



08 September 2010

**Ms. Janet A. Encarnacion**  
Head, Disclosure Department  
Philippine Stock Exchange  
3<sup>rd</sup> 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.

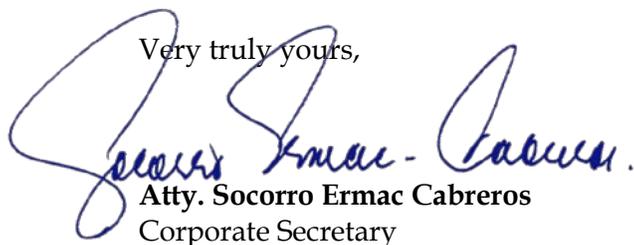
Further to the amendment and pursuant to the ratification of the stockholders during the Annual Stockholders' Meeting held on July 15, 2010 at the Marco Polo Hotel, Davao City, the Exchange also approved the increase using the 40% stock dividends, computed based on the outstanding capital stock, to subscribe 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.

Very truly yours,



**Atty. Socorro Ermac Cabreros**  
Corporate Secretary

**PHOENIX PETROLEUM PHILIPPINES, INC.**



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 **₱ 400,000,000.00** divided into **350,000,000** common shares, with a par value of **₱1.00** per share and **50,000,000** preferred shares with a par value of **₱1.00** per share to **₱ 800,000,000.00** divided into **750,000,000** common shares with a par value of **₱1.00** per share and **50,000,000** preferred shares with a par value of **₱1.00 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 **7<sup>th</sup>** day of **September**, Two Thousand and **Ten**.

By Authority of the Commission:



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



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 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 **July 15, 2010**, 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, pre-need 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.

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 7th day of **September**, Two Thousand and **Ten**.

By Authority of the Commission:



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

**COVER SHEET**

A 2 0 0 2 0 7 2 8 3

S.E.C. Registration Number

P - H - O - E - N - I - X   P E T R O L E U M  
P H I L I P P I N E S   I N C.

**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  
D A V A O   C I T Y

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

Dennis A. Uy  
Contact Person

(082) 233-0168  
Company Telephone Number

1 2   3 1  
Month   Day  
Fiscal Year Ending

AAI  
FORM TYPE

Last Thursday  
June   XX  
Month   Day  
Annual Meeting

Secondary License Type, if applicable

Dept. Requiring this Doc

VII  
Amended Articles Number/Section

40  
Total No. of Stockholders

Total Amount of Borrowings  
Domestic   Foreign

To be accomplished by SEC Personnel Concerned

File Number

LCU

Document I.D.

Cashier

Remarks = pls. use black ink for scanning purposes



**DIRECTORS' CERTIFICATE OF AMENDMENTS  
OF THE ARTICLES OF INCORPORATION**

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



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 26<sup>th</sup> Floor Fort Legend Towers, Corner 3<sup>rd</sup> Ave. and 31<sup>st</sup> 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

x x x x x x x x x"

2. 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;
5. That the names of the subscribers, the corresponding number of shares and amount of capital stock subscribed and paid by each are as follows:

<b>NAME OF STOCKHOLDERS</b>	<b>No. of Subscribed Share</b>	<b>Amount of Subscribed Shares</b>	<b>Amount of Paid Up</b>
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	-

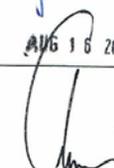
Fe Tibayan Palileo	-	0.00	-
Ricardo S. Pascua	-	0.00	-
<b>Grand Total</b>	<b>107,054,266</b>	<b>107,054,266.00</b>	<b>107,054,266.00</b>

6. That all the requirements of Section 38 of the New Corporation Code of the Philippines have been complied with.

IN WITNESS WHEREOF, we have hereunto set our hands on AUG 16 2010 in Davao City, Philippines.

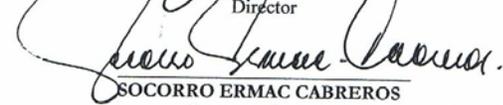


**DOMINGO T. UY**  
Chairman

  
**DENNIS A. UY**  
President

  
**JOSE MANUEL R. QUIMSON**  
Director

  
**ROMEO B. DE GUZMAN**  
Director

  
**SOCORRO ERMAC CABREROS**  
Corporate Secretary

  
**RICARDO S. PASCUA**  
Director

SUBSCRIBED AND SWORN to before me on AUG 16 2010, in Davao City, Philippines, by the following persons with their respective identification:

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

Doc. No. 3  
Page No. 1  
Book No. 1  
Series of 2010

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

  
**PETER PAUL M. TOMBO**  
Notary Public Until December 31, 2011  
SN 232-2010/ TIN 930-192-964  
Phoenix/Petroleum Philippines, Inc.  
Phoenix Bulk 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)

9  
21  
10  
SEP - 2  
AS : 7



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

<b>Name</b>	<b>Nationality</b>	<b>Residence</b>
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 **EIGHT HUNDRED MILLION (P800,000,000.00) PESOS** 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)
- b) **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;
- ii) 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

1. To engage in the business of operating oil depots, storage facilities and allied services;
2. 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;
3. 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;
4. 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;
5. 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. Pampang, 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	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 **EIGHT HUNDRED MILLION (P800,000,000.00) PESOS** 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)
- b) **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;
- ii) 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.	Filipino	1,249,997	P 1,249,997.00	P 312,500.00
WILFRIDO T. CO	Filipino	1	1.00	1.00
ESTHER P. MAGLEO	Filipino	1	1.00	1.00
LAWRENCE V. LUANG	Filipino	1	1.00	1.00
DENNIS A. UY	Filipino	250,000	250,000.00	62,500.00
UDENNA HOLDINGS CORP.	Filipino	750,000	750,000.00	187,500.00
UDENCO CORP.	Filipino	249,999	249,999.00	62,500.00
DOMINGO T. UY	Filipino	1	1.00	1.00
<b>Total</b>		<b>2,500,000</b>	<b>P 2,500,000.00</b>	<b>P 625,004.00</b>

**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<sup>nd</sup> 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

Illegible

Illegible

**ACKNOWLEDGMENT**

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

BEFORE ME, a Notary Public for and in Quezon City, M.M., Philippines, this 2<sup>nd</sup> day of May 2002, personally appeared:

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





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

TRANSACTION DATE 11/11/11

SEC NUMBER 1A/2/0/0/2/0/7/2/8/3/

FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC.

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

RELN STAT	NAME (Company Name, if company Last Name, First Name, MI, Maiden Surname if person)	SEC NO / BIRTHDATE	NATL CODE	NATIONALITY	RELATIONSHIP			SHR CODE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED PAID-UP CAPITAL	(MMDDYYYY) PERIOD START PERIOD END
					BRD	INC/R	OFFR					
E	UDENCO Corporation	D200000264		FIL	N	S	N		Common	636,997	636,997.00	
E	Dennis A. Uy &lor Cherylyn C. Uy	09-26-73 06-08-79		FIL	N	S	N		Common	433,160	433,160.00	
E	Domingo T. Uy	10-27-46		FIL	C	I	N		Common	254,801	254,801.00	
E	Edgardo A. Aleria	07-29-64		FIL	N	S	N		Common	216,720	216,720.00	
E	Jose Manuel Roque Quimson	102-664-155		FIL	M	S	Treas		Common	140,001	140,001.00	
E	Emmanuel M. Cabusiso	100-214-788		FIL	N	S	N		Common	74,480	74,480.00	
E	Cristina C. Penterra / F Michael Penterra	161-357-720		FIL	N	S	N		Common	67,200	67,200.00	
E	Zenaída Chan Uy			FIL	N	S	N		Common	58,800	58,800.00	

DATE : 16 August 2010

CERTIFIED CORRECT: SOCORRO ERMAC CABREROS POSITION: LEGAL COUNSEL DATA ENCODER: \_\_\_\_\_ DATE ENCODED: \_\_\_\_\_

PROCESSING ATTORNEY: [Signature] PROCESSING EXAMINER: \_\_\_\_\_ DATE REVIEWED: \_\_\_\_\_

INDICATOR: C - CHAIRMAN, M - MEMBER, N - NEITHER

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

INCORPORATOR (INC/R) INDICATOR: PRE - PRESIDENT, CEO - CHIEF EXEC OFFICER, CFO - TREASURER, COO - CHIEF OPERATING OFFICER, COS - CORPORATE SECRETARY

OFFICER (OFFR) INDICATOR: LEG - LEGAL COUNSEL, A - EXTERNAL AUDITOR, GOV - GOVERNMENT OFFICIAL, SLS - OTHERS, OTH - OTHERS, N - NONE

INSTRUCTIONS FOR FILING UP RELATIONSHIP STATUS:  
E - EXISTING, IF THE NAME HAS PREVIOUSLY BEEN SUBMITTED TO THE SEC  
N - NEW, IF THE NAME HAS NOT PREVIOUSLY BEEN SUBMITTED TO THE SEC  
C - IF THE NAME SHOULD NOT HAVE BEEN SET UP

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

TRANSACTION DATE: / /

SEC NUMBER AV 2/0/2/0/7/2/8/3/

FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC.

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

RELIN STAT US	NAME (Company Name, if company Last Name, First Name, MI, Maiden Surname if person)	SEC NO / BIRTHDATE	NAT'L CODE	NATIONALITY	RELATIONSHIP			SHR CODE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED PAID-UP CAPITAL	(MMDDYYYY) PERIOD START PERIOD END
					BRD	INCR	OFFR					
E	Rebecca Pilar Claridad Catterio	10-05-71		FIL	N	S	N		Common	58,562	58,562.00	
E	Orlando T. Lansangan	107-672-249		FIL	N	S	N		Common	50,960	50,960.00	
E	Socorro Ermac Cabreros	02-01-65		FIL	N	S	COS		Common	40,741	40,741.00	
E	Alberto D. Alcid	09-03-55		FIL	N	S	N		Common	40,740	40,740.00	
E	Ignacio Syjoco Braga IV	108-038-078		FIL	N	S	N		Common	28,000	28,000.00	
E	Chryss Alfonsus V. Damuy	09-26-73		FIL	N	S	N		Common	28,000	28,000.00	
E	Romeo Baltazar de Guzman	09-27-49		FIL	N	S	N		Common	28,000	28,000.00	
E	Gigi Quejada Fuensajida	27-06-05		FIL	N	S	N		Common	28,000	28,000.00	
E	Alejandro Umalay Suan	06-03-83		FIL	N	S	N		Common	28,000	28,000.00	

CERTIFIED CORRECT: *[Signature]* SOCORRO ERMAC CABREROS POSITION: LEGAL COUNSEL DATE: 16 August 2010

PROCESSING ATTORNEY: *[Signature]* DATE REVIEWED: \_\_\_\_\_

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  
 C - IF THE NAME SHOULD NOT HAVE BEEN SET UP

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

INDICATOR:  
 C - CHAIRMAN  
 M - MEMBER  
 N - NEITHER

INCORPORATOR (INCR) INDICATOR:  
 PRE - PRESIDENT  
 CEO - CHIEF EXECUTIVE OFFICER  
 COO - CHIEF FINANCIAL OFFICER  
 COS - CORPORATE SECRETARY  
 OTH - OTHERS  
 N - NONE

OFFICER (OFFR) INDICATOR:  
 LEG - LEGAL COUNSEL  
 AUD - EXTERNAL AUDITOR  
 GOV - GOVERNMENT OFFICIAL  
 SLS - OTHERS  
 OTH - OTHERS  
 N - NONE

DATA ENCODER: \_\_\_\_\_ DATE ENCODED: \_\_\_\_\_

DATA CONTROL CLERK: \_\_\_\_\_ DATE REVIEWED: \_\_\_\_\_

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

TRANSACTION DATE: / /

SEC NUMBER /A/ 2/ 0/ 2/ 0/ 7/ 2/ 8/ 3/

FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC.

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

STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary. Fill up one line per relationship.)

RELN STAT US	NAME (Company Name, if company Name, First Name, MI, Maiden Surname if person)	SEC NO / BIRTHDATE	NATL CODE	NATIONALITY	RELATIONSHIP			SHR CODE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED PAID-UP CAPITAL	(MMDDYY) PERIOD START PERIOD END
					BRD	INCR	OFF					
E	Roque A. Lim	138-337-888		FIL	N	S	N		Common	15,288	15,288.00	
E	Reynaldo A. Phala	107-195-018		FIL	N	S	N		Common	14,000	14,000.00	
E	Melvin John Nite Sedano	301-386-394		FIL	N	S	N		Common	14,000	14,000.00	
E	Stephen T. Teo &/Or Teresita R. Teo	127-393-476		FIL	N	S	N		Common	12,740	12,740.00	
E	Romeo B. Molano	112-021-386		FIL	N	S	N		Common	10,976	10,976.00	
E	Bernardita P. Bautista	108-788-994		FIL	N	S	N		Common	10,192	10,192.00	
E	Leliani C. Diaz	122-952-010		FIL	N	S	N		Common	7,000	7,000.00	
E	Mercedes Patricia D. Parido <i>[Signature]</i>			FIL	N	S	N		Common	5,096	5,096.00	

CERTIFIED CORRECT: SOCORRO ERIMAC CABREROS POSITION: LEGAL COUNSEL DATE: 16 August 2010

PROCESSING ATTORNEY: [Signature] DATE REVIEWED: \_\_\_\_\_

PROCESSING EXAMINER: [Signature] DATE REVIEWED: \_\_\_\_\_

DATA CONTROL CLERK: \_\_\_\_\_ DATE REVIEWED: \_\_\_\_\_

DATA ENCODER: \_\_\_\_\_ DATE ENCODED: \_\_\_\_\_

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  
 C - IF THE NAME SHOULD NOT HAVE BEEN SET UP

INDICATOR:  
 C - CHAIRMAN  
 M - MEMBER  
 N - NEITHER

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

INCORPORATOR (INCR) INDICATOR:  
 INC - INCORPORATOR  
 CEO - CHIEF EXECUTIVE OFFICER  
 CFO - TREASURER  
 COO - CHIEF OPERATING OFFICER  
 COS - CORPORATE SECRETARY

LEG - LEGAL COUNSEL  
 AUD - EXTERNAL AUDITOR  
 GOV - GOVERNMENT OFFICIAL  
 SLS - OTHERS  
 OTH - OTHERS  
 N - NONE

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

SEC NUMBER 12/01/2017/2/8/3/

TRANSACTION DATE/\_\_\_\_/\_\_\_\_/\_\_\_\_

FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC.

COMPANY NAME

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

STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary. Fill up one line per relationship.)

RELIN STAT US	NAME (Company Name, if company Last Name, First Name, MI, Maiden Surname if person)	SEC NO./ BIRTHDATE/ Passport	NATL CODE	NATIONALITY	RELATIONSHIP			SHR CODE	SHR TYPE	NO. OF SHARES	AMOUNT		(MMDDYYYY) PERIOD START PERIOD END
					BRD	INC'R	OFFR				SUBSCRIBED	PAID-UP CAPITAL	
E	DULCE MARIA S. OLIVA	188-947-747		FIL	N	S	N		Common	2,548	2,548.00		
E	M.J. SORIANO TRADING, INC.	267-806-958		FIL	N	S	N		Common	1,400	1,400.00		
E	ELNORAN, TURNER	7823508H		FIL	N	S	N		Common	420	420.00		
E	PHILIP TURNER	703124036		BRITISH	N	S	N		Common	420	420.00		
E	J.V. EMMANUEL A. DE DIOS	135-900-380		FIL	M	S	N		Common	1	1.00		
E	MONICO V. JACOB	123-630-879		FIL	M	S	N		Common	1	1.00		
E	FE TIBAYAN PALLEO	108-753-580		FIL	N	S	N		Common	1	1.00		
E	RICARDO S. PASCUA	147779-230		FIL	M	S	N		Common	1	1.00		
									TOTAL		374,724,940.00		
											374,724,940.00		

CERTIFIED CORRECT: \_\_\_\_\_ POSITION: \_\_\_\_\_ LEGAL COUNSEL \_\_\_\_\_ DATE: 18 August 2010

PROCESSING ATTORNEY: \_\_\_\_\_ PROCESSING EXAMINER \_\_\_\_\_ DATA CONTROL CLERK \_\_\_\_\_ DATA ENCODER: \_\_\_\_\_

DATE REVIEWED: 8/17/10 DATE REVIEWED: \_\_\_\_\_ DATE ENCODED: \_\_\_\_\_

INSTRUCTIONS FOR FILING 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  
 C - IF THE NAME SHOULD NOT HAVE BEEN SET UP

INDICATOR:  
 C - CHAIRMAN  
 M - MEMBER  
 N - NEITHER

BOARD (BRD) INDICATOR:  
 1 - INCORPORATOR  
 2 - INCORPORATOR  
 3 - NOT APPLICABLE  
 N - NOT APPLICABLE

INCORPORATOR (INC'R) INDICATOR:  
 INC - INCORPORATOR  
 CEO - CHIEF EXECUTIVE OFFICER  
 CFO - TREASURER  
 COO - CHIEF OPERATING OFFICER  
 COS - CORPORATE SECRETARY  
 OTH - OTHERS  
 N - NONE

OFFICER (OFF) INDICATOR:  
 LEG - LEGAL COUNSEL  
 AUD - EXTERNAL AUDITOR  
 GOV - GOVERNMENT OFFICIAL  
 SLS - OTHERS  
 N - NONE