



**QUARTERLY REPORT**  
**2Q2013**

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

## Executive summary and relevant consolidated information for 2Q2013

(Amounts in Million Mexican Pesos)

Red de Carreteras de Occidente, S.A.B. de C.V. ("RCO", or "Concessionaire" or "the Company"), whose main activity is to operate, maintain and exploit the highways and Toll-Free Roads under the Concession agreements for FARAC I, COVIQSA and CONIPSA, announced its unaudited financial results as of June 30, 2013.

The unaudited consolidated interim financial statements as of June 30, 2013 were prepared by the Company and presented in accordance with the applicable IFRS. The same IFRS that applied in the preparation of the Company's annual financial statements for the year ended December 31, 2012 have been applied in these unaudited consolidated interim financial statements. The unaudited consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting".

During 2Q2013, FARAC I refinancing strategy continued in order to optimize cash flow, generating a debt profile according to its current capital structure by: (i) issuance of senior debt instruments (Senior Notes) in May 30, 2013 for \$7,500.00 million, with final maturity in 2028 and (ii) issuance of Certificados Bursátiles Adicionales RCO12U in June 27, 2013 for 378.5 UDI which equates to \$1,874.5 million, with a final maturity in 2032. Proceeds net of transaction expenses were used to prepay bank debt maturing on 2014 and 2016, for a total amount of \$7,293.1 million.

Refinancing process had impacts on financing costs, due to expenses such as: a) debt service reserve fund for Senior Notes and Certificados Bursátiles Adicionales, b) partial unwind of financial derivative instruments and c) transaction costs; these impacts are detailed below.

## Relevant consolidated information for 2Q2013 and year 2012

Consolidated results (MXN million)	2Q2013	2Q2012	% Var	Cumulative		
				2013	2012	% Var
Total toll and other concession revenues*	1,234.4	1,160.6	6.36%	2,463.9	2,233.1	10.34%
Construction revenues	121.1	70.8	71.05%	188.1	106.1	77.26%
Total revenues	1,355.5	1,231.5	10.07%	2,652.0	2,339.2	13.37%
Income from operations	741.8	611.6	21.29%	1,453.8	1,169.0	24.36%
Interest expense	1,632.5	721.9	126.13%	2,468.9	1,658.5	48.86%
Loss before income taxes	(827.2)	(87.6)	(844.03%)	(994.0)	444.7	323.52%
Consolidated net income (loss) for the period	(848.2)	(69.3)	1,123.27%	(825.2)	(232.5)	254.92%
EBITDA	1,012.1	877.2	15.38%	2,008.7	1,705.1	17.81%
Adjusted EBITDA	1,091.6	995.2	9.69%	2,167.8	1,941.2	11.67%
Income from operations margin **	60.09%	52.70%		59.00%	52.35%	
EBITDA margin **	81.99%	75.58%		81.53%	76.36%	
Adjusted EBITDA margin **	88.43%	85.75%		87.98%	86.93%	
Long term debt***	32,873.3	29,654.5	10.85%	32,873.3	31,343.0	4.88%
Stockholders' equity ***	19,444.0	19,666.2	(1.13%)	19,444.0	19,069.6	1.96%

\* Total revenues excluding Construction revenues.

\*\* Based on Total toll and other concession revenues

\*\*\* 2013 Balance Sheet cumulative amounts as of June 2013, 2012 Balance Sheet cumulative amounts as of December 2012.

- Total toll and other concession revenues reached \$1,234.4 million during 2Q2013, representing an increase of \$73.8 million or 6.36% compared to 2Q2012.
- Income from operations reached \$741.8 million in 2Q2013, an increase of \$130.2 million or 21.29% compared to 2Q2012.

- Interest Expense increased \$910.6 million in 2Q2013; primarily due to an increase of \$791.6 million as a result of partial unwind for some derivative financial instruments after the issuance of Certificados Bursátiles Adicionales and Senior Notes.
- 2Q2013 EBITDA was \$1,012.1 million, an increase of \$134.9 million or 15.38% compared to \$877.2 million in 2Q2012.
- 2Q2013 Adjusted EBITDA was \$1,091.6 million, an increase of 9.69% compared to \$995.2 million in 2Q2012.

**Annual Average Daily Traffic:**

Key indicators		2Q2013	2Q2012	% Var	Cumulative		
					2013	2012	% Var
<b>Average daily traffic (ADT)</b>							
FARAC I	Guadalajara-Zapotlanejo	29,524.8	30,065.2	(1.80%)	29,753.3	29,893.3	(0.47%)
	Maravatio-Zapotlanejo	7,489.7	7,771.2	(3.62%)	7,741.6	7,741.2	0.01%
	Zapotlanejo-Lagos	11,460.5	11,449.5	0.10%	11,395.8	11,067.4	2.97%
	León -Aguascalientes	9,385.8	9,271.2	1.24%	9,408.8	9,024.3	4.26%
CONIPSA	Irapuato-La Piedad	19,547.9	19,781.7	(1.18%)	19,484.3	19,661.6	(0.90%)
COVIQSA	Irapuato-Querétaro	34,631.0	34,705.0	(0.21%)	34,137.2	33,670.0	1.39%

**Segment revenue:**

Key indicators		2Q2013	2Q2012	% Var	Cumulative		
					2013	2012	% Var
<b>Revenue per road (MXN million)</b>							
FARAC I	Guadalajara-Zapotlanejo	136.0	133.5	1.87%	271.7	265.3	2.41%
	Maravatio-Zapotlanejo	341.8	333.1	2.61%	698.3	662.8	5.36%
	Zapotlanejo-Lagos	283.1	267.4	5.87%	558.9	517.2	8.06%
	León -Aguascalientes	204.2	191.4	6.69%	404.8	371.8	8.88%
CONIPSA	Irapuato-La Piedad	58.0	43.1	34.57%	114.8	85.8	33.80%
COVIQSA	Irapuato-Querétaro	199.2	185.0	7.68%	398.8	319.0	25.02%

\*Does not include ancillary revenues from the use of Right of Way or Construction revenues.

**Financial information highlights:**

Key indicators		2Q2013	2Q2012	% Var	Cumulative		
					2013	2012	% Var
<b>Financial highlights (MXN million)</b>							
FARAC I	Income from operations	572.0	474.6	20.50%	1,126.2	938.8	19.96%
	EBITDA	805.8	706.9	13.99%	1,608.4	1,399.7	14.91%
	Adjusted EBITDA	846.2	800.8	5.67%	1,689.4	1,587.5	6.42%
	EBITDA margin	82.48%	75.82%		82.47%	76.56%	
	Adjusted EBITDA margin	86.61%	85.89%		86.63%	86.83%	
CONIPSA	Income from operations	30.1	21.5	40.00%	58.9	45.1	30.60%
	EBITDA	31.6	23.0	37.39%	61.8	48.0	28.75%
	Adjusted EBITDA	49.3	28.3	74.20%	97.3	58.5	66.32%
	EBITDA margin	54.48%	53.24%		53.83%	55.88%	
	Adjusted EBITDA margin	85.00%	65.51%		84.76%	68.10%	
COVIQSA	Income from operations	144.8	117.9	22.82%	278.2	194.1	43.33%
	EBITDA	174.9	147.2	18.82%	338.8	252.8	34.02%
	Adjusted EBITDA	196.2	166.1	18.12%	381.4	290.6	31.25%
	EBITDA margin	87.80%	79.52%		85.02%	79.22%	
	Adjusted EBITDA margin	98.49%	89.74%		95.71%	91.07%	
CONSOLIDATED *	Income from operations	741.8	611.6	21.29%	1,453.8	1,169.0	24.36%
	EBITDA	1,012.1	877.2	15.38%	2,008.7	1,705.1	17.81%
	Adjusted EBITDA	1,091.6	995.2	9.69%	2,167.8	1,941.2	11.67%
	EBITDA margin	81.99%	75.58%		81.53%	76.36%	
	Adjusted EBITDA margin	88.43%	85.75%		87.98%	86.93%	

\* Individual information differs from consolidated financial statements due to consolidation process.

## RCO (FARAC I, CONIPSA and COVIQSA)

### 2Q2013 Consolidated financial information.

(MXN million)	Income from operations and EBITDA			Cumulative		
	2Q2013	2Q2012	% Var	2013	2012	% Var
Total toll and other concession revenues*	1,234.4	1,160.6	6.36%	2,463.9	2,233.1	10.34%
Construction revenues	121.1	70.8	71.05%	188.1	106.1	77.26%
Total revenues	1,355.5	1,231.5	10.07%	2,652.0	2,339.2	13.37%
Costs and expenses	617.3	623.2	(0.95%)	1,207.7	1,186.5	1.79%
Income before other income (expense) net	738.2	608.3	21.35%	1,444.2	1,152.7	25.29%
Other income, net	3.6	3.3	8.78%	9.6	16.3	(41.10%)
Income from operations	741.8	611.6	21.29%	1,453.8	1,169.0	24.36%
EBITDA	1,012.1	877.2	15.38%	2,008.7	1,705.1	17.81%
Adjusted EBITDA	1,091.6	995.2	9.69%	2,167.8	1,941.2	11.67%
Income from operations margin	60.09%	52.70%		59.00%	52.35%	
EBITDA margin	81.99%	75.58%		81.53%	76.36%	
Adjusted EBITDA margin	88.43%	85.75%		87.98%	86.93%	

\* Total revenues net of Construction revenues.

Total toll and other concession revenues reached \$1,234.4 million during 2Q2013, representing an increase of 6.36% compared to \$1,160.6 for 2Q2012.

- Consolidated total revenues are comprised of:
  - **Toll revenues (FARAC I):** during 2Q2013 reached \$964.5 million, representing an increase of 3.94% compared to 2Q2012.
  - **Ancillary revenues from the use of right of way:** during 2Q2013 were \$12.5 million, an increase of \$8.1 million compared to 2Q2012. This increase is due to ancillary revenues generated from right of way and operations in the toll roads. Ancillary revenues primarily consist of the businesses the company operates alongside the toll roads such as restaurants and convenience stores; fees charged to vendors for the business they operate alongside the toll roads such as convenience stores and gas stations; and fees charged to other third parties for building pipelines, transmission lines and other infrastructure on land adjacent to the toll roads over which the Company has rights of way.
  - **Shadow toll payments from the SCT (CONIPSA/COVIQSA):** These are made of SCT Shadow Toll payments related to the Irapuato- La Piedad and Queretaro- Irapuato roads, which are derived from the corresponding PPS agreements. For 2Q2013 the Shadow toll payment from the SCT was \$160.0 million, an increase of \$14.5 million compared to \$145.5 million from 2Q2012.
  - **Availability payments from the SCT (CONIPSA/COVIQSA):** These are made of SCT Availability payments related to the Irapuato- La Piedad and Queretaro- Irapuato roads, which are derived from the corresponding PPS agreements. For 2Q2013 the Availability payment from the SCT was \$97.4 million, an increase of \$14.7 million from 2Q2012.
  - **Construction revenues:** during 2Q2013 were \$121.1 million compared to 2Q2012 with \$70.8 million. These revenues derived from the construction costs in connection with FARAC I Expansion Works. Construction revenues are recognized in an equal amount to construction costs, resulting in a net zero effect on Company's results.

- **Costs and expenses:** total costs and expenses during 2Q2013 were \$617.3 million, a decrease of 0.95% compared to 2Q2012. These costs and expenses are comprised of:
  - **Amortization of assets derived from the concessions:** this cost increased \$5.0 million, reaching \$270.2 million during 2Q2013 compared to 2Q2012.
  - **Operation and maintenance provisions:** reached \$155.1 million during 2Q2013, decreasing \$52.7 million compared to 2Q2012 mainly due to a decrease in the Major Maintenance Provision of \$38.5 million compared to 2Q2012.
  - **Toll collection costs:** these costs were \$32.7 million during 2Q2013, a decrease of \$8.4 million compared to 2Q2012.
  - **Construction costs:** these costs are recognized during FARAC I Expansion Works. During 2Q2013, construction costs reached \$121.1 million compared to \$70.8 million during 2Q2012. These costs are recognized in an equal amount to construction revenues resulting in a net zero effect on the Company's results.
  - **General and administrative expenses:** were \$35.1 million during 2Q2013, a decrease of \$2.9 million compared to \$38.0 million in 2Q2012.
- **EBITDA:** 2Q2013 EBITDA increased \$134.9 million, reaching \$1,012.1 million during 2Q2013, compared to \$877.2 million in 2Q2012.
- **Adjusted EBITDA:** this indicator increased \$96.4 million, reaching \$1,091.6 million during 2Q2013 compared to \$995.2 in 2Q2012.

**Net financing cost, Income taxes and net loss and Consolidated net Income (loss)**

Net financing cost, income taxes and Consolidated net income (loss) for the period						
(MXN million)	2Q2013	2Q2012	% Var	Cumulative		
				2013	2012	% Var
<b>Income from operations</b>	<b>741.8</b>	<b>611.6</b>	<b>21.29%</b>	<b>1,453.8</b>	<b>1,169.0</b>	<b>24.36%</b>
<b>Net financing cost</b>	<b>1,569.0</b>	<b>699.2</b>	<b>124.39%</b>	<b>2,447.8</b>	<b>1,613.8</b>	<b>51.68%</b>
Interest expense	1,632.5	721.9	126.13%	2,468.9	1,658.5	48.86%
Adjustments to principal amount of UDI denominated debt	11.1	-	-	84.9	-	100.00%
Interest income	(74.9)	(23.9)	213.46%	(106.3)	(45.9)	131.49%
Net foreign exchange (loss) income	0.3	1.2	(75.00%)	0.3	1.2	(77.17%)
<b>Income (loss) before income taxes</b>	<b>(827.2)</b>	<b>(87.6)</b>	<b>(844.03%)</b>	<b>(994.0)</b>	<b>444.7</b>	<b>323.52%</b>
Income taxes	21.0	(18.3)	(214.98%)	(168.8)	(212.3)	(20.50%)
<b>Consolidated net income (loss) for the period</b>	<b>(848.2)</b>	<b>(69.3)</b>	<b>(1,123.27%)</b>	<b>(825.2)</b>	<b>(232.5)</b>	<b>254.92%</b>
Non-controlling interest	-	-	-	-	-	-

- **Net financing cost:** during 2Q2013, the line items of the net financing cost increased \$869.8 million. This increase is comprised of:
  1. **Interest expense:** the interest expense increased 126.13% or \$910.6 million for 2Q2013, mainly comprised of:
    - (i) Increase of \$791.6 million related to the partial unwinds of financial derivative instruments after the issuance of Senior Notes and Certificados Bursatiles Adicionales.
    - (ii) An aggregate increase of \$119.0 in: (i) financing interest and fees, (ii) financial derivative instruments interest, (iii) financial derivative instruments valuation effects, (iv) upfront fees amortization and (v) major maintenance interests. Financing interest and fees increased \$68.6 million compared to 2Q2012 which was the main reason for aggregate increase.

2. **Adjustments to principal amount of UDI denominated debt:** this line item had a loss of \$11.1 million during 2Q2013; this line item recognizes the UDI value for Certificados Bursátiles.
  3. **Interest income:** increased \$51.0 million during 2Q2013 reaching \$74.9 million compared to \$23.9 million in 2Q2012, mainly due to the increase in interest from investments related to cash and cash equivalents which results from funding debt service reserve funds for the Certificados Bursatiles Adicionales and Senior Notes.
  4. **Net foreign exchange (loss) income:** at the end of 2Q2013 had recognized a loss of \$0.3 million, a decrease of \$0.9 million compared to 2Q2012.
- **Loss before income taxes:** the consolidated loss before income taxes reached \$827.2 million during 2Q2013, an increase of \$739.6 million compared to \$87.6 million in 2Q2012.
  - **Consolidated net income (loss) for the period:** the net loss for 2Q2013 of \$848.2 million reflected an increase of \$778.9 million compared to the net loss of \$69.3 million during 2Q2012.

#### CASH AND LONG-TERM DEBT

- **Cash and cash equivalents:** as of 2Q2013 the cash and cash equivalents reached \$4,900.6 million, showing an increase of \$1,808.6 million or 58.50% compared to \$3,091.9 million at the end of 2012, which results from funding debt service reserve fund for the Certificados Bursatiles Adicionales and Senior Notes.
- **Long-term debt:** has six components (i) FARAC I Acquisition Loan, (ii) FARAC I Certificados Bursatiles (iii) FARAC I HSBC Capex Loan, (iv) FARAC I Senior Notes, (v) COVIQSA Loan and, (vi) CONIPSA Loan. In accordance with IFRS, long-term debt is presented net of commission and debt issuance costs.

As of 2Q2013 the long-term debt increased 4.88% or \$1,530.3 million, reaching \$32,873.3 compared to December 2012, due to: (i) Senior Notes and Certificados Bursatiles Adicionales RCO12U issuance costs (debt service funding reserve, partial unwind of financial derivative instruments and issuance costs payment), (ii) Disbursement from FARAC I HSBC Capex Loan, (iii) principal amortization of COVIQSA and CONIPSA Loans and (iv) cash sweep.

Proceeds net of transaction expenses from FARAC I Senior Notes and Certificados Bursatiles Adicionales RCO12U issuance were used to prepay bank debt maturing on 2014 and 2016, for a total amount of \$7,293.1 million. The prepayment was comprised of (i) \$4,183.3 prepayment to FARAC I Acquisition Loan, (ii) \$109.8 million prepayment to FARAC I Liquidity Loan and (iii) \$3,000.0 million prepayment to FARAC I Capex Loan.

#### LIQUIDITY

- **Liquidity:** liquidity ratio (current assets / current liabilities) for 2Q2013 reached 3.04 compared to 2.91 at the end of 2Q2012 derived from the reasons explained previously.

## FARAC I

FARAC I Concession agreement grants the right to build, operate, exploit, preserve and maintain the toll roads (i) Guadalajara-Zapotlanejo, (ii) Maravatío-Zapotlanejo, (iii) Zapotlanejo-Lagos and, (iv) León-Aguascalientes, for a period of 30 years from the concession was awarded.

Also, FARAC I Concession agreement contains the obligation to build and maintain the Expansion Works (more detail at Capital Investments section of this report).

### Financial information highlights

(MXN million)	2Q2013	2Q2012	% Var	Cumulative		
				2013	2012	% Var
<b>Total toll and other concession revenues</b>	977.0	932.3	4.79%	1,950.2	1,828.2	6.67%
Administrative service revenues	5.7	-	100.00%	11.7	-	100.00%
Income from operations	572.0	474.6	20.52%	1,126.2	938.8	19.96%
<b>EBITDA</b>	805.8	706.9	13.99%	1,608.4	1,399.7	14.91%
<b>Adjusted EBITDA</b>	846.2	800.8	5.67%	1,689.4	1,587.5	6.42%
Income from operations margin	58.55%	50.90%		57.75%	51.35%	
<b>EBITDA margin</b>	82.48%	75.82%		82.47%	76.56%	
<b>Adjusted EBITDA margin</b>	86.61%	85.89%		86.63%	86.83%	

- **Total toll and other concession revenues:** FARAC I total toll and concession revenues during 2Q2013 reached \$977.0 million, an increase of \$44.7 million or 4.79% compared to \$932.3 million in 2Q2012, comprised of:
  - **Toll revenues:** during 2Q2013 these revenues were \$964.6 million compared to \$928.0 million in 2Q2012, an increase of \$36.6 million or 3.94%.
  - **Ancillary revenues from the use of right of way:** during 2Q2013 were \$12.5 million, an increase of \$8.1 million compared to 2Q2012. This increase is due to ancillary revenues generated from right of way and operations in the toll roads. Ancillary revenues primarily consist of the businesses the company operates alongside the toll roads such as restaurants and convenience stores; fees charged to vendors for the business they operate alongside the toll roads such as convenience stores and gas stations; and fees charged to other third parties for building pipelines, transmission lines and other infrastructure on land adjacent to the toll roads over which the Company has rights of way.
- **Administrative services revenues:** during 2Q2013 reached \$5.7 million; these revenues are personnel management services provided to COVIQSA and CONIPSA by the subsidiary Prestadora de Servicios RCO ; these revenues are eliminated when presenting consolidated financial information.
- **Construction revenues:** for 2Q2013 these revenues were \$121.0 million while for 2Q2012 reached \$70.8 million. These revenues derived from the construction costs related to FARAC I Expansion Works. Construction revenues are recognized in an equal amount to construction costs, resulting in a net zero effect on Company's results.
- **Costs and expenses:** total costs and expenses during 2Q2013 reached \$534.8 million while for 2Q2012 were \$531.0 million, comprised of:
  - **Amortization of assets derived from the concessions:** during 2Q2013 this line item reached \$233.7 million, an increase of \$1.7 million compared to \$232.0 million for 2Q2012, such difference comes from the updated amortization based on toll roads traffic.

- **Operation and maintenance provisions:** this expense reached \$112.9 million during 2Q2013; a decrease of \$43.2 million compared to \$156.1 million from 2Q2012, the aforementioned is mainly derived by the decrease of the Major Maintenance Provision.
- **Toll collection costs:** these costs were \$30.9 million, a decrease of \$8.2 million compared to \$39.1 million from 2Q2012.
- **Construction costs:** these costs are recognized during FARAC I Expansion Works. For 2Q2013 the construction costs reached \$121.0 million compared to \$70.8 million during 2Q2012. These costs are recognized in an equal amount to construction revenue, resulting in a net zero effect on the Company's results.
- **General and administrative expenses:** during 2Q2013 these expenses were \$33.3 million, an increase of 0.91% or \$0.3 million compared to \$33.0 million from 2Q2012; mainly due to the increase in personnel management cost of \$4.1 million and a decrease of \$2.8 million in legal consulting, audit and other consulting services.
- **Other income, net:** during 2Q2013 was \$3.1 million, an increase of \$0.6 million compared to 2Q2012 income of \$2.5 million from 2Q2012.
- **Income from operations:** during 2Q2013 income from operations was \$572.0 million, an increase of \$97.4 million compared to \$474.6 million from 2Q2012, thus resulting in an income from operations margin of 58.55%.
- **EBITDA:** 2Q2013 EBITDA reached \$805.8 million, an increase of \$98.9 million compared to \$706.9 million from 2Q2012, thus resulting in an EBITDA margin of 82.48%.
- **Adjusted EBITDA:** 2Q2013 Adjusted EBITDA reached \$846.2 million, an increase of \$45.4 million compared to \$800.8 million from 2Q2012, thus resulting in an Adjusted EBITDA margin of 86.61%.
- **Net financing cost:** during 2Q2013, the line items of the net financing cost increased \$885.4 million. This increase is comprised of:
  1. **Interest expense:** the interest expense increased \$918.9 million mainly comprised of:
    - (i) Increase of \$791.6 million related to the partial unwind of financial derivative instruments after the issuance of Senior Notes and Certificados Bursatiles Adicionales.
    - (ii) An aggregate increase of \$127.3 in: (i) financing interest and fees, (ii) financial derivative instruments interest, (iii) financial derivative instruments valuation effects, (iv) upfront fees amortization and (v) major maintenance interests. Financing interest and fees increased \$74.1 million compared to 2Q2012 which was the main reason for aggregate increase.
  2. **Adjustments to principal amount of UDI denominated debt:** this line item had a loss of \$11.1 million during 2Q2013; this line item recognizes the UDI value for Certificados Bursatiles.
  3. **Interest income:** the interest income increased \$45.0 million during 2Q2013 reaching \$66.0 million compared to \$21.0 million in 2Q2012, mainly due to the increase in interest from investments related to



cash and cash equivalents which results from funding debt service reserve funds for the Certificados Bursátiles Adicionales and Senior Notes.

4. **Net foreign exchange (loss) income:** at the end of 2Q2013, this line item registered a loss of \$0.3 million, an increase of \$0.4 million in respect of a loss of \$0.1 from 2Q2012.
- **FARAC I Debt Service Coverage Ratio:** the debt service coverage ratio (DSCR) increased 0.01 for 2Q2013 (Amount Available for Debt Service / Adjusted Interest Expenses) closing at 2.26 compared to 2.25 at the end of 2Q2012.

Detailed calculation of the FARAC I Debt Service Coverage Ratio is presented in the next table:

DSCR FARAC I (MXN million)				Cumulative		
	Q2 2013	Q2 2012	% Var	2013	2012	% Var
(+) Income from operations	572.0	474.6	20.52%	1,126.2	938.8	19.96%
(+) Amortization of assets derived from the concession	233.7	232.0	0.73%	481.9	460.2	4.72%
(+) Depreciation	0.1	0.3	-66.67%	0.4	0.7	-42.86%
(+) Major maintenance provision	40.4	93.9	-56.98%	80.9	187.8	-56.92%
<b>(=) Adjusted Ebitda</b>	<b>846.2</b>	<b>800.8</b>	<b>5.67%</b>	<b>1,689.4</b>	<b>1,587.5</b>	<b>6.42%</b>
(+) Available Cash	403.9	527.0	-23.36%	112.5	198.0	-43.17%
(+) Net Prepayment/ (Disbursement for Loans)	311.7	3.6	8652.46%	499.2	(174.2)	-386.55%
<b>(=) Amount Available for Debt Service</b>	<b>1,561.8</b>	<b>1,331.4</b>	<b>17.31%</b>	<b>2,301.1</b>	<b>1,611.3</b>	<b>42.81%</b>
(/) Adjusted Interest Expenses	691.0	592.3	16.65%	1,407.3	1,402.2	0.36%
<b>Debt Service Coverage Ratio (DSCR)</b>	<b>2.26</b>	<b>2.25</b>	<b>0.56%</b>	<b>1.64</b>	<b>1.15</b>	<b>42.29%</b>

**FARAC I Debt maturity profile (MXN million):**

Year	Bank Debt		Debt Securities			Total
	Acquisition	Capex	CB Pesos	CB UDI <sup>1</sup>	Senior Notes	
2013						
2014		19.4				19.4
2015		77.5				77.5
2016	2,782.1	77.5				2,859.6
2017		77.5				77.5
2018	11,409.9	58.1				11,468.0
2019			285.2	400.4	225.0	910.7
2020			300.0	419.5	450.0	1,169.5
2021			316.5	441.5	525.0	1,283.0
2022			332.4	463.5	675.0	1,470.9
2023			347.2	488.4	900.0	1,735.6
2024			357.4	513.4	1,200.0	2,070.8
2025			358.0	541.2	1,350.0	2,249.2
2026			332.4	570.6	1,125.0	2,028.0
2027			211.9	598.4	750.0	1,560.4
2028				624.8	300.0	924.8
2029				645.4		645.4
2030				645.4		645.4
2031				599.9		599.9
2032				381.4		381.4
<b>Total</b>	<b>14,191.9</b>	<b>310.0</b>	<b>2,841.0</b>	<b>7,333.8</b>	<b>7,500.0</b>	<b>32,176.7</b>

<sup>1</sup> 4.951754 UDI value as of June 30, 2013.

**FARAC I Expansion Works**

During 2Q2013 RCO invested a total amount of \$91.1 million. On a cumulative basis since the beginning of FARAC I Concession Agreement, RCO has invested 1,207.1 million.

The Expansion Works contemplates payments to release the Right of Way, which as of June 2013 total \$43.4 million and are related to Zacapu junction Maravatío- Zapotlanejo toll road from km 11+100 to km 19+733. These resources were disbursed from the \$50.0 million determined within FARAC I Concession Agreement for this purpose and previously funded in the Expansion Project Trust.

**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	dic-09	Finished
Zapotlanejo - Guadalajara construction of toll free lanes between Tonalá and Guadalajara	feb-11	jun-12	Finished
Zapotlanejo - Guadalajara widening to six lanes between Tonalá and Guadalajara Km 21 to Km 26	sep-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	jun-13	Finished
Zapotlanejo - Guadalajara – reinforcement Fernando Espinosa bridge	oct-12	sep-13	In process
León - Aguascalientes construction of El Desperdicio- Encarnación de Diaz feeder	oct-12	feb-14	In process
Zapotlanejo- Guadalajara construction of toll free lanes between Arroyo de En medio and Tonalá	dic-12	dic-13	In process
Zacapu / Maravatío – Zapotlanejo	Pending Right of Way release by the SCT; an estimated 18 months process after received.		

## COVIQSA

The COVIQSA concession provides the right to operate, preserve and maintain, the Toll-Free Road located in Querétaro and Guanajuato states for a 20 year period beginning on June 2006.

This Toll-Free Road constitutes a key segment of the Bajío corridor by interconnecting in the east-west direction the cities of Querétaro and Irapuato. Together with CONIPSA, 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, and in regions such as northern León, southern Morelia, western Guadalajara and eastern Mexico City.

### Financial information highlights

(MXN million)	2Q2013	2Q2012	% Var	Cumulative		
				2013	2012	% Var
<b>Total toll and other concession revenues</b>	199.2	185.1	7.62%	398.5	319.1	24.88%
Income from operations	144.8	117.9	22.82%	278.2	194.1	43.33%
<b>EBITDA</b>	174.9	147.2	18.82%	338.8	252.8	34.02%
<b>Adjusted EBITDA</b>	196.2	166.1	18.12%	381.4	290.6	31.25%
Income from operations margin	72.69%	63.70%		69.81%	60.83%	
<b>EBITDA margin</b>	87.80%	79.52%		85.02%	79.22%	
<b>Adjusted EBITDA margin</b>	98.49%	89.74%		95.71%	91.07%	

- **Revenue:** during 2Q2013 reached \$199.2 million, an increase of \$14.1 million compared to \$185.1 million from 2Q2012, comprised of:
  - **Shadow toll payment from the SCT:** during 2Q2013 was \$153.8 million, an increase of \$13.9 million compared to 2Q2012 of \$139.9 million.
  - **Availability payment from the SCT:** during 2Q2013 was \$45.4 million, an increase of \$0.2 million compared to 2Q2012 of \$45.2 million.
- **Costs and expenses:** total costs and expenses during 2Q2013 reached \$54.8 million, a decrease of \$13.1 million compared to \$67.9 million for 2Q2012, comprised of:
  - **Amortization of assets derived from the concessions:** during 2Q2013 this expense was \$30.2 million, an increase of \$0.9 million compared to 2Q2012 of \$29.3 million.
  - **Operation and maintenance provisions:** during 2Q2013 this expense reached \$18.9 million, which represents a decrease of \$15.2 million compared to 2Q2012 of \$34.1 million. The aforementioned derived from the cost of operation decrease.
  - **Toll collection costs:** during 2Q2013 this cost was \$0.8 million comprised of insurance premiums and the accrued ICA Management Fee; the aforementioned represents a decrease of \$0.5 million compared to 2Q2012 of \$1.3 million.
  - **General and administrative expenses:** during 2Q2013 these expenses reached \$4.9 million, an increase of \$1.7 million compared to 2Q2012 mainly due to the personnel management cost.
- **Other income, net:** during 2Q2013 registered \$0.4 million, a decrease of \$0.3 million compared to 2Q2012; this line item contains the income from insurance damage to the roads and income derived from insurance premium refunds.
- **Income (loss) from operations:** income from operations during 2Q2013 reached \$144.8 million, an increase of \$26.9 million compared to 2Q2012 of \$117.9 million, the above mainly due to the aforementioned increase in

income from toll and operating services. At the end of 2Q2013 the income from operations margin closed at 72.69%.

- **EBITDA:** 2Q2013 EBITDA reached \$174.9 million, an increase of \$27.7 million compared to 2Q2012 of \$147.2 million, thus resulting in an EBITDA margin of 87.80%.
- **Adjusted EBITDA:** 2Q2013 Adjusted EBITDA reached \$196.2 million, an increase of \$30.1 million compared to 2Q2012 of \$166.1 million, thus resulting in an Adjusted EBITDA margin of 98.49%.
- **Net financing cost:** during 2Q2013, the net financing cost was \$19.4 million, a decrease of \$20.5 million in compared to 2Q2012 of \$39.9 million.
  - **Interest expense:** 2Q2013 interest expense was \$31.0 million, a decrease of \$9.1 million compared to 2Q2012, mainly due to maturity of COVIQSA's floating rate swap and the acquisition of an interest rate cap with strike Price of 5.65%.
  - **Interest income:** interest income increased by \$10.1 million, reaching \$11.6 million on 2Q2013 compared to 2Q2012 of \$1.5 million.

**COVIQSA Debt maturity profile (MXN million)**

Bank Debt	
Year	COVIQSA Loan
2013	25.0
2014	75.1
2015	100.2
2016	125.2
2017	150.3
2018	162.8
2019	175.3
2020	187.8
2021	150.3
<b>Total</b>	1,152.0

## CONIPSA

The CONIPSA concession provides the right to operate, preserve and maintain the Free-Toll Road Irapuato-La Piedad extending from the junction of the Querétaro-Irapuato Toll Road and the Irapuato-La Piedad Toll Road to the junction with La Piedad de Cabadas bypass on kilometer 76+520 in the state of Guanajuato, for a 20 year period beginning September 2005.

The 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.

### Financial information highlights

(MXN million)	2Q2013	2Q2012	% Var	Cumulative		
				2013	2012	% Var
<b>Total toll and other concession revenues</b>	58.0	43.2	34.26%	114.8	85.9	33.64%
Income from operations	30.1	21.5	40.00%	58.9	45.1	30.60%
<b>EBITDA</b>	31.6	23.0	37.39%	61.8	48.0	28.75%
<b>Adjusted EBITDA</b>	49.3	28.3	74.20%	97.3	58.5	66.32%
Income from operations margin	51.90%	49.77%		51.31%	52.50%	
<b>EBITDA margin</b>	54.48%	53.24%		53.83%	55.88%	
<b>Adjusted EBITDA margin</b>	85.00%	65.51%		84.76%	68.10%	

- **Revenue:** during 2Q2013 totaled an aggregate of \$58.0 million, an increase of \$14.8 million compared to \$43.2 million from 2Q2012, these revenues are comprised of:
  - **Shadow toll payment from the SCT:** during 2Q2013 was \$6.1 million, an increase of \$0.5 million compared to 2Q2012 of \$5.6 million.
  - **Availability payment from the SCT:** during 2Q2013 was \$51.9 million, an increase of \$14.3 million compared to 2Q2012 of \$37.6 million.
- **Costs and expenses:** total costs and expenses during 2Q2013 reached \$28.0 million, an increase of \$6.3 million compared to \$21.7 million of 2Q2012, these costs and expenses are comprised of:
  - **Amortization of assets derived from the concessions:** during 2Q2013 this expense was \$1.4 million, a decrease of \$0.1 million compared to \$1.5 million of 2Q2012.
  - **Operation and maintenance provisions:** during 2Q2013 this expense was \$23.1 million, \$17.7 million corresponding to the annual update of the major maintenance provision and \$0.4 million corresponding to the road operation. The aforementioned represents an increase of \$5.5 million compared to 2Q2012 of \$17.6 million.
  - **Toll collection costs:** during 2Q2013 this cost was \$0.9, million comprised of \$0.8 from insurance premiums for the period and \$0.1 million from the accrued ICA Management Fee. This represents an increase of \$0.1 million compared to 2Q2012 of \$0.8 million.
  - **General and administrative expenses:** during 2Q2013 these expenses was \$2.6 million, an increase of \$0.8 million compared to 2Q2012 mainly due to the personnel management cost.
- **Other income, net:** this line item was \$0.1 million income during 2Q2013 which represents an increase of \$0.1 million compared to 2Q2012 other income.

- **Income (loss) from operations:** income from operations during 2Q2013 reached \$30.1 million, an increase of \$8.6 million compared to 2Q2012 of \$21.5 million, the above mainly due to the aforementioned increase in income from toll and operating services. At the end of 2Q2013 the income from operations margin closed at 51.90%.
- **EBITDA:** 2Q2013 EBITDA was \$31.6 million, an increase of \$8.6 million compared to 2Q2012 of \$23.0 million, thus resulting in an EBITDA margin of 54.48%.
- **Adjusted EBITDA:** 2Q2013 Adjusted EBITDA was \$49.3 million, an increase of \$21.0 million compared to 2Q2012 of \$28.3 million, thus resulting in an Adjusted EBITDA margin of 85.00%.
- **Net financing cost:** during 2Q2013 the net financing cost registered \$14.2 million, an increase of \$4.6 million compared to 2Q2012 of \$9.6 million.
  - **Interest expense:** interest expense during 2Q2013 reached \$15.5 million, an increase of \$4.4 million compared to 2Q2012, mainly due to the \$5.5 million increase to the non-cash financial cost of the Major Maintenance Provision.
  - **Interest income:** interest income decreased by \$0.2 million, reaching \$1.3 million compared to 2Q2012 of \$1.5 million.

**CONIPSA Debt maturity profile (MXN million)**

Bank Debt	
Year	CONIPSA Loan
2013	26.1
2014	58.0
2015	58.0
2016	58.0
2017	63.8
2018	69.6
2019	75.4
<b>Total</b>	408.9

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**RELEVANT EVENTS<sup>1</sup>:**

During the period from April 1, 2013 to June 30, 2013 the Company reported the following relevant events:

**RCO Reports the Issuance of Preferred Debt Instruments (Senior Notes)**

Red de Carreteras de Occidente, S.A.B. de C.V. (“RCO” or the “Company”) reports to the investor community the issuance of \$7,500,000,000 (seven thousand five hundred million pesos 00/100 N.C.) under Rule 144A and Regulation S of the 1933 Securities Act due in 2028, that took place on May 30, 2013. The annual interest rate is 9.00% payable semiannually. Proceeds net of transaction expenses will be used to prepay bank debt.

EMISNET (BMV) publication date: May 30, 2013

**RCO reports transfer of “A” series Shares**

Red de Carreteras de Occidente, S.A.B. de C.V. (“RCO” or the “Company”) reports that it has been informed by Series “A” shareholders about the transfer of 100% of Series “A” shares owned by Constructoras ICA, S.A. de C.V. and Controladora de Operaciones de Infraestructura, S.A. de C.V. to funds managed by Goldman Sachs. ICA and funds managed by Goldman Sachs originally partnered in acquiring RCO’s road network as part of the FARAC I auction in 2007. Funds managed by Goldman Sachs shall continue to maintain the majority of the capital stock and control of RCO. The transaction is subject to the corresponding government’s approvals, including that of the Ministry of Communications and Transportation and the Federal Competition Commission.

EMISNET (BMV) publication date: June 20, 2013

**RCO reports Issuance of Additional Certificados Bursatiles (RCO12U)**

Red de Carreteras de Occidente, S.A.B. de C.V. (“RCO” or the “Company”) reports to the investor community the additional issuance of Certificados Bursatiles (RCO12U) for 378,526,300 UDI (Three hundred seventy eight million five hundred twenty six thousand and three hundred UDI) due in 2032, that took place in June 27, 2013. The annual interest rate is 5.25% payable semiannually. Proceeds net of transaction expenses will be used to prepay bank debt.

EMISNET (BMV) publication date: June 27, 2013

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<sup>1</sup> Relevant events transcribed from its original submission to BMV; more detail on the official BMV website.



## CONSOLIDATED FINANCIAL INFORMATION

**Red de Carreteras de Occidente, SAB de CV and Subsidiaries**  
**UNAUDITED CONSOLIDATED INTERIM STATEMENTS OF PROFIT (LOSS) AND OTHER COMPREHENSIVE INCOME (LOSS)**  
From 1 April to June 30 of:

(MXN million)

	2013	2012	Variation	%	Cumulative			
	2013	2012	Variation	%	2013	2012	Variation	%
<b>TOTAL REVENUES</b>	<b>1,355.5</b>	<b>1,231.5</b>	<b>124.0</b>	<b>10.07</b>	<b>2,652.0</b>	<b>2,339.2</b>	<b>312.8</b>	<b>13.37</b>
Toll revenue	964.5	928.0	36.5	3.94	1,932.1	1,821.3	110.8	6.08
Shadow toll payments from the SCT	160.0	145.5	14.5	9.96	318.6	256.9	61.7	24.04
Availability payments from the SCT	97.4	82.7	14.7	17.78	194.9	148.1	46.8	31.58
Ancillary revenue from the use of right of way	12.5	4.3	8.1	187.93	18.4	6.9	11.5	166.51
Total toll and other concession revenues	1,234.4	1,160.6	73.8	6.36	2,463.9	2,233.1	230.8	10.34
Construction revenues	121.1	70.8	50.3	71.05	188.1	106.1	82.0	77.26
<b>COSTS AND EXPENSES</b>	<b>617.3</b>	<b>623.2</b>	<b>(5.9)</b>	<b>(0.95)</b>	<b>1,207.7</b>	<b>1,186.5</b>	<b>21.2</b>	<b>1.79</b>
Amortization of assets derived from the concessions	270.2	265.2	5.0	1.89	554.7	530.6	24.1	4.53
Operation and maintenance provisions	155.1	207.8	(52.7)	(25.36)	312.0	405.4	(93.4)	(23.04)
Toll collection costs	32.7	41.2	(8.4)	(20.51)	73.0	73.1	(0.1)	(0.10)
Cost of sales	3.1	-	3.1	100.00	3.1	-	3.1	100.00
Construction costs	121.1	70.8	50.3	70.94	188.0	106.1	81.9	77.17
General and administrative expenses	35.1	38.0	(2.9)	(7.63)	76.9	71.3	5.6	7.92
<b>INCOME BEFORE OTHER INCOME, NET</b>	<b>738.2</b>	<b>608.3</b>	<b>129.9</b>	<b>21.35</b>	<b>1,444.2</b>	<b>1,152.7</b>	<b>291.5</b>	<b>25.29</b>
Other income, net	3.6	3.3	0.3	8.78	9.6	16.3	(6.7)	(41.10)
<b>INCOME FROM OPERATIONS</b>	<b>741.8</b>	<b>611.6</b>	<b>130.2</b>	<b>21.29</b>	<b>1,453.8</b>	<b>1,169.0</b>	<b>284.8</b>	<b>24.36</b>
Net financing cost	1,569.0	699.2	869.8	124.39	2,447.8	1,613.8	834.0	51.68
Interest expense	1,632.5	721.9	910.6	126.13	2,468.9	1,658.5	810.4	48.86
Financing interest and fees	598.1	529.5	68.6	12.96	1,147.5	1,063.4	84.1	7.90
Financial derivative instruments interests	117.2	101.4	15.8	15.55	322.4	419.5	(97.1)	(23.15)
Financial derivative instruments valuation effects	3.3	-	3.3	100.00	2.0	-	2.0	100.00
Financial derivative instruments	791.6	-	791.6	100.00	791.6	-	791.6	100.00
Upfront fee amortization	59.1	32.4	26.7	82.58	78.9	58.3	20.6	35.39
Major maintenance interests	63.2	58.7	4.6	7.76	126.5	117.3	9.2	7.85
Adjustments to principal amount of UDI denominated debt	11.1	-	11.1	100.00	84.9	-	84.9	100.00
Interest income	(74.9)	(23.9)	(51.0)	213.46	(106.3)	(45.9)	(60.4)	131.49
Investments interest	(74.9)	(23.9)	(51.0)	213.46	(106.3)	(45.9)	(60.4)	131.49
Net foreign exchange (loss) income	0.3	1.2	(0.9)	(75.00)	0.3	1.2	(0.9)	(77.17)
<b>LOSS BEFORE INCOME TAXES</b>	<b>(827.2)</b>	<b>(87.6)</b>	<b>(739.6)</b>	<b>844.03</b>	<b>(994.0)</b>	<b>444.7</b>	<b>(549.2)</b>	<b>323.52</b>
<b>INCOME TAX BENEFIT</b>	<b>21.0</b>	<b>(18.3)</b>	<b>39.3</b>	<b>(214.98)</b>	<b>(168.8)</b>	<b>(212.3)</b>	<b>43.5</b>	<b>(20.50)</b>
<b>CONSOLIDATED NET INCOME (LOSS) FOR THE PERIOD</b>	<b>(848.2)</b>	<b>(69.3)</b>	<b>(778.9)</b>	<b>1,123.27</b>	<b>(825.2)</b>	<b>(232.5)</b>	<b>(592.7)</b>	<b>254.92</b>
<b>Other comprehensive income / (loss) items</b>					-	-	-	-
Items that will be reclassified subsequently to profit or loss:					-	-	-	-
Valuation of derivative financial instruments	926.9	(492.1)	1,419.0	(288.34)	564.1	(721.9)	1,286.0	(178.13)
Deferred income taxes of derivative financial instruments	(270.2)	-	(270.2)	100.00	(169.5)	202.1	(371.6)	(183.88)
Reclassification of amounts recognised in profit or loss	738.2	-	738.2	100.00	740.0	-	740.0	100.00
Deferred income taxes of derivative financial instruments	65.0	-	65.0	100.00	65.0	-	65.0	100.00
<b>COMPREHENSIVE INCOME / (LOSS) FOR THE PERIOD</b>	<b>611.6</b>	<b>(561.4)</b>	<b>1,173.0</b>	<b>(208.94)</b>	<b>374.3</b>	<b>(752.3)</b>	<b>1,126.6</b>	<b>(149.75)</b>
Consolidated net income / (loss):								
<b>CONTROLLING INTEREST</b>	<b>(848.2)</b>	<b>(69.3)</b>	<b>(778.9)</b>	<b>1,123.27</b>	<b>(825.2)</b>	<b>(232.5)</b>	<b>(592.7)</b>	<b>254.88</b>
<b>NON-CONTROLLING INTEREST</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>100.00</b>
Comprehensive income / (loss):								
<b>CONTROLLING INTEREST</b>	<b>611.6</b>	<b>(561.4)</b>	<b>1,173.0</b>	<b>(208.94)</b>	<b>374.3</b>	<b>(752.3)</b>	<b>1,126.6</b>	<b>(149.75)</b>
<b>NON-CONTROLLING INTEREST</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>100.00</b>
<b>BASIC INCOME / (LOSS) PER COMMON SHARE (pesos)</b>	<b>(0.03)</b>	<b>(0.00)</b>	<b>(0.03)</b>	<b>1,123.27</b>	<b>(0.03)</b>	<b>(0.01)</b>	<b>(0.02)</b>	<b>254.88</b>
<b>DILUTED INCOME / (LOSS) PER SHARE (pesos)</b>	<b>(0.03)</b>	<b>(0.00)</b>	<b>(0.03)</b>	<b>1,123.27</b>	<b>(0.03)</b>	<b>(0.01)</b>	<b>(0.02)</b>	<b>254.88</b>

Red de Carreteras de Occidente, SAB de CV and Subsidiaries  
UNAUDITED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

(MXN million)

	June 2013	December 2012	Variation	%
<b>ASSETS</b>				
Current assets				
Cash and cash equivalents	4,900.6	3,091.9	1,808.6	58.50
Trade accounts receivable	137.4	557.2	(419.8)	(75.35)
Recoverable taxes	43.8	71.9	(28.1)	(39.03)
Financial asset-current portion	478.5	564.0	(85.5)	(15.16)
Other accounts receivable and prepaid expenses	84.4	71.6	12.8	17.86
Total current assets	5,644.7	4,356.7	1,288.0	29.56
Non current assets				
Long-term restricted cash	86.1	84.0	2.1	2.48
Financial assets derived from the concessions - long-term portion	939.4	1,044.4	(105.0)	(10.06)
Intangible assets derived from the concessions	44,994.0	45,360.0	(366.0)	(0.81)
Franchise rights	0.6	0.7	(0.1)	(10.53)
Furniture and equipment	4.0	3.4	0.6	17.38
Deferred income tax asset	4,763.3	4,611.3	152.1	3.30
Other assets	0.8	0.8	-	-
Total non current assets	50,788.2	51,104.5	(316.3)	(0.62)
<b>TOTAL ASSETS</b>	<b>56,432.9</b>	<b>55,461.2</b>	<b>971.8</b>	<b>1.75</b>
<b>LIABILITIES</b>				
Current liabilities				
Accounts payable to suppliers	35.5	44.1	(8.6)	(19.57)
Interest payable	368.2	276.6	91.7	33.14
Interest payable on derivative financial instruments	81.8	32.6	49.2	151.04
Other current liabilities	9.8	19.1	(9.2)	(48.47)
Provisions	595.4	428.0	167.4	39.11
Accounts payable to related parties	418.6	443.6	(25.0)	(5.64)
Current portion of short-term debt	119.9	104.4	15.4	14.77
Employee benefits	22.1	35.7	(13.6)	(38.18)
Accounts payable for work executed, not yet approved	40.8	2.5	38.3	1,523.61
Taxes other than income tax	69.7	108.6	(38.9)	(35.82)
Employee profit sharing	0.6	0.2	0.4	181.27
Income taxes payable	93.5	-	93.5	100.00
Total current liabilities	1,855.9	1,495.4	360.5	24.11
Non current liabilities				
Long-term debt	32,873.3	31,343.0	1,530.3	4.88
Provisions for major maintenance	225.9	348.9	(123.0)	(35.26)
Employee benefits	20.7	20.8	(0.1)	(0.66)
Derivative financial instruments	1,922.0	3,086.8	(1,164.8)	(37.74)
Deferred business flat tax liability	91.1	96.7	(5.6)	(5.79)
Total non current liabilities	35,133.0	34,896.2	236.8	0.68
<b>TOTAL LIABILITIES</b>	<b>36,988.9</b>	<b>36,391.6</b>	<b>597.3</b>	<b>1.64</b>
<b>STOCKHOLDERS' EQUITY</b>				
Capital stock	25,938.8	25,938.8	-	-
Accumulated deficit	(5,598.8)	(4,773.5)	(825.2)	17.29
Other comprehensive loss	(896.0)	(2,095.6)	1,199.6	(57.24)
Controlling interest	-	-	-	100.00
Non-controlling interest	-	-	-	100.00
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>19,444.0</b>	<b>19,069.6</b>	<b>374.4</b>	<b>1.96</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>56,432.9</b>	<b>55,461.2</b>	<b>971.7</b>	<b>1.75</b>

Red de Carreteras de Occidente, SAB de CV and Subsidiaries			
UNAUDITED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS			
(Indirect methodology)			
From January 1 to March 31 of:			
(MXN million)			
Concept	2013	<u>2012</u>	
<b>OPERATING ACTIVITIES</b>			
Loss before income taxes	(994.0)	(444.7)	
Adjustments for:			
Depreciation and amortization	555.2	531.4	
Financing related activities:			
Interest expense	1,274.0	1,180.7	
Valuation effects of derivative financial instruments	1,114.1	419.5	
Ineffective portion of derivative financial instruments	2.0	-	
Amortization of comissions and debt issuance costs	78.9	58.3	
Unrealized exchange (gain) loss	(0.2)	1.3	
Adjustments to principal amounts of UDI denominated debt	84.9	-	
	2,114.8	1,746.5	
+/- Decrease / (increase) in:			
Trade accounts receivable	419.8	486.7	
Recoverable taxes	28.1	(99.3)	
Financial asset	190.6	(542.5)	
Other accounts receivable and other prepaid expenses	(12.8)	77.2	
Other assets	-	-	
+/- Increase / (decrease) in:			
Accounts payable to suppliers	(8.5)	20.3	
Other current liabilities	(9.2)	(7.3)	
Provisions	(82.1)	66.8	
Accounts payable to related parties, net	(25.0)	(115.3)	
Taxes other than income taxes	(17.0)	(83.4)	
Income taxes paid	(21.9)	-	
Employee profit sharing	0.5	(0.1)	
Employee benefits	(13.7)	7.4	
<b>Net cash provided by operating activities</b>	<b>2,563.6</b>	<b>1,557.1</b>	
<b>INVESTING ACTIVITIES</b>			
Acquisition of furntiture and equipment	(0.9)	-	
Intangible assets derived from the concessions	(150.5)	(99.5)	
<b>Net cash provided by (used in) investing activities</b>	<b>(151.4)</b>	<b>(99.5)</b>	
<b>FINANCING ACTIVITIES</b>			
Proceeds from long term debt	9,594.5	358.0	
Payments of debt	(8,027.5)	(45.8)	
Interest paid	(1,055.8)	(1,056.6)	
Payments of derivative financial instruments	(927.5)	(274.9)	
Comissions and debt issuance costs paid	(185.1)	(3.8)	
<b>Net cash used in financing activities</b>	<b>(601.4)</b>	<b>(1,023.1)</b>	
+/- Increase in cash, cash equivalents and restricted cash	1,810.8	434.5	
Cash, cash equivalents and restricted cash at the beginning of the period	3,175.9	1,906.9	
Cash, cash equivalents and restricted cash at the end of the period	4,986.7	2,341.4	

Red de Carreteras de Occidente, SAB de CV y Subsidiarias  
UNAUDITED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(MXN million)

	Capital stock	Debt instruments with equity characteristics	Accumulated deficit	Other comprehensive loss	Non controlling interest	Total stockholders' equity
Balance as of January 1, 2012	25,938.8	350.0	(4,070.4)	(1,799.9)	0.0	20,418.5
Capital stock increase						-
Comprehensive loss:						
Valuation of derivative financial instruments				(721.9)		(721.9)
Deferred income taxes of derivative instruments				202.1		202.1
Net loss for the period			(232.4)		0.0	(232.4)
Comprehensive loss	-		(232.4)	(519.8)	0.0	(752.2)
Balance as of March 31, 2012	25,938.8	350.0	(4,302.8)	(2,319.7)	0.0	19,666.2
Balance as of January 1, 2013	25,938.8		(4,773.5)	(2,095.6)	0.0	19,069.6
Capital stock increase						-
Comprehensive loss:						
Valuation of derivative financial instruments			-	1,304.1	-	1,304.1
Deferred income taxes of derivative instruments			-	(104.6)	-	(104.6)
Net loss for the period			(825.2)	-	0.0	(825.2)
Comprehensive loss	-		(825.2)	1,199.5	0.0	374.4
Balance as of March 31, 2013	25,938.8	-	(5,598.8)	(896.1)	0.0	19,444.0

# FARAC I FINANCIAL INFORMATION

Red de Carreteras de Occidente, SAB de CV and Subsidiaries  
UNAUDITED CONSOLIDATED INTERIM STATEMENTS OF PROFIT (LOSS) AND OTHER COMPREHENSIVE INCOME (LOSS)

From 1 April to June 30 of:

(MXN million)

					Cumulative			
	2013	2012	Variation	%	2013	2012	Variation	%
<b>TOTAL REVENUES</b>	<b>1,103.7</b>	<b>1,003.1</b>	<b>100.6</b>	<b>10.03</b>	<b>2,149.9</b>	<b>1,934.3</b>	<b>215.6</b>	<b>11.15</b>
Toll revenue	964.6	928.0	36.6	3.94	1,932.0	1,821.2	110.8	6.08
Shadow toll payments from the SCT	-	-	-	-	-	-	-	-
Availability payments from the SCT	-	-	-	-	-	-	-	-
Ancillary revenue from the use of right of way	12.4	4.3	8.1	188.37	18.1	7.0	11.1	158.57
Total toll and other concession revenues	977.0	932.3	44.7	4.79	1,950.2	1,828.2	122.0	6.67
Administrative service revenues	5.7	-	5.7	100.00	11.7	-	11.7	100.00
Construction revenues	121.0	70.8	50.2	70.90	188.0	106.1	81.9	77.19
<b>COSTS AND EXPENSES</b>	<b>534.8</b>	<b>531.0</b>	<b>3.8</b>	<b>0.72</b>	<b>1,031.3</b>	<b>1,008.7</b>	<b>22.6</b>	<b>2.24</b>
Amortization of assets derived from the concessions	233.7	232.0	1.7	0.73	481.9	460.2	21.7	4.72
Operation and maintenance provisions	112.9	156.1	(43.2)	(27.67)	218.6	307.8	(89.2)	(28.98)
Toll collection costs	30.9	39.1	(8.2)	(20.97)	66.9	69.2	(2.3)	(3.32)
Costs of sells	3.0	-	3.0	100.00	3.0	-	3.0	100.00
Construction costs	121.0	70.8	50.2	70.90	188.0	106.1	81.9	77.19
General and administrative expenses	33.3	33.0	0.3	0.91	72.9	65.4	7.5	11.47
<b>INCOME BEFORE OTHER INCOME, NET</b>	<b>568.9</b>	<b>472.1</b>	<b>96.8</b>	<b>20.50</b>	<b>1,118.6</b>	<b>925.6</b>	<b>193.0</b>	<b>20.85</b>
Other income, net	3.1	2.5	0.6	24.00	7.6	13.2	(5.6)	(42.42)
<b>INCOME FROM OPERATIONS</b>	<b>572.0</b>	<b>474.6</b>	<b>97.4</b>	<b>20.52</b>	<b>1,126.2</b>	<b>938.8</b>	<b>187.4</b>	<b>19.96</b>
Net financing cost	1,535.0	649.6	885.4	136.30	2,372.0	1,514.3	857.7	56.64
Interest expense	1,589.6	670.7	918.9	137.01	2,377.3	1,554.3	823.0	52.95
Financing interest and fees	573.7	499.6	74.1	14.83	1,093.0	1,000.0	93.0	9.30
Financial derivative instruments interests	117.2	92.7	24.5	26.43	322.4	402.1	(79.7)	(19.82)
Financial derivative instruments valuation effects	3.3	-	3.3	100.00	1.5	-	1.5	100.00
Financial derivative instruments	791.6	-	791.6	100.00	791.6	-	791.6	100.00
Upfront fee amortization	58.2	31.9	26.3	82.45	77.6	59.2	18.4	31.08
Major maintenance interests	45.6	46.5	(0.9)	(1.94)	91.2	93.0	(1.8)	(1.94)
Adjustments to principal amount of UDI denominated debt	11.1	-	11.1	100.00	84.8	-	84.8	100.00
Interest income	(66.0)	(21.0)	(45.0)	214.29	(90.3)	(39.9)	(50.4)	126.32
Investments interest	(66.0)	(21.0)	(45.0)	214.29	(90.3)	(39.9)	(50.4)	126.32
Net foreign exchange (loss) income	0.3	(0.1)	0.4	(400.00)	0.2	(0.1)	0.3	(300.00)
<b>LOSS BEFORE INCOME TAXES</b>	<b>(963.0)</b>	<b>(175.0)</b>	<b>(788.0)</b>	<b>450.29</b>	<b>(1,245.8)</b>	<b>(575.5)</b>	<b>(670.3)</b>	<b>116.47</b>
<b>INCOME TAX BENEFIT</b>	<b>(10.3)</b>	<b>(30.2)</b>	<b>19.9</b>	<b>(65.89)</b>	<b>(227.2)</b>	<b>(225.4)</b>	<b>(1.8)</b>	<b>0.80</b>
<b>NET INCOME (LOSS) FOR THE PERIOD</b>	<b>(952.7)</b>	<b>(144.8)</b>	<b>(807.9)</b>	<b>557.94</b>	<b>(1,018.6)</b>	<b>(350.1)</b>	<b>(668.5)</b>	<b>190.95</b>
<b>Other comprehensive income / (loss) items</b>								
Items that will be reclassified subsequently to profit or loss:								
Valuation of derivative financial instruments	926.8	(691.9)	1,618.7	(233.95)	564.0	(737.5)	1,301.5	(176.47)
Deferred income taxes of derivative financial instruments	(270.1)	193.7	(463.8)	(239.44)	(169.5)	206.5	(376.0)	(182.08)
Reclassification of amounts recognised in profit or loss	738.2	-	738.2	100.00	740.0	-	740.0	100.00
Deferred income taxes of derivative financial instruments reclassified to profit or loss	65.0	-	65.0	100.00	64.9	-	64.9	100.00
<b>COMPREHENSIVE INCOME / (LOSS) FOR THE PERIOD</b>	<b>507.2</b>	<b>(643.0)</b>	<b>1,150.2</b>	<b>(178.88)</b>	<b>180.8</b>	<b>(881.1)</b>	<b>1,061.9</b>	<b>(120.52)</b>
Consolidated net income / (loss):								
<b>CONTROLLING INTEREST</b>	<b>(952.7)</b>	<b>(144.8)</b>	<b>(807.9)</b>	<b>557.94</b>	<b>(1,018.6)</b>	<b>(350.1)</b>	<b>(668.5)</b>	<b>190.95</b>
<b>NON-CONTROLLING INTEREST</b>	-	-	-	-	-	-	-	-
Comprehensive income / (loss):								
<b>CONTROLLING INTEREST</b>	<b>507.2</b>	<b>(643.0)</b>	<b>1,150.2</b>	<b>(178.88)</b>	<b>180.8</b>	<b>(881.1)</b>	<b>1,061.9</b>	<b>(120.52)</b>
<b>NON-CONTROLLING INTEREST</b>	-	-	-	-	-	-	-	-
<b>BASIC INCOME / (LOSS) PER COMMON SHARE (pesos)</b>	<b>(0.03)</b>	<b>(0.01)</b>	<b>(0.03)</b>	<b>557.94</b>	<b>(0.04)</b>	<b>(0.01)</b>	<b>(0.02)</b>	<b>190.95</b>
<b>DILUTED INCOME / (LOSS) PER SHARE (pesos)</b>	<b>(0.03)</b>	<b>(0.01)</b>	<b>(0.03)</b>	<b>557.94</b>	<b>(0.04)</b>	<b>(0.01)</b>	<b>(0.02)</b>	<b>190.95</b>

Red de Carreteras de Occidente, SAB de CV and Subsidiaries  
UNAUDITED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION  
(MXN million)

	June 2013	December 2012	Variation	%
<b>ASSETS</b>				
Current assets				
Cash and cash equivalents	3,984.2	2,670.5	1,313.7	49.19
Trade accounts receivable	57.0	55.7	1.2	2.20
Recoverable taxes	9.6	14.4	(4.8)	(33.49)
Accounts receivable from related parties	-	-	-	100.00
Financial asset-current portion	-	-	-	100.00
Other accounts receivable and prepaid expenses	62.2	51.0	11.2	22.04
<b>Total current assets</b>	<b>4,113.1</b>	<b>2,791.7</b>	<b>1,321.4</b>	<b>47.33</b>
Long-term restricted cash				
Financial assets derived from the concessions - long-term portion	-	-	-	100.00
Intangible assets derived from the concessions	42,807.3	43,100.4	(293.1)	(0.68)
Franchise rights	0.6	0.7	(0.1)	(10.53)
Furniture and equipment	3.7	3.1	0.6	17.78
Investment in shares	1,895.4	1,895.4	-	-
Financial derivative instruments	-	-	-	100.00
Deferred income tax asset	4,993.6	4,869.2	124.4	2.55
Financial asset deferred tax	-	-	-	100.00
Other assets	0.7	0.7	-	-
<b>Total non current assets</b>	<b>49,701.4</b>	<b>49,869.6</b>	<b>(168.2)</b>	<b>(0.34)</b>
<b>TOTAL ASSETS</b>	<b>53,814.4</b>	<b>52,661.3</b>	<b>1,153.1</b>	<b>2.19</b>
<b>LIABILITIES</b>				
Current liabilities				
Accounts payable to suppliers	25.6	40.9	(15.3)	(37.40)
Interest payable	358.1	265.5	92.6	34.87
Interest payable on derivative financial instruments	81.8	32.6	49.2	151.04
Other current liabilities	9.8	19.1	(9.2)	(48.47)
Provisions	447.9	265.0	182.9	69.04
Accounts payable to related parties	414.2	49.6	364.6	735.18
Current portion of long-term debt	-	-	-	100.00
Employee benefits	22.1	35.7	(13.6)	(38.18)
Accounts payable for work executed, not yet approved	40.8	2.5	38.3	1,523.61
Taxes other than income tax	30.9	46.4	(15.5)	(33.32)
Employee profit sharing	0.6	0.2	0.4	181.27
Income taxes payable	1.7	0.0	1.7	372,269,011.11
<b>Total current liabilities</b>	<b>1,433.6</b>	<b>757.5</b>	<b>676.1</b>	<b>89.25</b>
Non current liabilities				
Long-term debt	31,451.2	29,855.6	1,595.6	5.34
Provisions for major maintenance	155.7	289.5	(133.9)	(46.23)
Employee benefits	20.8	20.8	(0.1)	(0.30)
Derivative financial instruments	1,922.0	3,087.2	(1,165.3)	(37.74)
Deferred income tax liability	-	-	-	100.00
Deferred business flat tax liability	-	-	-	100.00
<b>Total non current liabilities</b>	<b>33,549.6</b>	<b>33,253.2</b>	<b>296.4</b>	<b>0.89</b>
<b>TOTAL LIABILITIES</b>	<b>34,983.2</b>	<b>34,010.7</b>	<b>972.5</b>	<b>2.86</b>
<b>STOCKHOLDERS' EQUITY</b>				
Capital stock	25,938.8	25,938.8	-	-
Legal Reserve	-	-	-	100.00
Accumulated deficit	(5,196.3)	-	(5,196.3)	100.00
Income (loss) for the period	(1,019.0)	(4,223.7)	3,204.7	(75.87)
Financial derivative instruments valuation	(892.3)	(972.6)	80.3	(8.25)
Actuarial income / (losses)	(0.0)	(2,091.9)	2,091.9	(100.00)
Controlling interest	-	-	-	-
Non-controlling interest	-	-	-	-
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>18,831.2</b>	<b>18,650.6</b>	<b>180.6</b>	<b>0.97</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>53,814.4</b>	<b>52,661.3</b>	<b>1,153.1</b>	<b>2.19</b>

## COVIQSA FINANCIAL INFORMATION

Concesionaria de Vías Irapuato Querétaro S.A. de C.V.  
UNAUDITED INTERIM STATEMENTS OF PROFIT (LOSS) AND OTHER COMPREHENSIVE INCOME (LOSS)  
From 1 April to June 30 of:  
(MXN million)

	2013	2012	Variation	%	Cumulative			
	2013	2012	Variation	%	2013	2012	Variation	%
<b>TOTAL REVENUES</b>	199.2	185.1	14.1	7.62	398.5	319.1	79.4	24.88
Toll revenue	-	-	-	-	-	-	-	-
Shadow toll payments from the SCT	153.8	139.9	13.9	9.94	307.6	246.1	61.5	24.99
Availability payments from the SCT	45.4	45.2	0.2	0.44	90.9	73.0	17.9	24.52
Ancillary revenue from the use of right of way	-	-	-	-	-	-	-	-
Total toll and other concession revenues	-	-	-	-	-	-	-	-
Construction revenues	-	-	-	-	-	-	-	-
<b>COSTS AND EXPENSES</b>	54.8	67.9	(13.1)	(19.29)	121.4	127.1	(5.7)	(4.48)
Amortization of assets derived from the concessions	30.2	29.3	0.9	3.07	60.4	58.7	1.7	2.90
Operation and maintenance provisions	18.9	34.1	(15.2)	(44.57)	46.7	62.6	(15.9)	(25.40)
Toll collection costs	0.8	1.3	(0.5)	(38.46)	3.7	2.2	1.5	68.18
Construction costs	-	-	-	-	-	-	-	-
General and administrative expenses	4.9	3.2	1.7	53.13	10.6	3.6	7.0	194.44
<b>INCOME BEFORE OTHER INCOME, NET</b>	144.4	117.2	27.2	23.21	277.1	192.0	85.1	44.32
Other income, net	0.4	0.7	(0.3)	(42.86)	1.1	2.1	(1.0)	(47.62)
<b>INCOME FROM OPERATIONS</b>	144.8	117.9	26.9	22.82	278.2	194.1	84.1	43.33
Net financing cost	19.4	39.9	(20.5)	(51.38)	46.6	79.8	(33.2)	(41.60)
Interest expense	31.0	40.1	(9.1)	(22.69)	64.7	82.0	(17.3)	(21.10)
Financing interest and fees	20.5	21.1	(0.6)	(2.84)	43.4	45.7	(2.3)	(5.03)
Financial derivative instruments interests	-	8.7	(8.7)	(100.00)	-	17.4	(17.4)	(100.00)
Financial derivative instruments valuation effects	-	-	-	-	0.4	-	0.4	100.00
Financial derivative instruments	-	-	-	-	-	-	-	-
Upfront fee amortization	0.7	0.4	0.3	75.00	1.2	(0.9)	2.1	(233.33)
Major maintenance interests	9.8	9.9	(0.1)	(1.01)	19.7	19.8	(0.1)	(0.51)
Adjustments to principal amount of UDI denominated debt	-	-	-	-	-	-	-	-
Interest income	(11.6)	(1.5)	(10.1)	673.33	(18.1)	(3.5)	(14.6)	417.14
Investments interest	(11.6)	(1.5)	(10.1)	673.33	-	-	-	-
Net foreign exchange (loss) income	-	1.3	(1.3)	(100.00)	-	1.3	(1.3)	(100.00)
<b>LOSS BEFORE INCOME TAXES</b>	125.4	78.0	47.4	60.77	231.6	114.3	117.3	102.62
<b>INCOME TAX BENEFIT</b>	33.6	19.7	13.9	70.56	55.0	27.8	27.2	97.84
<b>NET INCOME (LOSS) FOR THE PERIOD</b>	91.8	58.3	33.5	57.46	176.6	86.5	90.1	104.16
<b>Other comprehensive income / (loss) items</b>								
Items that will be reclassified subsequently to profit or loss:								
Valuation of derivative financial instruments	-	8.4	(8.4)	(100.00)	-	15.5	(15.5)	(100.00)
Deferred income taxes of derivative financial instruments	-	(2.3)	2.3	(100.00)	-	(4.3)	4.3	(100.00)
Reclassification of amounts recognised in profit or loss	-	-	-	-	-	-	-	-
Deferred income taxes of derivative financial instruments reclassified to profit or loss	-	-	-	-	-	-	-	-
<b>COMPREHENSIVE INCOME / (LOSS) FOR THE PERIOD</b>	91.8	64.4	27.4	42.55	176.6	97.7	78.9	80.76
Consolidated net income / (loss):								
<b>CONTROLLING INTEREST</b>	91.8	58.3	33.5	57.46	176.6	86.5	90.1	104.16
<b>NON-CONTROLLING INTEREST</b>	-	-	-	-	-	-	-	-
Comprehensive income / (loss):								
<b>CONTROLLING INTEREST</b>	91.8	64.4	27.4	42.55	176.6	97.7	78.9	80.76
<b>NON-CONTROLLING INTEREST</b>	-	-	-	-	-	-	-	-
<b>BASIC INCOME / (LOSS) PER COMMON SHARE (pesos)</b>	0.00	0.00	0.00	57.46	0.01	0.00	0.00	104.16
<b>DILUTED INCOME / (LOSS) PER SHARE (pesos)</b>	0.00	0.00	0.00	57.46	0.01	0.00	0.00	104.16

Concesionaria de Vías Irapuato Querétaro S.A. de C.V. UNAUDITED INTERIM STATEMENTS OF FINANCIAL POSITION (MXN million)				
	June 2013	December 2012	Variation	%
<b>ASSETS</b>				
Current assets				
Cash and cash equivalents	796.1	335.5	460.5	137.26
Trade accounts receivable	80.4	442.0	(361.5)	(81.81)
Recoverable taxes	16.3	46.2	(29.9)	(64.72)
Accounts receivable from related parties	363.2	0.2	363.0	170,400.69
Financial asset-current portion	273.2	369.1	(95.9)	(25.97)
Other accounts receivable and prepaid expenses	15.9	7.1	8.8	123.45
<b>Total current assets</b>	<b>1,545.1</b>	<b>1,200.1</b>	<b>345.0</b>	<b>28.75</b>
Long-term restricted cash				
Long-term restricted cash	40.5	39.5	1.0	2.50
Financial assets derived from the concessions - long-term portion	472.7	575.9	(103.2)	(17.92)
Intangible assets derived from the concessions	1,822.5	1,883.0	(60.5)	(3.21)
Franchise rights	-	-	-	-
Furniture and equipment	-	-	-	-
Investment in shares	-	-	-	-
Financial derivative instruments	0.0	0.5	(0.5)	(100.00)
Deferred income tax asset	-	-	-	-
Financial asset deferred tax	-	-	-	-
Other assets	0.0	0.0	-	-
<b>Total non current assets</b>	<b>2,335.7</b>	<b>2,498.9</b>	<b>(0.5)</b>	<b>(0.02)</b>
<b>TOTAL ASSETS</b>	<b>3,880.8</b>	<b>3,698.9</b>	<b>181.9</b>	<b>4.92</b>
<b>LIABILITIES</b>				
Current liabilities				
Accounts payable to suppliers	0.1	2.1	(1.9)	(93.57)
Interest payable	7.3	7.9	(0.6)	(7.50)
Interest payable on derivative financial instruments	-	-	-	-
Other current liabilities	-	0.0	(0.0)	(100.00)
Provisions	98.1	102.0	(3.9)	(3.79)
Accounts payable to related parties	376.6	399.0	(22.3)	(5.60)
Current portion of long-term debt	64.0	51.5	12.5	24.33
Employee benefits	-	-	-	-
Accounts payable for work executed, not yet approved	-	-	-	-
Taxes other than income tax	28.4	43.3	(14.9)	(34.48)
Employee profit sharing	-	-	-	-
Income taxes payable	80.2	-	80.2	100.00
<b>Total current liabilities</b>	<b>654.7</b>	<b>605.7</b>	<b>49.0</b>	<b>8.09</b>
Non current liabilities				
Long-term debt	1,069.1	1,105.3	(36.3)	(3.28)
Provisions for major maintenance	40.6	22.9	17.7	77.46
Employee benefits	-	-	-	-
Derivative financial instruments	-	-	-	-
Deferred income tax liability	151.0	176.0	(25.1)	(14.24)
Deferred business flat tax liability	-	-	-	100.00
<b>Total non current liabilities</b>	<b>1,260.7</b>	<b>1,304.3</b>	<b>(43.6)</b>	<b>(3.34)</b>
<b>TOTAL LIABILITIES</b>	<b>1,915.4</b>	<b>1,910.0</b>	<b>5.4</b>	<b>0.28</b>
<b>STOCKHOLDERS' EQUITY</b>				
Capital stock	1,226.7	1,226.7	-	-
Legal Reserve	22.7	22.7	-	-
Accumulated deficit	539.5	539.5	-	-
Income (loss) for the period	176.5	-	176.5	100.00
Financial derivative instruments valuation	-	-	-	-
Actuarial income / (losses)	-	-	-	-
Controlling interest	-	-	-	-
Non-controlling interest	-	-	-	-
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>1,965.4</b>	<b>1,788.9</b>	<b>176.5</b>	<b>9.86</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>3,880.8</b>	<b>3,698.9</b>	<b>181.9</b>	<b>4.92</b>



## CONIPSA FINANCIAL INFORMATION

Concesionaria Irapuato La Piedad S.A. de C.V.  
UNAUDITED INTERIM STATEMENTS OF PROFIT (LOSS) AND OTHER COMPREHENSIVE INCOME (LOSS)  
From 1 April to June 30 of:  
(MXN million)

					Cumulative			
	2013	2012	Variation	%	2013	2012	Variation	%
<b>TOTAL REVENUES</b>	<b>58.0</b>	<b>43.2</b>	<b>14.8</b>	<b>34.26</b>	<b>114.8</b>	<b>85.9</b>	<b>28.9</b>	<b>33.64</b>
Toll revenue	-	-	-	-	-	-	-	-
Shadow toll payments from the SCT	6.1	5.6	0.5	8.93	10.9	10.7	0.2	1.87
Availability payments from the SCT	51.9	37.6	14.3	38.03	103.9	75.2	28.7	38.16
Ancillary revenue from the use of right of way	-	-	-	-	-	-	-	-
Total toll and other concession revenues	-	-	-	-	-	-	-	-
Construction revenues	-	-	-	-	-	-	-	-
<b>COSTS AND EXPENSES</b>	<b>28.0</b>	<b>21.7</b>	<b>6.3</b>	<b>29.03</b>	<b>56.7</b>	<b>41.6</b>	<b>15.1</b>	<b>36.30</b>
Amortization of assets derived from the concessions	1.4	1.5	(0.1)	(6.67)	2.9	3.0	(0.1)	(3.33)
Operation and maintenance provisions	23.1	17.6	5.5	31.25	46.6	34.9	11.7	33.52
Toll collection costs	0.9	0.8	0.1	12.50	2.2	1.5	0.7	46.67
Construction costs	-	-	-	-	-	-	-	-
General and administrative expenses	2.6	1.8	0.8	44.44	5.0	2.2	2.8	127.27
<b>INCOME BEFORE OTHER INCOME, NET</b>	<b>30.0</b>	<b>21.5</b>	<b>8.5</b>	<b>39.53</b>	<b>58.1</b>	<b>44.3</b>	<b>13.8</b>	<b>31.15</b>
Other income, net	0.1	-	0.1	100.00	0.8	0.8	-	-
<b>INCOME FROM OPERATIONS</b>	<b>30.1</b>	<b>21.5</b>	<b>8.6</b>	<b>40.00</b>	<b>58.9</b>	<b>45.1</b>	<b>13.8</b>	<b>30.60</b>
Net financing cost	14.2	9.6	4.6	47.92	28.7	19.6	9.1	46.43
Interest expense	15.5	11.1	4.4	39.64	31.5	22.6	8.9	39.38
Financing interest and fees	7.8	8.8	(1.0)	(11.36)	16.0	18.1	(2.1)	(11.60)
Financial derivative instruments interests	-	-	-	-	-	-	-	-
Financial derivative instruments valuation effects	-	-	-	-	-	-	-	-
Financial derivative instruments	-	-	-	-	-	-	-	-
Upfront fee amortization	-	-	-	-	-	-	-	-
Major maintenance interests	7.7	2.2	5.5	250.00	15.5	4.5	11.0	244.44
Adjustments to principal amount of UDI denominated debt	-	-	-	-	-	-	-	-
Interest income	(1.3)	(1.5)	0.2	(13.33)	(2.8)	(3.0)	0.2	(6.67)
Investments interest	(1.3)	(1.5)	0.2	(13.33)	(2.8)	(3.0)	0.2	(6.67)
Net foreign exchange (loss) income	-	-	-	-	-	-	-	-
<b>LOSS BEFORE INCOME TAXES</b>	<b>15.9</b>	<b>11.9</b>	<b>4.0</b>	<b>33.61</b>	<b>30.2</b>	<b>25.5</b>	<b>4.7</b>	<b>18.43</b>
<b>INCOME TAX BENEFIT</b>	<b>(0.9)</b>	<b>(5.8)</b>	<b>4.9</b>	<b>(84.48)</b>	<b>6.0</b>	<b>(7.2)</b>	<b>13.2</b>	<b>(183.33)</b>
<b>NET INCOME (LOSS) FOR THE PERIOD</b>	<b>16.8</b>	<b>17.7</b>	<b>(0.9)</b>	<b>(5.08)</b>	<b>24.2</b>	<b>32.7</b>	<b>(8.5)</b>	<b>(25.99)</b>
<b>Other comprehensive income / (loss) items</b>								
Items that will be reclassified subsequently to profit or loss:								
Valuation of derivative financial instruments	-	-	-	-	-	-	-	-
Deferred income taxes of derivative financial instruments	-	-	-	-	-	-	-	-
Reclassification of amounts recognised in profit or loss	-	-	-	-	-	-	-	-
Deferred income taxes of derivative financial instruments reclassified to profit or loss	-	-	-	-	-	-	-	-
<b>COMPREHENSIVE INCOME / (LOSS) FOR THE PERIOD</b>	<b>16.8</b>	<b>17.7</b>	<b>(0.9)</b>	<b>(5.08)</b>	<b>24.2</b>	<b>32.7</b>	<b>(8.5)</b>	<b>(25.99)</b>
Consolidated net income / (loss):								
<b>CONTROLLING INTEREST</b>	<b>16.8</b>	<b>17.7</b>	<b>(0.9)</b>	<b>(5.08)</b>	<b>24.2</b>	<b>32.7</b>	<b>(8.5)</b>	<b>(25.99)</b>
<b>NON-CONTROLLING INTEREST</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Comprehensive income / (loss):								
<b>CONTROLLING INTEREST</b>	<b>16.8</b>	<b>17.7</b>	<b>(0.9)</b>	<b>(5.08)</b>	<b>24.2</b>	<b>32.7</b>	<b>(8.5)</b>	<b>(25.99)</b>
<b>NON-CONTROLLING INTEREST</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>BASIC INCOME / (LOSS) PER COMMON SHARE (pesos)</b>	<b>0.00</b>	<b>0.00</b>	<b>(0.00)</b>	<b>(5.08)</b>	<b>0.00</b>	<b>0.00</b>	<b>(0.00)</b>	<b>(25.99)</b>
<b>DILUTED INCOME / (LOSS) PER SHARE (pesos)</b>	<b>0.00</b>	<b>0.00</b>	<b>(0.00)</b>	<b>(5.08)</b>	<b>0.00</b>	<b>0.00</b>	<b>(0.00)</b>	<b>(25.99)</b>

Concesionaria Irapuato La Piedad S.A. de C.V.				
UNAUDITED INTERIM STATEMENTS OF FINANCIAL POSITION				
(MXN million)				
	June 2013	December 2012	Variation	%
<b>ASSETS</b>				
Current assets				
Cash and cash equivalents	120.3	85.9	34.4	40.02
Trade accounts receivable	-	59.5	(59.5)	(100.00)
Recoverable taxes	17.9	11.2	6.7	59.62
Accounts receivable from related parties	11.4	10.7	0.6	6.01
Financial asset-current portion	205.3	195.0	10.3	5.30
Other accounts receivable and prepaid expenses	6.3	13.5	(7.2)	(53.31)
<b>Total current assets</b>	<b>361.2</b>	<b>375.9</b>	<b>(14.7)</b>	<b>(3.91)</b>
Non-current assets				
Long-term restricted cash	45.6	44.5	1.1	2.47
Financial assets derived from the concessions - long-term portion	466.6	468.5	(1.9)	(0.40)
Intangible assets derived from the concessions	80.9	83.9	(3.0)	(3.57)
Franchise rights	-	-	-	-
Furniture and equipment	0.3	0.3	0.0	12.87
Stocks investment	-	-	-	-
Financial derivative instruments	-	-	-	-
Deferred income tax asset	-	-	-	-
Financial asset deferred tax	-	-	-	-
Other assets	0.0	0.0	-	-
<b>Total non current assets</b>	<b>593.5</b>	<b>597.2</b>	<b>0.0</b>	<b>0.01</b>
<b>TOTAL ASSETS</b>	<b>954.7</b>	<b>973.1</b>	<b>(18.4)</b>	<b>(1.89)</b>
<b>LIABILITIES</b>				
Current liabilities				
Accounts payable to suppliers	9.7	1.1	8.6	747.20
Interest payable	2.8	3.1	(0.3)	(10.50)
Interest payable on derivative financial instruments	-	-	-	-
Other current liabilities	-	0.0	(0.0)	(100.00)
Provisions	49.3	61.0	(11.7)	(19.16)
Accounts payable to related parties	2.4	6.0	(3.6)	(60.07)
Current portion of long-term debt	55.9	53.0	2.9	5.47
Employee benefits	-	-	-	-
Accounts payable for work executed, not yet approved	-	-	-	-
Taxes other than income tax	10.4	18.9	(8.5)	(45.04)
Employee profit sharing	-	-	-	-
Income taxes payable	11.6	-	11.6	100.00
<b>Total current liabilities</b>	<b>142.1</b>	<b>143.1</b>	<b>(1.0)</b>	<b>(0.68)</b>
Non-current liabilities				
Long-term debt	353.0	382.0	(29.0)	(7.59)
Provisions for major maintenance	29.6	36.5	(6.9)	(18.87)
Employee benefits	-	-	-	-
Derivative financial instruments	-	-	-	-
Deferred income tax liability	-	-	-	-
Deferred business flat tax liability	91.1	96.7	(5.6)	(6.13)
<b>Total non current liabilities</b>	<b>473.7</b>	<b>515.2</b>	<b>(35.9)</b>	<b>(6.97)</b>
<b>TOTAL LIABILITIES</b>	<b>615.9</b>	<b>658.3</b>	<b>(36.9)</b>	<b>(5.60)</b>
<b>STOCKHOLDERS' EQUITY</b>				
Capital stock	228.4	228.4	-	-
Legal Reserve	4.7	4.7	-	-
Accumulated deficit	81.6	81.6	-	-
Income (loss) for the period	24.0	-	24.0	100.00
Financial derivative instruments valuation	-	-	-	-
Actuarial income / (losses)	-	-	-	-
Controlling interest	-	-	-	-
Non-controlling interest	-	-	-	-
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>338.8</b>	<b>314.8</b>	<b>24.0</b>	<b>7.64</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>954.7</b>	<b>973.1</b>	<b>(18.4)</b>	<b>(1.89)</b>

## GLOSSARY

**Adjusted EBITDA:** the result of (a) EBITDA plus (b) Major Maintenance Provision.

**Adjusted EBITDA margin:** the ratio of (a) Adjusted EBITDA to (b) Total toll and other concession revenues.

**Average Daily Traffic (ADT):** the ratio of (a) Traffic to (b) Number of days in a period of time. Traffic is the number of vehicle crossings in toll plazas in a period of time.

**Ancillary revenue from the use of right of way:** primarily consist of the businesses the company operates alongside the toll roads such as restaurants and convenience stores; fees charged to vendors for the business they operate alongside the toll roads such as convenience stores and gas stations; and fees charged to other third parties for building pipelines, transmission lines and other infrastructure on land adjacent to the toll roads.

**Banobras:** Banco Nacional de Obras y Servicios Públicos S.N.C. (Mexican Development Bank in charge of promoting and financing infrastructure projects and public services, mainly, through sub-national government lending and project finance).

**BMV:** Bolsa Mexicana de Valores S.A.B. de C.V. (Mexican Stock Exchange).

**Certificados Bursátiles or CB:** first issuance of Long-term Debt Securities on September 12, 2012 and second issuance of Additional Debt Securities (Certificados Bursátiles Adicionales) denominated in UDI on June 27, 2013, with main characteristics as follows:

<b>Issuer</b>	Red de Carreteras de Occidente S.A.B. de C.V.	
<b>Type</b>	Long-term Debt Securities	
<b>Rating</b>	mxAAA by S&P; AAA(mex) by Fitch.	
<b>Guarantee</b>	Debt Service Reserve for Certificados Bursátiles Banobras first losses partial guarantee over 6.5% from unpaid balance	
	<b>Nominal fixed interest rate</b>	<b>Real interest rate</b>
<b>Issuance amount</b>	MXN \$2.84 billion	MXN \$7.33 billion; 1,481,044,500 UDI
<b>Denomination</b>	Pesos	UDI
<b>Type of interest rate</b>	Fixed	Fixed
<b>Coupon</b>	9.00%	5.25%
<b>Legal term</b>	15 years	20 years
<b>Average term</b>	11 years	14 years
<b>Amortization schedule</b>	Year 7 through 15	Year 7 through 20

**CONIPSA:** Concesionaria Irapuato La Piedad, S.A. de C.V.

**CONIPSA Concession Agreement:** in September 12, 2005, the Federal Government acting through the SCT, granted the Concession Agreement which gives the right and duty to operate, maintain and enhance the Toll-free Road Irapuato-La

Piedad extending from the junction of the Querétaro-Irapuato Toll Road and the Irapuato-La Piedad Toll Road to the junction with La Piedad de Cabañas bypass on kilometer 76+520 in the State of Guanajuato as well as the reconstruction and widening of the road, including the exclusive prerogative to subscribe the PPS Agreements (“Contrato de Prestación de Servicios”) for a 20 year term beginning the signing date of the Concession Agreement.

**CONIPSA Loan:** \$580 million credit granted to COVIQSA in order to complete the Free Toll Road reconstruction required by its Concession Agreement and PPS Agreement.

**Contribution:** increasing resources received from shareholders.

**COVIQSA:** Concesionaria de Vías Irapuato Querétaro S.A. de C.V.

**COVIQSA Concession Agreement:** in June 21, 2006, the Federal Government acting through the SCT, granted the Concession Agreement which gives the right and duty to operate, maintain and enhance the Toll-free road located in Querétaro and Guanajuato states as well as the reconstruction and widening of the road, including the exclusive prerogative to subscribe the PPS Agreement (“Contrato de Prestación de Servicios”) for a 20 year term beginning the signing date of the Concession Agreement.

**COVIQSA Loan:** \$1.2 billion credit granted to COVIQSA in order to complete the Free Toll Road reconstruction required by its Concession Agreement and PPS Agreement.

**Debt Service Coverage Ratio (DSCR):** the ratio of (a) Amount Available for Debt Service to (b) Adjusted Interest Expenses, where:

- A. Amount Available for Debt Service:** the sum of (a) Adjusted EBITDA, (b) Available Cash and (c) Net Prepayment / (Disbursement for Loans). Available Cash represents the cash and cash equivalents for FARAC I as of the beginning of the applicable period net of amounts held in the Expansion Project Trust and amounts that cannot be used to pay Adjusted Interest Expenses.
- B. Adjusted Interest Expenses:** interest expense for FARAC I net of the costs of unwinding derivative financial instruments and certain non-cash interest expense items.

**Earnings per share (EPS):** the ratio of (a) consolidated net income to (b) the weighted average number of common shares outstanding during the year.

**EBITDA:** the result of (a) earnings before interest and taxes, plus (B) depreciation and amortization; calculated for RCO as Income from operations plus depreciation and amortization.

**EBITDA margin:** the ratio of (a) EBITDA to (b) Total toll and other concession revenues.

**EMISNET:** data transmission network developed by the BMV, through which listed companies relay, via the Internet, its relevant news and financial reports to the BMV’s web page.

**Expansion Project Trust:** the Company contributed MXN\$1.5 billion to the Expansion Project Trust as security for the performance of its construction obligations under the Concession Agreement, which include the obligation to perform all

such acts as may be necessary to build the Expansion Works until their completion in accordance with the terms and specifications set forth in the executive plan relating thereto, subject to the delivery of the relevant right of way by the SCT.

**FARAC I:** means the first package of FARAC toll roads, which are: (i) Guadalajara-Zapotlanejo, (ii) Maravatío-Zapotlanejo, (iii) Zapotlanejo-Lagos de Moreno and, (iv) León-Aguascalientes.

**FARAC I Acquisition Loan:** \$31.0 billion credit granted to RCO to acquire the FARAC I Concession Agreement.

**FARAC I Capex Loans:**

- A. Original Capex Loan:** \$3.0 billion credit granted to RCO according to Senior Loan Agreement in order to pay both, the initial required upgrade of the roads by the SCT and the major maintenance.
- B. HSBC Capex Loan:** \$500 million credit granted to RCO to pay toll roads major maintenance.

**FARAC I Concession Agreement:** concession Agreement that gives the right and duty to build, operate, exploit, enhance and maintain the toll roads (i) Guadalajara-Zapotlanejo, (ii) Maravatío-Zapotlanejo, (iii) Zapotlanejo-Lagos de Moreno and, (iv) León-Aguascalientes, for a period of 30 years since the concession was awarded. Also, it contains the obligation to build and maintain the Expansion Works (more detail at Capital Investments section from this report).

**FARAC I Expansion Works or Expansion Works:** construction works required by FARAC I Concession Agreement.

**FARAC I Liquidity Loan:** \$3.1 billion credit granted to RCO according to FARAC I Senior Loan Agreement to fulfill liquidity requirements.

**Free Toll Roads:** Querétaro-Irapuato road (COVIQSA) and Irapuato-La Piedad road (CONIPSA).

**ICA Management Fee:** fee payable in quarterly arrears established in the Operation and Maintenance Agreements of FARAC I, CONIPSA and COVIQSA.

**IFRS:** International Financing Reporting Standards.

**INPC:** Índice Nacional de Precios al Consumidor (Mexican National Consumer Price Index).

**Income from operations margin:** the ratio of (a) income from operations to (b) Total toll and other concession revenues.

**Interest Rate Cap:** interest rate call option that gives the buyer the right to receive the difference, if positive, between the current interest rate to which the Interest Rate Cap is referenced and the agreed interest rate or strike price, through a one period payment (premium).

**Major Maintenance Provision:** the Company recognizes a provision for the costs it expects to incur with respect to maintenance of its Toll Roads and Toll-Free Roads under concession. This provision affects results beginning with 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 International Accounting Standard 37, "Provisions, Contingent Liabilities and Contingent Assets" and IFRIC 12.

**PPS Agreement:** COVIQSA and CONIPSA agreements with the Federal Government pursuant to which the SCT has agreed to make availability payments to COVIQSA and CONIPSA for supplying highway capacity and operation services and shadow toll payments based on the number of vehicles that use the Toll-Free Roads.

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

**Right of way:** strip of land required for the construction, conservation, protection, expansion and in general, for the adequate use of (a) Toll Roads, (b) Toll-Free Roads and (c) Expansion Works. The SCT is responsible for its acquisition and delivery to the Concessionaire.

**SCT:** Secretaria de Comunicaciones y Transportes (Mexican Ministry of Communications and Transportation).

**Second amendment to PPS agreement:** second agreement modification to provide long- term services for road capacity provision on Queretaro- Irapuato (COVIQSA), amending payment mechanism and financial model as part of the PPS agreement.

**Senior Loan agreement:** means the Amended and Restated Loan Agreement, among the Company, the Senior Lenders and the Administrative Agent.

**Senior Notes:** issuance of preferred debt instruments of \$7,500,000,000 (seven thousand five hundred million pesos 00/100 N.C.) under Rule 144A and S Regulation of the 1933 Act Values (securities Act of 1933) due in 2028, that took place on May 30, 2013. The annual interest rate is 9.00% payable semiannually.

**Toll Roads:** four federal toll roads known as the FARAC I network of toll roads.

**Toll-Free Roads:** two federal toll-free roads under CONIPSA and COVIQSA Concession Agreements.

**Total toll and other concession revenues:** the sum of (a) toll revenues, (b) Shadow toll payments from the SCT, (c) Availability payments from the SCT and (d) Ancillary revenue from the use of right of way.

**UDI:** inflation-indexed units of currency used in Mexico as an alternative to the Mexican Peso in certain commercial settings.