

The State of Wisconsin

CERTIFIED

**Office of the
Secretary of State**

APOSTILLE

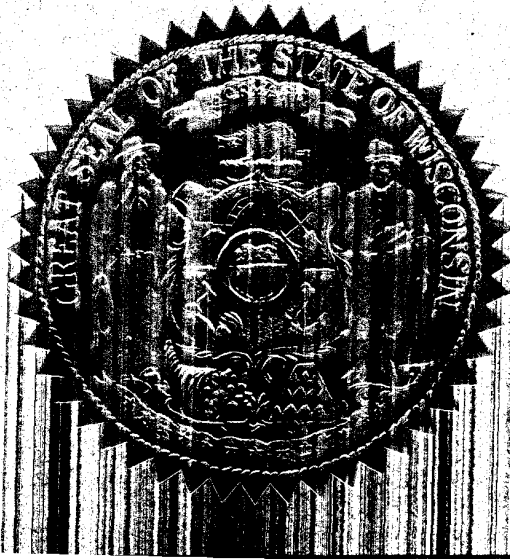
(Convention de La Haye du 5 Octobre 1961)

1. **Country: United States of America**
2. **This public document has been signed by Carol J. Laloggia**
3. **acting in the capacity of Notary Public, State of Wisconsin**
4. **bears the seal/stamp of Notary Public, State of Wisconsin**

CERTIFIED for Ecuador

5. **at Madison, Wisconsin**
6. **August 27, 2010**
7. **by the Secretary of State of Wisconsin**
8. **No. 196821**
9. **Seal/stamp:**

10. **Signature**



Douglas La Follette

**DOUGLAS LA FOLLETTE
Secretary of State**

This Apostille only confirms the authority of the person named in Number 2. It does not mean that the contents of the attached document are correct, or that the Secretary of State approves of the contents.

SPECIAL POWER

We, the undersigned, Johnson Controls Holding Company, Inc., a company duly organized and existing according to the Laws of the United States of America, hereby appoint Mr. Javier Espinoza Suarez, as our duly empowered representative, having the authority to act and to represent our interests in Ecuador, in respect to all of the company's obligations, against the Superintendency of Companies, as well as all that is established in the first paragraph of article 6 of the Company's Law, and in order for the company to fulfill with what is being ordered by Resolution SC.SG.G.09.03 of the Superintendency of Companies, on November 13 of 2009. It is clearly specified that the faculty (power) to represent the company conferring this power, in the enumerated acts is absolute, and therefore this SPECIAL POWER is sufficient in order for the agent to carry out everything expressed, without for no circumstance it could invoke lack, mistake or insufficiency of power. In order to fulfill this commitment, said agent in fact may represent our interests before any authority in Ecuador.

This power will have a duration of 2 years, starting on the day of its signature.

In witness whereof, we stamp our signature this day 20th of August, 2010

NOTARY PUBLIC

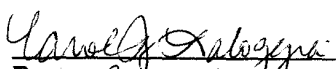
Signature



Name: R. Bruce McDonald

Title: Vice President

SUBSCRIBED AND SWORN TO
before me the 20 day
of August, 2010



By: CAROL J. LALOGGIA
Milwaukee, Wisconsin

My Commission Expires 10-28-2012

CAROL J LALOGGIA
Notary Public
State of Wisconsin

PODER ESPECIAL



Nosotros, los abajo firmantes, Johnson Controls Holding Company, Inc., una compañía legalmente existente y organizada de conformidad con las Leyes de los Estados Unidos de América, designamos como nuestro Apoderado Especial al señor Javier Espinoza Suarez, como representante investido de poder, quien podrá actuar individualmente y tendrá completa autoridad para representarnos en el Ecuador, para cumplir con las obligaciones que corresponden a la compañía para con la Superintendencia de Compañías, así como respecto de lo establecido en el primer inciso del Art. 6 de la Ley de Compañías, y para efectos de cumplir con lo ordenado por la Resolución SC.SG.G.09.03 de la Superintendencia de Compañías, del 13 de noviembre de 2009. Queda claramente especificado que la facultad de representar a la Mandante, en los actos enumerados es absoluta, y por lo tanto, el presente PODER ESPECIAL, es suficiente para que el Mandatario efectúe todo lo expresado, sin que por ninguna circunstancia se pueda alegar falta o insuficiencia de poder.

Para este objeto, el mencionado apoderado está autorizado a representarnos, individualmente, por sí o mediante delegación, ante cualquier autoridad en el Ecuador.

Este poder tendrá una duración de 2 años, contados a partir de la firma del mismo.

En fe de lo cual, se firma y rubrica este documento este día 20 Agosto, 2010.

NOTARIO PÚBLICO

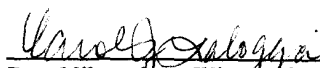
Firma



Nombre: R. Bruce McDonald

Función: Vice President

ABONADO Y JURADO A antes de mí
el día 20 de August, 2010



Por: Milwaukee, Wisconsin CAROL J. LALOGGIA
que Mi Comisión Expira 10-28-2012

CAROL J LALOGGIA
Notary Public
State of Wisconsin