



CERTIFICATE OF REGISTRATION AND TAX EXEMPTION

SUBIC BAY FREEPORT ENTERPRISE
CERTIFICATE NO. 2001-0042

SEPTEMBER 16, 2007

In accordance with Republic Act No. 7227, known as the Bases Conversion and Development Act of 1992 (the "Act"), the rules and authority bestowed on the Subic Bay Metropolitan Authority ("SBMA") in accordance with Section 12 of the Act, and the Rules and Regulations Implementing the Provisions Relative to the Subic Special Economic and Freeport Zone (the "Implementing Rules"), the SBMA hereby grants the following rights, privileges, and benefits to **GAMMA-F ASIA, INCORPORATED** (the "Company"):

ARTICLE I The Company shall be classified as a Subic Bay Freeport Enterprise, as such term is defined under Section 3, Paragraph G of the Implementing Rules, for the purpose of engaging in the business of development and operation of a business center complex and tourism facilities including those being operated by Freeport Service Corporation (FSC); and import, export and processing of emergency "magic" sandbags and import and export of electronic and telecommunication equipment from Lot 4 Gamma Commercial Complex, Subic Bay Freeport Zone.

ARTICLE II The Company is hereby granted a **PERMIT TO OPERATE** the aforementioned business at the address specified in Article I.

ARTICLE III The Company shall enjoy all the rights, privileges, and benefits established under the Act and the Implementing Rules with regard to the business and the location described above.

ARTICLE IV The Company shall be entitled to tax- and duty-free importation of raw materials, capital equipment, and household and personal items for use solely within the Subic Bay Freeport Zone pursuant to Sections 12(b) and 12(c) of the Act and Sections 43, 45, 46, and 49 of the Implementing Rules. All importations by the Company are exempt from inspection by the *Société Générale de Surveillance* if such importations are delivered immediately to and for use solely within the Subic Bay Freeport Zone.

ARTICLE V This Certificate and the privileges, rights, and benefits hereby granted may be revoked by the SBMA upon five (5) days prior written notice if the Company violates any of the terms and conditions of its lease with the SBMA, the Act, the Implementing Rules, this Certificate, or any customs or tax regulation of the Republic of the Philippines. The Company shall have the burden of showing that their Subic Bay Freeport Enterprise is in compliance with the foregoing laws and regulations.

ARTICLE VI This Certificate is effective from the date set forth above until **September 16, 2008**. This Certificate and the privileges, rights, and benefits hereby granted shall be renewable by the Company so long as the Company is in compliance with the terms and conditions hereof, the Act, and the Implementing Rules.

Armand C. Arreza
ARMAND C. ARREZA
Administrator & CEO