



**QUARTERLY REPORT
2Q2015**

Red de Carreteras de Occidente, S.A.B. de C.V.

Relevant events during the period.

- During 2Q2015, total toll and other concession revenues increased by 10.41% compared to 2Q2014.
- By ordinary general meetings held on February 9th and May 12th 2015, RCO shareholders approved reductions to the variable portion of the Capital previous recommendation by its Board of Directors, for MXN \$1,350.0 million and MXN \$2,208.0 million respectively. Derived from the foregoing, on June 10th 2015, MXN \$300.0 million were paid as cash distribution in proportion to all RCO shareholders and in the case of Series "B" shares through Indeval.

Audited consolidated Financial Information for 2Q2015 and 2014.

Revenue, Income from operations and EBITDA						
(MXN million)	2Q2015	2Q2014	% Var	Cumulative		
				2015	2014	% Var
Total toll and other concession revenues ¹	1,543.7	1,398.2	10.41%	3,034.1	2,735.8	10.90%
Construction revenues	66.6	96.0	(30.63%)	80.7	165.5	(51.24%)
Total revenues	1,610.3	1,494.2	7.77%	3,114.8	2,901.3	7.36%
Costs and expenses (without construction costs)	455.9	559.0	(18.44%)	929.2	1,120.8	(17.09%)
Construction costs	66.6	96.0	(30.63%)	80.7	165.5	(51.24%)
Total costs and expenses	522.5	655.0	(20.23%)	1,009.9	1,286.3	(21.49%)
Income before other income -net	1,087.8	839.2	29.62%	2,104.9	1,615.0	30.33%
Other income -net	8.7	11.3	(23.01%)	17.8	19.9	(10.55%)
Income from operations	1,096.5	850.5	28.92%	2,122.7	1,634.9	29.84%
EBITDA	1,291.1	1,135.6	13.69%	2,519.4	2,204.9	14.26%
Adjusted EBITDA	1,383.8	1,186.7	16.61%	2,704.7	2,307.1	17.23%
Income from operations margin	71.03%	60.83%		69.96%	59.76%	
EBITDA margin	83.64%	81.22%		83.04%	80.59%	
Adjusted EBITDA margin	89.64%	84.87%		89.14%	84.33%	

¹ Total toll and other concession revenues exclude Construction revenues.

RCO (FARAC I, COVIQSA and CONIPSA)

Red de Carreteras de Occidente, S.A.B. de C.V. (indistinctly, "RCO", the "Concessionaire" or the "Company"), whose primary purpose is to operate, maintain and exploit the highways and toll-free roads that are the subject matter of the FARAC I, COVIQSA and CONIPSA concession agreements, announced its unaudited financial results as of June 30th, 2015.

The Company's unaudited consolidated condensed financial statements as of June 30th, 2015, have been prepared in accordance with the current International Accounting Standard ("IAS") 34 current "Interim Financial Information". The accounting policies are the same used in the latest audited consolidated financial statements.

Selected Financial Information and Key Indicators.

Key indicators		2Q2015	2Q2014	% Var	Cumulative		
					2015	2014	% Var
Revenue by road (MXN million) / Toll Revenues							
FARAC I ¹	Guadalajara-Zapotlanejo	170.6	157.1	8.59%	334.3	307.8	8.59%
	Maravatio-Zapotlanejo	420.9	381.5	10.32%	832.6	751.6	10.77%
	Zapotlanejo-Lagos	357.9	333.3	7.37%	701.4	643.2	9.05%
	León -Aguascalientes	283.2	243.2	16.48%	560.0	475.0	17.90%
	Total FARAC I²	1,232.5	1,115.0	10.54%	2,428.2	2,177.6	11.51%
COVIQSA	Irapuato-Querétaro	218.9	208.7	4.89%	431.9	413.6	4.42%
CONIPSA	Irapuato-La Piedad	63.9	59.9	6.68%	127.3	118.6	7.34%
Average daily traffic (ADT)							
By road stretch							
FARAC I	Guadalajara-Zapotlanejo	33,647.9	32,773.7	2.67%	32,956.8	32,302.3	2.03%
	Maravatio-Zapotlanejo	8,034.3	7,564.1	6.22%	7,942.8	7,506.6	5.81%
	Zapotlanejo-Lagos	12,531.8	12,159.5	3.06%	12,223.3	11,804.7	3.55%
	León -Aguascalientes	11,066.5	10,018.6	10.46%	10,969.6	9,882.9	11.00%
	By type of vehicle						
	Autobuses	773.4	795.8	(2.81%)	760.1	772.5	(1.60%)
	Camiones	3,316.4	2,978.1	11.36%	3,230.8	2,925.6	10.43%
	Automóviles	6,657.4	6,397.6	4.06%	6,589.7	6,318.9	4.29%
	Weighted average Total³	10,747.2	10,171.6	5.66%	10,580.6	10,017.0	5.63%
COVIQSA	Irapuato-Querétaro	39,352.6	36,814.3	6.89%	38,908.2	36,470.5	6.68%
CONIPSA	Irapuato-La Piedad	21,249.3	20,153.2	5.44%	21,106.5	19,944.3	5.83%
Consolidated results (MXN million)							
Total toll and other concession revenues ⁴		1,543.7	1,398.2	10.41%	3,034.1	2,735.8	10.90%
Income from operations		1,096.5	850.5	28.92%	2,122.7	1,634.9	29.84%
EBITDA		1,291.1	1,135.6	13.69%	2,519.4	2,204.9	14.26%
Adjusted EBITDA		1,383.8	1,186.7	16.61%	2,704.7	2,307.1	17.23%
Long-term debt ⁵					35,377.1	35,197.2	0.51%
Stockholders' equity ⁵					16,774.6	20,089.2	(16.50%)

¹ Does not include: (i) ancillary revenues from the use of Right of Way and, (ii) Construction revenues.

² Data extracted from daily operations system, there is a difference in timing compared to the accounting records

³ According to each road's kilometers.

⁴ Total toll and other concession revenues exclude Construction revenues.

⁵ Cumulative figures for 2015, correspond to the balance sheet as of the end of June 2015. Cumulative figures for 2014, correspond to the balance sheet as of December 2014.

- **Revenues.** Total toll and other concession revenues for 2Q2015 were MXN \$1,543.7 million, which represented a 10.41% increase from MXN \$1,398.2 million in 2Q2014. Consolidated total revenues are comprised of:
 - **Toll revenues (FARAC I)**, which increased by 11.50% as compared to 2Q2014, to MXN \$1,242.2 million; this increase is mainly due to (i) an increase in toll rates based on inflation and, (ii) vehicle mix.
 - **Shadow toll payments from the SCT (CONIPSA/COVIQSA)**, comprised of the shadow toll payments from the SCT for toll-free roads Irapuato - La Piedad and Querétaro - Irapuato, pursuant to PPS agreements. The registered amount increased by MXN \$8.6 million to MXN \$178.2 million in 2Q2015 from MXN \$169.6 million in 2Q2014.
 - **Availability Payments from the SCT (CONIPSA/COVIQSA)**, comprised of Availability Payments made by the SCT (financial asset) for toll-free roads Irapuato - La Piedad and Querétaro - Irapuato, pursuant to PPS agreements. The registered amount increased by MXN \$3.8 million as compared to MXN \$98.9 million in 2Q2014, to MXN \$102.7 million in 2Q2015.
 - **Ancillary Revenue from the Use of Right of Way and other related revenues**, increased by MXN \$5.0 million from 2Q2014 to MXN \$20.6 million during 2Q2015. This increase was primarily a result of the opening of new restaurants and convenience stores.

The amount of construction revenues and expenses are derived from the Expansion Works executed in FARAC I. It should be noted that the amount of revenues is equivalent to the incurred cost, which represents an increase to the value of intangible assets derived from the concessions; therefore have a zero net effect on the Company's results. The amounts registered at the end of 2Q2015 were MXN \$66.6 million as compared to MXN \$96.0 million in 2Q2014.

- **Costs and expenses (excluding construction costs).** Total costs and expenses for 2Q2015 were MXN \$455.9 million, a 18.44% decrease as compared to 2Q2014, comprised of:
 - **Amortization of assets derived from the concessions**, which decreased by MXN \$91.4 million to MXN \$193.2 million as compared to 2Q2014. This variation was mainly due to the recognition of the 4.5 years extension of FARAC I Concession Agreement (derived from the inclusion of the Expansion Work Jiquilpan- La Barca).
 - **Operation and maintenance provisions**, which decreased by MXN \$15.9 million during 2Q2015, mainly due to the termination costs of the operation and maintenance services agreement with ICA Infraestructura S.A. de C.V. registered in 2Q2014.
 - **Toll collection costs**, which decreased to MXN \$27.1 million during 2Q2015, or MXN \$6.5 million compared to 2Q2014.
 - **General and administrative expenses**, which increased to MXN \$86.8 million during 2Q2015 from MXN \$77.2 million during 2Q2014.
- **Other income net.** Other income for 2Q2015 was MXN \$8.7 million, compared to MXN \$11.3 million during 2Q2014.
- **EBITDA.** EBITDA increased by MXN \$155.5 million, to MXN \$1,291.1 million in 2Q2015 from MXN \$1,135.6 million in 2Q2014, due to the increase by MXN \$246.0 million of the income from operations in 2Q2015 as compared to 2Q2014.
- **Adjusted EBITDA.** Adjusted EBITDA increased by MXN \$197.1 million, to MXN \$1,383.8 million in 2Q2015 from MXN \$1,186.7 million in 2Q2014.

Net financing cost, income taxes, and net loss for the period.

Net financing cost, income taxes and Consolidated net income (loss) for the period						
(MXN million)	2Q2015	2Q2014	% Var	Cumulative		
				2015	2014	% Var
Income from operations	1,096.5	850.5	28.92%	2,122.7	1,634.9	29.84%
Net financing cost	606.1	818.2	(25.92%)	1,495.6	1,886.8	(20.73%)
Interest expense	678.1	881.0	(23.03%)	1,569.3	1,864.2	(15.82%)
Adjustments to principal amount of UDI denominated debt	(31.1)	(20.7)	(50.24%)	9.5	107.2	(91.14%)
Interest income	(40.9)	(42.2)	3.08%	(83.3)	(84.7)	1.65%
Net foreign exchange income	-	0.1	(100.00%)	0.1	0.1	-
Income (loss) before income taxes	490.4	32.3	1,418.27%	627.1	(251.9)	348.95%
Income taxes (benefit)	150.1	30.0	400.33%	144.2	(181.8)	179.32%
Consolidated net income (loss) for the period	340.3	2.3	14,695.65%	482.9	(70.1)	788.87%

- **Net financing cost.** During 2Q2015, the net financing cost decreased by MXN \$212.1 million compared to 2Q2014.
 1. **Interest expense**, during 2Q2015 decreased by MXN \$202.9 million compared to 2Q2014 primarily as a result of:
 - (i) during 2Q2015 there were no costs related to the cancellation of certain derivative financial instruments as compared to 2Q2014 when there was a recognition of MXN \$18.8 million due to the Excess Cash Distribution which resulted in a prepayment to the FARAC I Acquisition Loan.
 - (ii) a net decrease of MXN \$184.1 million in other interest expense items compared to 2Q2014 comprised mainly of: (i) MXN \$118.8 million increase in premiums and interest on financing, (ii) MXN \$3.1 million increase in interest on major maintenance, (iii) MXN \$13.2 million decrease in amortization of premiums and debt expenses, and (iv) MXN \$208.9 million decrease as a result of recycling of derivative financial instruments to interest expense; this due to the refinancing process conclusion, and (v) MXN \$83.9 million decrease in Interest on derivative financial instruments.
 2. **Adjustments to principal amount of UDI denominated debt**, due to a variation in UDI value as of 2Q2015¹, a profit of MXN \$31.1 million was registered during 2Q2015 compared to MXN \$20.7 million during 2Q2014; this variation reflects the accumulated inflation of 2Q2015 as compared to 2Q2014. This line item reflects the UDI value of the CBs RCO 12U.
 3. **Interest income**, which decreased by MXN \$1.3 million, to MXN \$40.9 million during 2Q2015 from MXN \$42.2 million during 2Q2014.
- **Income (loss) before income taxes.** The consolidated income before income taxes increased by MXN \$458.1 million, to MXN \$490.4 million in 2Q2015 compared to the consolidated loss before taxes of MXN \$32.3 million in 2Q2014.

¹ UDI value as of June 30th, 2015 was 5.2767 compared to 5.2977 as of March 31st 2015.

- **Income taxes (benefit).** At the end of 2Q2015 the income taxes benefit was MXN \$150.1 million which increased 400.33% or MXN \$120.1 million from 2Q2014; primarily due to a decrease in the deferred tax asset balance of RCO and income taxes caused by COVIQSA and CONIPSA.
- **Consolidated net income (loss) for the period.** During 2Q2015 the Company recorded a net income of MXN \$340.3 million, a MXN \$338.0 million increase over the net income of MXN \$2.3 million in 2Q2014.

CASH AND LONG-TERM DEBT

- **Cash and cash equivalents.** For 2Q2015 registered MXN \$5,822.7 million, which represented a decrease of 6.46% compared to MXN \$6,225.1 million at the end of 2014, primarily due to the payment of the cash distributions to its Shareholders that were done on March 10th and June 10th, 2015.
- **Long-term debt.** The long-term debt is comprised of the following nine items, (i) FARAC I CBs RCO 12 and RCO12 U, (ii) FARAC I HSBC Capex Loan, (iii) FARAC I Senior Notes, (iv) FARAC I Banobras Loan, (v) FARAC I Inbursa Loan, (vi) FARAC I CBs RCO 14, (vii) FARAC I Santander Capex Loan, (viii) COVIQSA Loan and (ix) CONIPSA Loan. In accordance with IFRS, long-term debt is presented net of fees and debt issuance costs.

As of 2Q2015, long-term debt increased by MXN \$179.9 million or 0.51%, to MXN \$35,377.1 million from MXN \$35,197.2 million at the end of 2014.

LIQUIDITY

The liquidity ratio (current assets/current liabilities) decreased to 1.49 during 2Q2015 compared to 3.36 at the end of 2014, mainly due to a decrease in cash and cash equivalents as a result of the cash distribution to its shareholders as well as the increase on the Accounts Payable to Related Parties derived from the Capital reduction.

FARAC I

Pursuant to the FARAC I Concession Agreement, the Company holds the right to build, operates, exploit, enhance and maintain (i) Guadalajara-Zapotlanejo, (ii) Maravatío-Zapotlanejo, (iii) Zapotlanejo-Lagos and (iv) León-Aguascalientes toll roads for a period of 34.5 years from the date of award of the concession beginning October 2007.

In addition, pursuant to the FARAC I Concession Agreement the Company is required to build and maintain the Expansion Works. See "FARAC I Expansion Works."

Selected Financial Information and key indicators for the period.

(MXN million)				Cumulative		
	2Q2015	2Q2014	% Var	2015	2014	% Var
Total toll and other concession revenues	1,260.8	1,129.6	11.61%	2,474.9	2,203.6	12.31%
Administrative service revenues	14.8	13.3	11.28%	32.5	19.7	64.97%
Costs and expenses (excluding construction costs)	382.0	488.6	(21.82%)	782.2	966.9	(19.10%)
Income from operations	899.8	663.9	35.53%	1,738.8	1,272.8	36.61%
EBITDA	1,056.6	912.8	15.75%	2,059.7	1,770.4	16.34%
Adjusted EBITDA	1,121.1	953.6	17.57%	2,188.7	1,851.9	18.19%
Income from operations margin	71.37%	58.77%		70.26%	57.76%	
EBITDA margin	83.80%	80.81%		83.22%	80.34%	
Adjusted EBITDA margin	88.92%	84.42%		88.44%	84.04%	
By road						
Guadalajara-Zapotlanejo	33,647.9	32,773.7	2.67%	32,956.8	32,302.3	2.03%
Maravatío-Zapotlanejo	8,034.3	7,564.1	6.22%	7,942.8	7,506.6	5.81%
Zapotlanejo-Lagos	12,531.8	12,159.5	3.06%	12,223.3	11,804.7	3.55%
León -Aguascalientes	11,066.5	10,018.6	10.46%	10,969.6	9,882.9	11.00%
By type of vehicle						
Buses	773.4	795.8	(2.81%)	760.1	772.5	(1.60%)
Trucks	3,316.4	2,978.1	11.36%	3,230.8	2,925.6	10.43%
Cars	6,657.4	6,397.6	4.06%	6,589.7	6,318.9	4.29%
Weighted average ADT Total FARAC I ¹	10,747.2	10,171.6	5.66%	10,580.6	10,017.0	5.63%

¹ According to each road's kilometers.

- **Weighted Average Daily Traffic (ADT)**, during 2Q2015 a 5.66% increase was recorded compared to the same period of 2014.
- **Total toll and other concession revenues**, total toll and concession revenues for 2Q2015 were MXN \$1,260.8 million, an increase of MXN \$131.2 million compared to MXN \$1,129.6 million in 2Q2014. Total toll and other concession revenues are comprised of:
 - **Toll revenues**, which increased by MXN \$128.1 million or 11.50%, to MXN \$1,242.2 million in 2Q2015 from MXN \$1,114.1 million in 2Q2014, this increase is mainly due to (i) an increase in toll rates based on inflation and (ii) vehicle mix.
 - **Ancillary Revenue from the Use of Right of Way and other related revenues**, increased by MXN \$3.1 million to MXN \$18.6 million during 2Q2015 from MXN \$15.5 million during 2Q2014, this increase was primarily a result of the opening of new restaurants and convenience stores.
 - **Administrative services revenues**. During 2Q2015, administrative services revenues were MXN \$14.8 million. These revenues, which are eliminated in the consolidation process, represent the personnel services rendered to COVIQSA and CONIPSA by the Company's subsidiaries Prestadora de Servicios RCO and RCO Carreteras.

The amount of construction revenues and expenses are derived from the Expansion Works executed in FARAC I. It should be noted that the amount of revenues is equivalent to the incurred cost, which represents an increase to the value of intangible assets derived from the concessions; therefore have a zero net effect on the Company's results. Those amounts registered MXN \$66.6 million at the end of 2Q2015 as compared to MXN \$96.0 million in 2Q2014.

- **Costs and expenses (excluding construction costs)**, total costs and expenses, were MXN \$382.0 million in 2Q2015 from MXN \$488.6 million in 2Q2014, comprised of:
 - **Amortization of assets derived from the concessions**, which decreased by MXN \$92.8 million, to MXN \$155.7 million in 2Q2015 from MXN \$248.5 million in 2Q2014; this variation was mainly due to the recognition of the 4.5 years extension of FARAC I Concession Agreement (derived from the inclusion of the Expansion Work Jiquilpan- La Barca).
 - **Operation and maintenance provisions**, decreased by MXN \$21.1 million during 2Q2015, mainly due to the termination costs of the operation and maintenance services agreement with ICA Infraestructura S.A. de C.V. registered in 2Q2014.
 - **Toll collection costs**, which decreased by MXN \$4.0 million, to MXN \$25.6 million in 2Q2015 from MXN \$29.6 million in 2Q2014.
 - **General and administrative expenses**, which increased to MXN \$86.1 million in 2Q2015 from MXN \$75.9 million in 2Q2014.

- **Other income net.** During 2Q2015, FARAC I recorded an income of MXN \$6.2 million, a decrease of MXN \$3.4 million from MXN \$9.6 million at the end of 2Q2014.

- **Income from operations.** In 2Q2015, income from operations was MXN \$899.8 million, an increase of MXN \$235.9 million compared to MXN \$663.9 million in 2Q2014, which represents an Income from Operations Margin of 71.37%².

- **EBITDA.** EBITDA for 2Q2015 increased by MXN \$143.8 million, to MXN \$1,056.6 million from MXN \$912.8 million in 2Q2014, which represents an EBITDA Margin of 83.80%³.

- **Adjusted EBITDA.** Adjusted EBITDA for 2Q2015 was MXN \$1,121.1 million, an increase of MXN \$167.5 million compared to MXN \$953.6 million from 2Q2014, which represents an Adjusted EBITDA Margin of 88.92%⁴.

- **Net financing cost.** During 2Q2015, the net financing cost decreased by MXN \$662.5 million. This decrease was due to the following:
 1. **Interest expense**, decreased by MXN \$201.1 million primarily as a result of:
 - (i) during 2Q2015 there were no costs related to the cancellation of certain derivative financial instruments as compared to 2Q2014 when there was a recognition of MXN \$18.8 million due to the Excess Cash Distribution which resulted in a prepayment to the FARAC I Acquisition Loan.

² *Income from operations / Total toll and other concession revenues*

³ *EBITDA / Total toll and other concession revenues*

⁴ *Adjusted EBITDA / Total toll and other concession revenues*

- (ii) a net decrease of MXN \$182.3 million in other interest expense items compared to 2Q2014 comprised mainly of: (i) MXN \$122.2 million increase in premiums and interest on financing, (ii) expenses MXN \$3.5 million increase in interest on major maintenance, (iii) MXN \$13.3 million decrease in amortization of premiums and debt, and (iv) MXN \$210.8 million decrease as a result of recycling of derivative financial instruments to interest expense; this due to the refinancing process conclusion, and (v) MXN \$83.9 million decrease in Interest on derivative financial instruments.
2. **Adjustments to principal amount of UDI denominated debt**, due to a variation in UDI value as of 2Q2015⁵, a profit of MXN \$31.1 million was registered during 2Q2015, compared to a profit of MXN \$20.7 million during 2Q2014. This line item reflects the UDI value of the CBs RCO 12U.
 3. **Interest income**, which increased by MXN \$0.9 million, to MXN \$34.9 million during 2Q2015 from MXN \$34.0 million during 2Q2014.
 4. **Dividends from subsidiaries**, which registered MXN \$450.0 million during 2Q2015, a 100% increase as compared to 2Q2014.

FARAC I Debt Service Coverage Ratio.

The Debt Service Coverage Ratio (amount available for debt service purposes / Debt Service) increased by 15.67%, to 2.17 in 2Q2015 from 1.88 in 2Q2014.

FARAC I Debt Service Coverage Ratio for the period.

DSCR FARAC I (MXN million)				Cumulative		
	2Q2015	2Q2014	% Var	2015	2014	% Var
(+) Income from operations	899.8	663.9	35.53%	1,738.8	1,272.8	36.61%
(+) Amortization of assets derived from the concession	155.7	248.5	(37.34%)	319.1	496.9	(35.78%)
(+) Depreciation	1.1	0.4	175.00%	1.8	0.7	157.14%
(+) Major Maintenance Provision	64.5	40.7	58.48%	129.0	81.5	58.28%
(=) Adjusted EBITDA	1,121.1	953.5	17.58%	2,188.7	1,851.9	18.19%
(-) Major Maintenance Expenses	-	104.8	(100.00%)	-	121.8	(100.00%)
(+) Available Cash ¹	681.9	446.5	52.72%	819.8	492.1	66.58%
(+) Net Prepayment	-	171.5	(100.00%)	-	685.0	(100.00%)
(=) Amount Available for Debt Service	1,803.0	1,466.7	22.93%	3,008.5	2,907.3	3.48%
(/) Debt Service ²	829.4	780.4	6.28%	1,632.6	1,575.7	3.61%
Debt Service Coverage Ratio (DSCR)	2.17	1.88	15.67%	1.84	1.85	(0.13%)

¹ Cash and cash equivalents net of amounts held in the Expansion Trust and certain project accounts that cannot be used to pay Total Debt Service.

² Includes interest expense net of the costs of unwinding derivative financial instruments and certain non-cash interest expense items; and principal amortizations. (More detail about the items of this ratio are in the definition of Debt Service Coverage Ratio).

⁵ UDI value as of June 30th 2015 was 5.2767 compared to 5.2977 as of March 31st 2015.

FARAC I Debt Maturity Profile (MXN Million)

Year	Bank Debt				Debt Capital Markets				Total
	Capex HSBC	Capex Santander	Banobras	Inbursa	CBs Pesos RCO12	CBs UDI RCO 12U ¹	CBs Pesos RCO 14	Senior Notes	
2015	58.8								58.8
2016	117.6								117.6
2017	117.6	75.1							192.7
2018	117.6	75.1							192.7
2019		75.1	389.6	9.2	285.2	426.7		225.0	1,410.8
2020		75.1	408.2	9.2	300.0	447.0		450.0	1,689.5
2021		75.1	429.6	73.5	316.5	470.5	44.0	525.0	1,934.1
2022			451.0	183.8	332.4	493.9	132.0	675.0	2,268.2
2023			475.2	367.7	347.2	520.5	264.0	900.0	2,874.5
2024			499.5	551.5	357.4	547.1	396.0	1,200.0	3,551.5
2025			526.6	735.4	358.0	576.8	528.0	1,350.0	4,074.7
2026			555.1	1,011.1	332.4	608.0	572.0	1,125.0	4,203.6
2027			582.3	735.4	211.9	637.7	616.0	750.0	3,533.3
2028			607.9	551.5		665.8	616.0	300.0	2,741.3
2029			627.9	367.7		687.7	616.0		2,299.3
2030			627.9			687.7	616.0		1,931.6
2031			583.7			639.3			1,223.0
2032			371.0			406.4			777.4
Total	411.8	375.3	7,135.5	4,596.0	2,841.0	7,815.1	4,400.0	7,500.0	35,074.7
Reserve ²		16.3	364.5	222.6	188.4	518.3	404.3	703.1	2,417.6
Net total	411.8	358.9	6,771.0	4,373.4	2,652.6	7,296.8	3,995.7	6,796.9	32,657.0

¹ UDI value as of June 30th, 2015 of 5.2767

² Contractual cash reserve.

FARAC I Expansion Works

During 2Q2015, RCO completed capital expenditures of MXN \$39.6 million in connection with the Expansion Works. Since the inception of FARAC I Concession Agreement, RCO has invested a total of MXN \$1,669.2 million in connection with the Expansion Works detailed in the following table. Both amounts do not include taxes or payments in connection with Right of Way.

FARAC I Expansion Works status

PROJECT	BEGINNING DATE	CLOSING DATE	STATUS
Rehabilitation of El Desperdicio-Lagos de Moreno feeder	Jun-09	Jan-10	Finished
León - Aguascalientes rehabilitation of 104 - 108 segment	Jun-09	Dec-09	Finished
Zapotlanejo - Guadalajara widening to six lanes between Tonalá and Guadalajara Km 21 to Km 26	May-10	Jun-11	Finished
Zapotlanejo - Guadalajara construction of toll free lanes between Tonalá and Guadalajara	Feb-11	Jun-12	Finished
Zapotlanejo - Guadalajara widening to three lanes carriageway A between El Vado and Tonalá	Jun-12	Feb-13	Finished
Zapotlanejo - Guadalajara construction of two overpasses in El Vado	Oct-12	Sep-13	Finished
Zapotlanejo - Guadalajara - reinforcement Fernando Espinosa bridge	Oct-12	Sep-13	Finished
Zapotlanejo - Guadalajara construction of toll free lanes between Arroyo de Enmedio and Tonalá	Dec-12	Jan-14	Finished
León - Aguascalientes construction of El Desperdicio II - Encarnación de Díaz feeder	Oct-12	Aug-14	Finished
Zacapu / Maravatío - Zapotlanejo	Pending Right of Way delivery by the SCT.		
Jiquilpan-La Barca	Oct-14	Dec - 17 *	In process

*Estimated closing date

COVIQSA

COVIQSA holds the concession to operate, preserve and maintain a 93-km federal toll-free road located in the states of Querétaro and Guanajuato, for a 20-year period beginning in June 2006.

This toll-free road constitutes a key segment of the Bajío corridor by connecting the cities of Querétaro and Irapuato in the East-West direction. The Querétaro-Irapuato toll-free road serves a number of carriers engaged in trade-related activities in the cities of Querétaro, Irapuato and La Piedad, as well as in regions such as northern León, southern Morelia, western Guadalajara and eastern Mexico City.

Selected Financial Information and key indicators for the period.

(MXN million)				Cumulative		
	2Q2015	2Q2014	% Var	2015	2014	% Var
Total toll and other concession revenues	218.9	208.7	4.89%	431.9	413.6	4.42%
Income from operations	157.8	144.3	9.36%	306.9	281.4	9.06%
EBITDA	189.1	174.3	8.49%	369.6	341.4	8.26%
Adjusted EBITDA	206.3	184.4	11.88%	404.1	361.5	11.78%
Income from operations margin	72.09%	69.14%		71.06%	68.04%	
EBITDA margin	86.39%	83.52%		85.58%	82.54%	
Adjusted EBITDA margin	94.24%	88.36%		93.56%	87.40%	
ADT for the period	39,352.6	36,814.3	6.89%	38,908.2	36,470.5	6.68%

- **Total toll and other concession revenues.** COVIQSA total toll and other concession revenues for 2Q2015 increased by MXN \$10.2 million, to MXN \$218.9 million from MXN \$208.7 million in 2Q2014. These revenues are comprised of:
 - **Shadow toll payment from the SCT**, which increased by MXN \$6.7 million, to MXN \$168.8 million in 2Q2015 from MXN \$162.1 million in 2Q2014.
 - **Availability Payment from the SCT**, which increased by MXN \$1.8 million, to MXN \$48.3 million in 2Q2015 from MXN \$46.5 million in 2Q2014.
 - **Ancillary Revenue from the Use of Right of Way and other related revenues**, which increased by MXN \$1.7 million to MXN \$1.8 million during 2Q2015, from MXN \$0.1 million during 2Q2014.
- **Costs and expenses.** Total costs and expenses for 2Q2015 were MXN \$63.0 million, a decrease of MXN \$2.7 million compared to MXN \$65.7 million for 2Q2014. Costs and expenses are comprised of:
 - **Amortization of assets derived from the concessions**, which increased by MXN \$1.1 million, to MXN \$31.1 million in 2Q2015 from MXN \$30.0 million in 2Q2014.
 - **Operation and maintenance provisions**, which increased by MXN \$0.6 million to MXN \$22.1 million during 2Q2015 as compared to MXN \$21.5 million during 2Q2014.
 - **Toll collection costs**, which decreased by MXN \$1.8 million, from MXN \$2.7 million in 2Q2014 to MXN \$0.9 million in 2Q2015.
 - **General and administrative expenses**, which decreased to MXN \$8.9 million in 2Q2015 from MXN \$11.5 million in 2Q2014.
- **Other income.** In 2Q2015 other income recorded MXN \$1.9 million. At the end of 2Q2014 registered an income of MXN \$1.3 million.

- **Income from operations.** In 2Q2015, income from operations was MXN \$157.8 million. During 2Q2014 registered MXN \$144.3 million. At the end of 2Q2015 the operating margin was 72.09%⁶.
- **EBITDA.** EBITDA for 2Q2015 was MXN \$189.1 million from an EBITDA of MXN \$174.3 million in 2Q2014, which represents an EBITDA Margin of 86.39%⁷.
- **Adjusted EBITDA.** Adjusted EBITDA for 2Q2015 was MXN \$206.3 million compared to an Adjusted EBITDA of MXN \$184.4 million for 2Q2014, which represents an Adjusted EBITDA Margin of 94.24%⁸.
- **Net financing cost.** During 2Q2015, the net financing cost decreased by MXN \$1.7 million, to MXN \$4.9 million from MXN \$3.2 million in 2Q2014. This increase was due to the following:
 - **Interest expense**, which decreased by MXN \$1.1 million to MXN \$24.1 million compared to 2Q2014 due to a decrease in premiums and interests on financing.
 - **Interest income**, which decreased by MXN \$2.8 million, to MXN \$19.2 million in 2Q2015 from MXN \$22.0 million in 2Q2014.

COVIQSA | Debt Service Coverage Ratio for the period.

The Debt Service Coverage Ratio (amount available for debt service purposes / Debt Service) decreased by 27.57% to 15.49 during 2Q2015 from 21.39 in 2Q2014.

COVIQSA (MXN million)	2Q2015	2Q2014	% Var	Cumulative		
				2015	2014	% Var
(+) Income from operations	157.8	144.3	9.36%	306.9	281.4	9.06%
(+) Amortization of assets derived from the concession	31.1	30.0	3.67%	62.3	60.0	3.83%
(+) Depreciation	0.2	-	100.00%	0.4	-	100.00%
(+) Major Maintenance Provision	17.2	10.1	70.30%	34.5	20.1	71.64%
(=) Adjusted EBITDA	206.3	184.4	11.88%	404.1	361.5	11.78%
(-) Income Tax	41.5	43.3	(4.20%)	109.6	194.5	(43.65%)
(-) Major Maintenance Expense	30.2	33.9	(11.04%)	37.5	43.5	(13.85%)
(+) Available Cash ¹	478.8	661.4	(27.61%)	94.8	306.8	(69.10%)
(=) Amount Available for Debt Service	613.4	768.5	(20.18%)	351.8	430.3	(18.24%)
(/) Debt Service ²	39.6	35.9	10.31%	79.4	71.9	10.43%
Debt Service Coverage Ratio (DSCR)	15.49	21.39	(27.57%)	4.43	5.99	(26.09%)

¹ Cash and cash equivalents net of amounts held in the Expansion Trust and certain project accounts that cannot be used to pay Total Debt Service.

² Includes interest expense net of the costs of unwinding derivative financial instruments and certain non-cash interest expense items; and principal amortizations. (More detail about the items of this ratio are in the definition of Debt Service Coverage Ratio).

⁶ Income from operations / Total toll and other concession revenues

⁷ EBITDA / Total toll and other concession revenues

⁸ Adjusted EBITDA / Total toll and other concession revenues

COVIQSA's Debt Maturity Profile (MXN Million)

Bank Debt	
Year	Acquisition
2015	50.1
2016	125.2
2017	150.3
2018	162.8
2019	175.3
2020	187.8
2021	150.3
Total	1,001.8
Reserve ¹	80.6
Net total	921.2

¹ Contractual cash reserve.

CONIPSA

CONIPSA holds the concession to operate, preserve and maintain a 73.5-km federal toll-free road located in the states of Michoacan and Guanajuato, for a 20-year period beginning in June 2005. This road is part of the East-West highway corridor that links a number of cities in central Mexico's Bajío region with Guadalajara's western region and Mexico City's eastern region.

Selected Financial Information and key indicators for the period.

(MXN million)				Cumulative		
	2Q2015	2Q2014	% Var	2015	2014	% Var
Total toll and other concession revenues	63.9	59.9	6.68%	127.3	118.6	7.34%
Income from operations	43.8	46.9	(6.61%)	86.7	90.1	(3.77%)
EBITDA	45.5	48.4	(5.99%)	90.1	93.1	(3.22%)
Adjusted EBITDA	56.4	48.7	15.81%	111.9	93.7	19.42%
Income from operations margin	68.54%	78.30%		68.11%	75.97%	
EBITDA margin	71.21%	80.80%		70.78%	78.50%	
Adjusted EBITDA margin	88.26%	81.30%		87.90%	79.01%	
ADT for the period	21,249.3	20,153.2	5.44%	21,106.5	19,944.3	5.83%

- **Total toll and other concession revenues.** CONIPSA Total toll and other concession revenues for 2Q2015, increased by MXN \$4.0 million, to MXN \$63.9 million from MXN \$59.9 million in 2Q2014. These revenues are comprised of:
 - **Shadow toll payment from the SCT**, which increased by MXN \$1.9 million, to MXN \$9.4 million in 2Q2015 from MXN \$7.5 million in 2Q2014.
 - **Availability Payment from the SCT**, which increased by MXN \$1.9 million, to MXN \$54.3 million in 2Q2015 from MXN \$52.4 million in 2Q2014.
 - **Ancillary Revenue from the Use of Right of Way and other related revenues**, which increased by 100% to MXN \$0.2 in 2Q2015 as compared to 2Q2014.
- **Costs and expenses.** Total costs and expenses during 2Q2015 were MXN \$20.7 million, an increase of MXN \$7.4 million compared to MXN \$13.3 million in 2Q2014. CONIPSA's costs and expenses are comprised of:
 - **Amortization of assets derived from the concessions**, which recorded MXN \$1.5 million in 2Q2015 and 2Q2014.
 - **Operation and maintenance provisions**, increased by MXN \$7.7 million during 2Q2015 mainly due to an increase on the Major Maintenance Provision.
 - **Toll collection costs**, which recorded MXN \$0.7 million in 2Q2015, a decrease of MXN \$0.5 million compared to MXN \$ 1.2 million in 2Q2014.
 - **General and administrative expenses**, which recorded MXN \$3.3 million in 2Q2015 compared to MXN \$3.1 million during 2Q2014.
- **Other income- net.** During 2Q2015, other income was MXN \$0.6 million, a MXN \$0.3 million increase compared to 2Q2014.

- **Income from operations.** Income from operations during 2Q2015 was MXN \$43.8 million, a decrease of MXN \$3.1 million compared to 2Q2014, which represents an operating margin for 2Q2015 of 68.54%⁹.
- **EBITDA.** For 2Q2015 decreased by MXN \$2.9 million, to MXN \$45.5 million from an EBITDA of MXN \$48.4 million in 2Q2014, which represents an EBITDA Margin of 71.21%¹⁰.
- **Adjusted EBITDA.** For 2Q2015 was MXN \$56.4 million, an increase of MXN \$7.7 million compared to MXN \$48.7 million for 2Q2014, which represents an Adjusted EBITDA Margin of 88.26%¹¹.
- **Net financing cost.** During 2Q2015, the net financing cost decreased by MXN \$1.5 million, to MXN \$7.5 million from MXN \$9.0 million in 2Q2014. This decrease was due to the following:
 - **Interest expense,** which decreased by MXN \$1.7 million compared to 2Q2014, to MXN \$9.5 million in 2Q2015, comprised of: (i) a MXN \$0.6 million decrease in the major maintenance interest, and (ii) a MXN \$1.8 million decrease in premiums and interest on financing.
 - **Interest income,** registered MXN \$2.0 million in 2Q2015, a decrease by MXN \$0.2 million compared to 2Q2014.

CONIPSA I Debt Service Coverage Ratio for the period.

The Debt Service Coverage Ratio (amount available for debt service purposes / Debt Service) increased by 29.69% to 10.56 in 2Q2015 from 8.14 in 2Q2014.

CONIPSA (MXN million)	2Q2015	2Q2014	% Var	Cumulative		% Var
				2015	2014	
(+) Income from operations	43.8	46.9	(6.61%)	86.7	90.1	(3.77%)
(+) Amortization of assets derived from the concession	1.5	1.5	-	3.1	3.0	3.33%
(+) Depreciation	0.2	-	100.00%	0.30	0.00	9,900.00%
(+) Major Maintenance Provision	10.9	0.3	3,533.33%	21.8	0.6	3,533.33%
(=) Adjusted EBITDA	56.4	48.7	15.81%	111.9	93.7	19.42%
(-) Income Tax	17.2	2.1	719.88%	19.2	2.1	815.15%
(-) Major Maintenance Expense	22.5	13.6	65.97%	33.0	16.4	101.41%
(+) Available Cash ¹	187.1	138.7	34.90%	98.3	52.6	86.88%
(=) Amount Available for Debt Service	203.8	171.8	18.63%	158.0	127.9	23.53%
(/) Debt Service ²	19.3	21.1	(8.53%)	24.6	41.8	(41.15%)
Debt Service Coverage Ratio (DSCR)	10.56	8.14	29.69%	6.42	3.06	109.91%

¹ Cash and cash equivalents net of amounts held in the Expansion Trust and certain project accounts that cannot be used to pay Total Debt Service.

² Includes interest expense net of the costs of unwinding derivative financial instruments and certain non-cash interest expense items; and principal amortizations. (More detail about the items of this ratio are in the definition of Debt Service Coverage Ratio).

⁹ Income from operations / Total toll and other concession revenues

¹⁰ EBITDA / Total toll and other concession revenues

¹¹ Adjusted EBITDA / Total toll and other concession revenues

CONIPSA's Debt Maturity Profile (MXN Million)

	Bank Debt
Year	Acquisition
2015	29.0
2016	58.0
2017	63.8
2018	69.6
2019	75.4
Total	295.8
Reserve ¹	55.7
Net total	240.1

¹ Contractual cash reserve.

RELEVANT EVENTS

During the period from April 1st, 2015 to June 30th, 2015, the Company disclosed the following relevant events:

Guadalajara, Jalisco, June 11, 2015 – Red de Carreteras de Occidente, S.A.B. de C.V. (“RCO” or the “Company”) reports a cash distribution to its shareholders made on June 10th, 2015, for a total amount of MXP\$300’000,000.00 (three hundred million Pesos 00/100).

The foregoing, following a capital stock reduction approved by its shareholders and previous recommendation by its board of directors.

CONSOLIDATED FINANCIAL INFORMATION

Red de Carreteras de Occidente, S.A.B. de C.V. and Subsidiaries
COMPARATIVE CONSOLIDATED STATEMENTS OF PROFIT (LOSS) AND OTHER COMPREHENSIVE INCOME (LOSS)

	(MXN million)							
	From April 1 to June 30 of				Cumulative			
	2015	2014	Variation	%	2015	2014	Variation	%
TOTAL REVENUES	1,610.3	1,494.2	116.1	7.77	3,114.8	2,901.3	213.5	7.36
Toll revenues	1,242.2	1,114.1	128.1	11.50	2,436.9	2,175.7	261.2	12.01
Shadow toll payments from the SCT	178.2	169.6	8.6	5.07	352.0	334.2	17.8	5.33
Availability payments from the SCT	102.7	98.9	3.8	3.84	204.9	197.6	7.3	3.69
Ancillary revenues from the use of right of way and other related revenues	20.6	15.6	5.0	32.05	40.3	28.3	12.0	42.40
Total toll and other concession revenues	1,543.7	1,398.2	145.5	10.41	3,034.1	2,735.8	298.3	10.90
Construction revenues	66.6	96.0	(29.4)	(30.63)	80.7	165.5	(84.8)	(51.24)
COSTS AND EXPENSES	522.5	655.0	(132.5)	(20.23)	1,009.9	1,286.3	(276.4)	(21.49)
Amortization of assets derived from the concessions	193.2	284.6	(91.4)	(32.12)	394.2	569.3	(175.1)	(30.76)
Operation and maintenance provisions	142.1	158.0	(15.9)	(10.06)	280.1	357.6	(77.5)	(21.67)
Toll collection costs	27.1	33.6	(6.5)	(19.35)	54.0	64.1	(10.1)	(15.76)
Cost of ancillary revenues from the use of right of way and other related revenues	6.7	5.6	1.1	19.64	12.8	10.0	2.8	28.00
Construction costs	66.6	96.0	(29.4)	(30.63)	80.7	165.5	(84.8)	(51.24)
General and administrative expenses	86.8	77.2	9.6	12.44	188.1	119.8	68.3	57.01
INCOME BEFORE OTHER INCOME NET	1,087.8	839.2	248.6	29.62	2,104.9	1,615.0	489.9	30.33
Other income net	8.7	11.3	(2.6)	(23.01)	17.8	19.9	(2.1)	(10.55)
INCOME FROM OPERATIONS	1,096.5	850.5	246.0	28.92	2,122.7	1,634.9	487.8	29.84
Net financing cost	606.1	818.2	(212.1)	(25.92)	1,495.6	1,886.8	(391.2)	(20.73)
Interest expense	678.1	881.0	(202.9)	(23.03)	1,569.3	1,864.2	(294.9)	(15.82)
Premiums and interests on financing	765.8	647.0	118.8	18.36	1,536.6	1,344.6	192.0	14.28
Interest on derivative financial instruments	38.5	122.4	(83.9)	(68.55)	75.0	247.2	(172.2)	(69.66)
Effects of valuation of derivative financial instruments	(210.7)	(1.8)	(208.9)	(11,605.56)	(210.7)	(1.7)	(209.0)	(12,294.12)
Unwind and restructure of derivative financial instruments	-	18.8	(18.8)	(100.00)	-	105.3	(105.3)	(100.00)
Amortization of premiums and debt expenses	21.2	34.4	(13.2)	(38.37)	41.9	48.4	(6.5)	(13.43)
Major maintenance interests	63.3	60.2	3.1	5.15	126.5	120.4	6.1	5.07
Adjustments to principal amount of UDI denominated debt	(31.1)	(20.7)	(10.4)	(50.24)	9.5	107.2	(97.7)	(91.14)
Interest income	(40.9)	(42.2)	1.3	3.08	(83.3)	(84.7)	1.4	1.65
Net foreign exchange loss (income)	-	0.1	(0.1)	(100.00)	0.1	0.1	-	-
INCOME (LOSS) BEFORE INCOME TAXES	490.4	32.3	458.1	1,418.27	627.1	(251.9)	879.0	348.95
INCOME TAXES (BENEFIT)	150.1	30.0	120.1	400.33	144.2	(181.8)	326.0	179.32
CONSOLIDATED NET INCOME (LOSS) FOR THE PERIOD	340.3	2.3	338.0	14,695.65	482.9	(70.1)	553.0	788.87
Other comprehensive income (loss) items								
Items that will be reclassified subsequently to profit or loss:								
Valuation of derivative financial instruments	(204.7)	(293.1)	88.4	30.16	(196.6)	(278.5)	81.9	29.41
Deferred income taxes of derivative financial instruments	(40.5)	88.0	(128.5)	(146.02)	(42.9)	83.7	(126.6)	(151.25)
COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD	95.1	(202.8)	297.9	146.89	243.4	(264.9)	508.3	191.88
BASIC INCOME LOSS PER COMMON SHARE (pesos)	0.01	0.00	0.01	14,695.65	0.02	(0.00)	0.02	788.87
DILUTED INCOME LOSS PER SHARE (pesos)	0.01	0.00	0.01	14,695.65	0.02	(0.00)	0.02	788.87

Red de Carreteras de Occidente, S.A.B. de C.V. and Subsidiaries
COMPARATIVE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS OF

(MXN million)

	June 2015	December 2014	Variation	%
ASSETS				
Current assets				
Cash and cash equivalents-current portion	5,822.7	6,225.1	(402.4)	(6.46)
Trade accounts receivable	260.2	422.4	(162.2)	(38.40)
Recoverable taxes	152.4	72.6	79.8	109.92
Financial asset-current portion	411.2	509.9	(98.7)	(19.36)
Other accounts receivable and prepaid expenses	130.0	80.0	50.0	62.50
Total current assets	6,776.5	7,310.0	(533.5)	(7.30)
Non-current assets				
Long-term restricted cash	90.2	89.3	0.9	1.01
Financial assets derived from the concessions - long-term portion	841.6	835.8	5.8	0.69
Intangible assets derived from the concessions	43,450.0	43,693.6	(243.6)	(0.56)
Furniture and equipment and franchise rights - net	13.6	15.7	(2.1)	(13.38)
Machinery and equipment - net	20.5	14.0	6.5	46.43
Deferred income tax asset	6,109.9	6,170.0	(60.1)	(0.97)
Other assets	4.0	3.8	0.2	5.26
Total non-current assets	50,529.8	50,822.2	(292.4)	(0.58)
TOTAL ASSETS	57,306.3	58,132.2	(825.9)	(1.42)
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities				
Accounts payable to suppliers	318.1	281.6	36.5	12.96
Interest payable	841.9	676.4	165.5	24.47
Interest payable on derivative financial instruments	8.6	8.4	0.2	2.38
Other current liabilities	29.9	35.5	(5.6)	(15.77)
Provisions	701.3	590.3	111.0	18.80
Accounts payable to related parties	2,028.0	-	2,028.0	100.00
Current portion of long-term debt	288.4	275.8	12.6	4.57
Current portion of long-term employee benefits	42.5	93.9	(51.4)	(54.74)
Accounts payable for work executed, not yet approved	29.6	6.4	23.2	362.50
Taxes other than income tax	132.2	196.8	(64.6)	(32.83)
Income taxes payable	126.9	12.4	114.5	923.39
Total current liabilities	4,547.4	2,177.5	2,369.9	108.84
Non-current liabilities				
Long-term debt	35,377.1	35,197.2	179.9	0.51
Provisions for major maintenance	210.2	224.8	(14.6)	(6.49)
Long-term employee benefits	8.4	38.8	(30.4)	(78.35)
Post-employment benefits	2.7	2.4	0.3	12.50
Other long term liabilities	6.3	8.5	(2.2)	(25.88)
Derivative financial instruments	379.6	393.8	(14.2)	(3.61)
Total-non current liabilities	35,984.3	35,865.5	118.8	0.33
TOTAL LIABILITIES	40,531.7	38,043.0	2,488.7	6.54
STOCKHOLDERS' EQUITY				
Capital stock	22,380.8	25,938.8	(3,558.0)	(13.72)
Accumulated deficit	(5,289.2)	(5,772.1)	482.9	8.37
Other comprehensive loss	(316.8)	(77.3)	(239.5)	(309.83)
Actuarial income / (losses)	(0.2)	(0.2)	-	-
TOTAL STOCKHOLDERS' EQUITY	16,774.6	20,089.2	(3,314.6)	(16.50)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	57,306.3	58,132.2	(825.9)	(1.42)

Red de Carreteras de Occidente, S.A.B. de C.V. and Subsidiaries
COMPARATIVE CONSOLIDATED STATEMENTS OF CASH FLOWS
(Indirect methodology)
From January 1 to June 30 of:
(MXN million)

Concept	From January 1 to June 30 of:	
	2015	2014
OPERATING ACTIVITIES		
Income (loss) before income taxes	627.1	(251.9)
Adjustments for:		
Depreciation and amortization	396.8	570.0
Financing related activities:		
Interest expense	1,663.2	1,465.1
Valuation effects of derivative financial instruments	75.0	352.5
Ineffective portion of derivative financial instruments	(210.7)	(1.8)
Amortization of commissions and debt issuance costs	42.0	48.3
Adjustments to principal amount of UDI denominated debt	9.5	107.2
	2,602.9	2,289.4
+/- Decrease / (increase) in:		
Trade accounts receivable	162.2	288.3
Recoverable taxes	47.7	(35.2)
Financial asset	92.9	93.1
Other accounts receivable and other prepaid expenses	(49.9)	(30.6)
Other assets	(0.2)	(0.6)
+/- Increase / (decrease) in:		
Accounts payable to suppliers	36.4	18.3
Other current liabilities	(7.9)	(8.6)
Provisions	(30.0)	15.2
Taxes other than income tax	(64.7)	38.6
Income taxes paid	(140.0)	(197.3)
Employee profit sharing	(81.8)	54.6
Employee benefits	0.3	-
Net cash provided by operating activities	2,567.9	2,525.2
INVESTING ACTIVITIES		
Acquisition of furniture and equipment	-	(4.1)
Franchise rights	(7.1)	-
Intangible assets derived from the concessions	(127.4)	(145.3)
Net cash (used in) provided by investing activities	(134.5)	(149.4)
FINANCING ACTIVITIES		
Proceeds from long-term debt	279.9	10.0
Payments of debt	(137.9)	(751.6)
Interest paid	(1,371.1)	(1,223.1)
Payments of derivative financial instruments	(74.7)	(353.4)
Commissions and debt issuance costs paid	(1.1)	(0.8)
Decrease in capital stock	(1,530.0)	-
Net cash used in financing activities	(2,834.9)	(2,318.9)
+/- Increase in cash, cash equivalents and restricted cash	(401.5)	56.9
Cash, cash equivalents and restricted cash at the beginning of the period	6,314.4	5,303.1
Cash, cash equivalents and restricted cash at the end of the period	5,912.9	5,360.0

Red de Carreteras de Occidente, S.A.B. de C.V. and Subsidiaries
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
2015

(MXN million)

	Capital stock	Acumulated deficit	Other comprehensive income (loss)	Total stockholders' equity
Balance as of January 1, 2014	25,938.8	(5,219.1)	(778.0)	19,941.8
Capital stock decrease				
Comprehensive loss:				
Valuation of derivative financial instruments	-	-	(278.5)	(278.5)
Deferred income taxes of derivative instruments	-	-	83.6	83.7
Net loss for the period	-	(70.0)	-	(70.0)
Comprehensive loss	-	(70.0)	(194.9)	(264.8)
Balance as of June 30, 2014	25,938.8	(5,289.1)	(972.9)	19,677.0
Balance as of January 1, 2015	25,938.8	(5,772.1)	(77.5)	20,089.2
Capital stock decrease	3,558.0	-	-	3,558.0
Comprehensive income:				
Valuation of derivative financial instruments	-	-	(196.5)	(196.5)
Deferred income taxes of derivative instruments	-	-	(42.9)	(42.9)
Net income for the period	-	482.9	-	482.9
Comprehensive income	3,558.0	482.9	(239.4)	243.4
Balance as of June 30, 2015	22,380.8	(5,289.2)	(316.9)	16,774.6

FARAC I

Red de Carreteras de Occidente, S.A.B. de C.V.									
COMPARATIVE CONSOLIDATED STATEMENTS OF PROFIT (LOSS) AND OTHER COMPREHENSIVE INCOME (LOSS)									
From April 1 to June 30 of									
(MXN million)									
	From April 1 to June 30 of				Cumulative				
	2015	2014	Variation	%	2015	2014	Variation	%	
TOTAL REVENUES	1,342.2	1,238.9	103.3	8.34	2,588.1	2,388.8	199.3	8.34	
Toll revenues	1,242.2	1,114.1	128.1	11.50	2,436.9	2,175.7	261.2	12.01	
Ancillary revenues from the use of right of way and other related revenues	18.6	15.5	3.1	20.00	38.0	27.9	10.1	36.20	
Total toll and other concession revenues	1,260.8	1,129.6	131.2	11.61	2,474.9	2,203.6	271.3	12.31	
Administrative service revenues	14.8	13.3	1.5	11.28	32.5	19.7	12.8	64.97	
Construction revenues	66.6	96.0	(29.4)	(30.63)	80.7	165.5	(84.8)	(51.24)	
COSTS AND EXPENSES	448.6	584.6	(136.0)	(23.26)	862.9	1,132.4	(269.5)	(23.80)	
Amortization of assets derived from the concessions	155.7	248.5	(92.8)	(37.34)	319.1	496.9	(177.8)	(35.78)	
Operation and maintenance provisions	107.9	129.0	(21.1)	(16.36)	213.6	286.8	(73.2)	(25.52)	
Toll collection costs	25.6	29.6	(4.0)	(13.51)	50.7	56.4	(5.7)	(10.11)	
Cost of ancillary revenues from the use of right of way and other related revenues	6.7	5.6	1.1	19.64	12.8	10.1	2.7	26.73	
Construction costs	66.6	96.0	(29.4)	(30.63)	80.7	165.5	(84.8)	(51.24)	
General and administrative expenses	86.1	75.9	10.2	13.44	186.0	116.7	69.3	59.38	
INCOME BEFORE OTHER INCOME NET	893.6	654.3	239.3	36.57	1,725.2	1,256.4	468.8	37.31	
Other income net	6.2	9.6	(3.4)	(35.42)	13.6	16.4	(2.8)	(17.07)	
INCOME FROM OPERATIONS	899.8	663.9	235.9	35.53	1,738.8	1,272.8	466.0	36.61	
Net financing cost	143.4	805.9	(662.5)	(82.21)	1,019.7	1,857.3	(837.6)	(45.10)	
Interest expense	659.4	860.5	(201.1)	(23.37)	1,532.5	1,820.5	(288.0)	(15.82)	
Premiums and interests on financing	761.5	639.3	122.2	19.11	1,528.3	1,328.5	199.8	15.04	
Interest on derivative financial instruments	38.5	122.4	(83.9)	(68.55)	75.0	247.2	(172.2)	(69.66)	
Effects of valuation of derivative financial instruments	(210.7)	0.1	(210.8)	(210,800.00)	(210.7)	0.1	(210.8)	(210,800.00)	
Unwind and restructure of derivative financial instruments	-	18.8	(18.8)	(100.00)	-	105.3	(105.3)	(100.00)	
Amortization of premiums and debt expenses	20.5	33.8	(13.3)	(39.35)	40.6	47.1	(6.5)	(13.80)	
Major maintenance interests	49.6	46.1	3.5	7.59	99.3	92.3	7.0	7.58	
Adjustments to principal amount of UDI denominated debt	(31.1)	(20.7)	(10.4)	(50.24)	9.5	107.2	(97.7)	(91.14)	
Interest income	(34.9)	(34.0)	(0.9)	(2.65)	(72.4)	(70.5)	(1.9)	(2.70)	
Dividends from subsidiaries	(450.0)	-	(450.0)	(100.00)	(450.0)	-	(450.0)	(100.00)	
Net foreign exchange loss (income)	-	0.1	(0.1)	(100.00)	0.1	0.1	-	-	
INCOME (LOSS) BEFORE INCOME TAXES	756.4	(142.0)	898.4	632.68	719.1	(584.5)	1,303.6	223.03	
INCOME TAXES (BENEFIT)	93.6	(22.0)	115.6	525.45	36.1	(272.6)	308.7	113.24	
CONSOLIDATED NET INCOME (LOSS) FOR THE PERIOD	662.8	(120.0)	782.8	652.33	683.0	(311.9)	994.9	318.98	
Other comprehensive income (loss) items									
Items that will be reclassified subsequently to profit or loss:									
Valuation of derivative financial instruments	(204.7)	(293.0)	88.3	30.14	(196.6)	(278.6)	82.0	29.43	
Deferred income taxes of derivative financial instruments	(40.5)	88.0	(128.5)	(146.02)	(42.9)	83.7	(126.6)	(151.25)	
COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD	417.6	(325.0)	742.6	228.49	443.5	(506.8)	950.3	187.51	
BASIC INCOME LOSS PER COMMON SHARE (pesos)	0.02	(0.00)	0.03	652.33	0.02	(0.01)	0.03	318.98	
DILUTED INCOME LOSS PER SHARE (pesos)	0.02	(0.00)	0.03	652.33	0.02	(0.01)	0.03	318.98	

Red de Carreteras de Occidente, S.A.B. de C.V.
COMPARATIVE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS OF

(MXN million)

	June 2015	December 2014	Variation	%
ASSETS				
Current assets				
Cash and cash equivalents-current portion	5,180.2	5,831.5	(651.3)	(11.17)
Trade accounts receivable	80.0	81.9	(1.9)	(2.32)
Recoverable taxes	31.0	42.5	(11.5)	(27.06)
Accounts receivable to related parties	8.8	24.3	(15.5)	(63.79)
Other accounts receivable and prepaid expenses	95.2	68.7	26.5	38.57
Total current assets	5,395.2	6,048.9	(653.7)	(10.81)
Non-current assets				
Intangible assets derived from the concessions	41,556.0	41,724.6	(168.6)	(0.40)
Furniture and equipment and franchise rights -net	13.6	14.4	(0.8)	(5.56)
Machinery and equipment-net	12.8	8.9	3.9	43.82
Investment in shares	1,931.4	1,931.4	-	-
Deferred income tax asset	6,337.3	6,413.9	(76.6)	(1.19)
Other assets	3.0	2.9	0.1	3.45
Total non-current assets	49,854.1	50,096.1	(242.0)	(0.48)
TOTAL ASSETS	55,249.3	56,145.0	(895.7)	(1.60)
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities				
Accounts payable to suppliers	34.1	11.7	22.4	191.45
Interest payable	834.9	669.0	165.9	24.80
Interest payable on derivative financial instruments	8.6	8.3	0.3	3.61
Other current liabilities	26.2	31.3	(5.1)	(16.29)
Provisions	497.2	431.0	66.2	15.36
Accounts payable to related parties	2,032.9	1.4	2,031.5	145,107.14
Current portion of long-term debt	117.7	117.7	-	-
Current portion of long-term employee benefits	42.5	93.9	(51.4)	(54.74)
Accounts payable for work executed, not yet approved	29.6	6.4	23.2	362.50
Taxes other than income tax	46.1	88.0	(41.9)	(47.61)
Income taxes payable	2.4	0.5	1.9	380.00
Total current liabilities	3,672.2	1,459.2	2,213.0	151.66
Non-current liabilities				
Long-term debt	34,264.4	33,993.4	271.0	0.80
Provisions for major maintenance	196.8	202.6	(5.8)	(2.86)
Long-term employee benefits	8.4	38.8	(30.4)	(78.35)
Post-employment benefits	2.7	2.4	0.3	12.50
Accounts payable to related parties - long-term	795.2	1,009.1	(213.9)	(21.20)
Other long term liabilities	3.9	5.1	(1.2)	(23.53)
Derivative financial instruments	379.6	393.8	(14.2)	(3.61)
Total-non current liabilities	35,651.0	35,645.2	5.8	0.02
TOTAL LIABILITIES	39,323.2	37,104.4	2,218.8	5.98
STOCKHOLDERS' EQUITY				
Capital stock	22,380.8	25,938.8	(3,558.0)	(13.72)
Accumulated deficit	(6,141.5)	(6,824.5)	683.0	10.01
Other comprehensive loss	(313.0)	(73.5)	(239.5)	(325.85)
Actuarial income / (losses)	(0.2)	(0.2)	-	-
TOTAL STOCKHOLDERS' EQUITY	15,926.1	19,040.6	(3,114.5)	(16.36)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	55,249.3	56,145.0	(895.7)	(1.60)

COVIQSA

Concesionaria de Vías Irapuato Querétaro S.A. de C.V.								
COMPARATIVE STATEMENTS OF PROFIT (LOSS) AND OTHER COMPREHENSIVE INCOME (LOSS)								
From April 1 to June 30 of								
(MXN million)								
	From April 1 to June 30 of				Cumulative			
	2015	2014	Variation	%	2015	2014	Variation	%
TOTAL REVENUES	218.9	208.7	10.2	4.89	431.9	413.6	18.3	4.42
Shadow toll payments from the SCT	168.8	162.1	6.7	4.13	333.5	320.4	13.1	4.09
Availability payments from the SCT	48.3	46.5	1.8	3.87	96.5	92.8	3.7	3.99
Ancillary revenues from the use of right of way and other related revenues	1.8	0.1	1.7	1,700.00	1.9	0.4	1.5	375.00
Total toll and other concession revenues	218.9	208.7	10.2	4.89	431.9	413.6	18.3	4.42
COSTS AND EXPENSES	63.0	65.7	(2.7)	(4.11)	128.1	134.9	(6.8)	(5.04)
Amortization of assets derived from the concessions	31.1	30.0	1.1	3.67	62.3	60.0	2.3	3.83
Operation and maintenance provisions	22.1	21.5	0.6	2.79	43.0	52.6	(9.6)	(18.25)
Toll collection costs	0.9	2.7	(1.8)	(66.67)	1.8	5.0	(3.2)	(64.00)
General and administrative expenses	8.9	11.5	(2.6)	(22.61)	21.0	17.3	3.7	21.39
INCOME BEFORE OTHER INCOME NET	155.9	143.0	12.9	9.02	303.8	278.7	25.1	9.01
Other incomenet	1.9	1.3	0.6	46.15	3.1	2.7	0.4	14.81
INCOME FROM OPERATIONS	157.8	144.3	13.5	9.36	306.9	281.4	25.5	9.06
Net financing cost	4.9	3.2	1.7	53.13	10.3	10.8	(0.5)	(4.63)
Interest expense	24.1	25.2	(1.1)	(4.37)	48.4	51.9	(3.5)	(6.74)
Premiums and interests on financing	14.6	17.1	(2.5)	(14.62)	29.3	34.3	(5.0)	(14.58)
Effects of valuation of derivative financial instruments	-	(1.3)	1.3	(100.00)	-	(1.2)	1.2	(100.00)
Amortization of premiums and debt expenses	0.6	0.6	-	-	1.3	1.2	0.1	8.33
Major maintenance interests	8.9	8.8	0.1	1.14	17.8	17.6	0.2	1.14
Interest income	(19.2)	(22.0)	2.8	12.73	(38.1)	(41.1)	3.0	7.30
INCOME BEFORE INCOME TAXES	152.9	141.1	11.8	8.36	296.6	270.6	26.0	9.61
INCOME TAXES	48.0	43.4	4.6	10.60	89.6	75.0	14.6	19.47
NET INCOME FOR THE PERIOD	104.9	97.7	7.2	7.37	207.0	195.6	11.4	5.83

Concesionaria de Vías Irapuato Querétaro S.A. de C.V.
COMPARATIVE STATEMENTS OF FINANCIAL POSITION AS OF

(MXN million)

	June 2015	December 2014	Variation	%
ASSETS				
Current assets				
Cash and cash equivalents-current portion	406.3	240.3	166.0	69.08
Trade accounts receivable	180.0	275.1	(95.1)	(34.57)
Recoverable taxes	110.0	24.8	85.2	343.55
Accounts receivable to related parties	2.1	0.4	1.7	425.00
Financial asset-current portion	189.9	292.1	(102.2)	(34.99)
Other accounts receivable and prepaid expenses	20.1	5.6	14.5	258.93
Total current assets	908.4	838.3	70.1	8.36
Non-current assets				
Long-term restricted cash	42.4	42.0	0.4	0.95
Accounts receivable to related parties- long term portion	795.2	1,009.1	(213.9)	(21.20)
Financial asset derived from the concessions - long-term portion	353.6	350.7	2.9	0.83
Intangible assets derived from the concessions	1,579.7	1,642.0	(62.3)	(3.79)
Furniture and equipment and franchise rights - net	-	1.0	(1.0)	(100.00)
Machinery and equipment- net	4.2	2.5	1.7	68.00
Other assets	0.5	0.5	-	-
Total non-current assets	2,775.6	3,047.8	(272.2)	(8.93)
TOTAL ASSETS	3,684.0	3,886.1	(202.1)	(5.20)
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities				
Accounts payable to suppliers	283.8	269.9	13.9	5.15
Interest payable	5.3	5.5	(0.2)	(3.64)
Other current liabilities	1.6	2.0	(0.4)	(20.00)
Provisions	125.9	95.7	30.2	31.56
Accounts payable to related parties	6.6	19.5	(12.9)	(66.15)
Current portion of long-term debt	112.7	100.2	12.5	12.48
Taxes other than income tax	74.8	97.8	(23.0)	(23.52)
Income taxes payable	112.3	-	112.3	100.00
Total current liabilities	723.0	590.6	132.4	22.42
Non-current liabilities				
Long-term debt	874.8	937.0	(62.2)	(6.64)
Provisions for major maintenance	10.9	17.5	(6.6)	(37.71)
Accounts payable to related parties- long term	13.7	13.1	0.6	4.58
Other long term liabilities	1.2	1.7	(0.5)	(29.41)
Deferred income tax liability	91.6	114.3	(22.7)	(19.86)
Total non-current liabilities	992.2	1,083.6	(91.4)	(8.43)
TOTAL LIABILITIES	1,715.2	1,674.2	41.0	2.45
STOCKHOLDERS' EQUITY				
Capital stock	1,226.7	1,226.7	-	-
Accumulated results	742.1	985.2	(243.1)	(24.68)
TOTAL STOCKHOLDERS' EQUITY	1,968.8	2,211.9	(243.1)	(10.99)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	3,684.0	3,886.1	(202.1)	(5.20)

CONIPSA

Concesionaria Irapuato La Piedad S.A. de C.V.
COMPARATIVE STATEMENTS OF PROFIT (LOSS) AND OTHER COMPREHENSIVE INCOME (LOSS)

(MXN million)

	From April 1to June 30 of				Cumulative			
	2015	2014	Variation	%	2015	2014	Variation	%
TOTAL REVENUES	63.9	59.9	4.0	6.68	127.3	118.6	8.7	7.34
Shadow toll payments from the SCT	9.4	7.5	1.9	25.33	18.5	13.7	4.8	35.04
Availability payments from the SCT	54.3	52.4	1.9	3.63	108.4	104.9	3.5	3.34
Ancillary revenues from the use of rights of way	0.2	-	0.2	100.00	0.4	-	0.4	100.00
Total toll and other concession revenues	63.9	59.9	4.0	6.68	127.3	118.6	8.7	7.34
COSTS AND EXPENSES	20.7	13.3	7.4	55.64	41.7	29.4	12.3	41.84
Amortization of assets derived from the concessions	1.5	1.5	-	-	3.1	3.0	0.1	3.33
Operation and maintenance provisions	15.2	7.5	7.7	102.67	29.5	18.2	11.3	62.09
Toll collection costs	0.7	1.2	(0.5)	(41.67)	1.4	2.6	(1.2)	(46.15)
General and administrative expenses	3.3	3.1	0.2	6.45	7.7	5.6	2.1	37.50
INCOME BEFORE OTHER INCOME NET	43.2	46.6	(3.4)	(7.30)	85.6	89.2	(3.6)	(4.04)
Other income net	0.6	0.3	0.3	100.00	1.1	0.9	0.2	22.22
INCOME FROM OPERATIONS	43.8	46.9	(3.1)	(6.61)	86.7	90.1	(3.4)	(3.77)
Net financing cost	7.5	9.0	(1.5)	(16.67)	15.7	18.7	(3.0)	(16.04)
Interest expense	9.5	11.2	(1.7)	(15.18)	19.6	22.6	(3.0)	(13.27)
Premiums and interests on financing	4.8	6.6	(1.8)	(27.27)	10.1	12.8	(2.7)	(21.09)
Major maintenance interests	4.7	5.3	(0.6)	(11.32)	9.5	10.5	(1.0)	(9.52)
Interest income	(2.0)	(2.2)	0.2	9.09	(3.9)	(3.9)	-	-
INCOME BEFORE INCOME TAXES	36.3	37.9	(1.6)	(4.22)	71.0	71.4	(0.4)	(0.56)
INCOME TAXES	11.5	11.4	0.1	0.88	21.4	20.0	1.4	7.00
NET INCOME FOR THE PERIOD	24.8	26.5	(1.7)	(6.42)	49.6	51.4	(1.8)	(3.50)

Concesionaria Irapuato La Piedad S.A. de C.V.
COMPARATIVE STATEMENTS OF FINANCIAL POSITION AS OF

(MXN million)

	June 2015	December 2014	Variation	%
ASSETS				
Current assets				
Cash and cash equivalents-current portion	236.2	153.3	82.9	54.08
Trade accounts receivable	0.1	65.5	(65.4)	(99.85)
Recoverable taxes	11.5	5.2	6.3	121.15
Accounts receivable to related parties	2.8	1.0	1.8	180.00
Financial asset-current portion	221.3	217.8	3.5	1.61
Other accounts receivable and prepaid expenses	14.6	5.7	8.9	156.14
Total current assets	486.5	448.5	38.0	23.75
Non-current assets				
Long-term restricted cash	47.8	47.3	0.5	1.06
Accounts receivable to related parties - long-term portion	13.7	13.0	0.7	5.38
Financial assets derived from the concessions - long-term portion	488.0	485.1	2.9	0.60
Intangible assets derived from the concessions	68.9	72.0	(3.1)	(4.31)
Furniture and equipment and franchise rights - net	-	0.3	(0.3)	(100.00)
Machinery and equipment- net	3.5	2.5	1.0	40.00
Other assets	0.4	0.4	-	-
Total non-current assets	622.3	620.6	1.7	0.27
TOTAL ASSETS	1,108.8	1,069.1	39.7	3.71
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities				
Accounts payable to suppliers	0.2	0.1	0.1	100.00
Interest payable	1.7	1.9	(0.2)	(10.53)
Other current liabilities	2.0	2.1	(0.1)	(4.76)
Provisions	78.2	63.6	14.6	22.96
Accounts payable to related parties	2.2	4.7	(2.5)	(53.19)
Current portion of long-term debt	58.0	58.0	-	-
Taxes other than income tax	11.2	11.0	0.2	1.82
Income taxes payable	12.2	12.0	0.2	1.67
Total current liabilities	165.7	153.4	12.3	8.02
Non-current liabilities				
Long-term debt	237.8	266.8	(29.0)	(10.87)
Provisions for major maintenance	2.5	4.6	(2.1)	(45.65)
Other long term liabilities	1.2	1.7	(0.5)	(29.41)
Deferred income tax liability	55.6	46.4	9.2	19.83
Total non-current liabilities	297.1	319.5	(22.4)	(7.01)
TOTAL LIABILITIES	462.8	472.9	(10.1)	(2.14)
STOCKHOLDERS' EQUITY				
Capital stock	228.4	228.4	-	-
Accumulated results	417.6	367.8	49.8	13.54
TOTAL STOCKHOLDERS' EQUITY	646.0	596.2	49.8	8.35
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	1,108.8	1,069.1	39.7	3.71

GLOSSARY

“Adjusted EBITDA” means the sum of (a) EBITDA plus (b) the Major Maintenance Provision.

“Adjusted EBITDA Margin” means the ratio between (a) Adjusted EBITDA and (b) total toll and other concession revenues.

“ADT” means Average Daily Traffic, or the ratio between (a) traffic to (b) the number of days in a given period of time. Traffic is the number of vehicle crossings in toll plazas or free toll roads in a given period of time.

“Ancillary Revenue from the Use of Right of Way and other related revenues” means the revenues generated by the businesses operated by the Company alongside its toll roads, such as restaurants and convenience stores; the fees charged to vendors for the business they operate alongside the toll roads, such as convenience stores and gas stations; and the easement fees charged to other third parties for the installation or construction of water and gas pipelines, power lines and telecommunications and other infrastructure on land adjacent to the toll roads.

“Availability Payments from the SCT” means the amounts in cash payable by the SCT to each of CONIPSA and COVIQSA upon satisfaction of the requirements set forth in the relevant PPS Agreement.

“Banobras” means Banco Nacional de Obras y Servicios Públicos S.N.C., the Mexican development bank responsible for promoting and financing infrastructure projects and public services.

“Banobras Loan”: new credit facility with Banobras dated on October 8th 2013 for a total amount of MXN 7,135.5 million due 2032.

“BMV” means the Mexican Stock Exchange (*Bolsa Mexicana de Valores S.A.B. de C.V.*).

“Certificados Bursátiles or CBs” means the long-term debt securities (*Certificados Bursátiles -CBs Pesos-*) issued by the Company on September 12th 2013 and December 5th 2014, and the additional, UDI-denominated (*Certificados Bursátiles -CBs UDI-*) issued by the Company on June 27th 2013, whose principal terms are as follows:

Issuer	Red de Carreteras de Occidente S.A.B. de C.V.		
Type	Long-term Debt Securities		
Rating	mxAAA by S&P; AAA(mex) by Fitch.		
Guarantee	Debt Service Reserve for CBs		
	Banobras first losses partial guarantee over 6.5% from unpaid balance.		Without partial guarantee
	"RCO 12" Nominal fixed Interest rate	"RCO 12U" Real Interest rate	"RCO 14" Nominal fixed Interest rate
Issuance amount	MXN \$2.84 billion	MXN \$7.82 billion; 1,481,044,500.00 UDI	MXN \$4.4 billion
Denomination	Pesos	UDI	Pesos
Type of Interest rate	Fixed	Fixed	Fixed
Coupon	9.00%	5.25%	9.05%
Legal term	15 years	20 years	15 years
Average term	11 years	14 years	12 years
Amortization schedule	Year 7 to 15; 18 bi-annual coupons since February 10, 2019 using the principal amount and percentage and in the dates established in the offering documents.	Year 7 to 20; 28 bi-annual coupons since February 10, 2019 using the principal amount and percentage and in the dates established in the offering documents.	Year 7 to 15; 20 bi-annual coupons since February 10, 2021 using the principal amount and percentage and in the dates established in the offering documents.

“**CONIPSA**” means Concesionaria Irapuato La Piedad, S.A. de C.V.

“**CONIPSA Concession Agreement**” means the September 12, 2005 concession title (*Título de Concesión*) issued by the Federal Government, through the SCT, which entitles CONIPSA to (i) operate, preserve and maintain a 73.520 km federal toll-free road otherwise known as the “Irapuato-La Piedad” highway, which extends from the junction between the Querétaro-Irapuato and the Irapuato-La Piedad toll roads to the junction with the La Piedad de Cabadas bypass at kilometer 76+520 in the State of Guanajuato, and (ii) expand and rehabilitate the Irapuato-La Piedad highway and enter into a PPS Agreement with the Mexican Federal Government in respect thereto, for a 20 year period beginning on the aforementioned date.

“**CONIPSA Loan**” means the MXN 580 million loan granted to CONIPSA for purposes of the completion of the Expansion Works and the Rehabilitation Works contemplated by the CONIPSA Concession Agreement and the relevant PPS Agreement.

“**Cost of ancillary revenues from the use of Right of Way and other related revenues**” means cost and expenses related with businesses operated by the Company alongside its toll roads, such as restaurants and convenience stores.

“**COVIQSA**” means Concesionaria de Vías Irapuato Querétaro S.A. de C.V.

“**COVIQSA Concession Agreement**” means the June 21, 2006 concession title (*Título de Concesión*) issued by the Federal Government, through the SCT, which entitles COVIQSA to (i) operate, preserve and maintain a 92.979 km federal toll-free road located in the states of Querétaro and Guanajuato, (ii) expand and rehabilitate Irapuato-Queretaro highway, and enter into a PPS Agreement with the Mexican Federal Government in respect thereto, for a 20 year period beginning on the aforementioned date.

“**COVIQSA Loan**” means the MXN 1.2 billion loan granted to COVIQSA for purposes of the completion of the Rehabilitation Works contemplated by the COVIQSA Concession Agreement and the relevant PPS Agreement.

“**Debt Service Coverage Ratio**” means DSCR, or the ratio between (a) the amount available for debt service purposes and (b) the Debt Service, where:

- A. **Amount available for debt service purposes** is the sum of (a) the Adjusted EBITDA, (b) the available cash and (c) the net prepayment, divided by the amount disbursed under the existing credit facilities. The available cash is equal to FARAC I’s cash and cash equivalents as of the beginning of the relevant period, net of the amounts held in the Expansion Project Trust and the amounts that cannot be used to pay the adjusted interest expenses; and
- B. **Debt Service** is FARAC I’s Interest expense, net of the costs associated with the cancellation of derivative financial instruments and certain non-cash interest expense items; and principal amortizations.

“**EBITDA**” means the sum of (a) earnings before interest and income taxes, plus (b) depreciation and amortization; calculated for RCO as income from operations plus depreciation and amortization.

“**EBITDA Margin**” means the ratio between (a) EBITDA and (b) total toll and other concession revenues.

“**EMISNET**” means the data transmission system operated by the BMV, through which listed companies relay, via the Internet, relevant news and financial reports to the BMV’s web page.

“**EPS**” means earnings per share, or the ratio between (a) consolidated net income and (b) the weighted average number of common shares outstanding during a given year.

“Excess Cash Distribution” mandatory payments of the remaining cash (Cash Sweep), established in the Senior Loan Agreement and used to the prepayment of the FARAC I Acquisition Loan.

“Expansion Project Trust” means Administration Trust No. F/300209 (formerly known as Trust No. F/882), pursuant to which the Company contributed MXN 1.5 billion as security for the performance of its obligations under the FARAC I Concession Agreement, including its obligation to carry out the Expansion Works in accordance with the terms and specifications set forth in the relevant executive plan, subject to the delivery of the applicable Right of Way by the SCT.

“FARAC” means the Mexican National Infrastructure Fund (*Fondo Nacional de Infraestructura*), formerly known as the Concessioned Highways Rescue Trust (*Fideicomiso de Apoyo para el Rescate de Autopistas Concesionadas*).

“FARAC I” means the first set of toll roads auctioned off by the FARAC, namely (i) the Guadalajara-Zapotlanejo highway, (ii) the Maravatío-Zapotlanejo highway, (iii) the Zapotlanejo-Lagos de Moreno highway, and (iv) the León-Aguascalientes highway.

“FARAC I Acquisition Loan” means the MXN 31.0 billion loan granted to RCO for purposes of the acquisition of the FARAC I Concession Agreement.

“FARAC I Original Capex Loan” means the original MXN \$3.0 billion capex loan granted to RCO to finance the cost of the initial road improvements required by the SCT, and of major maintenance expenses; and

“FARAC I HSBC Capex Loan” means the 2013 MXN \$500.0 million capex loan granted to RCO by HSBC to finance the toll roads’ major maintenance expenses.

“FARAC I Santander Capex Loan” means the 2014 MXN \$1,000.0 million capex loan granted to RCO by Santander (México) to finance the toll roads’ major maintenance expenses.

“FARAC I Concession Agreement” means the concession title (*Título de Concesión*) pursuant to which the Company has the right and obligation to build, operate, exploit, enhance and maintain (i) the Guadalajara-Zapotlanejo, (ii) the Maravatío-Zapotlanejo, (iii) the Zapotlanejo-Lagos de Moreno and (iv) the León-Aguascalientes toll roads, and to build and maintain the Expansion Works, for a period of 30 years beginning on the date of award of the concession.

“FARAC I Expansion Works” or **“Expansion Works”** means the construction works contemplated by the FARAC I Concession Agreement.

“FARAC I Inbursa Loan”: new credit facility with Banco Inbursa S.A. dated on August 8, 2014 for a total amount of MXN \$4,596.0 million due 2029.

“IFRS” means International Financial Reporting Standards.

“Income from Operations Margin” means the ratio between (a) income from operations to (b) total toll and other concession revenues.

“Indeval” means S.D. Indeval Institución para el Depósito de Valores S.A. de C.V.

“Major Maintenance Provision” means the amount recognized by the Company on account of the anticipated maintenance cost of the roads under concession, which affects the Company’s results from the commencement of operations of a highway. Amounts are provisioned through the date the maintenance and/or repair work is performed. Amounts for maintenance are recognized at present value over five years, as required by IAS 37, “Provisions, Contingent Liabilities and Contingent Assets,” and IFRIC 12.

“**NCPI**” means the Mexican National Consumer Price Index (*Índice Nacional de Precios al Consumidor*).

“**Phase I of the Rehabilitation Works**” means the construction works required to achieve the toll-road standards established by the SCT, taking into consideration the initial road conditions.

“**PPS Agreement**” means, as the case may be, the agreement between COVIQSA or CONIPSA and the Mexican Federal Government, acting through the SCT, pursuant to which the SCT has agreed to make availability payments in exchange for the supply of highway capacity and operation services to, and shadow toll payments based on the number of vehicles that use the Toll-Free Roads operated by COVIQSA or CONIPSA, as the case may be.

“**RCO,**” the “**Concessionaire**” or the “**Company**” means Red de Carreteras de Occidente S.A.B. de C.V.

“**Right of Way**” means the strip of land located alongside the Company’s highways, necessary to carry out the Expansion Works pursuant to the FARAC I Concession Agreement, which must be secured and delivered to the Company by the SCT.

“**SCT**” means the Mexican Ministry of Communications and Transportation (*Secretaría de Comunicaciones y Transportes*).

“**Third Amendment to the PPS Agreement**” means the third amendment to the PPS Agreement for the provision of long- term highway capacity on the Querétaro-Irapuato toll-free road (COVIQSA), which amended the payment mechanism and financial model contemplated by such PPS agreement.

“**Senior Loan Agreement**” means the amended and restated loan agreement among the issuer, the lenders and the administrative agent.

“**Senior Notes**” means the 9.00% preferred debt securities in the principal amount of MXN 7,500,000,000 (seven billion five hundred million Mexican pesos), due 2028, issued by the Company on May 30, 2013 pursuant to Rule 144A and Regulation S of the U.S. Securities Act of 1933. Interest on the Senior Notes are payable semi-annually.

“**Shadow toll payments from the SCT**” means, as with respect to CONIPSA and/or COVIQSA, the traffic payments received from the SCT in respect of the Irapuato-La Piedad and Querétaro-Irapuato highways pursuant to the relevant PPS agreement. COVIQSA entered into an amendment agreement to the long-term PPS, dated June 21, 2006 (subsequently amended on June 23, 2011) to calculate the payments under the agreement, establishing a maximum quarterly payment amount of MXN 192,458,878.0, to be adjusted by inflation.

“**Toll revenues**” means the revenues derived from the use of the toll roads.

“**Toll-free Roads**” means the Querétaro-Irapuato highway (COVIQSA) and the Irapuato-La Piedad highway (CONIPSA).

“**Total toll and other concession revenues**” means the sum of (a) the toll revenues, (b) the shadow toll payments from the SCT, (c) the availability payments from the SCT and (d) the ancillary revenue from the use of Right of Way.

“**UDIs**” means Mexican Investment Units (*Unidades de Inversión*), which are inflation indexed currency units.