

Annex X

TERM OF RESPONSIBILITY

[Name of São Paulo Municipal Government's Focal Point] and [name of Biogás' Focal Point], in their respective capacities as duly authorized representatives of the São Paulo Municipal Government and Biogás Energia Ambiental S.A. (BIOGÁS) with respect to the certified reduction of methane gas emissions from the Bandeirantes Landfill Gas to Energy Project and to the São João Landfill Gas to Energy Project in São Paulo, Brazil, registered under the Clean Development Mechanism (CDM) to the United Nations' Kyoto Protocol, do hereby undertake, on an irrevocable and irreversible basis, to adopt, within the time frames and under the conditions set forth in the NOTICE OF INVITATION TO TENDER of the Auction for the Sale of Certified Emission Reductions No. 001/08 (AUCTION NOTICE), any and all necessary measures within their responsibility which may be required under the Kyoto Protocol to transfer the Certified Emission Reductions (CER) (and legal title and ownership thereto) as sold by the São Paulo Municipal Government in the AUCTION to be held by BM&F BOVESPA S.A. – Securities, Commodities and Futures Exchange (BM&FBOVESPA), to the WINNING BIDDER.

To that end, the Undersigned undertake to perform the necessary acts and to prepare the relevant documentation, which shall, upon completion of the AUCTION, be sent to the United Nations. The Undersigned shall also remain responsible for complying with any further requirements that may possibly be made under the Kyoto Protocol until such time as the actual CER and legal title and ownership thereto has been transferred, as per the terms defined in the AUCTION NOTICE.

Place and date

[signatures in the Portuguese version only]

São Paulo Municipal Government

Biogás Energia Ambiental S.A

Witnesses:

Name:
ID Number:

Name:
ID Number: