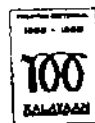




Republic of the Philippines  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
Mandaluyong City



IN THE MATTER OF UNITED  
CAPITAL MANAGEMENT, INC.

SEC ADMIN. CASE NO. 01-02-48  
For: Declaration of Permanency  
of CDO (CED Case No. 01-2612)

COMPLIANCE AND ENFORCEMENT  
DEPARTMENT,

*Movant.*

x-----x

ORDER

Before us is a Motion to declare permanent the Cease and Desist Order ("CDO") dated May 23, 2001 against respondent United Capital Management, Inc. ("Unicap").

Based on the investigation conducted by the Inspection and Surveillance Division of movant Compliance and Enforcement Department ("CED") of this Commission, Unicap appears to have engaged in buying and selling securities without the necessary license to act as broker/dealer and consequently, to have acted beyond the scope of its primary franchise (which granted it the power to merely "sell consumer food products in retail and wholesale"), in violation of Section 28 of the Securities Regulation Code and Section 45 of the Corporation Code of the Philippines, respectively.

In view thereof, the Commission, through CED Director Emilio B. Aquino issued the CDO restraining Unicap from further soliciting/ accepting investments from the public. The CDO further gave Unicap five (5) days from receipt thereof within which to request the Commission to lift the same.

The records show that copies of the CDO was served on and duly received by Unicap through its incorporators-directors, Messrs. Reynaldo B. Beltran and Barnard I. Lausingco, on July 20, 2001 at their respective residences. Thus, Unicap had until July 25, 2001 within which to request the Commission to lift the CDO. No such request was ever received by the Commission up to now.

In view of the foregoing and in order to protect the investing public from fraud and/or grave or irreparable injury that may arise out of or in connection with Unicap's questionable activities, as well as to restore investor confidence in the Philippines as a credible investment destination, the instant Motion is hereby GRANTED.

WHEREFORE, by virtue of the authority vested in the Commission under Section 64 of the Securities Regulation Code in relation to Part 3, Rule I, Article 6 of SEC Circular No. 4, s. 2001, the Cease and Desist Order dated May 23, 2001 is hereby declared PERMANENT. Respondent United Capital Management, Inc., its officers, directors, agents, representatives, conduits, assigns and any and all persons claiming and acting for and in their behalf and under their authority are hereby PERMANENTLY ENJOINED from further soliciting and/or accepting investments from the public.

Respondent is hereby summoned and directed to SHOW CAUSE within fifteen (15) days from receipt hereof why its certificate of registration should not be revoked and why administrative penalties should not be imposed against it for violation of Section 28 of the Securities Regulation Code and Section 45 of the Corporation Code of the Philippines.

SO ORDERED.

Mandaluyong City, Metro Manila.

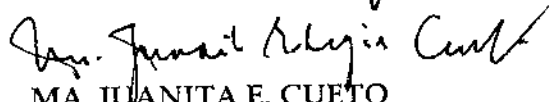
March 14, 2002.

  
LILIA R. BAUTISTA  
Chairman

  
FE ELOISA C. GLORIA  
Commissioner

JOSELIA J. POBLADOR  
Commissioner

  
EDIJER A. MARTINEZ  
Commissioner

  
MA. JUANITA E. CUETO  
Commissioner