

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER**

1.May 31, 2013.....
Date of Report (Date of earliest event reported)
2. SEC Identification Number11341..... 3. BIR Tax Identification No.000-051-037.....
4.BENGUET CORPORATION.....
Exact name of issuer as specified in its charter
5.Metro Manila, Philippines..... 6. (SEC Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. Universal Re-Building, 106 Paseo de Roxas, Makati City..... 1226.....
Address of principal office Postal Code
8.812-1380 / 751-9137.....
Issuer's telephone number, including area code
9.
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Convertible Preferred Class A	217,061
Common Class A	110,259,787*
Common Class B	66,783,397*

(*) – Net of Treasury Shares of April 30, 2013

Total consolidated outstanding principal debt as of March 31, 2013 – P1.5 Billion

11. Indicate the item numbers reported herein:**Item 9**.....

In compliance with the Notice of the Securities and Exchange Commission (SEC) dated October 20, 2006, hereto are Sworn Certifications of the Company's independent directors, Messrs. Bernardo M. Villegas (Annex "A") and Alberto C. Agra (Annex "B") that they possessed all the qualifications and none of the disqualifications provided for in the Securities Regulation Code (SRC) and its Implementing Rules and Regulations / Company's Manual of Corporate Governance.

Messrs. Bernardo M. Villegas and Alberto C. Agra are the incumbent independent directors of the Company. They continue to remain in office on hold-over capacity until their successors are elected and qualified because in the last annual stockholders' meeting of the Company held on May 30, 2013, no election of directors was held because the Temporary Restraining Order issued by the Supreme Court in 1993 enjoining the holding of election of directors has not been lifted.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BENGUET CORPORATION

Issuer

Date: **May 31, 2013**

REYNALDO P. MENDOZA

Asst. Corporate Secretary
Signature and Title*

* Print name and title of the signing officer under the signature.

CERTIFICATION OF INDEPENDENT DIRECTOR

ANNEX 'A'

I, **BERNARDO M. VILLEGAS**, Filipino, of legal age and a resident of 496 Northwestern Street, Greenhills, San Juan, Metro Manila, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am an independent director of Benguet Corporation.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Benguetcorp Nickel Mines, Inc.	Independent Director	2012 to present
Alaska	Director & Consultant	1999 to present
Insular Life / Transnational Diversified, Inc.	Director & Consultant	1998 to present
Dualtech Foundation	Director	1998 to present
Manila Bulletin	Columnist	1964 to present
Makati Business Club	Director	1981 to 2010
Phinma Foundation	Director	1995 to 2001
Pilipinas Shell Foundation	Director	1995 to 2001
University of Asia and the Pacific	Senior Vice President	2004 to 2006
Center for Research and Communication	Chairman	1995
Philippine Economic Society	President	1972 to 1974
Department of Economics-De La Salle University Manila	Chairman	1964 to 1969
Committee on National Economy & Patrimony	Chairman	1986
Economic Research Bureau	Director	1967 to 1968
Graduate School of Business-De La Salle University Manila	Director	1967 to 1968
Phil. Economic History, National Historical Commission	Director	1969 to 1972
Preparatory Commission for Constitutional Reforms & Constitutional Commission	Member	1999
Productivity Dev. Center-National Economic Council & Program Implementation Agency	Consultant	1968 to 1969

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Benguet Corporation, as provided for in Rule 38 of the Securities Regulation Code.

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 Benguet Corporation of any changes in the abovementioned information within five days from its occurrence.

Done, MAY 02 2013 April 2, 2013 at Makati City.

Bernardo M. Villegas
BERNARDO M. VILLEGAS
 Affiant

SUBSCRIBED AND SWORN to before me this MAY 02 2013 day of April 2013 at Makati City, affiant exhibited to me his Passport #EB4802303 expiring on February 26, 2017 and issued by the Department of Foreign Affairs-Manila

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ATTY. VIRGILIO BASTALA
 NOTARY PUBLIC FOR MAKATI CITY
 APPOINTMENT NO. 15-15
 UNTIL DECEMBER 31, 2014
 ROLL OF ATTORNEY 42246
 HOLD COMPLIANCE NO. 18 - 21854
 ISP NO. 708763 - LIFETIME MEMBER
 PTR NO. 352 - 4328 JAN. 2, 2013
 EXECUTIVE BLDG. CENTER
 MAKATI AVE., COR. JUPITER ST.,

CERTIFICATION OF INDEPENDENT DIRECTOR

ANNEX "B"

I, **ALBERTO C. AGRA**, Filipino, of legal age and with residence at #124th Street, Saint Ignatius Village, Quezon City, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am an independent director of Benguet Corporation.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Balatoc Gold Resources Corp.	Independent Director	2012 to present
Benguetcorp Nickel Mines, Inc.	Independent Director	2012 to present
Forensic Law & Policy Strategies, Inc. or Forensic Solutions	President	Aug. 2010 to present
Sea-Change, Business Mirror	Columnist - Companies/Business Section	April 2009 to present (On leave)
Philippine Ass. of Govt. Corporate Lawyers (PAGCLAW)	Ex-Officio Chairman Board of Trustees	Dec. 2008 to present
Ateneo de Manila University	Professor of Laws, College of Law	Nov. 1993 to present (on leave 1 st semester AY 2010-2011)
Metropolitan Waterworks Sewerage System (MWSS)	Chief Regulator, Officer-In-Charge, Regulatory Office Ex-Officio Trustee, Board of Trustees	Sept. 2007 to June 2008 March 2007 to present
Department of Justice	Acting Secretary	Mar. 2010 to June 2010
Office of the Solicitor General	Acting Solicitor General & Statutory Counsel of the National Govt.	Jan. 2010 to June 2010
Office of the Government Corporate Counsel- Department of Justice.	Government Corporate Counsel	Mar. 2007-Mar. 2010
Statutory Counsel		
Associates in Rural Development, a USAID funded program on local government	Consultant	1997
Workers College, Center for Community Services	Social Development Worker	1983-1985

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Benguet Corporation, as provided for in Rule 38 of the Securities Regulation Code.

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 Benguet Corporation of any changes in the abovementioned information within five days from its occurrence.

Done, April 2, 2013 at Makati City.

APR 2 5 2013



ALBERTO C. AGRA

Affiant

APR 2 5 2013

SUBSCRIBED AND SWORN to before me this ___ day of April 2013 at Makati City, affiant exhibited to me his Driver's License No. NO2-82-007417 expiring on April 3, 2013 and issued by the Land Transportation Office of East Avenue, Quezon City.

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ATTY. VIRGILIO R. BATTALA
 NOTARY PUBLIC FOR MAKATI CITY
 APPOINTMENT NO. 1054
 UPLD, QUEZON CITY
 BY LGU OF MAKATI CITY
 MCLE COM. NO. 1054
 IBP NO. 1054 - 1054
 PTR NO. 1054 - 1054
 EXECUTIVE BLDG. CENTR
 MAKATI AVE., COR. JUPITER ST.)