



Quito Motors

10153
ESCANEAR
20/IV/07
17h.

Quito, Abril 10 de 2007

Señores
Superintendencia de Compañías
Presente



Estimados señores:

La Compañía Quito Motors S.A.C.I. con número de expediente 925130 a usted se dirige para comunicar las siguientes transferencias de acciones.

CEDENTE

NOMBRES: Eunice
APELLIDOS: Corriere Vda. De Saá
C.I. o RUC: 170355377-4
NACIONALIDAD: Chilena
VALOR DE CADA ACCION: \$0.004
NUMERO DE ACCIONES: 17.618
VALOR DE CADA ACCION: \$0.01
NUMERO DE ACCIONES: 33.220
TIPO DE INVERSION: Extranjera

CESIONARIO

NOMBRES: Manorfield Overseas Inc.
APELLIDOS:
C.I. o RUC :
NACIONALIDAD: Islas Vírgenes Británicas
VALOR DE CADA ACCION: \$0.044
NUMERO DE ACCIONES: 17.618
VALOR DE CADA ACCION: \$0.01
NUMERO DE ACCIONES: 33.220

Por la favorable atención que se de a la presente, anticipamos nuestro agradecimiento.

Atentamente,

Esteban Alborno V. Vorbeck
Gerente General

OK
Transferencia
registrada
por
17-4-2007

Posee acciones de:
\$ 40-1
\$ 0,004-
\$ 0,01-

Quito:
Av. 10 de Agosto N25-108 y Colón
P.O.Box: 17-01-1218
Telfs: (593-2) 2561-726 / 28 / 29
Fax: (593-2) 2562-244 / 329
E-mail: encontacto@q.motors.com.ec

Agencia Labrador:
Av. 10 de Agosto 7111 y
Av. El Inca
Telfs: (593-2) 3319-157
3319-193 - Telefax: 3319-118

Agencia los Granados:
Av. de los Granados 229 y
Av. Eloy Alfaro
Telfs: (593-2) 3341-179 / 3341-255

Cuenca:
Av. España 7-64
Telfs: (593-7) 2871-955
2871-956 / 2871-957

Santo Domingo de Los Colorados:
Vía a Quevedo Km. 3 1/2
Telfs: (593-2) 3709-135 / 136 / 137
Fax: (593-2) 3709-138

Ibarra:
Av. Mariano Acosta 27175
Telefax: (593-6) 2644-537
(593-6) 2642-294

Ambato:
Av. Atahualpa y Payamino
Teléfono: (593-3) 2850-860
Telefax: (593-3) 2851-696

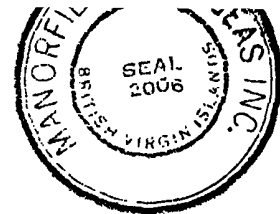
Riobamba:
Av. Gonzalo Dávalos y
Calle Brasil esquina
Telf.: (593-3) 2961-025

Latacunga:
Av. Eloy Alfaro 3221 y
General Montero, esquina
Telf.: (593-3) 2806-261

EUNICE CORRIERE VDA. DE SAA.

CARMEN SAA C. AUGUSTO SAA C.
APODERADOS.

POWER OF ATTORNEY



KNOW ALL MEN BY THESE PRESENTS that MANORFIELD OVERSEAS INC. - BC No.1029865, a company duly incorporated and existing under the laws of the British Virgin Islands, with its registered domicile in P.O. Box 3174, Road Town, Tortola, British Virgin Islands (hereinafter called "the Grantor"), DO HEREBY grant a Power of Attorney, in favour of Augusto Alejandro Saa Corriere of Avda. Coruña 2060, Casa B, Quito, Ecuador, identified herein as the holder of passport number DD 01.116; Rosa María Saa Corriere of Avda. Gonzalez Suarez 1222, Edif. Saturno, Piso 6, Quito, Ecuador, identified as the holder of passport number 1704607140; and María del Carmen Saa Corriere of Coruña 2060, Casa B, Quito, Ecuador, identified as the holder of passport number 1702744796 (the "Attorneys"), acting jointly two of them, to do the following acts and things in the name of and behalf of the Grantor:

1. Subject to the laws of the British Virgin Islands and to the memorandum and articles of association of the Grantor, to transact, manage, carry on, and do all and every business matters and things requisite and necessary, or in any manner connected with or having reference to the business and affairs of the company in any part of the world and for such purposes to conduct all correspondence appertaining to such business and affairs of the Grantor.

2. To perform all the duties of the board of directors and the general administration of all the businesses of the Grantor in any part of the world and of all that may pertain thereto, including all its assets and properties, whether real or personal, movable or immovable, with such general and special authority pertaining to principal and supplementary matters, as may be necessary, being empowered to collect and receive all kinds of products, prices, installments, rents, income, and profits and any sums of money and other such amounts, benefits, effects, securities, and emoluments as may belong to the Grantor under any title or for any reason, present or future.-

3. To purchase real or personal property and real and personal property rights for the Grantor and to freely sell those presently owned by it or in the future, either for cash or by installment, or for any other consideration, and to stipulate such clauses and terms of payment and other clauses and conditions as the Attorney deems appropriate; to lease or rent, as lessor or lessee, property for and of the Grantor, for any period of time, with the authority to freely lease or agree to the registration or non-registration of such leases or contracts in the appropriate registries; evict the tenants or lessees and rescind or request the rescission of such leases or contracts as may have been executed relating to the property of the Grantor.-

4. To purchase for the Grantor, at public auction, judicially or extra-judicially, or at exchanges or other brokerage establishments, or otherwise from any other person or entity all kinds of property and rights, for the consideration and on the terms the Attorney may deem appropriate; being empowered to acquire and purchase, in that manner or otherwise, shares of stock, participating shares, bonds, coupons, mortgages, obligations, securities, promissory notes, drafts, acceptances, bills of exchange and evidences of indebtedness issued or created by other corporate companies or associations, whether public, private, or municipal, or of any other corporate entity, or issued by any state, province, municipality, city, or political subdivision of any country.-

5. To open a checking account, a saving account and any other accounts, in the name of the Grantor, with banks, firms, private persons, or other entities being authorized to take and accept all kinds of deposits therein, as well as to withdraw, without any limitation as to amount, all funds appearing in the name of the Grantor in any banks, firms, private parties, or other entities by means of orders for payment or checks being authorized for that purpose and any other purpose, to draw and issue all kinds of orders for payment or checks and to draw, accept, protest, and pay bills of exchange, drafts, orders for payment, checks, promissory notes, and other orders for the payment of money, as well as all kinds of negotiable or transferable instruments.-

6. To perform all such acts and sign and execute all such contracts and documents of any kind as may be necessary in order to carry on the business of investment, agency, shipping, importation, exportation, insurance, banking and any other business in which the Grantor engages in or may engage in.-

7. To lend or borrow any amounts in currency or fungible goods, with or without interest, with authority to agree to and establish, on property of the Grantor, such mortgages, pledges or any other kind of security as the Attorney may deem appropriate, and to transfer, assign, and accept the security which may be established in favor of the corporation, with authority to assign, postpone, extend, modify, subrogate, pay and or consent to the assignment, postponement, extension, modification, subrogation, payment and cancellation of any other security.-

8. To enter into, execute and perform all such agreements and contracts as may be necessary for the financing of other enterprises, and also to organize, constitute, reorganize, and assist financially or otherwise any corporations, partnerships, unions, regular collective corporations, and associations of all kinds; and also to enter into, execute and perform all such agreements and contracts as may be necessary in order to

underwrite, subscribe and endorse bonds, shares of stock, securities, obligations, promissory notes or certificates of indebtedness of any company, entity, corporation, syndicate, partnership, or associations.-

9. To file all kinds of declarations, requests or petitions before financial or fiscal authorities, to pay contributions, taxes, fees and appointments of all kinds, whose payment is to be made by the Grantor, as well as annuities, mortgages and other encumbrances and liabilities on properties belonging to the Grantor, totally or partially.-

10. To open offices for the Grantor in any part of the world and to appoint, remove, suspend, discharge and dismiss all kinds of employees and fix their salaries and remuneration.-

11. To confer and execute judicial powers of attorney and powers of attorney for lawsuits, general or special, in favor of attorneys, solicitors or agents, with such authority as the Attorney may deem appropriate, and to revoke those which the Attorney may have conferred; provided that, without prejudice to this authority, the Attorney in fact may exercise directly, or otherwise delegate to others, the legal representation of the Grantor, appearing or becoming parties to, on its behalf all kinds of suits or proceedings, matters and actions, whether civil, criminal, administrative, or contentious-administrative, in which the Grantor may have an interest, either as defendant, plaintiff, respondent, intervener, creditor, or complainant, accused or accuser in criminal cases, or in any other capacity, with authority, for such purposes, to appear before all kinds of courts, tribunals, and judicial officers or bodies of any state, province, or municipality or of any political subdivision of any country; with authority likewise to exercise said representation, in the name of the Grantor, before any and all of the offices and departments of the Executive and Legislative Branches of any jurisdiction, state, province, municipality, or political subdivision of any country, having power to revoke these Powers of Attorney.-

12. To sell, exchange, transfer, pledge, mortgage, to give in antichresis or trust and in general, to dispose of or to encumber in any manner any property of the Grantor, whether movable or immovable, corporeal or incorporeal, as well as to guarantee the obligations of third parties.

13. The Powers hereby granted to the Attorney by the Grantor shall endure and be irrevocable for an indefinite period until the Powers are duly revoked by the Grantor by means of any other instrument.

151 REPUBLICA de PANAMA
1243 * TIMBRE NACIONAL *
2826



2006.00

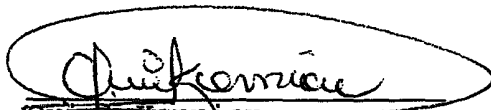
05 02 07 p.s. 1061

The Grantor hereby ratifies and confirms and agrees to ratify and confirm whatsoever the Attorney shall do or propose to do by virtue of this Power of Attorney including in such confirmation whatever shall be done between the time of revocation of this Power of Attorney and the time the revocation is known to the said attorney.

The Power of Attorney shall be governed by and construed in accordance with the laws of the British Virgin Islands.

DATED the 27th day of January 2007.

IN WITNESS WHEREOF the
Common Seal of
MANORFIELD OVERSEAS INC.
was hereunto affixed
in the presence of:


Oriel Kennion

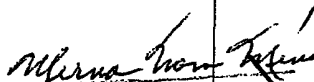
DATED: 27th day of January, 2007.

Yo, Lic. Raúl Iván Castillo Sanjur, Notario Público Tercero de
Circulo de Panamá, con cédula No. 4-157-725

CERTIFICO:

Que dada la certeza de la identidad de (las) persona(s) que
firmó(firmaron) el presente documento, su(s) firma(s) es(son)
auténtica(s) (ART 1736 C.C. Ari. 835 C.I.)

Panamá, 27. 1. 2007


TESTIGO


TESTIGO


Lic. Raúl Iván Castillo Sanjur
Notario Público Tercero

35-B

*El infrascrito funcionario de
Legalizaciones del Ministerio de
Relaciones Exteriores debidamente autorizado
para este acto*



CERTIFICA:

Que la firma que antecede y que dice:

RAUL IVAN CASTILLO SANJUR

es auténtica del funcionario que el día 5
de **FEBRERO** *año* **2007**
ejercía el cargo de **NOTARIO PUBLICO TERCERO**
DEL CIRCUITO DE PANAMA

Panamá 6 *de* **FEBRERO** *año* **2007**
132455/B *Autenticación Nº* **35/MC**

Firma del funcionario

Jorge P. Torregroza

Firma Autorizada

**DEPARTAMENTO DE AUTENTICACIÓN Y LEGALIZACIÓN
MINISTERIO DE RELACIONES EXTERIORES**

*Este Ministerio no asume responsabilidad en cuanto al contenido
del documento.*

Panamá,

Fernando Altamirano B.
Encargado
De Las Funciones Consulares

**(La presente Autenticación no se refiere al contenido
del presente documento, sobre cuyo texto no asume
responsabilidad alguna este Consulado).**

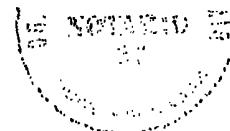


NOTARIA
IGESIMA- SEPTIMA

Dr. FERNANDO POLO ELMIR



1		VISTO BUENO
2		21 NOV 2001
3		DEPARTAMENTO LEGAL
4		SUCURSAL QUITO
5	PODER GENERAL	BANCO DEL PACIFICO S.A.
6	SRA. EUNICE CORRIERE VDA. DE SAA	
7	A FAVOR DE	
8	SR. IGNACIO PONCE PALACIOS	
9	CUANTIA INDETERMINADA	
10	DI COPIAS	
11		
12		
13	En la ciudad de Quito, capital de la República del	
14	Ecuador, hoy día Jueves siete (7) de Mayo de mil	
15	novecientos noventa y ocho, ante mí, doctor FERNANDO	
16	POLO ELMIR, Notario Vigésimo Séptimo del cantón	
17	Quito, comparecen, por una parte, por sus propios	
18	derechos, la señora Eunice Corriere viuda de Saa,	
19	chilena, domiciliada en Quito, plenamente capaz para	
20	contratar, quien en adelante será referida como "la	
21	Mandante". Por otra parte, por sus propios derechos,	
22	concorre el señor Ignacio Ponce Palacios,	
23	ecuatoriano, casado, vecino de la ciudad de Quito,	
24	plenamente capaz en derecho, quien en adelante será	
25	referido como "el Apoderado".- Los comparecientes son	
26	mayores de edad, domiciliados en esta ciudad capital,	
27	legalmente capaces para contratar y obligarse, a	
28	quienes de conocerles doy fe; y, dicen: Que eleve a	

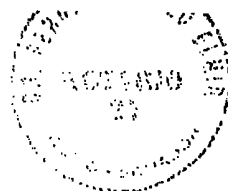


1 cualquier monto, ante cualquier institución bancario-
2 financiera nacional o del exterior; para que, en
3 general, gestione y administre todos los negocios de
4 la Mandante dentro de los términos establecidos en
5 este documento. El Apoderado requerirá autorización
6 escrita de la Mandante para cualquier acto o contrato
7 que suponga el gravamen o la enajenación de bienes
8 inmuebles de propiedad de ésta. No obstante, la
9 enumeración de facultades confiadas al Apoderado que
10 ha sido consignada en esta cláusula, no supone
11 ninguna restricción taxativa de tales atribuciones.
12 Sin perjuicio de ello, para los asunto que no han
13 sido expresamente regulados a través de este
14 instrumento, las partes resuelven someterse a las
15 disposiciones recogidas en el Título Veintisiete del
16 Libro Cuarto del Código Civil de la República del
17 Ecuador, así como a todas las normas subsidiarias que
18 resultaren al efecto aplicables. CUARTA: SUSTITUCIÓN,
19 DELEGACIÓN y REVOCATORIA DEL PODER.- El Apoderado
20 podrá sustituir o delegar total o parcialmente este
21 poder en una persona de su confianza, previa
22 autorización escrita de la Mandante. El Apoderado
23 podrá asimismo revocar o anular cualquier delegación
24 de este poder, en cualquier momento; sin embargo, la
25 Mandante se reserva el derecho de revocar en
26 cualquier tiempo, sea el poder otorgado mediante este
27 contrato, sea las sustituciones o delegaciones
28 realizadas por el Apoderado. Todos y cada uno de los

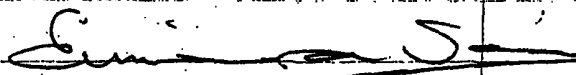


NOTARIA
ESIMA SEPTIMA

Dr. FERNANDO POLO ELMIR

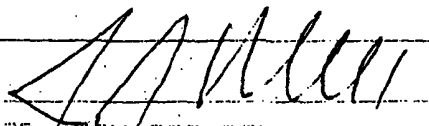


Colegio de Abogados de Quito, con matrícula número
cuatro mil cuatrocientos sesenta y dos).- Para la
celebración de la presente escritura se observaron
todos los preceptos legales del caso; y, leída que
fue a los comparecientes íntegramente por mí, el
Notario, se ratifican en todo lo dicho y para
constancia firman conmigo en unidad de acto de todo
lo cual doy fe.



170355377-4

SRA. EUNICE CORRIERE VIUDA DE SAA

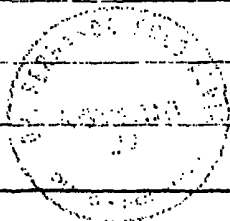


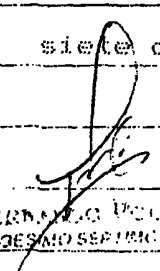
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SR. IGNACIO PONCE PALACIOS

El Notario (firmado) Doctor Fernando Polo Elmir,
Notario Vigésimo Séptimo.- (hay un sello).

Se otorgó ante mí y, en fe
de ello confiero esta TERCERA copia certificada,
sellada y firmada, en Quito, a siete de mayo de mil
novecientos noventa y ocho.




DR. FERNANDO POLO ELMIR
NOTARIO VIGÉSIMO SÉPTIMO DEL CANTÓN

DENTIDAD

170355377-4

EUNICE CORRIERE VALDEZ
8 DE SEPTIEMBRE DE 1.929

VALPARAISO CHILE

EXT. ... 70656

QUITO PICHINCHA 1.941 DEXT.



Eunice de S...

C/L AUGUSTO SAA

SECUNDARIA

Q/ DEXT. 1005

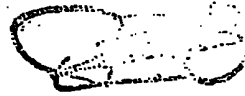
ANTONIO CORRIERE

BERTHA VALDEZ

QUITO 1.991- 39- 30

HASTA MUERTE D SU TITULAR .sp.

0152236



CIUDADANIA 170274477-4
SAA CORRIERE MARIA DEL CARMEN
PICHINCHA/QUITO/SONIALEZ SUAREZ
05 DE ABRIL 1957
065- 0177 03228 F
PICHINCHA/QUITO
SONIALEZ SUAREZ 1957



CIUDADANIA 170274477-4
SAA CORRIERE MARIA DEL CARMEN
PICHINCHA/QUITO/SONIALEZ SUAREZ
05 DE ABRIL 1957
065- 0177 03228 F
PICHINCHA/QUITO
SONIALEZ SUAREZ 1957

[Signature]



REPUBLICA DEL ECUADOR
MINISTERIO GENERAL DE REGISTRO CIVIL
IDENTIFICACION

CIUDADANIA 170274477-4

SAA CORRIERE MARIA DEL CARMEN
PICHINCHA/QUITO/SONIALEZ SUAREZ
05 DE ABRIL 1957
065- 0177 03228 F
PICHINCHA/QUITO
SONIALEZ SUAREZ 1957

M. del Carmen Saa Corriere

065- 0177 03228 F

03/10/2014

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03/10/2014

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03/10/2014



EDUCACIONAL *****

CIUDADANIA 170274477-4

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PICHINCHA/QUITO
SONIALEZ SUAREZ 1957

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03/10/2014



REPUBLICA DEL ECUADOR
 DIRECCION GENERAL DE REGISTRO CIVIL, IDENTIFICACION Y CENSALACION
 CIUDADANIA No. 170527621-8
 SAA CORRIERE AUGUSTO ALEJANDRO
 01 DICIEMBRE 1.942
 EICHINCHI/QUITO/GONZALEZ SU
 IDENTIFICACION 01 1 134 0040
 EICHINCHI/ QUITO PAS ACT.
 GONZALEZ SUAREZ 63

ECUATORIANA***** E433312222
 CASADO MONICA ALICIA ESPINOSA RAMOS
 SECUNDARIA EMPLEADO PRIVADO
 NUESTRO SAA
 NUESTRO CORRIERE
 QUITO/ PUEBLO 14/10/96
 12/10/2003
 494391

400026

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OBSERVACIONES/REMARKS/OBSERVATIONS

PLAZA DE LA
INDEPENDENCIA

3



Fecha de expedición de la
Fecha de expedición de la
Fecha de expedición de la

04/07/2002

05/04/1957
QUITO

04/07/2009

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D. JESUS SANCHEZ
DIRECTOR GENERAL DE DOCUMENTACION DE BOLE
NACIONALES Y REGIONALES SERENOS

