



CERTIFICATE

Coats South America Holdings B.V.

The undersigned, Cornelis Johannes Jozefus Maria van Gool, civil law notary (*notaris*) in Amsterdam (The Netherlands), relying on information provided by the Trade Register and without having conducted any further investigation, hereby certifies:

- a. by deed executed on 4 December 2006 before R.D. Bos, civil-law notary (*notaris*), practising in Amsterdam, **Coats South America Holdings B.V.**, a company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*), having its seat in Amsterdam, its address at 1043 BW Amsterdam, Naritaweg 165, hereinafter referred to as: the "**Company**", was incorporated;
- b. in respect of which incorporation of the Company the Dutch Ministry of Justice has advised on 1 December 2006 under number B.V. 1405738 that no objections have become apparent;
- c. the Company is registered with the Trade Register in The Netherlands under number 34261201;
- d. according to the extract received today from the Trade Register:
 - (i) the Company has its registered address at Naritaweg 165, 1043 BW Amsterdam, The Netherlands;
 - (ii) Coats Northern Holdings B.V. is registered as the sole shareholder of the Company, and as such holder of 100% of the issued share capital of the Company;
 - (iii) 1. Roger Bevan;
2. Coats Industrial Thread Limited,
are registered as managing director A (*bestuurder A*) of the Company;
 - (iv) 1. Stefan Boermans;
2. Anna Maria Louise Kuijpers;
3. Trust International Management (T.I.M.) B.V.,
are registered as managing director B (*bestuurder B*) of the Company;
 - (v) according to the extract (and the articles of association of the Company) a member A and a member B acting jointly are authorized to represent the Company;
 - (vi) other than the members of the management board (*bestuur*) as referred to under (iii) and (iv) above there are no legal attorneys empowered to represent the Company registered;
 - (vii) the issued capital of the Company amounts to EUR 18,004.-;
- e. according to articles of association of the Company the objects of the company are:
 - (i) to participate in, to finance, to collaborate with, to conduct the management of companies and other enterprises and provide advice and other services;
 - (ii) to acquire, use and/or assign industrial and intellectual property rights and



- real property;
- (iii) to invest funds;
 - (iv) to provide security for the debts of legal persons or of other companies with which the company is affiliated in a group or for the debts of third parties;
 - (vi) to undertake all that which is connected to the foregoing or in furtherance thereof,
- all in the widest sense of the words.
- f. the objects of the Company as referred under e. above are an informal English translation of the objects as included in the articles of association of the Company.
- Upon the translation efforts have been made to translate as literal as possible; inevitably, differences may occur in translating and if so, the Dutch text of the articles of association of the Company will prevail;
- g. according to the extract:
- (i) no resolution has been filed with the Trade Register concerning the statutory merger (*juridische fusie*) or demerger (*splitsing*) in both cases involving the Company as disappearing entity;
 - (ii) no resolution has been filed with the Trade Register concerning the voluntary liquidation (*ontbinding*) of the Company;
 - (iii) no statement of bankruptcy (*faillissement*) has been filed with the Trade Register.

The undersigned is not aware of any facts or circumstances that would lead to the conclusion that any of the information included in the extract received on the basis whereof this certificate has been prepared is incorrect or no longer valid as from the date hereof.

Amsterdam, 9 October 2009



AC. D. L. O. SEPTIMA
2009.10.09
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APOSTILLE

Convention de La Haye du 5 octobre 1961

1. Country: THE NETHERLANDS
This public document
2. Has been signed by: mr. C.J.J.M. van Gool
3. Acting in the capacity of: civil law notary in
Amsterdam
4. Bears the seal/stamp of:
mr. C.J.J.M. van Gool
Certified
5. At Amsterdam
6. On 9 oktober 2009
7. By the clerk of the Court of Amsterdam
8. No: **033501**
9. Seal/Stamp:

10. Signature
mw. F. El Gueriri



NOTARIO DEL CANTON QUITO, QUITO
De conformidad con lo establecido en el Art. 110
del Código de Procedimiento Civil y en el Reglamento Oficial
564 del 12 de Abril del 2007, y en virtud del Art. 18 de la
Ley Notarial QUITO, ante la cual se ha presentado
es igual al documento presentado ante el suscrito

Quito, a **19 OCT. 2009**

EL NOTARIO

ARIN REGUNDO SEPTIMA
SHAYD Y URSULA Esq.
Dr. Santiago Chacón P.