



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. 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 **February 8, 2012 & March 8, 2012,** 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 23rd day of **April,** Two Thousand and **Twelve.**



By Authority of the Commission:

JAVEY PAUL D. FRANCISCO
Director, SEC-DEO

COVER SHEET

A	2	0	0	2	0	7	2	8	3
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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									
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Contact Person

(082) 233-0168									
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Company Telephone Number

1	2	3	1
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Month Day
Fiscal Year Ending

AAI
FORM TYPE

Last Friday									
March					XX				

Month Day
Annual Meeting

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Secondary License Type, if applicable

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Dept. Requiring this Doc

VII									
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Amended Articles Number/Section

51									
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Total No. of Stockholders

Total Amount of Borrowings									

Domestic Foreign

To be accomplished by SEC Personnel Concerned

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File Number

LCU

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Document I.D.

Cashier

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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 O F D A V A O } s.s.
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 March 8, 2012 at the Marco Polo Hotel in Davao City, Philippines, hereby certify that:

1. In separate meetings conducted by the Board of Directors on February 8, 2012 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 to the amendment of the Articles of Incorporation 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:

- a) 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 TWO BILLION FIVE HUNDRED FIFTY MILLION (PhP2,550,000,000.00) PESOS in lawful money of the Philippines, divided into the following classes of shares:

a.) TWO BILLION FIVE HUNDRED MILLION (2,500,000,000) 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

2. The amount of the *increase* of the authorized capital stock is **ONE BILLION SEVEN HUNDRED FIFTY MILLION PESOS (P 1,750,000,000.00)**, divided into 1,750,000,000 common shares at One Peso (P1.00) 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 50% stock dividends of the outstanding capital stock or about **Two Hundred Forty-Four Million Nine Hundred Thirty-Six Thousand Two Hundred Two (244,936,202)** common shares valued at about Two Hundred Forty-Four Million Nine Hundred Thirty-Six Thousand Two Hundred Two Pesos (Php 244,936,202.00) at One Peso (Php 1.00) par value per share which will taken from the Company's unrestricted retained earnings as of December 31, 2011;

4. Of the net increase in the authorized capital stock of ONE BILLION SEVEN HUNDRED FIFTY MILLION PESOS(Php 1,750,000,000.00), the amount of FOUR HUNDRED THIRTY SEVEN MILLION NINE HUNDRED THIRTY SIX THOUSAND TWO HUNDRED TWO PESOS (Php244,936,202.00) has been actually subscribed by the subscribers, to wit:

a) Stock Dividend Issued

Subscription of TWO HUNDRED FORTY FOUR MILLION NINE HUNDRED THIRTY SIX THOUSAND TWO HUNDRED TWO (244,936,202) SHARES with par value of Php1.00 per share equivalent to HUNDRED FORTY FOUR MILLION NINE HUNDRED THIRTY SIX THOUSAND TWO HUNDRED TWO PESOS (Php 244,936,202.00) has been paid up with the issuance of stock dividends declared and issued to the following stockholders, to wit:

Name of Stockholder	Nationality	No. of Shares Subscribed	Amount of Shares subscribed	Amount Paid via Stock Dividend
ALBERTO D. ALCID	Filipino	26,481	26,481.00	26,481.00
EDGARDO A. ALERTA	Filipino	81,668	81,668.00	81,668.00
RODOLFO B. APILADO	Filipino	13,650	13,650.00	13,650.00
IGNACIA S. BRAGA IV	Filipino	18,200	18,200.00	18,200.00
SOCORRO ERMAC CABREROS	Filipino	26,481	26,481.00	26,481.00
EMMANUEL M. CABUSAO	Filipino	37,240	37,240.00	37,240.00
REBECCA PILAR CLARIDAD CATERIO	Filipino	38,065	38,065.00	38,065.00
MA. BLESILDA S. CONCEPCION &/OR HENRY A. CONCEPCION	Filipino	3,262	3,262.00	3,262.00
CHRYSS ALFONSUS V. DAMUY	Filipino	18,200	18,200.00	18,200.00
J.V. EMMANUEL A. DE DIOS	Filipino	-	-	-
ROMEO B. DE GUZMAN	Filipino	18,200	18,200.00	18,200.00
LEILANI C. DIAZ	Filipino	2,050	2,050.00	2,050.00
FARIDA E. FERRARIS &/OR ESTER A. FERRARIS	Filipino	1,500	1,500.00	1,500.00
FEREDERICK FERRARIS &/OR ESTER E. FERRARIS	Filipino	6,500	6,500.00	6,500.00
JOSE A. FERRIOLS &/OR EDUARDO A. FERRIOLS	Filipino	4,550	4,550.00	4,550.00
GIGI Q. FUENSALIDA	Filipino	18,200	18,200.00	18,200.00
MONICO V. JACOB	Filipino	-	-	-
JOSE J. LEONARDO &/OR TERESITA A. LEONARDO	Filipino	50	50.00	50.00
ROQUE A. LIM	Filipino	9,937	9,937.00	9,937.00
ROMEO B. MOLANO	Filipino	63,322	63,322.00	63,322.00
DULCE MARIA S. OLIVA	Filipino	1,656	1,656.00	1,656.00
MERCEDES PATRICIA D. PARDO	Filipino	676	676.00	676.00
DIANA PARDO-AGUILAR	Filipino	-	-	-
RICARDO S. PASCUA	Filipino	-	-	-

ALVIN JIMENEZ PASCUAL	Filipino	50	50.00	50.00
CRISTINA C. PERTIERRA ITF MICHAEL PERTIERRA	Filipino	19,680	19,680.00	19,680.00
REYNALDO A. PHALA	Filipino	9,100	9,100.00	9,100.00
JOSE MANUEL R. QUIMSON	Filipino	91,000	91,000.00	91,000.00
JOSELITO R. RAMOS	Filipino	1,234,000	1,234,000.00	1,234,000.00
MELVIN JOHN NITE SEDANO	Filipino	4,100	4,100.00	4,100.00
STEPHEN T. TEO &/OR TERESITA R. TEO	Filipino	8,281	8,281.00	8,281.00
ELNORA N. TURNER	Filipino	78	78.00	78.00
PHILIP TURNER	British	78	78.00	78.00
DENNIS A. UY	Filipino	1,023,531	1,023,531.00	1,023,531.00
DENNIS A. UY &/OR CHERYLYN C. UY	Filipino	281,554	281,554.00	281,554.00
DOMINGO T. UY	Filipino	165,620	165,620.00	165,620.00
ZENAIDA C. UY	Filipino	38,220	38,220.00	38,220.00
M.J. SORIANO TRADING	Filipino	910	910.00	910.00
PCD NOMINEE CORPORATION (FIL)	Filipino	64,992,780	64,992,780.00	64,992,780.00
PCD NOMINEE CORPORATION (NON-FIL)	Non-Fil	5,260,644	5,260,644.00	5,260,644.00
PHOENIX PETROLEUM HOLDINGS INC.	Filipino	130,011,700.00	130,011,700.00	130,011,700.00
UDENCO CORPORATION	Filipino	414,048	414,048.00	414,048.00
UDENNA CORPORATION	Filipino	32,709,940	32,709,940.00	32,709,940.00
UDENNA MANAGEMENT & RESOURCES CORP.	Filipino	8,281,000	8,281,000.00	8,281,000.00
TOTAL		244,936,202	244,936,202.00	244,936,202.00

b) Subscriptions to be Paid in Cash

The ONE HUNDRED NINETY THREE MILLION (193,000,000) SHARES with par value of Php 1.00 per share equivalent to ONE HUNDRED NINETY THREE MILLION PESOS (Php 193,000,000.00) shall be payable in cash at a later date, as follows:

Name of Stockholder	Nationality	No. of Shares Subscribed	Amount of Shares subscribed	Amount Paid
PHOENIX PETROLEUM HOLDINGS INC.	Filipino	193,000,000	193,000,000.00	0.00

5. That the vote authorizing the increase in the authorized capital stock is unanimous among the Board of Directors and more than two thirds (2/3) of the entire outstanding and subscribed capital stock of the Corporation which were represented by the stockholders, in person or by proxy, have approved increase in the authorized capital stock;

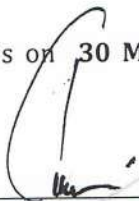
6. That treatment of fractional shares shall be paid in cash.

7. 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 **30 March 2012**, in Davao City, Philippines.



DOMINGO T. UY
Chairman



DENNIS A. UY
President




JOSE MANUEL R. QUIMSON
Director



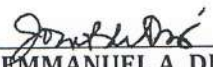
ROMEO B. DE GUZMAN
Director



SOCORRO ERMAC CABREROS
Corporate Secretary



RICARDO S. PASCUA
Director



J.V. EMMANUEL A. DE DIOS
Director



DIANA PARDO AGUILAR
Director




MONICO V. JACOB
Director

SUBSCRIBED AND SWORN to before me on **30 March 2012**, 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) Romeo B. de Guzman	TIN 121-510-331
5) Ricardo S. Pascua	TIN 141-776-230
6) Jose Manuel R. Quimson	TIN 102-664-155
7) J.V. Emmanuel A. De Dios	TIN 135-900-380
8) Diana Pardo Aguilar	TIN 101-902-566
9) Monico V. Jacob	TIN 141-776-230

Doc. No. 229
Page No. 46
Book No. II
Series of 2012


ROSALIO D. ROQUE II
Notary Public Until December 31, 2012
SN 265-2011 / TIN 242-961-190
Phoenix Petroleum Philippines Inc.
Phoenix Bulk Depot, Lanang, Davao City
Roll of Attorney No. 59046
PTR No. 1137484/Jan. 9, 2012/Davao City
IBP No. 870858/Jan. 9, 2012/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.

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.

367 12 FEB 20 A8:47

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

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.

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 nine (9).

SEVENTH: *That the authorized capital stock of the corporation is TWO BILLION FIVE HUNDRED FIFTY MILLION (Php 2,550,000,000.00) PESOS in lawful money of the Philippines, divided into the following classes of shares: (As amended on March 8, 2012).*

a) TWO BILLION FIVE HUNDRED MILLION (2,500,000,000) COMMON SHARES with a par value of One Peso (1.00 Php) per share and (As amended on March 8, 2012)

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.

EIGHTH: 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
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 2nd 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 2nd 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

COMPANY DATA MAINTENANCE FORM
CHANGES IN CAPITAL STRUCTURE
(FOR DOMESTIC STOCK CORPORATION ONLY)

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

FOR SEC TO PROVIDE MAINTENANCE NO. / / / / / / / / / /

TRANSACTION DATE / / / / / /

PAGE 1 OF 2

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

For the P/N, F/N and With Paid-in Surplus columns, select the appropriate code -
PAR/ NO PAR VALUE INDICATOR (P/N) : P - PAR N - NO PAR
FILIPINO/ FOREIGN-OWNED INDICATOR (F/N) : F - FILIPINO N - FOREIGN-OWNED
WITH PAID-IN SURPLUS? : Y - YES N - NO

COMPANY NAME

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

☒ EXEMPTION FROM SECURITIES REGISTRATION ☒ AMENDMENT IN AUTHORIZED CAPITAL STOCK ☐ STOCK DIVIDENDS ☐ MERGER ☐ EQUITY RESTRUCTURING ☐ STOCK RETIREMENT

AUTHORIZED CAPITAL									
TYPE OF SHARE	CODE	P/ N	INCREASE (DECREASE) IN PAR VALUE/ PAR VALUE (ADJUSTED)	PRESENT NUMBER OF SHARES/ INCREASE (DECREASE) IN NUMBER OF SHARES	PRESENT BALANCE	INCREASE (DECREASE) IN AMOUNT	BALANCE AS INCREASED (DECREASED)	R E F	
BALANCE FORWARDED									
COMMON		P	₱ 1.00	750,000.000	₱ 750,000,000.00	₱ 1,750,000,000.00	2,500,000,000.00	1	
				1,750,000.000					
			1.00	50,000.000	₱ 50,000,000.00		50,000,000.00	2	
PREFERRED								3	
								4	
								5	
								6	
(SUB) TOTAL					₱ 800,000,000.00	₱ 1,750,000,000.00	₱ 2,550,000,000.00		
SUBSCRIBED CAPITAL									
TYPE OF SHARE	CODE	F/ N	INCREASE (DECREASE) IN NUMBER OF SHARES	PRESENT SUBSCRIBED BALANCE	INCREASE (DECREASE) IN AMOUNT	SUBSCRIBED BALANCE AS INCREASED (DECREASE)	PAID-UP CAPITAL	WITH PAID-IN?	R E F
BALANCE FORWARDED									
COMMON		F	437,936,202	₱ 489,872,415.00	₱ 437,936,202.00	927,808,617.00	₱ 244,936,202.00	Y	1
		N							1
PREFERRED		F		₱ 5,000,000.00		₱ 5,000,000.00			2
									2
									3
									3
									4
									4
									5
							5		
								6	
								6	
(SUB) TOTAL				₱ 494,872,415.00	₱ 437,936,202.00	932,808,617.00	₱ 244,936,202.00		

PAGE 2 OF 2

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

INCREASE (DECREASE) IN FOREIGN EQUITY BREAKDOWN (Summarize by nationality the capital subscribed and paid for by foreign stockholders – i.e. grouped by individuals and companies,

SUBSCRIBED CAPITAL

INCREASE (DECREASE) OF - - - -COMPANY (IES)NEW BALANCEPREVIOUS BALANCEINDIVIDUALSTOTAL INCREASE (DECREASE)PERCENTAGE OF FOR

DATE: Apr 11 10, 2012

DATA ENCODER

DATE ENCODED:

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

SEC NUMBER /A/ 2/ 0/ 0/ 2/ 0/ 7/ 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.)

REL N STAT US	NAME (Company Name, if company person) (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	(MM/DD/YYYY)
					BRD	INC'R	OFFR				SUBSCRIBED PAID-UP CAPITAL	PERIOD START PERIOD END
E	Alberto D. Alcid	09-03-55		FIL	N	S	N		Common	79,443	79,443.00	
E	Edgarto A. Aleria	07-29-64		FIL	N	S	N		Common	245,004	245,004.00	
E	Rodolfo B. Apliado	192-979-949		FIL	N	S	N		Common	40,950	40,950.00	
E	Ignacio Syjico Braga IV	108-038-078		FIL	N	S	N		Common	54,600	54,600.00	
E	Socorro Ermac Cabrerros	02-01-65		FIL	M	S	COS		Common	79,444	79,444.00	
E	Emmanuel M. Cabusao	100-214-768		FIL	N	S	N		Common	111,720	111,720.00	
E	Rebecca Pilar Claridad Caterio	10-05-71		FIL	N	S	N		Common	112,195	112,195.00	
E	Ma. Blesilda S. Concepcion &lor Henry A. Concepcion	180-567-463		FIL	N	S	N		Common	9,787	9,787.00	
E	Chryss Afionsus V. Danyuy	09-26-73		FIL	N	S	TREAS		Common	54,600	54,600.00	
E	J.V. EMMANUEL A. DE DIOS	135-900-380		FIL	M	S	N		Common	1	1.00	

CERTIFIED CORRECT: Socorro Ermac Cabrerros

POSITION: _____ LEGAL COUNSEL _____

DATE: **APR 10 2012**

PROCESSING ATTORNEY:

PROCESSING EXAMINER

DATA CONTROL CLERK

DATA ENCODER:

DATE REVIEWED:

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

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

TRANSACTION DATE/ / / / / /

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

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					BRD	INC'R	OFF				PAID-UP CAPITAL		
E	Romeo Baltazar de Guzman	09-27-49		FIL	M	S	N		Common	54,600	54,600.00		
E	Leilani C. Diaz	112-092-010		FIL	N	S	N		Common	6,150	6,150.00		
E	FARIDA E. FERRARIS &OR ESTER E. FERRARIS	173-811-787		BRITISH	N	S	N		Common	4,500	4,500.00		
E	Frederick E. Ferraris &OR Ester E. Ferraris	136-447-977		FIL	N	S	N		Common	19,500	19,500.00		
E	Jose A. Ferriols &OR Eduardo A. Ferriols	192-927-010 141-712-234		FIL	N	S	N		Common	13,650	13,650.00		
E	Gigi Quejada Fuensalida	221-054-055		FIL	N	S	N		Common	54,600	54,600.00		
E	MONICO V. JACOB	123-630-879		FIL	M	S	N		Common	1	1.00		
E	JOSE J. LEONARDO &OR TERESITA A. LEONARDO	145-366-159		FIL	N	S	N		Common	150	150.00		
E	Roque A. Lim	139-337-889		FIL	N	S	N		Common	29,811	29,811.00		
E	Romeo B. Molano	112-021-396		FIL	N	S	N		Common	189,966	189,966.00		

CERTIFIED CORRECT SOCORRO ERMAC CABEREROS

POSITION:

LEGAL COUNSEL

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E	DULCE MARIA S. OLIVA	168-947-747		FIL	N	S	N		Common	4,968	4,968.00		
E	Mercedes Patricia D. Pardo	138-055-758		FIL	N	S	N		Common	2,028	2,028.00		
E	DIANA PARDO AGUILAR	101-902-566		FIL	M	S	N		Common	1	1.00		
E	RICARDO S. PASCUA	141-776-230		FIL	M	S	N		Common	1	1.00		
E	Alvin Jimenez Pascual	644-117-613		FIL	N	S	N		Common	150	150.00		
E	Cristina C. Per tierra ITF Michael Per tierra	161-357-720		FIL	N	S	N		Common	59,040	59,040.00		
E	Reynaldo A. Phala	107-199-018		FIL	N	S	N		Common	27,300	27,300.00		
E	Jose Manuel Roque Quimison	102-664-155		FIL	M	S	N		Common	273,001	273,001.00		
E	Joselito R. Ramos	160-558-036		FIL	N	S	N		Common	3,702,000	3,702,000.00		
E	Melvin John Nite Sedano	301-386-394		FIL	N	S	N		Common	12,300	12,300.00		

CERTIFIED CORRECT:  **SOCORRO ERMAC CABREROS**

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E	Stephen T. Teo &/Or Teresia R. Teo	127-393-476		FIL	N	S	N		Common	24,843	24,843.00	
E	ELNORA N. TURNER	7823508H		FIL	N	S	N		Common	234	234.00	
E	PHILIP TURNER	703124036		BRITISH	N	S	N		Common	234	234.00	
E	Dennis A. Uy	09-26-73		FIL	M	I	PRE		Common	3,070,594	3,070,594.00	
E	Dennis A. Uy &/or Cheryllyn C. Uy	09-26-73 06-08-79		FIL	N	S	N		Common	844,662	844,662.00	
E	Domingo T. Uy	10-27-46		FIL	C	I	N		Common	496,861	496,861.00	
E	Zenaída Chan Uy	124-935-499		FIL	N	S	N		Common	114,660	114,660.00	
E	M.J. SORIANO TRADING, INC.	267-806-958		FIL	N	S	N		Common	2,730	2,730.00	
E	PCD Nominee Corporation (Filipino)	774-849-000		FIL	N	S	N		Common	194,978,340	194,978,340.00	
E	PCD Nominee Corporation (Non-Filipino)	774-849-000		NON-FIL	N	S	N		Common	15,781,933	15,781,933.00	

CERTIFIED CORRECT *[Signature]* *[Signature]*
SOCORRO ERMAC CABREROS

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[illegible]

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