



POWER OF ATTORNEY

PODER

KNOW ALL MEN BY THESE PRESENTS that **RWD HOLDINGS, LLC** (hereinafter "the Grantor") a Corporation organized and existing under the laws of United States of America, with registered office at **160 Greentree Drive, 101, Dover, DE 19904, State of Delaware**, in this act represented by its Vice President & General Counsel Mr. Lawrence W. Mitchell, Esq., do hereby constitutes and appoints Dr. Pablo Espinosa Quiroz, Dra. María Alexandra Tufiño Rodríguez and Dra. María Cristina Flores Borja, and each of them individually, its true and lawful Attorneys to perform the following acts in the name of the company and on its behalf:

Sébase por el presente instrumento que **RWD HOLDINGS, LLC** (en adelante, "el Mandante") una sociedad organizada y existente bajo las leyes de Estados Unidos de Norteamérica, con domicilio social en **160 Greentree Drive, 101, Dover, DE 19904, en el Estado de Delaware**, en este acto representado por su Vicepresidente & Asesor Legal General señor Lawrence W. Mitchell, Esq., por la presente constituye y nombra a los doctores Pablo Espinosa Quiroz, María Alexandra Tufiño Rodríguez y María Cristina Flores Borja, y a cada uno de ellos individualmente, como sus apoderados para que lleven a cabo los siguientes actos en nombre de la compañía y en su favor:

1. To carry out any procedure or legal measures and to file any writing, document, petition or form that could be necessary before any and all Ecuadorian government agencies and/or private corporations (including but not limited to, *Contraloría General del Estado, Instituto Ecuatoriano de Seguridad Social, Central Bank, Ministry of Labor and Employment, Superintendencia de Compañías, Servicio de Rentas Internas SRI, etc.*) and before all Ecuadorian commercial and non-commercial organizations.
2. To prepare, sign and file any applications and all kinds of documents, which are required to fulfill the foregoing.
3. The Attorneys will also have the right to substitute or delegate this Power of Attorney, if they consider it necessary and revoke such substitutions and assume powers again if necessary.
4. This Power of Attorney shall not be revoked by any Power of Attorney granted thereafter to a third party unless such revocation is expressly indicated.

1. Para realizar cualquier trámite o diligencia y presentar cuanto escrito, documento, solicitud o formulario que pueda ser necesario ante cualquier Organismo Público y/o privado Ecuatoriano (incluyendo pero sin limitarse a: *Contraloría General del Estado, Instituto Ecuatoriano de Seguridad Social, Banco Central, Ministerio de Trabajo y Empleo, Superintendencia de Compañías, Servicio de Rentas Internas SRI, etc.*) y ante todas las organizaciones comerciales y no comerciales Ecuatorianas.
2. Preparar, firmar y presentar cualquier solicitud y toda clase de documentos que sean requeridos para cumplir lo precedente.
3. Los mandatarios también tendrán la facultad de sustituir o delegar este poder, si lo consideran necesario y revocar tales sustituciones y asumir sus poderes nuevamente si fuera necesario.
4. Este poder no será revocado por otro poder otorgado posteriormente a una tercera persona a menos que tal revocación sea expresamente indicada

Given and signed at / Dado y firmado en Baltimore, Maryland U.S.A.

Date / Fecha 27 January 2010

Signature / Firma

Full name / Nombres completos Lawrence W. Mitchell

Capacity / Cargo Secretary

I hereby certify this to be a complete and true copy of the original document as recorded by me in my fair register of official acts this 28th day of January, 2010
a Notary Public in and for the State of Maryland, USA
in witness hereof I set my hand and official seal.

Cheryl A. Dennis

Notary Public

My commission expires February 17, 2013

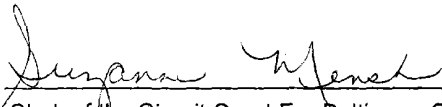


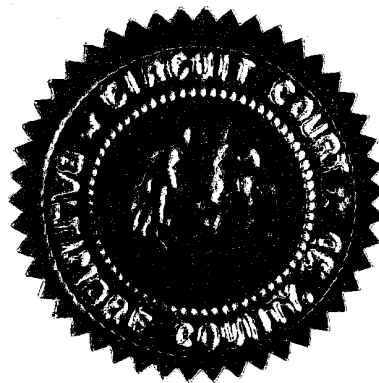


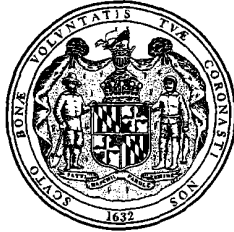
State of Maryland, Baltimore County, to-wit:

I, Suzanne Mensh, Clerk of the Circuit Court for Baltimore County, Maryland, a court of record,
do hereby certify that **CHERYL A. DENNIS**
was a commissioned/appointed and qualified a Notary Public commencing on 02/13/2009 In Testimony

Whereof, I have hereunto set my hand and affixed the seal of the Court this 16th day of February, 2010.


Clerk of the Circuit Court For Baltimore County, Maryland





The State of Maryland

Office of the Secretary of State

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America
This public document
2. has been signed by **Suzanne Mensh**
3. acting in the capacity of **Clerk of the Circuit Court for Baltimore County**
4. bears the seal/stamp of the **Circuit Court for Baltimore County**

Certified

5. at Annapolis, Maryland
6. the **16th day of February, 2010**
7. by The Secretary of State of Maryland
8. Seal



9. Signature

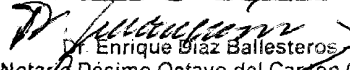
Secretary of State

No. 253716

NOTARIA DÉCIMO OCTAVA DEL CANTÓN QUITO
EN APLICACION A LA LEY NOTARIAL DOY FE que
la fotocopia que ANTECEDE está conforme con el
original que me fue presentado.

En: 3 - Foja(s) Util(es)

Quito, a: 24 FEB. 2010


Dr. Enrique Díaz Ballesteros
Notario Décimo Octavo del Cantón Quito

