

Certification and Agreement of Acquirors of
ADSS Upon Deposit of Shares Pursuant to
Section 2.02 of the Deposit Agreement

Citibank, N.A.
ADR Department
111 Wall Street
New York, New York 10043

Re: Central Costanera S.A.

We refer to the Deposit Agreement, dated as of December 23, 1993 (the "Deposit Agreement"), among CENTRAL COSTANERA S.A. (the "Issuer"), CITIBANK, N.A., as Depositary and Holders and Beneficial Owners from time to time of American Depositary Receipts (the "Receipts") issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. This certification and agreement is furnished in connection with the deposit of Shares and issuance of American Depositary Shares ("ADSS") to be evidenced by one or more Receipts pursuant to Section 2.02 of the Deposit Agreement.

2. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that it acknowledges) that the Receipts, the American Depositary Shares evidenced thereby and the Shares represented thereby have not been and will not be registered under the Securities Act of 1933 (the "Act").

3. We certify that either:

- A. We are a qualified institutional buyer (as defined in Rule 144A under the Act), and at the time of issuance of the American Depositary Shares referred to above, we (or one or more qualified institutional buyers for whose account we are acting) will be the beneficial owner of such American Depositary Shares.

or

- B. We are a broker-dealer acting for the account of our customer; our customer has confirmed to us that it is a qualified institutional buyer and either (i) at the time of issuance of the ADSs referred to above, it will be the beneficial owner of such American Depositary Shares, or (ii) it is acting for the account of a issuance of the ADSs referred to above, will be the beneficial owner of such American Depositary Shares.

or

- C. At the time of issuance of the ADSs referred to above, we will be the beneficial owner of such American Depositary Shares; and we are located outside the United States (within the meaning of Regulation S under the Act) and acquired, or have agreed to acquire and will have acquired, the Shares to be deposited, outside the United States (within the meaning of Regulation S).

or

- D. We are a broker-dealer acting for the account of our customer; our customer has confirmed to us that either (i) at the time of issuance of the ADSs referred to above, it will be the beneficial owner of such American Depositary Shares; and it is located outside the United States (within the meaning of Regulation S under the Act) and acquired, or have agreed to acquire and will have acquired, the Shares to be deposited, outside the United States (within the meaning of Regulation S); or (ii) it is located outside the United States (within the meaning of Regulation S) and is acting for the account of a person located outside the United States (within the meaning of Regulation S) who acquired, or have agreed to acquire and will have acquired, the shares to be deposited, outside the United States (within the meaning of Regulation S) and who, at the time of issuance of the ADSs referred to above, will be the beneficial owner of the American Depositary Shares evidenced thereby.

4. As the beneficial owner of the ADSs, we agree (or if we are acting for the account of another person, such person has confirmed to us that, as the beneficial owner of the ADSs, it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer the Receipts, the American Depositary Shares evidenced thereby or the Shares represented thereby except (a) to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believes) is a qualified institutionally buyer within the meaning of Rule 144A under the Act in a transaction meeting the requirements of Rule 144A, (b) in accordance with Regulation S under the Act, or (c) in accordance with Rule 144 under the Act (if available), in each case in accordance with any applicable securities laws of any state of the United States.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

By: _____
Title: _____

Dated: