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SECURITIES AND EXCHANGE COMMISSION

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Company Name

PHIL. NATL. CONS. CORP.

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Company Type

Stock Corporation

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Certification

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CERTIFICATION

I, **SEGUNDO M. GASTON**, of legal age and with office address at PNCC Complex, EDSA corner Reliance Street, Mandaluyong City, after being sworn to in accordance with law, depose and state that:

- 1. I am the incumbent Compliance Officer of Philippine National Construction Corporation (PNCC), a corporation duly organized ad existing in accordance with the laws of the Republic of the Philippines, with office address at OMM-CITRA Building, San Miguel Avenue, Ortigas Center, Pasig City;
- 2. In year 2010, PNCC substantially adopted all the provisions of its Manual on Corporate Governance, as prescribed by SEC Memorandum Circular No. 2, Series of 2002;
- 3. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission on the annual reporting on the Company's compliance with the Manual on Corporate Governance.

IN WITNESS WHEREOF, I have signed this Certification this 5th day of January 2011 at Mandaluyong City, Philippines.

Compliance Officer

Countersigned by:

MA. THERESA T. DEFENSOR

President & CEO

SUBSCRIBED AND SWORN TO before me this _____ th day of _____ 1 4 2011 at _____ QUEZON GITY, Philippines, affiant exhibiting to me his Tax Identification No.

WITNESS my hand and notarial seal on the date and place above written.

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