

## STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of BDO Leasing and Finance, Inc is responsible for all information and representations contained in the financial statements for the years ended December 31, 2010 and 2009. The financial statements have been prepared in conformity with Philippine Financial Reporting Standards (PFRS) and reflect amounts that are based on the best estimates and informed judgment of management with an appropriate-consideration to materiality.

In this regard, management maintains a system of accounting and reporting which provides for the necessary internal controls to ensure that transactions are properly authorized and recorded, assets are safeguarded against unauthorized use or disposition and liabilities are recognized. The management likewise discloses to the company's audit committee and to its external auditor: (i) all significant deficiencies in the design or operation of internal controls that could adversely affect its ability to record, process, and report financial data; (ii) material weaknesses in the internal controls; and (iii) any fraud that involves management or other employees who exercise significant roles in internal controls.

The Board of Directors reviews the financial statements before such statements are approved and submitted to the stockholders of the company.

Punongbayan & Araullo, the independent auditors appointed by the stockholders, has examined the financial statements of the company in accordance with Philippine Standards on Auditing and has expressed its opinion on the fairness of presentation upon completion of such examination, in its report to the Board of Directors and stockholders.

Signed under oath by the following:

  
Teresita T. Sy  
Chairperson

  
Georgiana A. Gamboa  
President

  
Rosalisa K. Alindahao  
Comptroller

BDO Leasing & Finance, Inc.  
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MAR 31 2011

QUEZON CITY

SUBSCRIBED and SWORN to me before this \_\_\_\_\_ day of \_\_\_\_\_, 2011 affiant exhibiting to me his/her Social Security Number, as follows:

NAMES	SSS NUMBER
Teresita T. Sy	03-2832705-4
Georgiana A. Gamboa	03-6940728-9
Rosalisa K. Alindahao	03-5894505-3

Doc. No. 286  
Page No. 52  
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**ATTY. JAY T. SORROMEO**  
Notary Public  
Until Dec. 31, 2012  
Att.'s Roll No. 49649  
IBP No. 301241 / 01-03-11, Q.C.  
PTR No. 4560374 / 01-03-11, Q.C.  
TIN: 1361-545-237  
MCEE Compliance III No. **0019579**