

**UNDERTAKING PURSUANT TO SECTIONS 6.1 AND 6.4 OF PROPOSED NATIONAL
POLICY 41-201 ("NP 41-201")**

**To: Alberta Securities Commission
British Columbia Securities Commission
Saskatchewan Financial Services Commission, Securities Division
Ontario Securities Commission
New Brunswick Securities Commission
Quebec Securities Commission**

To the extent that the securities legislation in some jurisdictions is ambiguous regarding certain matters set forth in NP 41-201, and in connection with the filing of the Plan of Arrangement of First National AlarmCap Income fund ("the **Fund**") dated May 13, 2005, the Fund hereby undertakes as follows:

- (i) In complying with its reporting issuer obligations, the Fund will treat First National AlarmCap LP and Microtec Enterprises Inc. (collectively, the "**Operating Entities**", individually each an "**Operating Entity**") as subsidiaries of the Fund; however, if generally accepted accounting principles (GAAP) used by the Fund prohibit the consolidation of financial information of the Operating Entity and the Fund, then for as long as the Operating Entity (including any of its significant business interests) represents a significant asset of the Fund, the Fund will provide unitholders with separate audited annual financial statements and interim financial statements, prepared in accordance with the same GAAP as the Fund's financial statements, and related management's discussion and analysis, prepared in accordance with National Instrument 51-102 – *Continuous Disclosure Obligations* or its successor, for the Operating Entity (including information about any of its significant business interests).
- (ii) For so long as the Fund is a reporting issuer, the Fund will take appropriate measures to require each person who would be an insider of any Operating Entity or a person or company in special relationship with the Operating Entity, if such Operating Entity were a reporting issuer, to file insider reports about trades in units of the Fund (including securities which are exchangeable into units of the Fund) and comply with statutory prohibitions against insider trading.
- (iii) The Fund will annually certify that it has complied with these undertakings and file the certificate on SEDAR concurrently with the filing of its annual financial statements.

DATED: May 13, 2005

FIRST NATIONAL ALARMCAP INCOME FUND

Per: _____

Frederic Cote
Chief Financial Officer