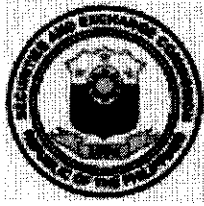




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CERTIFICATION

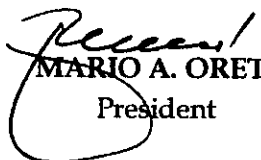
I, **RODOLFO MA. A. PONFERRADA**, of legal age with office address at The Penthouse Alphaland Southgate Tower 2258 Chino Roces Avenue corner EDSA, Makati City after being sworn in accordance with law depose and state that:

1. I am the incumbent Compliance Officer of **ALPHALAND CORPORATION** (the "Company"), a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines, with office address at The Penthouse Alphaland Southgate Tower 2258 Chino Roces Avenue corner EDSA, Makati City;
2. In 2012, the company adopted all the provision of the Manual on Corporate Governance (Model Corporation), as prescribed by SEC Memorandum Circular No. 2, Series of 2002; as amended by SEC Memorandum Circular No. 6, series of 2009;
3. There were no major deviations made from the Manual.
4. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission ("SEC") on the annual reporting on the Company's compliance with the Manual of Corporate Governance.

IN WITNESS WHEREOF, I have signed this Certificate this JAN 24 2013 at Makati City, Philippines.


RODOLFO MA. A. PONFERRADA
Compliance Officer


Countersigned by:


MARIO A. ORETA
President

01-24-13

SUBSCRIBED AND SWORN TO before me this _____ at Makati City Philippines, affiant exhibiting to me his SSS ID No. 33-7868714-9.

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Book No: 9
Series of 2013.


JONATHAN A. ALCALA
Notary Public for Makati City
8th Floor Telecoms Plaza Bldg.
318 San Juan Avenue, Makati City
Appointment Expires: 31 December 2014
Office Address: _____
TEL: 9266711-18-B
P.O. No. 3693050/1-18-B
TIN No. 202-764-000-000