



February 20, 2014

City of Columbus
Attention: Jaunita Satala, PE
910 Dublin Road
Columbus, OH 43215

Re: Contract, dated January 1, 2014, between Advanced Control Systems and City of Columbus, Department of Public Utilities, Division of Power and accompanying Purchase Order and Contract, dated September 23, 2013, between City of Columbus and Advanced Control Systems, Inc. and accompanying Purchase Order (collectively, the "Agreement")

Mr. Satala:

As a valued customer and partner of Efacec ACS, Inc. (the "Company"), I would like to provide you with important news regarding a pending change in ownership of the Company. The Buyer, Advanced Control Systems, Inc. ("ACS"), is part of a portfolio of utility related companies controlled by a U.S.-based private equity fund. As the Company will no longer be part of the Efacec Group, our name at the time of the ownership change will officially change to Advanced Control Systems, Inc. - one that has been synonymous with innovative solutions and outstanding service to the utility automation industry for more than 38 years. The Buyer is known and respected in this space, and ACS will continue to reinforce its capabilities to deliver outstanding service to its clients.

Due to the conditions expressed in the referred Agreement, we are writing this letter to obtain your consent to its assignment and transfer.

As such, Efacec ACS, Inc. (the "Company") desires to sell, convey, assign, transfer and deliver substantially all of the assets of the Company to Advanced Control Systems, Inc. ("Buyer") pursuant to that certain Asset Purchase Agreement (the "Purchase Agreement") by and among Buyer, the Company, Gary Ockwell and Efacec Capital, S.G.P.S., S.A (the "Transaction").

Pursuant to the terms of the Purchase Agreement, the Agreement has been identified as an agreement which is to be transferred and assigned to Buyer. Upon consummation of the Transaction, the Company will assign its rights and delegate its obligations under the Agreement to Buyer, whereby the Company will no longer be a party to the Agreement and, instead, Buyer will replace the Company as a party to the Agreement (we refer to this assignment in this letter as the "Assignment").

Accordingly, we would be grateful for your consent to the Assignment and acknowledgement that you will continue to perform your obligations under the Agreement, which will remain in full force and effect with the same rights and obligations under the Agreement as existed prior to the Transaction, on behalf of Buyer. By signing below, you hereby (i) consent to the Assignment and waive prior notice requirements, if any, for all purposes under the Agreement, (ii) acknowledge and agree that neither the



Assignment nor the Transaction shall be deemed a breach of the Agreement or otherwise give you the right to terminate the Agreement, and (iii) agree to continue to perform your obligations under the Agreement on behalf of Buyer as described in this letter and as otherwise in accordance with the terms and conditions of the Agreement. If the Transaction is terminated, this consent and acknowledgement will be of no force and effect.

Please indicate your consent and acknowledgement of the foregoing by signing this letter where indicated below and returning one fully executed original to the following address (signed counterparts delivered via confirmed facsimile or emailed in .pdf or similar scanned image format will suffice).

Efacec ACS, Inc.
2755 Northwoods Parkway
Norcross, Georgia 30071
Attention: Cristiane Kruger

We would greatly appreciate your immediate attention and response to this letter. If you have any questions with respect to this matter, please do not hesitate to direct them to Jose Barbosa by email at jose.barbosa@efacec.com or by phone at 770-446-8854.

Best Regards,

Efacec ACS, Inc.

By: 
Name: Jose Barbosa
Title: Chief Executive Officer

CONSENTED TO AND ACKNOWLEDGED:

City of Columbus

By: _____
Name: _____
Title: _____
Date: _____

Request for Taxpayer Identification Number and Certification

Give Form to the requester. Do not send to the IRS.

Name (as shown on your income tax return)

Advanced Control Systems, Inc.

Business name/disregarded entity name, if different from above

Check appropriate box for federal tax classification:

Individual sole proprietor C Corporation S Corporation Partnership Trust/estate

Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶

Other (see instructions) ▶

Exemptions (see instructions)

Exempt pages code (if any)

Exemption from FATCA reporting code (if any)

Address (number, street, and apt. or suite no.)

2755 Northwoods Parkway

City, state, and ZIP code

Norcross, GA 30071

List account number(s) here (optional)

Requester's name and address (optional)

Print or type
 See Specific Instructions on page 2.

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see how to get a TIN on page 3.

Note: If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number

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Employer identification number

4	6	-	4	5	7	4	4	6	2
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Part II Certification

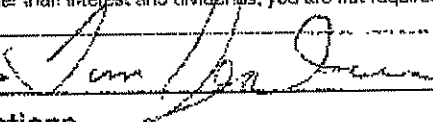
Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- I am a U.S. citizen or other U.S. person (defined below), and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign Here

Signature of U.S. person



Date **3-11-14**

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. The IRS has created a page on IRS.gov for information about Form W-9, at www.irs.gov/w9. Information about any future developments affecting Form W-9 (such as legislation enacted after we release it) will be posted on that page.

Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, payments made to you in settlement of payment card and third party network transactions, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued).
- Certify that you are not subject to backup withholding, or
- Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the

withholding tax on foreign partners' share of effectively connected income, and

- Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct.

Note. If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1448 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1448 require a partnership to ensure that a partner is a foreign person, and pay the section 1448 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1448 withholding on your share of partnership income.