



May 17, 2010

Securities & Exchange Commission

SEC Building, EDSA, Mandaluyong City

Attention.: Director Justina F. Callangan
Corporation & Finance Department

Philippine Stock Exchange

4/F PSE Center, Exchange Road
Ortigas Center, Pasig City

Attention.: Ms. Janet A. Encarnacion
Head, Disclosure Department

Philippine Dealing and Exchange Corporation

37F Tower 1, The Enterprise Center
6766 Ayala Ave cor. Paseo de Roxas, Makati City

Attention.: Ms. Pilar Recto
Issuer Compliance and Disclosures Dept.

Gentlemen:

We submit herewith the notarized certification of Mr. Oscar S. Reyes of his being qualified to serve as our independent director. On May 14, 2010, we submitted the certification before it could be notarized.

Thank you.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Solomon M. Hermosura', written in a cursive style.

SOLOMON M. HERMOSURA
Assistant Corporate Secretary

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **OSCAR S. REYES**, Filipino, of legal age and a resident of Unit 6, Kasiyahan Homes, 58 McKinley Road, Forbes Park, Makati City, after having been duly sworn in accordance with law, 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 Company	Independent Director	2005-present
Philippine Long Distance Telephone Company	Independent Director	2001-present
SMART Communications, Inc.	Independent Director	2006-present
Sun Life of Financial Plans, Inc.	Independent Director	2006-present
Sun Life Prosperity Dollar Abundance Fund, Inc.	Independent Director	2004-present
Sun Life Prosperity Dollar Advantage Fund, Inc.	Independent Director	2002-present
Pepsi Cola Products Philippines, Inc.	Independent Director	2007-present
Alcorn Gold Resources Corporation	Independent Director	2009-present
Basic Energy Corporation	Independent Director	2007-present
Basic EcoMarket Farms, Inc.	Chairman	2009-present
First Philippine Electric Company	Independent Director	2003-present
Petrolift Inc.	Independent Director	2007-present
Mindoro Resources Ltd.	Director	2002-present
MRL Gold Philippines, Inc.	Chairman	2008-present
Global Resources for Outsourced Workers (GROW), Inc.	Director	2003-present
Link Edge, Inc.	Chairman	2002-present
CEO's Inc.	Director	2000-present

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 change in the abovementioned information within five days from its occurrence.

17 May 2010, Makati City.


OSCAR S. REYES
Affiant

MAY 17 2010

SUBSCRIBED AND SWORN to before me this _____ day of _____, affiant exhibiting to me his Passport No. XX2143931 issued on 29 September 2009 at Manila.

RENAN K. OSERO

Notary Public - Makati City
Appt. No. M-480 until 12-31-2010

Attorney's Roll No. 34567

PTR. No. 2093638MB; 01-07-2010; Makati City

IBP Lifetime Roll No. 06251

33rd Floor, Tower One & Exchange Plaza

Ayala Triangle, Ayala Avenue

Makati City, Philippines

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Series of 2010.

NOTARY PUBLIC
ROLL NO. 34567

Notarial DST pursuant to
Sec. 186 of the Tax Code
affixed on Notary Public's copy.