

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.
BDO Leasing Centre
Crownhill Gardens, Ortigas Avenue
Quezon City, Philippines
Tel: +63(2) 635 6416
Fax: +63(2) 635 5811, 635 5805, 635 3998

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
Book No. 17
Series of 2011


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**