



Clermont Ferrand le,

Mr.  
Carlos Salazar  
**PBP Representaciones Cia. Ltda.**  
Av. República de El Salvador No. 1084  
Centro Comercial Mansión Blanca, local 16  
Quito - Ecuador

Re: HOLD SAFE AND HARMLESS COMMITMENT

Dear Carlos,

In consideration of having accepted to act as attorney in fact of Syndicat Mixte des Transports en Commun de l'Agglomération Clermontoise (SMTC-AC) (hereinafter the "Company") in Ecuador, we agree to hold Pérez Bustamante & Ponce Abogados and/or PBP Representaciones Cia. Ltda., its legal representatives, attorneys and personnel and their assets, rights, and/or properties located in Ecuador or abroad harmless from:

- i. Any and all damages and liabilities which may hereafter result as a consequence of any actions or omissions within the scope of its authority, or what you reasonably believe to be its authority, as the Company's attorney in fact in Ecuador; or,
- ii. For any liabilities of the Company or claims, lawsuits, arbitrations, or any kind of legal action of third parties against the Company which may be asserted or enforced against Pérez Bustamante & Ponce Abogados and/or PBP Representaciones Cia. Ltda., its legal representatives, attorneys and personnel and their assets, rights, and/or properties located in Ecuador or abroad, as a result of being or having been the Company's attorneys in fact in Ecuador.

Pérez Bustamante & Ponce Abogados and/or PBP Representaciones Cia. Ltda. will only send documents, letters or petitions to the Government of Ecuador







Once there have been previously approved in writing by his President Serge GODARD.


The above mentioned indemnities shall not apply whenever: (i) Pérez Bustamante & Ponce Abogados and/or PBP Representaciones Cia. Ltda. performs any activity which has not been authorized by the Company, unless it can be considered a normal and customary activity performed in the Company's normal course of business for which Pérez Bustamante & Ponce Abogados and/or PBP Representaciones Cia. Ltda. has a general authorization; or (ii) Pérez Bustamante & Ponce Abogados and/or PBP Representaciones Cia. Ltda. acts with gross negligence or willful misconduct.

The obligation to represent the Company shall be, for all intended purposes, considered as a fiduciary duty.

SMTC-AC will pay any reasonable attorneys' fees and other costs as may be necessary to defend Pérez Bustamante & Ponce Abogados and/or PBP Representaciones Cia. Ltda., its legal representatives, attorneys and personnel, and their assets, rights, and/or properties located in Ecuador or abroad, including all necessary efforts to keep them and their assets free from any injunction or lien, including relocations of attorneys if necessary.

Yours sincerely,

By

  
Le Président du Syndicat Mixte  
des Transports en Commun de  
l'Agglomération Clermontoise

By

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\_\_\_\_\_

REÇU A LA PREFECTURE  
DU PUY-DE-DOME

29 MARS 2013

ARRONDISSEMENT DE CLERMONT-FERRAND





**APOSTILLE**  
(Convention de La Haye du 5 octobre 1961)  
**REPUBLIQUE FRANÇAISE**      **EQUATEUR**

1. République française  
Le présent acte public  
2. a été signé par *Néant*  
3. attesté en qualité de *Préfecture Ray de Dome -*  
*Préfecture Ray de Dome*  
*Arrondissement Clermont-Fd*

4. **RIOM**  
5. le **29 MARS 2013**  
6. par le Procureur général près la Cour d'appel de **RIOM**

8. sous n° *910/2013* (*2 pages*)  
9. Sceau :  
10. Signature :   
**Avocat Général**



**AVERTISSEMENT**  
"L'Apostille confirme seulement l'authenticité de la signature, du sceau ou timbre sur le document. Elle ne signifie pas que le contenu du document est correct ou que la République française approuve son contenu."