

M A N I L A

SSHG LAW CENTRE, 105 PASO DE ROXAS,
CITY OF MAKATI, 1226 METRO MANILA, PHILIPPINES
PHONE: (63)(2) 817-0811 TO 70; 817-7201 TO 10
FAX: (63)(2) 817-3896; 817-3145; 817-3567; 818-7562
MAILING ADDRESS: P.O. BOX 4223 CPO 1002 MANILA
E-MAIL: syciplaw@globenet.com.ph (or) sahg@syciplaw.com

C E B U

4TH FLR., KEPPEL CENTER, CARDINAL ROSALES
AVENUE COR. SAMAR LOOP STREET, CEBU
MAGNAKS PARK, 6000 CEBU CITY, PHILIPPINES
PHONE: (63)(32) 233-1211 TO 13; 233-1950; 233-1861
FAX: (63)(32) 233-1682
E-MAIL: sycipceb@gsilink.com (or) syciplaw_cebu@gsilink.com

D A V A O

2ND FLR., ANTHONY BLDG., J. P. LAURRL AVENUE,
BAJADA, 8000 DAVAO CITY, PHILIPPINES
PHONE: (63)(82) 221-3017; (63)(82) 224-3742
FAX: (63)(82) 224-2743
E-MAIL: syciplaw@mozcom.com

ANDRES G. GATMAITAN
ANGELITO C. IMPERIO
LLEWELLYN L. LLANILLO
CIRILO T. TOLOSA
ROBERTO C. SAN JUAN
ANDRES B. STA. MARIA, JR.
RENE Y. SORIANO
RAFAEL A. MORALES
VICENTE B. AMADOR
NELSON T. ANTOLIN
MIA G. GENTUGAYA
EMMANUEL C. PARAS
LOZANO A. TAN
EMMANUEL M. LOMBOS
ROLANDO V. MEDALLA, JR.
DOMINICO C. CASTILLO
JOSE PERPETUO M. LOTILLA
MARILYN A. VICTORIO-AQUINO
DANILO V. ORTIZ
LUISITO V. LIDAN
MARIBVIC G. RAMOS-ANONUEVO
SIMBON KEN R. FERRER
ROCKY ALEJANDRO L. REYES
ALFREDO BENJAMIN S. CACIUNA
JOSE F. JUSTINIANO
DANTE T. PAMINTUAN
MARIA LUISA R. ALDECOA
JOSR MA. G. HOFLINA
JOCELYN I. SANCHEZ-SALAZAR
IMELDA A. MANGIAT
ROSE MARIE M. KING
RICARDO MA. P.G. ONGKIKO
ENRIQUE T. MANUEL
HECTOR M. DE LEON, JR.
LESLIE C. DY
JAIME RENATO B. GATMAYTAN
CARLOS ROBERTO Z. LOPEZ
RAMON G. SONGCO
ANGEL M. SALITA JR.
RAFAEL L. ENCARNACION
ERNESTO S. TAIÑO, JR.
ALAN C. FONTANOSA

ETHELWOLDO B. FERNANDEZ
JUAN C. REYES, JR.
AGNES MAMON-CACANINDIN
Of Counsel

DOMINADOR M.O. CARRILLO
Special Counsel

LILIA B. YANG
Director, Finance & Administration

ALEXANDER SYCIP (1945-75)
LUCIANO B. SALAZAR (1945-91)
BENILDO G. HERNANDEZ (1960-98)

<http://www.syciplaw.com>

SENIOR ASSOCIATES THADDEUS R. ALVIZO • MARIA TERESA D. MERCADO-FERRER • EMMANUEL L. PEÑA, JR. • JOSEPH TRILLANA T. GONZALES
CARINA C. JAFORTEZA • EUNEE MARIE J. MATA-PEREZ • AMER HUSSEIN N. MAMBUAY • MARIETTA A. TIBAYAN • ROMAN T. ROMULO
MA. ELIZABETH T. LORIEGA • VICENTE D. GEROCHI IV • ANTHONY W. DEE • VIDA M. PANGANIBAN • CECILE MARGARET C. SELVAGGIO
ASSOCIATES - JESSICA L. ABRENICA • AMANDA ROSELLE C. ABREKA • JOAN D. ADACI • MARK THURSDAY P. ALCISO • LEANDRO S. AMANTE • FRANCIS JOSEPH H. AMPIL • AMABELLE C. ASUNCION
BEATRIZ S. BAGATSING • PETELOWE S. BALITA • JOSEFINA PAZ ALICIA L. BAUTISTA • MANUEL P. BAUTISTA, JR. • ALEXANDRA VICTORIA G. BENGSON • RODELLE B. BOLANTE
KAREN B. CAPARROS • ANNALISA J. CARLOTA • JEROME PATRICK A. CASTILLO • ELAINA MARIE M. COLLADO • AARON PHILIP B. CRUZ • MARIA CHERELL L. DE CASTRO • MARK ANTHONY C. DE LEON
JOSE ANTONIO V. EVANGELISTA III • ROSALIE F. FACTOR • VALERIE C. FERIA • ADONIS V. GABRIEL • CHARMIAN E. GLORIA • CRISTINA A. GODINEZ • ANTHONY MARK A. GUTIERREZ • AMOR ROSELLA S. HERRERA
ANNA CARMINA S. HERRERA • JEAN C. HUI • JROANNA JASMINE M. JAVIER • NANCY JOAN M. JAVIER • DENNIS D. JUDAN • MONA FRANCOGCA W. KATIGDAK • WINNIE RUTH J. LACANILAO
KRISTINE NINOTSCHEKA P. LACSON • CHRISTINE V. LAO • MARIA ROSARIO TERESA O. LAPUS • JOSIE M. LATUG, JR. • MARY EILEEN J. TUMBONCON-LIZAREAS • JENNIFER L. PASCO-LOMIBAO
VICTORIO H. MACASAIT, JR. • FRANCO NOEL A. MANAIG • JULIENNE CARMEL L. MARIBAO • MARIANNE M. MIGUEL • ALFRED D. MOLO • MARICAR S. MONTANAO • JUNE VER D. MONTECLARO
JAYLA C. OMALIA • ANTONIO RAFA A. ORIGUEÑA • JEAN G. PANTALEON-PALLORINA • BENEDICTO P. PANIGBATAN • NORMA MARGARITA B. PATACSLI • RODOLFO MA. A. PONFERRADA
JESU PAOLO U. PROTACIO • IRENE R. RAON • OREL A. RESEN • RUSSEL M. RODRIGUEZ • SILVIA JO A. SANTO • GIANCARLO B. SAMBALIDO • SARA LEE D. SAN JOSE • GENER C. SANSAB
MYLIN M. SAPIEZA • MARY ROSE S. TAN • GERALDINE V. QUIMOSING-TIU • JANICE C. TAJAN • VINCENT S. TOMANENG • DIOSDADO E. TRILLANA • ANTONIO EUGENIO S. UNGSON • CRISTINA V. DY
MARY ELOISE L. UTCHIAT • PHILBERT E. VARONA • VANESSA RAISSA M. VILLAFUERTE • BEN DOMINIC R. YAP • JOSEBT P. YAP • RIZA FAITH C. YBANEZ • ALBERT VINCENT Y. YU-CHANG • PAULA V. ZAYCO

November 26, 2002

**International Swaps and Derivatives
Association, Inc.**

360 Madison Avenue, 16th Floor
New York, New York 10017
U.S.A.

Ladies and Gentlemen:

**The 1992 ISDA Master Agreements
Enforceability of Close-out Netting**

We refer to our opinion dated January 10, 1997 as last updated on October 25, 2001 (collectively the "Opinion") on the enforceability of close-out netting provisions of the ISDA Master Agreements (as defined in the Opinion).

In this connection, we confirm that, since October 25, 2001, there have been no legislative, administrative or judicial developments in this jurisdiction that could materially and adversely affect the conclusions expressed in the Opinion in respect of the 1992 ISDA Master Agreements (as defined in the Opinion). Moreover, there are no developments pending as a result of which the current regulatory or legal environment in this jurisdiction concerning the enforceability of close-out netting may be expected to change in the foreseeable future.

We wish, however, to update certain citations in our opinion dated January 10, 1997, as follows:

1. Certain provisions of Central Circular No. 102 (1995) and Circular-Letter dated May 30, 1996 (referred to on page 2 of our January 10, 1997 opinion) are now embodied in Section X602 of the Manual of Regulations for Banks and Section 4603Q of the Manual of Regulations for Non-Bank Financial Institutions. The Circular's Annex A appears as Appendix 25 to the Manual of Regulations for Banks and Appendix Q-15 to the Manual of Regulations for Non-Bank Financial Institutions.

2. Section 4 of Circular No. 102 (as quoted on page 7 of our January 10, 1997 opinion) was restated in Subsection X602.2 of the Manual of Regulations for Banks and Subsection 4603Q.2 of the Manual of Regulations for Non-Bank Financial Institutions. These subsections were amended by Section 2 of Circular No. 297 (2001). However, Circular No. 297 retains the requirement that Philippine banks, non-bank financial intermediaries performing quasi-banking functions, and other Central Bank-supervised financial institutions engaging in derivative transactions as end-users must do so for hedging purposes only and not for speculation.

3. The General Banking Act (Republic Act No. 337, as amended) has been repealed and superseded by the General Banking Law of 2000 (Republic Act No. 8791). The provision in Section 19 of the General Banking Act (as quoted on page 10 of our January 10, 1997 opinion) is now restated in the second paragraph of Section 75 of the General Banking Law of 2000. Moreover, the provision of Section 69 of the General Banking Act (cited on page 11 of our January 10, 1997 opinion) now appears as the first paragraph of Section 75 of the General Banking Law of 2000.

The foregoing updates do not materially and adversely affect the conclusions expressed in the Opinion in respect of the 1992 ISDA Master Agreements.

We understand that the list of derivative transactions as set out in Appendix A to the Opinion has been updated to include new transaction types, and the updated list is the one attached as Annex C to your letter to us dated October 21, 2002. In this respect, we confirm that there is nothing in the Opinion that would be changed by the inclusion of such new transaction types.

Very truly yours,


Rafael A. Morales