

SEÑOR NOTARIO:

Sírvase autorizar en el registro de Escrituras Públicas a su cargo, una de la que conste el Poder General que otorga Todd W. Haigh, por los derechos que representa de Kellogg Company, de acuerdo con las declaraciones y cláusulas siguientes:

COMPARECIENTE: Interviene al otorgamiento y suscripción del presente poder general, Todd W. Haigh, nacional de United States of America, de ocupación Assistant Secretary, con domicilio en One Kellogg Square Battle Creek, MI, 49016.

PRIMERA: ANTECEDENTE.- La compañía Kellogg Company es actualmente socia de la compañía de nacionalidad ecuatoriana "Kellogg Ecuador C. LTDA." (ECUAKELLOGG) y, de acuerdo con las disposiciones legales vigentes de la Ley de Compañías, específicamente la reforma expedida por la Asamblea Nacional, publicada en el Registro Oficial 591 del 15 de mayo de 2009, dispone la obligación de tener en la República del Ecuador un apoderado o representante.

SEGUNDA: MATERIA.- Con este antecedente, Todd W. Haigh, por los derechos que representa de Kellogg Company, tiene a bien conferir poder general, amplio y suficiente cuanto en derecho se requiere en favor de la Abogada Marta Quintana de Loaiza, para que pueda actuar a nombre y representación de Kellogg Company, de conformidad con lo dispuesto en la antes mencionada Ley Reformatoria a la Ley de Compañías, así como en lo dispuesto en los artículos 2020 y siguientes del Código Civil ecuatoriano.

En el ejercicio del presente Poder General que otorga Kellogg Company a favor de la abogada Marta Quintana de Loaiza, ésta podrá a nombre y representación de su representada, intervenir en todos los actos y negocios jurídicos, así como comparecer ante cualquier autoridad judicial o administrativa de la República del Ecuador, en defensa de los intereses del mandante, quien atendiendo a la importancia y/o cuantía de tales actos, para los que queda plenamente facultada la mandataria, dará las instrucciones escritas, cuando lo estime pertinente. Si no da tales instrucciones, queda bien entendido que la mandataria o apoderada podrá actuar de acuerdo a su buen criterio y su leal saber y entender.

MISTER NOTARY:

Please authorize the registration in the Register of Public Deeds under your responsibility, one of which establishes the General Power of Attorney granted by Todd W. Haigh on behalf of Kellogg Company, in accordance with the following statements and clauses:

THE APPEARING PARTY: Acting in the authorization and recording of this general power of attorney appears Todd W. Haigh citizen of United States of America, Assistant Secretary, residing at One Kellogg Square Battle Creek, MI, 49016.

FIRST: PREAMBLE.- Kellogg Company is a partner in the Ecuadorian company "Kellogg Ecuador C. LTDA." (ECUAKELLOGG) and, in accordance with the existing provisions of the Companies Act, specifically the amendment passed by the National Assembly, which was published in the Official Registry 591 of May 15, 2009, it has the obligation to have an appointed agent or representative in the Republic of Ecuador.

SECOND: SUBJECT.- According to the Preamble, Todd W. Haigh, acting on behalf of Kellogg Company hereby bestow a general power, broad and sufficient as required by law in favor of Marta Quintana de Loaiza, so she may act on behalf of and represent the rights of Kellogg Company in accordance with the aforementioned law amending the Companies Act, and in accordance with the provisions of Article 2020 et seq. of the Civil Code of Ecuador.

In the exercise of this Power of Attorney granted by Kellogg Company in favor of the Marta Quintana de Loaiza, the appointee may act on the name and on behalf of the principal to intervene in all acts and legal matters, and appear before any judicial or administrative authority of the Republic of Ecuador defending the interests of the principal, depending upon the relevance of such matters and/or acts, the appointee is fully empowered to give written instructions on how to proceed when deemed appropriate. If no such instructions are given, it is well understood that the attorney in fact may act according to the best of her knowledge.

State of Michigan



DEPARTMENT 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:

ANITA L POWERS

3. acting in capacity of:

Michigan Notary Public

4. bears the seal of:

ANITA L POWERS

CALHOUN County, Michigan

CERTIFIED:

5. at Lansing, Michigan

6. the 13th of January, 2010

7. by Secretary of State, State of Michigan

8. NO. 56016-1-172665-OGS

9. Seal/Stamp:



10. Signature:

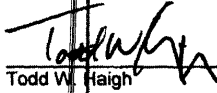
Terri Lynn Land

This certification attests only to the authenticity of the signature of the official who signed the affixed document, the capacity in which that official acted, and where appropriate, the identity of the seal or stamp which the document bears. This certification is not intended to imply that the contents of the document are correct, nor that they have the approval of the State of Michigan.

TERCERA: PLAZO.- El plazo del Poder es de un año. La Apoderada no podrá delegarlo a terceras personas.

Agregue usted, señor Notario, las demás formalidades de estilo para el perfeccionamiento y validez del presente instrumento.

KELLOGG COMPANY.


Todd W. Haigh

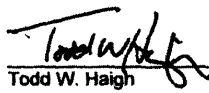
Assistant Secretary

2010/01/12

THIRD: TERM.- The term of this power of attorney is one year. This representation cannot be delegated to third parties.

You may add, Mr. Notary, other formalities for the refinement and manner to ensure the validity of this instrument.

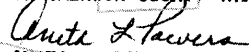
KELLOGG COMPANY.


Todd W. Haigh

Assistant Secretary

1/12/2010

SUBSCRIBED AND SWORN TO BEFORE ME
IN CALHOUN COUNTY THIS 12th DAY OF JANUARY 2010


ANITA L. POWERS
NOTARY PUBLIC

ANITA L. POWERS
Notary Public - State of Michigan
County of Calhoun
My Commission Expires October 31, 2012


G. Fernandez

KELLOGG COMPANY

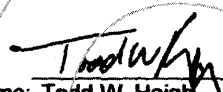
ASSISTANT SECRETARY'S CERTIFICATE

I, the undersigned, Assistant Secretary of Kellogg Company, a corporation organized and existing under the laws of Delaware (the "Company"), under oath declare on behalf of the Company and not in my individual capacity, that:

1. Kellogg Company is a public traded company whose common stock is registered with the US Securities and Exchange Commission ("SEC") and is listed on the New York Stock Exchange.

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of the Corporation this 12th day of January, 2010.

KELLOGG COMPANY

By: 

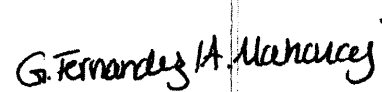
Name: Todd W. Haigh

Title: Assistant Secretary

SUBSCRIBED AND SWORN TO BEFORE ME
IN CALHOUN COUNTY THIS 12th DAY OF JANUARY, 2010.


Anita L. Powers
Notary Public

ANITA L. POWERS
Notary Public - State of Michigan
County of Calhoun
My Commission Expires October 31, 2012



State of Michigan



DEPARTMENT 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:

ANITA L POWERS

3. acting in capacity of:

Michigan Notary Public

4. bears the seal of:

ANITA L POWERS

CALHOUN County, Michigan

CERTIFIED:

5. at Lansing, Michigan

6. the 13th of January, 2010

7. by Secretary of State, State of Michigan

8. NO. 56016-1-172663-OGS

9. Seal/Stamp:

10. Signature:

Terri Lynn Land



This certification attests only to the authenticity of the signature of the official who signed the attested document, the capacity in which that official acted, and where appropriate, the identity of the seal or stamp which the document bears. This certification is not intended to imply that the contents of the document are correct, nor that they have the approval of the State of Michigan.