

Apostille

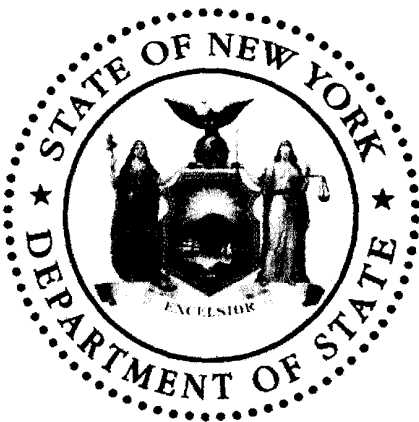
(Convention de La Haye du 5 Octobre 1961)



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, New York
6. the 13th day of December 2010
7. by Special Deputy Secretary of State, State of New York
8. No. NYC-10777711B
9. Seal/Stamp
10. Signature



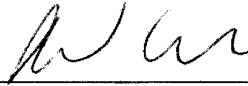
Sandra J. Tallman

Sandra J. Tallman
Special Deputy Secretary of State

AFFIDAVIT

DATE: December 10, 2010

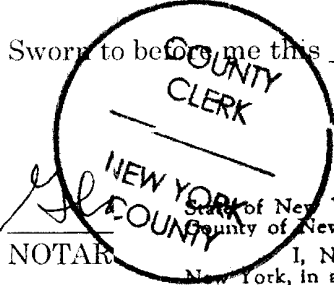
I, Rashad Wareh, state that the foregoing is true original of the Special Power;
(appointment of representative) for Morpho Holdings LLC, that I have in my
possession.



SIGNATURE

STATE: New York }
COUNTY: New York }

Sworn to before me this 10th day of December, 2010.



NOTAR

State of New York }
County of New York, } ss.:

819459

Form 1

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

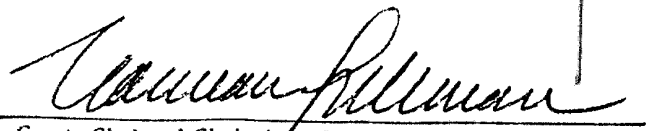
Gladys Izarray

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 13 2010

FEE PAID \$3.00


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

AFFIDAVIT



DATE: December 10, 2010

I, Rashad Wareh, state that the foregoing is true original of the Special Power;
(appointment of representative) for Morpho Holdings LLC, that I have in my
possession.

SIGNATURE

STATE: New York }
COUNTY: New York }

Sworn to before me this 10th day of December, 2010.

Gladys Irizarry
NOTARY PUBLIC

GLADYS IRIZARRY
Notary Public, State of New York
No. 011R6135890, Bronx County
Certificate filed in N.Y. County
Term Expires: October 24, 2013

PODER ESPECIAL

MORPHO HOLDINGS LLC

En su calidad de accionista de las compañías ecuatorianas que se mencionan mas adelante, representada por el señor Rashad Wareh, por este medio otorgo poder a favor del señor

PABLO FERNANDO BANDERAS VALDIVIESO
de nacionalidad ecuatoriana, portador del pasaporte No. 170449944-9

para que el mandatario pueda contestar demandas a nombre de la compañía mandante y cumplir, a nombre de la mandante, las obligaciones establecidas en la Ley de Compañías para las empresas extranjeras accionistas de compañías ecuatorianas, sin que por ello deba entenderse que la mandante será considerada como establecimiento permanente en el país, ni estará obligada a establecerse en el Ecuador, ni a inscribirse en el Registro Unico de Contribuyentes, ni a presentar declaraciones de impuesto a la renta.

El apoderado por ningún motivo será personalmente responsable de las obligaciones de la compañía mandante.

MORPHO HOLDINGS LLC, es accionista de las siguientes compañías:

UNITED MOTORS DEL ECUADOR S.A.
DIVISION AUTOMOTRIZ MORISAENZ S.A.

Yo, Rashad Wareh, apoderado de Morpho Holdings LLC, he firmado y sellado el presente documento el día 9 de diciembre de 2010.

En nombre y representación

MORPHO HOLDINGS LLC

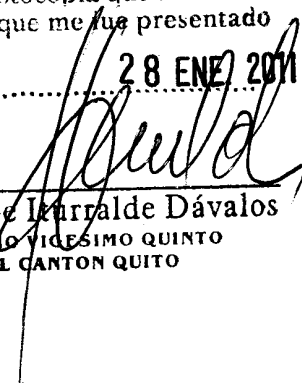


Rashad Wareh

NOTARIA VIGESIMA QUINTA.- En aplicación a la Ley Notarial DOY FE que la fotocopia que antecede está conforme con el original que me fue presentado en: 02 Foja(s): 02

Quito a. 28 ENE 2011




Dr. Felipe Iturralde Dávalos
NOTARIO VIGESIMO QUINTO
DEL CANTON QUITO