



May 13, 2011

Securities & Exchange Commission

Attn.: Director Justina F. Callangan
Corporation & Finance Department
S.E.C. Building, EDSA
Mandaluyong City

Philippine Stock Exchange

Attn.: Ms. Janet A. Encarnacion
Head - Disclosure Department
4/F PSE Center, Exchange Road
Ortigas Center, Pasig City

Philippine Dealing and Exchange Corporation

Attn.: Ms. Ma. Concepcion Magdaraog
Issuer Compliance and Disclosures Dept.
37F Tower 1, The Enterprise Center
6766 Ayala Ave cor. Paseo de Roxas
Makati City

Gentlemen:

In compliance with the Notice of the Securities and Exchange Commission dated October 20, 2006 implementing Section 38 of the Securities Regulation Code, we are submitting the enclosed Certifications of our independent directors, namely, Jaime C. Laya, Oscar S. Reyes and Francis G. Estrada.

We trust that you will find the foregoing in order.

Thank you.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'S. M. Hermosura'.

SOLOMON M. HERMOSURA
Corporate Secretary

A small, stylized handwritten mark or signature in blue ink, possibly initials.

CERTIFICATION OF INDEPENDENT DIRECTORS

I, Jaime C. Laya, of legal age and a resident of Quezon City, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am an independent director of Ayala Land, Inc.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position	Period of Service
Philippine Trust Company (Philtrust Bank)	Chairman	2004-present
Victorias Milling Company, Inc.	Director	2004-present
Philippine Ratings Services Corporation	Director	2004-present
Philippine AXA Life Insurance Co., Inc.	Director	2005-present
GMA Network, Inc. and GMA Holdings, Inc.	Director	2007-present
Cultural Center of the Philippines	Trustee	2010-present
St. Paul University – Quezon City	Trustee	2002-present
De la Salle University – Taft	Trustee	2005-present
Dual Tech Foundation, Inc.	Chairman	ca. 1998-present
Don Norberto Ty Foundation, Inc.	Chairman	2005-present
Heart Foundation of the Philippines, Inc.	Trustee	ca. 1985-present
CIBI Foundation, Inc.	Trustee	1998-present
Fundación Santiago, Inc.	Trustee	2002-present
Metropolitan Museum of Manila	Trustee	ca. 2004-present
Yuchengco Museum	Trustee	ca. 2007-present
Various family corporations	Chairman/ President	About fifty years
Various non-stock, non-profit corporations	Trustee/ Member	Up to twenty years

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Ayala Land, Inc., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.

4. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code.



5. I shall inform the corporate secretary of Ayala Land, Inc. of any changes in the abovementioned information within five days from its occurrence.


Done, this fifth day of May two thousand and eleven, at Makati City.


Jaime C. Laya

SUBSCRIBED AND SWORN to before me this MAY 05 2011 at MAKATI CITY, affiant personally appeared before me and exhibited to me is Passport No. XX3820603 issued at Manila on May 27, 2009.

Doc. No. 286
Page No. 59
Book No. 1
Series of 2011.




ROBERTO T. ONGSIAKO
Notary Public - Makati City
App. No. 458 until December 31, 2012
Attorney's Roll No. 37041
PTR No. 2669896MB; 01-07-2011; Makati City
IBP Lifetime Roll No. 02163
33rd Floor, Tower One & Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City, Philippines

Notarial DST pursuant to
Sec. 188 of the Tax Code
affixed on Notary Public's copy.

CERTIFICATION OF INDEPENDENT DIRECTORS

I, Francis G. Estrada, Filipino, of legal age and a resident of 45-A South Tower Pacific Plaza, Fort Bonifacio Global City, Taguig City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an independent director of Ayala Land, Inc.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Please see attached Annex "A".		

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Ayala Land, Inc., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.

4. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code.

5. I shall inform the corporate secretary of Ayala Land, Inc. of any changes in the abovementioned information within five days from its occurrence.

Done, this MAY 13 2011 at MAKATI CITY.

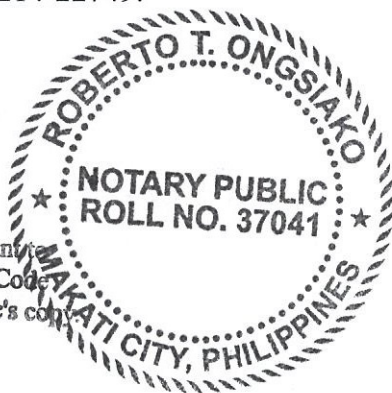



 Francis G. Estrada

SUBSCRIBED AND SWORN to before me this MAY 13 2011 at _____, affiant personally appeared before me and exhibited to me his Social Security System ID No. 03-214-22749.

Doc. No. 351 ;
 Page No. 72 ;
 Book No. 1 ;
 Series of 2011 .

Notarial DST pursuant to
 Sec. 188 of the Tax Code
 affixed on Notary Public's copy.




ROBERTO T. ONGSIAKO
 Notary Public - Makati City
 Appt. No. 458 until December 31, 2012
 Attorney's Roll No. 37041
 PTR No. 2669896MB; 01-07-2011; Makati City
 IBP Lifetime Roll No. 02163
 33rd Floor, Tower One & Exchange Plaza
 Ayala Triangle, Ayala Avenue
 Makati City, Philippines

<u>Institution</u>	Annex “A” <u>Position</u>	<u>Period</u>
Ayala Land, Inc. (“ALI”)	Independent Director	09 April 2008
	Chairman of Compensation Committee	13 April 2011
Clear Air Initiative Center	Director and Member of Compensation Committee	June 2007
Institute of Corporate Directors	Vice Chairman, Fellow and Trustee	2010
Philamlife and General Insurance Co.	Independent Director, Member, Audit, Investment and Governance Committees	May 2006
Rizal Commercial Banking Corporation	Member, Technology Committee	2006
	Member, Board of Advisers	2007
Equity Managers Asia, Inc.	Chairman and Founder	April 1998
De La Salle University	Chairman of the Board of Trustees	September 2005
De La Salle Philippines (DLSP)	Member and Chairman of Investment Committee	September 2006
American Chamber of Commerce	Member	May 2006
Management Association of Commerce	Member	May 2006
Sociedad Espanola de Benificencia	Trustee	January 2005
Maximo Kalaw T. Foundation	Director	2002
Camara Espanola	Member	
Philippine Military Academy (“PMA”)	Chairman of the Board of Visitors (The Board is the equivalent of a Board of Trustees in other universities/educational institutions. This had apparently been inadvertently omitted.)	Since 2008

I, **OSCAR S. REYES**, Filipino, of legal age, and resident of Unit 6 Kasiyahan Homes, 58 McKinley Road, Forbes Park, Makati City, after having been duly sworn to in accordance with the law do hereby declare that:

1. I am an independent director of **Ayala Land Inc**,
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Bank of the Philippines Islands	Director	2003-present
Manila Water Co.	Independent Director	2005-present
Philippine Long Distance Telephone Company	Director	2001-present
SMART Communications, Inc.	Director	2006-present
Manila Electric Co.	SEVP & COO/Director	2010-present
Sun Life of Financial Plans, Inc.	Independent Director	2006-present
Sun Life Prosperity Dollar Abundance Fund, Inc.	Independent Director	2003-present
Sun Life Prosperity Dollar Advantage Fund, Inc.	Independent Director	2003-present
Pepsi Cola Products Philippines, Inc.	Independent Director	2007-present
Basic Energy Corporation	Independent Director	2007-present
Petrolift Inc.	Independent Director	2007-present
Mindoro Resources Ltd.	Director	2002-present
MRL Gold Philippines, Inc.	Chairman	2008-present
Alcorn Gold Resources Corp.	Independent Director	2009-present
Meralco Industrial Engineering Services Inc.	Chairman	2010-present
Meralco Energy, Inc.	Chairman	2010-present
Meralco Powergen Corporation	President/Director	2010-present
Calamba Aero Power Corporation	Director	2011
CIS Bayad Center, Inc.	Chairman	2010-present
Republic Surety & Insurance Co., Inc.	Director	2010-present
Link Edge, Inc.	Chairman	2002-present

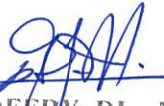
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the **Ayala Land Inc.** as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations;
4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code;
5. I shall inform the corporate secretary of Ayala Land Inc. of any changes in the abovementioned information within five days of its occurrence.

Done this 5th day of May 2011 at Makati City.


OSCAR S. REYES
 Affiant

SUBSCRIBED AND SWORN to before me this MAY 05 2011 day of May 2011, at PASIG CITY, affiant exhibited to me his Passport No. XX2143931 issued on 29 September 2008 in Manila.

Doc. No. 315 ;
 Page No. 64 ;
 Book No. 11 ;
 Series of 2011.


ATTY. GEOFFREY DL. MASANCAY
 NOTARY PUBLIC
 PASIG, PATEROS, TAGUIG AND SAN JUAN
 ISSUED ON APRIL 12, 2010 AT PASIG CITY
 UNTIL DECEMBER 31, 2011
 ROLL NO. 52696 / IBP NO. 844725 / 1/6/11 QUEZON CITY
 PTR NO. 6649595 / 1/12/11 PASIG CITY
 8TH FLOOR LOPEZ BLDG. ORTIGAS AVENUE, PASIG CITY