

NOTA DE CESIÓN

Junio 2 del 2014

Señor

Fernando Banderas

GERENTE

HACIENDA LA MARIA Y ANEXAS MARIANEXAS S.A.

Ciudad.-

De nuestra consideración:

Cúmplenos poner en su conocimiento que, en esta fecha, hemos suscrito la presente carta de cesión, la misma que será efectiva a partir de esta fecha, respecto de acciones emitidas por **HACIENDA LA MARIA Y ANEXAS MARIANEXAS S.A.**

CEDENTE:	APPLE HOLDINGS LLC
NACIONALIDAD:	Estadounidense
NUMERO DE ACCIONES:	3.199
VALOR NOMINAL DE CADA UNA DE LAS ACCIONES:	USD 1.00 (un dólar de los Estados Unidos de América) de valor nominal.
TIPO DE ACCIONES:	Ordinarias
CESIONARIO:	DAIRYOP S.A.
NACIONALIDAD:	Ecuatoriana
TIPO DE INVERSION:	Inversión nacional

El Cedente no se ha reservado derecho alguno sobre las acciones cedidas. De manera particular, el Cedente manifiesta que no retiene ningún derecho social o patrimonial respecto de **HACIENDA LA MARIA Y ANEXAS MARIANEXAS S.A.**, incluyendo pero sin limitarse a recibir dividendos no distribuidos, a reclamar o capitalizar aportes para futuras capitalizaciones, a recibir o reclamar reservas, etc., todos los cuales, sin excepción son transferidos y cedidos a favor del Cesionario. Queda el Cesionario autorizado a notificar esta cesión al representante legal de la compañía.

Mucho agradeceremos a usted se sirva registrar la cesión de acciones. Asimismo, mucho agradeceremos a usted se sirva notificar esta cesión a la Superintendencia de Compañías.

Muy atentamente,

Por el CEDENTE APPLE HOLDINGS LLC 	Por el CESIONARIO DAIRYOP S.A. 
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MARIANEXAS S.A.

Juan de Ascaray E3-53
Telf: 3965-300

Quito, a 6 de junio del 2014

Señores
SUPERINTENDENCIA DE COMPAÑÍAS
Presente

REF: TRANSFERENCIA DE ACCIONES APPLE HOLDINGS A DAIRYOP S.A.

De nuestras consideraciones:

Yo, Pablo Fernando Banderas Valdivieso portador de la cédula de ciudadanía No. 170449944-9, en mi calidad de Gerente y representante legal de la compañía **HACIENDA LA MARIA Y ANEXAS MARIANEXAS S.A.**, me permito certificar que la compañía **APPLE HOLDINGS LLC** accionista de la compañía es de nacionalidad Estados Unidos de America.

Sin otro particular, suscribo con un cordial saludo,

Atentamente,



Pablo Fernando Banderas Valdivieso
GERENTE
REPRESENTENTA LEGAL
HACIENDA LA MARIA Y ANEXAS
MARIANEXAS S.A.

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America
This public document
2. has been signed by **Norman Goodman**
3. acting in the capacity of **County Clerk**
4. bears the seal/stamp of the **county of New York**

Certified

5. at New York City, New York
6. the 9th day of December 2013
7. by Special Deputy Secretary of State, State of New York
8. No. NYC-123493
9. Seal/Stamp
10. Signature



Sandra J. Tailman

Sandra J. Tailman
Special Deputy Secretary of State

**CERTIFICATE OF INCUMBENCY OF
APPLE HOLDINGS LLC**

I, the undersigned, being the duly appointed, qualified and acting Manager of Apple Holdings LLC, a District of Columbia limited liability company (the "Company"),
CERTIFY THAT:

1. The following are the duly appointed, qualified and acting Manager and Officers of the Company at the date of this Certificate:

Manager/Officers:

Name:	Title:
Rashad Wareh	Manager and President
Eric Dorsch	Secretary
Pamela Goldfarb	Assistant Secretary

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incumbency on this 30th day of November, 2013.

Signature: _____

Rashad Wareh, Manager

Acknowledgement and confirmation: I, the duly appointed, qualified and acting Secretary of the Company acknowledge and confirm the above certification.

Signature: _____

Eric Dorsch, Secretary

State of New York)
) ss.
County of New York)



On the
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State of New York)
County of New York,) ss.:

I, NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court of the State of New York, in and for the County of New York, a Court of Record, having by law a seal, DO HEREBY CERTIFY pursuant to the Executive Law of the State of New York, that

whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and qualified to act as such; that pursuant to law, a commission or a certificate of his official character, with his autograph signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, he was duly authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and I believe that such signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal this

DEC 09 2013

FEE PAID \$3.00

County Clerk and Clerk of the Supreme Court, New York County

**CERTIFICATE OF INCUMBENCY OF
APPLE HOLDINGS LLC**

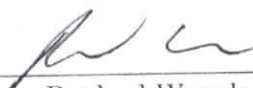
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Eric Dorsch	Secretary
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Signature: 
Rashad Wareh, Manager

Acknowledgement and confirmation: I, the duly appointed, qualified and acting Secretary of the Company acknowledge and confirm the above certification.

Signature: 
Eric Dorsch, Secretary

State of New York)
) ss.
County of New York)



On the 30th day of November in the year 2013, before me, the undersigned, personally appeared Rashad Wareh and Eric Dorsch, personally known to me to be the individuals whose names are subscribed to the within instrument and signed the same in their capacity in my presence, and that by their signatures on the instrument, the individuals, or the persons upon behalf of which the individuals acted, executed the instrument, and that such individuals made such appearance before the undersigned in New York, New York. In witness whereof I hereunto set my hand and official seal


Notary Public

JENNIFER LOUISE LABACH
Notary Public, State of New York
Registration #01LA6242561
Qualified In New York County
Commission Expires June 8, 2015

