



**UNIVERSAL ROBINA  
CORPORATION**

43<sup>rd</sup> FLOOR ROBINSONS EQUITABLE TOWER ADB AVE. COR. POVEDA RD. ORTIGAS CENTER, PASIG CITY  
TEL. NO.: 633-7631 to 40, 240-8801 FAX NO.: 633-9207, 240-9106

February 23, 2009

PHILIPPINE STOCK EXCHANGE, INC.  
Philippine Stock Exchange Center  
Exchange Road, Ortigas Center  
Pasig City, Metro Manila

Attention: Atty. Pete M. Malabanan  
Head, Disclosure Department

Gentlemen:

Please find attached a copy of the Certification by the Compliance Officer of Universal Robina Corporation on Corporate Governance Manual Compliance dated February 20, 2009 which was re-submitted to the Securities and Exchange Commission (SEC) in response to the SEC letter dated February 6, 2009.

Thank you.

Very truly yours,

ROSALINDA F. RIVERA  
Corporate Secretary

COVER SHEET

9 1 7 0  
S.E.C. Registration Number

UNIVERSAL ROBINNA CORPORATION  
(Company's Full Name)

43 / FROBINSONS - EQUITABLE  
TOWER, ADB AVE. COR. POVEDA RD  
ORTIGAS CENTER, PASIG CITY  
(Business Address: No. Street City/Town/Province)

DIOSDADO R. VALDEZ  
Compliance Officer  
Contact Person

633-7631 to 40  
Company Telephone Number

0 9  
Month

3 0  
Day

Fiscal Year

M C G - 2 0 0 2  
FORM TYPE

Third Thursday of April  
Month Day  
Annual Meeting

CERTIFICATION  
CORPORATE GOVERNANCE MANUAL COMPLIANCE

N/A  
Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings  
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks: pls. use black ink for scanning purposes

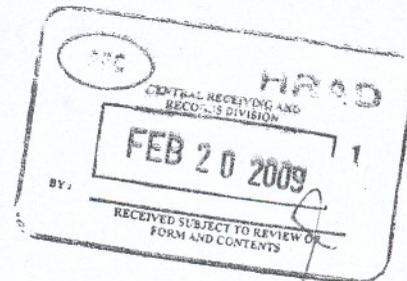


**UNIVERSAL ROBINA  
CORPORATION**

110 E. RODRIGUEZ, JR. AVENUE, BAGUMBAYAN, QUEZON CITY, PHILIPPINES 1600, P.O. Box 3542 MM 2800 - P.O. BOX 99-AC CUBAO, QUEZON CITY  
TEL. 635-0751 TO 05 ; 671-2935 TO 42

February 20, 2009

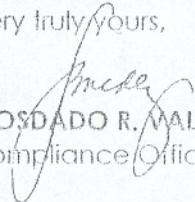
**MS. JUSTINA F. CALLANGAN**  
Director  
Corporation Finance Department  
Securities and Exchange Commission  
SEC Building, EDSA, Greenhills  
Mandaluyong City



Dear Ms. Callangan:

As requested per your letter dated February 6, 2009 and received last February 18, 2009, we are re-submitting the company's **Certification of Compliance with its Manual on Corporate Governance for the year 2008.**

Very truly yours,

  
**DIOSDADO R. MALDEZ**  
Compliance Officer



SECURITIES AND EXCHANGE COMMISSION  
SEC Form MCG - 2002



CERTIFICATE

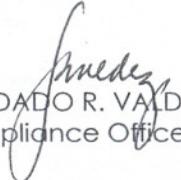
I, DIOSDADO R. VALDEZ, of legal age and with office address at 43<sup>rd</sup> Floor, Robinsons Equitable Tower, ADB Avenue cor. Poveda Road, Ortigas Center, Pasig City, after being sworn to in accordance with the law, depose and state that:

1. I am the incumbent Compliance Officer of Universal Robina Corporation (the "Company"), a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines, with the office address at 43<sup>rd</sup> Floor, Robinsons Equitable Tower, ADB Avenue Cor. Poveda Road, Ortigas Center, Pasig City;

2. In 2008, the Company substantially adopted all the provisions of the Manual on Corporate Governance (Model Corporation), 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 of Corporate Governance.

IN WITNESS WHEREOF, I have signed this Certificate this 20<sup>th</sup> day of February 2009 at Pasig City, Philippines.

  
DIOSDADO R. VALDEZ  
Compliance Officer

Countersigned by:

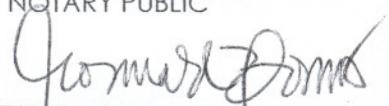
  
LANCE Y. GOKONGWEI  
President

SUBSCRIBED AND SWORN TO before me this 20<sup>th</sup> day of February 2009 at Pasig City, Philippines, affiant exhibiting to me Passport No. XX0894725 issued by the Department of Foreign Affairs on April 11, 2008.

**PASAY CITY**

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

Doc. NO. 380  
PAGE NO. 69  
BOOK NO. 1  
SERIES 2009

NOTARY PUBLIC  
  
ATTY. ROMUALD C. PADILLA  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2009  
BTR NO. 5105089, PASIG, 1/8/09  
IBP NO. 770489/DSM/1/8/09  
ROLL NO. 54298  
TIN 170-266-059