

PNOG EXPLORATION CORPORATION
CONTRACTOR'S PRE-QUALIFICATION STATEMENT

CONTRACTOR'S BUSINESS NAME : _____

ADDRESS : _____

TELEPHONE NUMBER : _____

FAX NUMBER : _____

E-MAIL ADDRESS : _____

NATURE OF BUSINESS : _____

A. ORGANIZATION

1. If Corporation:

Address

- a) Capital _____
- b) When Incorporated _____
- c) President's Name _____
- d) Vice Presidents Name _____
- e) Secretary's Name _____

2. If Partnership/Single Proprietorship:

- a) When Organized _____
- b) If Partnership, general or limited _____
- c) Names of Partners and address:

_____	_____
_____	_____
_____	_____

3. Submit a copy of the incorporation paper or partnership agreement together with the SEC Certificates

4. List of persons authorized to sign in behalf of company/partnership (please attached certificate of authority or Board Resolution)

_____	_____
_____	_____
_____	_____

B. EXPERIENCE DATA

1. How many years has your organization been in the contracting business under the present business name? _____ years.

2. List of contracts/projects, which your organization had completed in the past three (3) years.

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

3. List of On-going Projects

Type of Work	Contract Amount	Value of Inc. Work	Est. Comp. Date	Name & Address of Owner
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

4. What is the construction/professional experience of the principal/individual of your organization?

Name	Present Position	Number of Years	Type of Work	What Capacity
<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>	<hr/>

C. FINANCIAL DATA

1. Please attach Audited Financial Statements and Income Tax Return for the Year 2002 and 2003

2. Bank References:

Name of Bank	Deposited Amount	Available Credit Line
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>

D. CAPITAL ASSETS/CONSTRUCTION EQUIPMENT

1. Provide a list of equipment tabulated in the following manner:

Quantity	Description, Size Capacity, etc.	When Acquired	Present Location
<hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>

(continue on additional sheet, if necessary)

E. MISCELLANEOUS INFORMATION

1. List of Sub-contractors and their addresses, which you expected to comply:

Name of Sub-contractor	Type of Work	Address
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>

(continue on additional sheet if necessary)

2. Particulars of any litigation, which the contractor has been engaged in for the settlement of claims or disputes arising out of a previous contract. (Use separate sheet)
3. Level of capability of manpower broken down by craft:

<u>Craft</u>	<u>No. of Personnel</u>
1. Engineers	_____
2. Architects	_____
3. Foreman	_____
4. Carpenters	_____
5. Welders	_____
6. Masons	_____
7. Electricians	_____
8. Plumbers	_____
9. Tinsmith	_____
10. Pipe Fitters	_____
11. Operators	_____
12. Laborers	_____
13. Others – Servicemen	_____

4. Have you ever failed to complete any work awarded to you? _____ if yes, where and why? _____

5. Specify type of work that the organization can capably perform. _____

6. Membership in professional or contractor's association:

The undersigned who is duly authorized to sign on behalf of _____

hereby declares that the foregoing are true to the best of his/her knowledge and belief.

Signature _____

Printed or Typewritten Name _____

Position _____

REPUBLIC OF THE PHILIPPINES)
)

**BIDDER'S/CONTRACTOR'S SWORN STATEMENT THAT IT IS NOT
BLACKLISTED OR BARRED IN ANY GOVERNMENT AGENCY**

The undersigned, _____, in his/her capacity as _____ of _____ a sole proprietorship / partnership / corporation existing under the Philippine laws with principal office address at _____, having been duly sworn in accordance with law, does hereby depose, state and warrant that _____ is not blacklisted nor barred from bidding in any government office / agency / corporation.

The undersigned further declares that any misrepresentation or falsification in this Sworn Statement shall be sufficient cause for the delisting of _____ by PNOC Exploration Corporation without prejudice to such action that PNOC Exploration Corporation may take or pursue under the circumstances.

SIGNED this _____ day of _____ 2004 at _____, Philippines

Signature over Printed Name

Position

Company Name

SUBSCRIBED AND SWORN TO BEFORE ME, this _____ day of _____, at _____, Philippines, the affiant in his/her capacity as _____ of _____ exhibiting to me his/her Community Tax Certificate No. _____, issued on _____ at _____; and the Community Tax Certificate No. _____ issued on _____ at _____ of _____.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2004.

REPUBLIC OF THE PHILIPPINES)
_____)S.S.

SWORN STATEMENT

The UNDERSIGNED _____, in his/her capacity as the _____ of _____, a contractor/business firm/partnership/corporation under Philippine laws, with principal office address at _____ having been duly sworn in accordance with law, does hereby depose, state and warrant that:

- 1) The above-mentioned business entity represented by the undersigned is engaged in business transactions with PNOC Exploration Corporation, a subsidiary of the Philippine National Oil Company.
- 2) The above-mentioned contractor, its officers, directors and other agents, including the undersigned, do not have any family relations with any officer, director or employee of PNOC and/or any of its subsidiaries, whether in the person(s) of a spouse, children or other relatives by consanguinity or affinity up to the third civil degree, except as has been formally disclosed by the undersigned in writing to PNOC and/or its subsidiaries, which disclosure, if any, is herewith attached and made an annex hereof.
- 3) Furthermore, the above-mentioned contractor, its officers, directors, employees and other agents, including the undersigned do not have any close personal relations with any officer, director or employee of PNOC and/or any of its subsidiaries, whether in the form(s) of close personal friendship, social and fraternal connections, or professional employment all giving rise to intimacy which assures free access to such officer, director, or employee of PNOC and/or any of its subsidiaries, except as has been formally disclosed by the undersigned in writing to PNOC and/or its subsidiaries, which disclosure, if any, is herewith attached and made an annex hereof.
- 4) The above-mentioned contractor, its officers, directors, employees, and other agents, including the undersigned, who may have such family or close personal relations with any officer, director or employee of PNOC and/or any of its subsidiaries, as described in the preceding paragraphs hereof, shall not in any manner and at all times capitalize or exploit or take advantage of such family or close personal relations by directly or indirectly requesting or receiving any present, gift, or material or pecuniary advantage from any other person having some past, present or future business transaction, application, request or contract with PNOC and/or any of its subsidiaries in which such officer, director or employee, with whom there exists such family or close personal relation, has to intervene.
- 5) The herein named contractor agrees that the breach of the warranties herein made and given shall be a sufficient ground for the immediate cancellation or termination of any existing contract between the contractor on the one part and PNOC and/or its subsidiaries on the other part without prejudice to a claim or suit for damages by PNOC and/or its subsidiaries against such contractor, and the immediate and automatic delisting of said contractor from the list of accredited contractors of PNOC and/or its subsidiaries, and shall serve to bar such delisted contractor from any future accreditation without prejudice to any reconsideration by PNOC and/or its subsidiaries due to a change in the circumstances that would warrant otherwise.
- 6) This sworn statement is hereby executed for purpose of the Anti-Graft and Corruption Practices Act and other applicable laws of the Philippines.

Signed this _____ day of _____, 200__ at _____, Philippines.

Signed:

COMPANY

SIGNATURE

AUTHORIZED OFFICER

POSITION

SUBSCRIBED AND SWORN TO BEFORE ME, this ____ day of _____, affiant exhibiting to me her Community Tax Certificate No. _____, issued on _____ 2004 at _____.

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AFFIDAVIT OF AUTHENTICITY

The undersigned _____ in his/her capacity as the _____ of _____ a contractor/business firm/partnership/corporation existing under the _____ laws with principal address at _____, having been duly sworn in accordance with law, does hereby depose and warrant that the prequalification documents herein attached and enumerated are authentic and the data/facts contained therein are true and correct of my own knowledge; to wit:

1. Prequalification Statement
2. Sworn Statement that Contractor/Bidder is not "Blacklisted" or barred from bidding by the Government of the Republic of the Philippines or any of its Agencies, Offices, Corporations or Local Government Units
3. Notarized Sworn Statement
4. Conflict of Interest Policy Statement
5. Notarized Warranty Clause
6. Certificate of Incorporation from country of origin
7. Certificate as bonafide contractors from respective embassies or consular trade offices or bureaus in country of origin
8. Registration with the Securities and Exchange Commission (SEC) of the Republic of the Philippines
9. Company Profile
10. Board Resolution on the grant of authority to represent the Contractor
11. List of On-going projects for the past three(3) years
12. Bank References
13. Audited Financial Statements for the past two (2) years, 2002 and 2003

The undersigned CONTRACTOR further undertakes to allow PNOC Exploration Corporation or any of its duly authorized representatives, upon request to the CONTRACTOR, to verify any and all documents submitted.

SIGNED this _____ day of _____, 2004 at _____, _____.

Signature of Contractor

Printed Name of Person/Firm

SUBSCRIBED AND SWORN to before me this ____ day of _____, 2004 at _____, _____, the foregoing named CONTRACTOR exhibiting his Passport No. _____ issued at _____ on _____, 200__.

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CONFLICT OF INTEREST POLICY

A. POLICY

All directors, officers and all other employees must avoid any conflict between their personal interest and the interest of the company in dealing with suppliers, customers and all other organizations or individuals doing or seeking to do business with the Company or any of its affiliates.

B. PROVISIONS

1. For purposes of the Conflict of Interest Policy, the following definitions shall contact and apply:
 - a. **“Affiliate”** shall mean and include any corporation owned and/or controlled, directly or indirectly, by Philippine National Oil Company.
 - b. **“Employee”** means and includes any Director, officer or employee of Philippine National Oil Company or any of its affiliates.
 - c. **“Top Management”** shall mean and refer to the Board of Directors, the Chairman/President and the General Management Committee.
 - d. **“Dependent Member of the Family”** shall mean an employee’s relative by blood of affinity, within the third civil degree, whether or not such relative is actually dependent for his/her livelihood or support on the employee, or any relative of more remote degree or any other person who is dependent on the employee.
 - e. **“Any Other Person”** refers to any person, company, enterprise, association or partnership other than Philippine National Oil Company, any affiliate, the employee, or a dependent member of his/her family.
2. It is considered to be in conflict with Company’s interest or a violation of trust, where one or more of the following situations or cases is present:
 - a. for directors, officers, employees or any dependent member of their family to have an interest in any organization which has, or is seeking to have business dealings with the Company or any affiliate where there is an opportunity for preferential treatment to be given or received, except with the knowledge and consent of top management, or where such an interest comprises is not materials;
 - b. for directors, officers, employees or any dependent member of their family to buy, sell or lease any kind of property, facilities or equipment from or to the Company or any affiliate or to any company, form or individual who is or in seeking to become a contractor, supplier or customer, except with the knowledge and consent of top management;
 - c. for directors, officers, employees or dependent member of their family to acquire and hold oil or gas mineral leases, royalty interest or oil payments, except with the knowledge and consent of top management;
 - d. for directors, officers or employees to serve as an officer or director of any other company, or in any management capacity, for as consultant to any individual, firm, or other company doing or seeking to do business with the Company or any affiliate, except with the knowledge and consent of top management;

- e. for directors, officers or employees, without proper authority, to give or release to anyone not employed by the Company any data or information of a confidential nature concerning the Company or any affiliate such as those relating decisions, plans, earnings, financial or business forecasts or competitive bids, or to use such information to his personal advantage and not in the best interest of the Company, as for example, by acquiring or inducing others to acquire, any interest in securities of a company involved in any transaction with the Company or any affiliate, which is not generally known to the public; and
 - f. for directors, officers, employees and dependent member of his/her family to accept commissions, a share in profits, gifts in cash, gift certificates or other payments, loans or advances (other than from established banking or financial institutions), materials, services, repairs or improvements at no cost or at unreasonably low prices, excessive or extravagant entertainment, and travel or gifts of merchandise of more than nominal value; from any organizations, firm or individuals doing or seeking to do business with the Company or any affiliate.
3. As a condition for the continuance of employment in the Company or any affiliate, all employees shall on request execute and submit at the end of every year to the Corporate Secretary of the Company a compliance statement stating the he/she is aware of and fully understands the Conflict of Interest Policy, has conducted himself/herself in accordance with its precepts and has committed no act in violation in its term, spirit and intent. Such compliance statements shall generally be required only of employees from the rank of supervisor or section head and higher, unless the nature of work of the employee even if he/she is not a supervisor requires in the discretion of Management the execution of compliance statement when so requested shall be presumed as evidence of a violation of the Conflict of Interest Policy by the employee.
4. Any director, officer or employee violating the Conflict of Interest Policy may be summarily terminated for cause or other wise disciplined at the sole discretion of Management.

(Date Prepared)

PNOG EXPLORATION CORPORATION

Energy Center, Merritt Road
Fort Bonifacio, Taguig, Metro Manila

Gentlemen:

We confirm our receipt of a copy of the Company's "Conflict of Interest Policy" which outlines the norm conduct expected of an employee in dealing with suppliers and/or contractors doing or seeking to do business with Company.

In return for the privilege of being qualified and inducted in your list of acceptable bidders regularly called upon the aforesaid policy and further undertake to do and perform the following in the event we are favored with an award:

"As an independent contractor, we shall exercise extraordinary care and diligence to prevent any actions or allow certain conditions which could result in a conflict with the Company's best interest. Our effort in this regard shall include but not be limited to establishing precautions to prevent our officers, employees, agents from making, receiving, providing or offering gifts, entertainment, loans, payments or other considerations for the purpose of influencing individuals to act contrary to the Company's best interest."

We are prepared to submit to your good selves our annual statement affirming our strict adherence to your policy and our undertaking as hereinabove expressed together with a certification to the effect that to the best of our knowledge and information no violations therefore have been committed by our personnel/agents directly or otherwise during the preceding year.

We trust the foregoing arrangement will be satisfactory for your purpose and look forward to the opportunity of being able to be of service to your firm.

By:

(Signature)

(Authorized Signatory)

(Position)

(Name of Firm and Address)

WARRANTY CLAUSE

As an integral part of this Contract, we hereby warrant that this Company, or any of its officials or representatives has/have not given or promised to give any money or gift to any employees/officials of **PNOC Exploration Corporation** to influence the decision regarding the awarding of this Contract, nor have we exerted or utilized any unlawful influence to solicit or secure this Contract through an agreement to pay a commission, percentage, brokerage or contingent fee. We agree that breach of this warranty shall be sufficient ground for **PNOC Exploration Corporation**, the **Philippine National Oil Company** or its affiliates to deduct, at its/their discretion, such commission, percentage, brokerage or contingent fees from the contract price and drop/delete our Company from PNOC Exploration Corporation list of accredited Contractors without prejudice to our or any person's civil or criminal liability under the Anti-Graft Law and other applicable laws.

Signed:

COMPANY

By:

SIGNATURE

AUTHORIZED OFFICER

POSITION

SUBSCRIBED AND SWORN to before me this ___ day of _____, 2004, Affiant exhibiting me his/her Community Tax Certificate No. _____ issued on _____ at _____.

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