	0		+			58,800.00	
ш	Crisina C. Perueria	KARA	284-286	Kanal to laducal.	. FI.	z	S	z	Ö	Common	28,800	58,800.00	
ш	Zenaida Chan Uy					I CO	II ON I		DATE :		16August 2010		
	SACORRO ERMAC CABREROS	ABREROS		POSITION:		LEGAL CO	10000			DATA ENCODER:	DER:		
0		PROCESSING EXAMINER	EXAMINER			DATA CONTROL CLERK	NTROL CI	ERK		DATE ENCODED:	SED:		
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REL	INSTRUCTIONS FOR FILLING UP RELATIONSHIP STATUS: A. NEW, IF THE NAME HAS DOT PREVIOUSLY BEEN SUBMITTED TO THE SEC E. EXISTING, IF THE NAME HAS PREVIOUSLY BEEN SUBMITTED TO THE SEC C. IF THE NAME SHOULD NOT HAVE BEEN SET UP	EN SUBMITTED EN SUBMITTED P	TO THE SE(INDICATOR: C - CHAIRMAN M - MEMBER N - NEITHER		INDICATOR: 1 - INCORP S - STOCKH N - NOT AP	INDICATOR: 1 - INCORPORATOR S - STOCKHOLDER N - NOT APPLICABLE		DICATOR: RE - PRESIDENT O - CHIEF EXEC TO - TREASUREF DO - CHIEF OPE	OFFICER SATING OF E SECRET.	LEG - LEGAL C AUD - EXTERN GOV - GOVERN FICER SLS - OTHERS (RY OTH - OTHERS (RY N - NONE	INDICATE COUNSEL PRE-PRESIDENT CEO-CHIEF EXECOFFICER COO-CHIEF OFFICER COO-CHIEF OFFICER COO-CHIEF OFFIXING OFFICER COO-CHIEF OFFIXING OFFICER COO-CHIEF OFFIXING N NONE
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NAME RELATIONSHIP DATA MAINTENANCE FORM STOCKHOLDERS / DIRECTORS / OFFICERS INFORMATION (FOR DOMESTIC STOCK CORPORATION ONLY)

FILLUPIN	PELL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC	o be filled up by the Si	S.									
COMPA	COMPANY NAME	IM PHILIPPINE	S, INC.									
	P-H-O-E-N-I-Y PEINOLES		Can not	alationship)				-			TMIOWA	(MM/DD/YYYY)
STOCKH	STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary. Fill up one line per regardlessery. STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary. Fill up one line per regardlessery.)	f necessary. Fill up or	AT'L	MATIONALITY	REL	RELATIONSHIP		SHR	SHR TYPE	NO. OF SHARES	SUBSCRIBED	PERIOD START
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Sn	Last Name, The reme, m.	40.06.74		Ⅱ	z	S	z		Common	58,562	58,562.00	
ш	Rebecca Pilar Claridad Caterio	10-00-11	+	ī	2	U.	z		Common	50,960	50,960.00	
ш	Orlando T. Lansangan	107-672-249		1	2	,		+	Common	40.741	40,741.00	
	Ochanica Committee	02-01-65		FIL	z	S	SOS	+				
ш	Socorro Ermác Cabreros	00 02 55		FIL	z	ဟ	z		Common	40,740	40,740.00	
ш	Alberto D. Alcid	25-50-60		i	2	U	z		Common	28,000		
ш	Ignacio Syjuco Braga IV	108-038-078		로	2	,			Common	28,000	28,000.00	
	Choss Alfonsus V. Damuy	09-26-73		Η	z (S	z					
ш		00 22 40		H.	X	s	z	_	Common	28,000		
ш	Romeo Baltazar de Guzman	09-77-42		i	2	0	z		Common	28,000	28,000.00	
ш	Giqi Quejada Fuensajida	221-054-055		=	2	,			Common	28,000	28,000.00	0.0
ш	Alejandro Umalay Suan	(Partie	7	FIL	z	S	z					
	Washing)	2	MOLLOGI	FGAL	LEGAL COUNSEL			DATE:	16 August 2010	2010	
9	CERTIFIED CORRECT SOCORRO ERMAC CABREROS PRO	PROCESSING EXAMINER	XAMINER			٥	DATA CONTROL CLERK	ROL CLE	¥		DATA ENCODER: DATE ENCODED:	~ ~
۵.	PROCESSING ATTORNEY:	DATE REVIEWED:	Ö			٥	DATE REVIEWED	- MED	STORY (INC.B.)	TOP (INC'R)	OFFICER (OFR)	
RELA	INSTRUCTIONS FOR FILLING UP RELATIONSHIP STATUS A - NEW, IF THE NAME HAS NOT PREVIOUSLY BEEN SUBMITTED TO THE SEC E. EXISTING IF THE NAME HAS PREVIOUSLY BEEN SUBMITTED TO THE SEC E. EXISTING IF THE NAME HAS PREVIOUSLY BEEN SET UP	SMITTED TO THE SE	Ο.	INDICATOR: C-CHAIRMAN M-MEMBER N-NEITHER	z	BOARG INDICA I - IN S - STC N - N	BOARD (BRD) INDICATOR: INDICATOR I - INCORPORATOR S - STOCKHOLDER N - NOT APPLICABLE	OR ABLE	PRE – PRESIDENT CEO – CHIEF EXEC CFO - TREASURER COO – CHIEF POPE COO – CHIEF OPE COO – CHIEF OPE COO – CHIEF OPE	NODCATOR: PRE – PRESIDENT CEO – CHIEF EXEC OFFICER CFO - TREASURER CFO - CHIEF OPERATING O COO – CHIEF OPERATING O COO - CHIEF OPERATING O	FFICER	LEG - LEGAL COUNSEL AUD - EXTERNAL AUDITOR GOV - GOVERNMENT OFFICIAL SIS - OTHERS OTH - OTHERS

NAME RELATIONSHIP DATA MAINTENANCE FORM STOCKHOLDERS / DIRECTORS / OFFICERS INFORMATION (FOR DOMESTIC STOCK CORPORATION ONLY)

I UP	FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC.	be filled up by the SEC.									
OMPA	COMPANY NAME DISCENSIX PETROLEUM PHILIPPINES, INC.	M PHILIPPINES,	INC.								
	P-III OF THE PROPERTY FILL UP ONE line per relationship.)	pecessary. Fill up one lin	e per relationship.)				-				(MM/DD/YYYY)
TOCK	OLDERS / DIRECTORS / OFFICERS (Use additional streets, in	SEC NO./ NAT'L	NATIONALITY	REL	RELATIONSHIP		SHR	SHR TYPE	NO. OF	SUBSCRIBED	PERIOD START
STAT	(Company Name, if company		_						Carrie	PAID-UP CAPITAL	PERIOD END
Sn	(Last Name, First Name, mi, Maldell Sulliante ii Person)			BRD	NCR	¥ 5				15,288.00	
		139-337-889	Ⅱ	z	S	z		Common	15,288	15,288.00	
ш	Roque A. LIM	000							44,000	14,000.00	
L	A District	107-199-018	긭	Z	S	z		Common	14,000	14,000.00	
ш	Reynaldo A. Phala			:						14,000.00	
		301-386-394	님	z	S	z		Common	14,000	14,000.00	
ш	Melvin John Nite Sedano					+			41 41	12,740.00	
		477.101.476	H	z	S	z		Common	12,740	12,740.00	
ш	Stephen T. Teo &/Or Teresita K. 1eo	21-22-17								10,976.00	
		112,021,396	FIL	z	S	z		Common	10,976	10,976.00	
ш	Romeo B. Molano	200 70 71					T			10,192.00	
	Contract of the second of the	108-788-994	Ⅱ	z	S	z		Common	10,192	10,192.00	
ш	Demardita F. Daguesta								1 000	7,000.00	
	7	125-092-010	FI	z	S	z		Common	000'/	7,000.00	
ш	Leilani Cyulaz				_				400 1	5,096.00	
	Morrodge Patricia D Pardo	183958789 (4)	FIL	z	S	z		Common	050'0	5,096.00	
ш	Market Imak										
	SOCOPPO ERMAC CABREBOS	ŏ.	POSITION: LEGAL	LEGAL COUNSEL				DATE: 16A	16August 2010		
E		BENIMEN EVAMINER	BEN		Ó	TA CONT	DATA CONTROL CLERK	RK		DATA ENCODER:	
Ь	ORNEY 6 1 M	PROCESSING EARING	NC.		۵	DATE REVIEWED:	EWED:			DATE ENCODED:	
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4 00 0	A - NEW, IF THE NAME HASNO! PREVIOUSL'I BEEN SUBMITTED TO THE SEC E - EXISTING, IF THE NAME HAS PREVIOUSL'Y BEEN SUBMITTED TO THE SEC OF THE NAME SHOLI ID NOT HAVE BEEN SET UP	TTED TO THE SEC	M - MEMBER N - NEITHER		S-ST N-N	S - STOCKHOLDER N - NOT APPLICABLE	BLE .	CFO - TREA	CFO - TREASURER	GOV - GOVERNI DFFICER SLS - OTHERS	ERNMENT OF

		STOCK	HOLDER OR DON	NAME RELATIONSHIP DATA MANTERANCE CONNE STOCKHOLDERS / DIRECTORS / OFFICERS INFORMATION (FOR DOMESTIC STOCK CORPORATION ONLY)	S / OFI	FICERS	INFORM ON ONL	MATION ()				
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LL UP	FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC	to be filled up by the	SEC.									
OMPA	COMPANY NAME P-H-O-E-N-1-X PETROLEUM PHILIPPINES, INC.	UM PHILIPPIN	ES, INC									
LOCKE	STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary. Fill up one line per relationship.)	if necessary. Fill up	one line per	relationship.)								COOOL COOL
RELN	NAME	SEC NO./	NAT'L	NATIONALITY	RE	RELATIONSHIP	₽	SHR	SHR TYPE	NO. OF	SUBSCRIBED	PERIOD START
NS N	(Last Name, First Name, MI, Maiden Surname if person)				BRD	INC'R	OFR			STATE	PAID-UP CAPITAL	PERIOD END
					:	,	:			0 540	2,548.00	
ш	DULCE MARIA S. OLIVA	168-947-747		FIL	z	'n	z		Соштоп	2,340		
											1,400.00	
ш	M.J. SORIANO TRADING, INC.	267-806-958		FIL	z	S	z		Common	1,400	1,400.00	
L			T		1	(;			000	420.00	
ш	ELNORA N. TURNER	7823508H		FIL	z	n	z		Common	074	420.00	
							:			450	420.00	
ш	PHILIP TURNER	703124036		BRITISH	z	n	z		Common	074	420.00	
ш				ā	4,	U	2		Common	,	1.00	
J	J.V. EMMANUEL A. DE DIOS	135-900-380		I.	5	0	z				1.00	
u	MONICO V. JACOB			ē	:	0	2		Common	,	1.00	
ı		123-630-879		FIL	2	0	Z				1.00	
ш	FE TIBAYAN PALILED	0		FIL	(A)	Ø	z		Common	-		
	1/1	108-753-800			2						1.00	
ш	RICARDO S. PASCUA /	144-778-230		FIL	¥	S	z		Common	-		
		1001	11		3					TOTAL	374,724,940.00	
	parks mac				9						374,724,940.00	
CER	CERTIFIED CORRECT: SOCORRO ERMAC CABREROS	SOS	. P	POSITION: LE	LEGAL COUNSEL	JNSEL			DATE		16 August 2010	
R	RNEY: # 610 1.	PROCESSING EXAMINER	AMINER			0	ATA CON	DATA CONTROL CLERK	ERK		DATA ENCODER:	
DA	-	DATE REVIEWED:				O	DATE REVIEWED:	EWED:			DATE ENCODED.	

INCORPORATOR (INCR)
OFFICER (OFR)
INDICATOR
REL-PRESIDENT
CEG.—CHIE EXC OFFICER
CGO.—TREASURER
CGO.—TREASURER
CGO.—CHIEF OFFICER
CO.—CHIEF OFFICER
CO.—CHIEF OFFICER
CO.—CHIEF OFFICER
NO.—CHIEF OFFICER
NO.—CHIEF

BOARD (BRD)
INDICATOR:
I - INCORPORATOR
S - STOCKHOLDER
N - NOT APPLICABLE

INDICATOR: C - CHAIRMAN M - MEMBER N - NEITHER

INSTRUCTIONS FOR FILLING UP
RELATIONSHIP STATUS:
A . NEW, IF THE MAME HAS NOT PREVIOUSLY BEEN SUBMITTED TO THE SEC
E . EXISTING, IF THE NAME HAS PREVIOUSLY BEEN SUBMITTED TO THE SEC
C . IF THE NAME SHOULD NOT HAVE BEEN SET UP