

Undertaking

To: Ontario Securities Commission
And To: Alberta Securities Commission
Autorité des marchés financiers
British Columbia Securities Commission
New Brunswick Securities Commission
Nova Scotia Securities Commission
Registrar of Securities, Prince Edward Island
Saskatchewan Financial Services Commission
Securities Commission of Newfoundland and Labrador
The Manitoba Securities Commission

RE: Impax Energy Services Income Trust (the “Trust”)

For as long as the Trust is a reporting issuer, the Trust hereby undertakes to:

- (a) treat Impax Energy Services Master Limited Partnership (“Impax LP”) as a subsidiary of the Trust in complying with its reporting issuer obligations; however, if generally accepted accounting principles prohibit the consolidation of financial information of Impax LP and the Trust, and for as long as Impax LP (including any of its significant business interests) represents a significant asset of the Trust, the Trust will provide unitholders with separate financial statements for Impax LP (including information about any of its significant business interests); and
- (b) take the appropriate measures to require each person who would be an insider of Impax LP, if Impax LP was a reporting issuer, to
 - (i) file insider reports about trades in units of the Trust (including securities which are exchangeable into units of the Trust); and
 - (ii) comply with statutory prohibitions against insider trading
- (c) annually certify that it has complied with this undertaking, and file such certificate on SEDAR concurrently with the filing of its annual financial statements.

Dated the 30th day of May, 2006.

IMPAX ENERGY SERVICES INCOME TRUST,
by its attorney, **IMPAX ENERGY SERVICES LTD.**

Per: Scott D. Delaney
Scott D. Delaney, Director