

UNDERTAKING
(For Qualified Institutional Buyer)

I/We, (Complete Name/s and Position/s of the Institutional Registrant's authorized representative/s), as the authorized representative/s of (Complete Name of Institutional Registrant) (the "Corporation"), with principal office address at (Complete office address of the Institutional Registrant), state that:

1. The Corporation shall refrain from representing itself or dealing in securities as a qualified buyer if, after its registration as a Qualified Institutional Buyer with Unicapital, Inc. (the "**Registrar**"), there are circumstances that disqualify it from enjoying such status, such as, diminution of net worth below the minimum;
2. The Corporation shall not commit any act that constitutes misrepresentation, fraud or deceit under the Securities Regulation Code and its Implementing Rules and Regulations and violations with the provisions of the Anti-Money Laundering Act and its Implementing Rules and Regulations as these shall also be ground for disqualification;
3. The Corporation shall maintain and comply with all the requirements for qualified buyer status during the entire registration period and it shall inform the Registrar immediately upon discovery of non-compliance or breach with the qualification requirements;
4. The Corporation authorizes the representatives of the Securities and Exchange Commission to inspect and examine the documents submitted to the Registrar in relation to my/our application for registration as a Qualified Buyer;
5. The Corporation shall have full responsibility to disclose to the Registrar, Unicapital, Inc., any circumstance that will constitute a basis for disqualification as a Qualified Buyer, as such may rely on the disclosure as basis for determining continuing disqualification.

The Board of Directors of the Company has approved the signing and submission of this undertaking.

Done this ____ day of _____, 20____.

Complete Name of Institutional Registrant

By:

(Complete Name Over Signature
of Authorized Representative)
(Position)

(Complete Name Over Signature
of Authorized Representative)
(Position)