

STATE OF NORTH CAROLINA



Department of The
Secretary of State



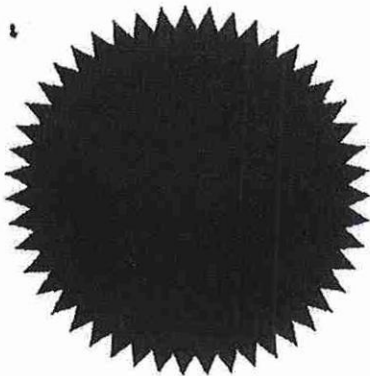
APOSTILLE

(Convention de La Haye 5 octobre 1961)

1. COUNTRY: **UNITED STATES OF AMERICA**
2. This Public Document
has been signed by STEPHAN P. WALTERS
3. acting in the capacity of NOTARY PUBLIC
COMMISSION EXPIRES 11/30/2010
4. bears the seal/stamp of COUNTY OF MECKLENBURG, NORTH CAROLINA

CERTIFIED

5. at Raleigh, North Carolina
6. the 29TH DAY OF DECEMBER, 2008
7. by Secretary of State or Deputy Secretary of State, State of North Carolina
8. No. 31990
9. Seal/Stamp
10. Signature



Clairine J. Marshall
Clairine J. Marshall

Secretary of State

Power of Attorney

Continental Tire North America, Inc., a company duly organized under the laws of The United States of North America, having its main place of business at 1800 Continental Boulevard, Charlotte, NC 28273 herein represented by Mr. George R. Jurch, III in his capacity as Secretary of the Board as evidenced by means of the attached instrument conferring a power of attorney upon Mr. Rafael Marcelo Chico Cazorla, attorney at law, Ecuadorian, having his address at Ciudad de Cuenca, ID Card No. 0100852714; such document grants the most ample and sufficient power to act as follows:

1. To represent his principal under the terms of article 6 and paragraph 3 of article 415 of the Ecuadorian Business Corporations Act, having all powers to perform all actions and execute agreements to be entered into and to be effective at Ecuadorian territory, specially to answer complaints and perform all the obligations assumed;

2. To exercise the rights inherent to his principal as shareholder of Compañía Ecuatoriana del Caucho, S.A., ERCO and any other company having its address in Ecuador in which it participates or owns shares or capital stock, including the authority to represent such companies at the general meetings of partners and shareholders.

3. To purchase shares or stock in companies organized in Ecuador, in such event, the attorney-in-fact shall require written instructions from his principal to perform each transaction;

The attorney-in-fact may substitute this power of attorney in full or in part.

This instrument shall prevail over any prior power of attorney granted to any individual to act on behalf of the company within Ecuadorian territory.

CONTINENTAL TIRE NORTH AMERICA, INC.

By: _____

George R. Jurch, III, Secretary

STATE OF NORTH CAROLINA, COUNTY OF MECKLENBURG

I, Stephani P. Walters, do hereby certify that George R. Jurch, III personally appeared before me and executed the foregoing instrument this 24th day December, 2008.

Poder

Continental Tire North America, Inc., compañía constituida y existente con arreglo a la leyes de los Estados Unidos de Norteamérica, con oficinas principales en 1800 Continental Boulevard, Charlotte, NC 28273 representada por su Secretario del Consejo de Administración señor George R. Jurch, III conforme al documento que se adjunta, por el presente instrumento confiere poder a favor del Dr. Rafael Marcelo Chico Cazorla, abogado, ecuatoriano, domiciliado en la ciudad de Cuenca, con cédula de Identidad No. 0100852714, poder amplio y suficiente, cual en derecho se requiere para lo siguiente:

1. Para que cumpla con las gestiones de representación señaladas en los artículos 6 y numeral 3 del artículo 415 de la Ley de Compañías del Ecuador, esto es con facultades para realizar todos los actos y contratos que hayan de celebrarse y surtir efectos en territorio ecuatoriano, y especialmente para que pueda contestar demandas y cumplir con las obligaciones contraídas;

2. Para que pueda ejercer los derechos que le correspondan a la poderdante como accionistas de las compañías Ecuatoriana del Caucho S. A, ERCO y cualquier otra compañía con domicilio en Ecuador en la que tuviese acciones o participaciones en su capital, inclusive para representarlas en las juntas generales de socios y accionistas.

3. Para adquirir acciones o participaciones en compañías constituidas en Ecuador, en este caso, para cada transacción, requerirá la instrucción escrita del poderdante;

El apoderado podrá sustituir total o parcialmente este poder.

Se revoca y deja sin efecto cualquier otro poder que se hubiere concedido a cualquier persona para que actúe a nombre de la compañía mandante en territorio Ecuatoriano.



Stephani P. Walters

