



**QUARTERLY REPORT
4Q2015**

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

Relevant events during the period.

- RCO has consolidated its market position as one of the largest operators of roads in Mexico obtaining the following results during 2015:
 - total toll revenues and other income increased by 12.29% during 4Q2015 and 11.72% during the twelve months of 2015.
 - 16.00% increase in adjusted EBITDA during the twelve months of 2015.
 - adjusted EBITDA margin increased from 85.11% at the end of 2014 to 88.38% at the end of 2015.
 - Average Daily Traffic (ADT) of FARAC I during 2015 increased by 7.03% compared to 2014, additionally, the ADT in COVIQSA increased by 5.32% and in CONIPSA by 5.67%.
- As part of its strategy to consolidate itself as a provider of ancillary services, as of November 30th 2015 RCO began direct operation of 16 convenience stores (previously operated by Operadora Aero - Boutiques, SA de CV) which resulted at the end of 2015 in the administration of 20 “24/7 7” convenience stores, 7 “Subways”, 7 “Papa John’s”, 1 “Deli Tacos” and 1 “Yogen Früz” .
- On December 10th 2015, MXN \$1,200.0 million were paid as cash distribution in proportion to the value of each shareholder’s contributions to the capital stock of the Company and in the case of Series “B” shares the payment was completed through Indeval. During 2015, by ordinary general meetings, RCO shareholders approved reductions to the variable portion of the Capital stock of the company, following a previous recommendation by the company’s Board of Directors, for MXN \$3,809.8 million, whereby, during 2015 three cash distribution payments for an amount of MXN \$2,730.0 million were made.

Audited consolidated Financial Information for 4Q2015 and 4Q2014.

(MXN million)	Revenue, Income from operations and EBITDA			Cumulative		
	4Q2015	4Q2014	% Var	2015	2014	% Var
	Total toll and other concession revenues ¹	1,692.5	1,507.3	12.29%	6,342.6	5,677.4
Construction revenues	175.6	99.4	76.66%	346.1	317.7	8.94%
Total revenues	1,868.1	1,606.7	16.27%	6,688.7	5,995.1	11.57%
Costs and expenses (without construction costs)	563.5	428.5	31.51%	1,970.8	2,095.8	(5.96%)
Construction costs	175.6	99.4	76.66%	346.1	317.7	8.94%
Total costs and expenses	739.1	527.9	40.01%	2,316.9	2,413.5	(4.00%)
Income before other income -net	1,129.0	1,078.8	4.65%	4,371.8	3,581.6	22.06%
Other income -net	7.3	5.5	32.73%	34.6	35.7	(3.08%)
Income from operations	1,136.3	1,084.3	4.80%	4,406.4	3,617.3	21.81%
EBITDA	1,331.6	1,379.1	(3.44%)	5,193.2	4,768.2	8.91%
Adjusted EBITDA	1,465.8	1,289.9	13.64%	5,605.4	4,832.3	16.00%
Income from operations margin	67.14%	71.94%		69.47%	63.71%	
EBITDA margin	78.68%	91.49%		81.88%	83.99%	
Adjusted EBITDA margin	86.61%	85.58%		88.38%	85.11%	

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 audited financial results as of December 31st, 2015.

The Company’s audited consolidated condensed financial statements as of December 31st, 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		4Q2015	4Q2014	% Var	Cumulative		
					2015	2014	% Var
Revenue by road (MXN million) / Toll Revenues							
FARAC I ¹	Guadalajara-Zapotlanejo	186.9	166.5	12.31%	702.3	634.2	10.73%
	Maravatio-Zapotlanejo	487.2	416.3	17.02%	1,764.8	1,558.4	13.24%
	Zapotlanejo-Lagos	391.8	350.7	11.72%	1,479.3	1,339.4	10.45%
	León -Aguascalientes	318.2	288.0	10.50%	1,180.6	1,019.0	15.86%
	Total FARAC I²	1,384.2	1,221.5	13.32%	5,126.9	4,551.0	12.66%
COVIQSA	Irapuato-Querétaro	215.1	206.7	4.06%	862.6	827.9	4.19%
CONIPSA	Irapuato-La Piedad	63.3	61.6	2.76%	254.2	238.9	6.40%
Average daily traffic (ADT)							
By road stretch							
FARAC I	Guadalajara-Zapotlanejo	36,542.5	34,190.9	6.88%	34,479.0	33,086.5	4.21%
	Maravatio-Zapotlanejo	9,285.6	8,254.2	12.50%	8,416.6	7,775.9	8.24%
	Zapotlanejo-Lagos	13,606.3	12,674.6	7.35%	12,878.7	12,254.6	5.09%
	León -Aguascalientes	12,456.2	11,821.3	5.37%	11,533.9	10,568.1	9.14%
	Weighted average Total³	12,063.0	11,065.2	9.02%	11,158.7	10,426.0	7.03%
By type of vehicle							
	Buses	810.6	803.5	0.88%	782.9	791.4	(1.07%)
	Trucks	3,498.2	3,185.8	9.81%	3,343.1	3,015.2	10.87%
	Cars	7,754.3	7,075.9	9.59%	7,032.7	6,619.4	6.24%
	Weighted average Total³	12,063.0	11,065.2	9.02%	11,158.7	10,426.0	7.03%
COVIQSA	Irapuato-Querétaro	40,110.0	39,116.7	2.54%	39,302.9	37,319.3	5.32%
CONIPSA	Irapuato-La Piedad	22,430.2	21,348.0	5.07%	21,419.1	20,270.5	5.67%
Consolidated results (MXN million)							
Total toll and other concession revenues ⁴		1,692.5	1,507.3	12.29%	6,342.6	5,677.4	11.72%
Income from operations		1,136.3	1,084.3	4.80%	4,406.4	3,617.3	21.81%
EBITDA		1,331.6	1,379.1	(3.44%)	5,193.2	4,768.2	8.91%
Adjusted EBITDA		1,465.8	1,289.9	13.64%	5,605.4	4,832.3	16.00%
Long-term debt ⁵					37,404.1	35,197.2	6.27%
Stockholders' equity ⁵					17,050.0	20,089.2	(15.13%)

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

- **Revenues.** Total toll and other concession revenues for 4Q2015 were MXN \$1,692.5 million, which represented a 12.29% increase from MXN \$1,507.3 million in 4Q2014. Consolidated total revenues are comprised of:
 - **Toll revenues (FARAC I)**, which increased by 13.37% during 4Q2015 as compared to 4Q2014, to MXN \$1,384.0 million; this increase is mainly due to (i) an increase in toll rates based on inflation and (ii) vehicle mix. During 4Q2015, the ADT of FARAC I increased by 9.02% as compared to 4Q2014 and as a result of an increase on buses, trucks and cars by 0.88%, 9.81% and 9.59%, respectively. Meanwhile, for the twelve months of 2015 toll revenues increased by 12.69% or MXN \$577.1 million to MXN \$5,124.7 million as compared to 2014.
 - **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 \$9.9 million to MXN \$175.9 million in 4Q2015 from MXN \$166.0 million in 4Q2014. Meanwhile, during 2015 these revenues were MXN \$703.9 million, an increase of MXN \$37.3 million or 5.60%.
 - **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 \$0.2 million as compared to MXN \$102.2 million in 4Q2014, to MXN \$102.4 million in 4Q2015. Meanwhile, for the twelve months of 2015 these revenues were MXN \$409.7 million, an increase of MXN \$11.1 million or 2.78% over 2014.
 - **Ancillary revenue from the use of right of way and other related revenues**, revenues generated by the businesses operated by RCO 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 fourth 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. For 4Q2015 were MXN \$30.2 million, an increase of MXN \$11.9 million from 4Q2014. Meanwhile, for the twelve months of 2015, these revenues totaled MXN \$104.3 million, an increase of MXN \$39.7 million or 61.46%.

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 during 4Q2015 were MXN \$175.6 million as compared to MXN \$99.4 million in 4Q2014. Meanwhile, for the twelve months of 2015 these revenues were MXN \$346.1 million, as compared to MXN \$317.7 million during 2014.

- **Costs and expenses (excluding construction costs).** Total costs and expenses for 4Q2015 were MXN \$563.5 million, a 31.51% increase as compared to 4Q2014, mainly due to an increase on de Major Maintenance Provision. This costs and expenses are comprised of:
 - **Amortization of assets derived from the concessions**, which decreased by MXN \$100.2 million to MXN \$193.6 million as compared to 4Q2014. For the twelve months of 2015 registered MXN \$781.1 million, a decrease of 32.01% as compared to 2014; 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 increased by MXN \$271.9 million during 4Q2015 as compared to 4Q2014; meanwhile, for the twelve months of 2015 registered MXN \$674.3 million an increase of MXN \$240.3 million or 55.37% as compared to 2014, mainly due to an increase on the Major Maintenance Provision.
 - **Toll collection costs**, which decreased to MXN \$29.8 million during 4Q2015, or MXN \$9.5 million compared to 4Q2014. During 2015 there were MXN \$110.6 million, a decrease of MXN \$24.2 million or 17.95% as compared to 2014.

- **General and administrative expenses**, which decreased to MXN \$90.6 million during 4Q2015 from MXN \$122.3 million during 4Q2014. Meanwhile, for the twelve months of 2015 there were MXN \$371.6 million, an increase of MXN \$17.8 million or 5.03% over 2014.
- **Other income net.** Other income for 4Q2015 was MXN \$7.3 million, an increase of MXN \$1.8 million compared to MXN \$5.5 million during 4Q2014. During 2015 the other income registered MXN \$34.6 million, a decrease of 3.08% as compared to 2014.
- **EBITDA.** EBITDA decreased by MXN \$47.5 million, to MXN \$1,331.6 million in 4Q2015 from MXN \$1,379.1 million in 4Q2014. Meanwhile, during 2015 it registered MXN \$5,193.2 million, an increase of MXN \$425.0 million or 8.91% as compared to 2014.
- **Adjusted EBITDA.** Adjusted EBITDA increased by MXN \$175.9 million, to MXN \$1,465.8 million in 4Q2015 from MXN \$1,289.9 million in 4Q2014. At the end of 2015 there were MXN \$5,605.4 million, an increase of 16.00% as compared to 2014.

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)	4Q2015	4Q2014	% Var	Cumulative		
				2015	2014	% Var
Income from operations	1,136.3	1,084.3	4.80%	4,406.4	3,617.3	21.81%
Net financing cost	954.7	1,597.1	(40.22%)	3,368.4	4,989.7	(32.49%)
Interest expense	904.9	1,502.8	(39.79%)	3,388.3	4,839.8	(29.99%)
Adjustments to principal amount of UDI denominated debt	105.8	135.9	(22.15%)	164.1	313.4	(47.64%)
Interest income	(56.1)	(41.6)	(34.86%)	(184.2)	(163.6)	(12.59%)
Net foreign exchange loss (income)	0.1	-	100.00%	0.2	0.1	100.00%
Income (loss) before income taxes	181.6	(512.8)	135.41%	1,038.0	(1,372.4)	175.63%
Income taxes (benefit)	(88.4)	(466.2)	81.04%	37.8	(819.3)	104.61%
Consolidated net income (loss) for the period	270.0	(46.6)	679.40%	1,000.2	(553.1)	280.84%

- **Net financing cost.** During 4Q2015, the net financing cost decreased by MXN \$642.4 million compared to 4Q2014. Meanwhile, for the twelve months of 2015 it decreased by MXN \$1,621.3 million or 32.49% as compared to 2014; the movements were primarily as follows:
 1. **Interest expense**, during 4Q2015 decreased by MXN \$597.9 million or 39.79% compared to 4Q2014, primarily as a result of:
 - (i) during 4Q2015 there were no costs related to the cancellation of certain derivative financial instruments as compared to 4Q2014 when there was a recognition of MXN \$649.0 million following the Acquisition Loan refinancing. Meanwhile, for the twelve months of 2015 there were no costs related to the cancellation of certain derivative financial instruments as compared to MXN \$1,359.2 million in 2014.
 - (ii) a net increase of MXN \$51.1 million in other interest expense items compared to 4Q2014 comprised mainly of: (i) MXN \$43.8 million increase in premiums and interest on financing, (ii) MXN \$3.1 million increase in interest on major maintenance, (iii) MXN \$20.7 million increase in effects of valuation of derivative financial instruments, (iv) MXN \$11.9 million decrease in amortization of premiums and debt expenses, and (v) MXN \$4.6 million decrease in interest on derivative financial instruments. Meanwhile, for the twelve months of 2015 there were MXN \$3,338.3 million, as compared to MXN \$3,480.6 million in 2014.

2. **Adjustments to principal amount of UDI denominated debt**, due to a variation in UDI value as of 4Q2015¹, a loss of MXN \$105.8 million was registered during 4Q2015 compared to a loss of MXN \$135.9 million during 4Q2014; this variation reflects the accumulated inflation of 4Q2015 as compared to 4Q2014. This line item reflects the UDI value of the CBs RCO 12U. For the twelve months of 2015 this line registered MXN \$164.1 million as compared to MXN \$313.4 million of 2014.
 3. **Interest income**, which increased by MXN \$14.5 million, to MXN \$56.1 million during 4Q2015 from MXN \$41.6 million in 4Q2014. Meanwhile, during the twelve months of 2015 registered MXN \$184.2 million, an increase of MXN \$20.6 million as compared to MXN \$163.6 million in 2014.
- **Income (loss) before income taxes.** The consolidated income before income taxes increased by MXN \$694.4 million, to MXN \$181.6 million in 4Q2015 compared to the consolidated loss before taxes of MXN \$512.8 million in 4Q2014. During 2015 the income before income taxes was MXN \$1,038.0 million, an increase of 175.63% as compared to MXN \$1,372.4 million in 2014.
 - **Income taxes (benefit).** During 4Q2015 the income taxes benefit was MXN \$88.4 million which decreased 81.04% or MXN \$377.8 million from 4Q2014. Meanwhile, for 2015 an income tax of MXN \$37.8 million was registered, an increase of MXN \$857.1 million or 104.61% as compared to 2014, primarily due to a decrease in both, the deferred tax asset balance of RCO and income taxes caused by COVIQSA and CONIPSA.
 - **Consolidated net income (loss) for the period.** During 4Q2015 the Company recorded a net income of MXN \$270.0 million, a MXN \$316.6 million increase over the net loss of MXN \$46.6 million in 4Q2014. Meanwhile for 2015, the net income was MXN \$1,000.2 million, an increase of MXN \$1,553.3 million or 280.84% as compared to 2014.

CASH AND LONG-TERM DEBT

- **Cash and cash equivalents.** For 4Q2015 registered MXN \$6,923.1 million, which represented an increase of 11.21% compared to MXN \$6,225.0 million at the end of 2014, primarily due to the COVIQSA Loan and for the increase on debt service reserve subaccounts in FARAC and COVIQSA.
- **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 4Q2015, long-term debt increased by MXN \$2,206.9 million or 6.27%, to MXN \$37,404.1 million from MXN \$35,197.2 million at the end of 2014, primarily due to the COVIQSA Loan and the FARAC I Santander Capex Loan borrowings during 2015.

LIQUIDITY

The liquidity ratio (current assets/current liabilities) decreased to 2.15 as of 4Q2015 compared to 3.36 at the end of 2014, mainly due to an increase by \$1,079.8 million on the Accounts Payable to Related Parties derived from the capital reduction to the variable portion approved, previous recommendation by its Board of Directors, by ordinary general meetings held on February 9th, May 12th and November 26th 2015, for an amount of MXN \$1,350.0 million, MXN \$2,208.0 million and MXN \$251.8 million respectively.

¹ UDI value as of December 31st. 2015 was 5.3811 compared to 5.3097 as of September 30th, 2015; UDI value as of December 31st 2014 was 5.2703 compared to 5.1786 as of September 30th, 2014.¹

FARAC I

Pursuant to the FARAC I Concession Agreement, the Company holds the right to build, operate, exploit, enhance and maintain (i) Guadalajara-Zapotlanejo, (ii) Maravatio-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)	4Q2015	4Q2014	% Var	Cumulative		
				2015	2014	% Var
Total toll and other concession revenues	1,414.1	1,239.0	14.13%	5,225.8	4,610.7	13.34%
Administrative service revenues	14.4	35.5	(59.44%)	61.7	75.1	(17.84%)
Costs and expenses (excluding construction costs)	464.8	390.8	18.94%	1,651.7	1,854.5	(10.94%)
Income from operations	969.6	887.7	9.23%	3,663.5	2,859.2	28.13%
EBITDA	1,127.0	1,146.1	(1.67%)	4,298.7	3,865.2	11.22%
Adjusted EBITDA	1,210.4	1,060.5	14.13%	4,575.6	3,901.9	17.27%
Income from operations margin	68.57%	71.65%		70.10%	62.01%	
EBITDA margin	79.70%	92.50%		82.26%	83.83%	
Adjusted EBITDA margin	85.60%	85.59%		87.56%	84.63%	
ADT by road						
Guadalajara-Zapotlanejo	36,542.5	34,190.9	6.88%	34,479.0	33,086.5	4.21%
Maravatio-Zapotlanejo	9,285.6	8,254.2	12.50%	8,416.6	7,775.9	8.24%
Zapotlanejo-Lagos	13,606.3	12,674.6	7.35%	12,878.7	12,254.6	5.09%
León -Aguascalientes	12,456.2	11,821.3	5.37%	11,533.9	10,568.1	9.14%
ADT by type of vehicle						
Buses	810.6	803.5	0.88%	782.9	791.4	(1.07%)
Trucks	3,498.2	3,185.8	9.81%	3,343.1	3,015.2	10.87%
Cars	7,754.3	7,075.9	9.59%	7,032.7	6,619.4	6.24%
Weighted average ADT Total FARAC I¹	12,063.0	11,065.2	9.02%	11,158.7	10,426.0	7.03%

¹ According to each road's kilometers.

- **Weighted Average Daily Traffic (ADT)**, during 4Q2015 a 9.02% increase was recorded compared to the same period of 2014, where ADT increased by 9.59% in cars, 0.88% in buses and 9.81% in trucks.
- **Total toll and other concession revenues**, total toll and concession revenues for 4Q2015 were MXN \$1,414.1 million, an increase of MXN \$175.1 million compared to MXN \$1,239.0 million in 4Q2014. Total toll and other concession revenues are comprised of:
 - **Toll revenues**, which increased by MXN \$163.2 million or 13.37%, to MXN \$1,384.0 million in 4Q2015 from MXN \$1,220.8 million in 4Q2014, 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**, additional revenues generated by the businesses operated by the Company alongside its toll roads, such as restaurants and convenience stores; during 4Q2015 increased by MXN \$11.9 million to MXN \$30.1 million from MXN \$18.2 million during 4Q2014, this increase was primarily a result of the opening of new restaurants and convenience stores including the direct operation of convenience stores, previously operated by Operadora Aero-Boutiques, S.A. de C.V.

- **Administrative services revenues.** During 4Q2015, administrative services revenues were MXN \$14.4 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 \$175.5 million during 4Q2015 as compared to MXN \$99.4 million in 4Q2014.

- **Costs and expenses (excluding construction costs),** total costs and expenses were MXN \$464.8 million in 4Q2015 from MXN \$390.8 million in 4Q2014, comprised of:
 - **Amortization of assets derived from the concessions,** which decreased by MXN \$101.5 million, to MXN \$156.1 million in 4Q2015 from MXN \$257.6 million in 4Q2014; 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,** increased by MXN \$213.6 million during 4Q2015, mainly due to an increase on the Major Maintenance Provision.
 - **Toll collection costs,** which decreased by MXN \$9.2 million, to MXN \$28.2 million in 4Q2015 from MXN \$37.4 million in 4Q2014.
 - **General and administrative expenses,** which decreased to MXN \$87.7 million in 4Q2015 from MXN \$121.1 million in 4Q2014.
- **Other income net.** During 4Q2015, FARAC I recorded an income of MXN \$6.0 million, an increase of MXN \$2.0 million from MXN \$4.0 million during 4Q2014.
- **Income from operations.** In 4Q2015, income from operations was MXN \$969.6 million, an increase of MXN \$81.9 million compared to MXN \$887.7 million in 4Q2014, which represents an Income from Operations Margin of 68.57%².
- **EBITDA.** EBITDA for 4Q2015 decreased by MXN \$19.1 million, to MXN \$1,127.0 million from MXN \$1,146.1 million in 4Q2014, which represents an EBITDA Margin of 79.70%³.
- **Adjusted EBITDA.** Adjusted EBITDA for 4Q2015 was MXN \$1,210.4 million, an increase of MXN \$149.9 million compared to MXN \$1,060.5 million from 4Q2014, which represents an Adjusted EBITDA Margin of 85.60%⁴.
- **Net financing cost.** During 4Q2015, the net financing cost decreased by MXN \$258.2 million. This decrease was due to the following:
 1. **Interest expense,** decreased by MXN \$615.5 million primarily as a result of:

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*

- (i) during 4Q2015 there were no costs related to the cancellation of certain derivative financial instruments as compared to 4Q2014 when there was a recognition of MXN \$649.0 million following the CBs RCO 14 issuance.
 - (ii) a net increase of MXN \$33.5 million in other interest expense items compared to 4Q2014 comprised mainly of: (i) MXN \$38.3 million increase in premiums and interest on financing, (ii) MXN \$3.4 million increase in interest on major maintenance, (iii) MXN \$20.9 million increase in effects of valuation of derivative financial instrument, (iv) MXN \$12.7 million decrease in amortization of premiums and debt, and (v) MXN \$16.4 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 4Q2015⁵, a loss of MXN \$105.8 million was registered during 4Q2015, compared to a loss of MXN \$135.9 million during 4Q2014. This line item reflects the UDI value of the CBs RCO 12U.
 3. **Interest income**, which increased by MXN \$12.8 million, to MXN \$49.2 million during 4Q2015 from MXN \$36.4 million during 4Q2014.
 4. **Dividends from subsidiaries**, during 4Q2015 there were no dividends from subsidiaries, compared to MXN \$400.0 million registered during 4Q2015.

FARAC I Debt Service Coverage Ratio.

The Debt Service Coverage Ratio (amount available for debt service purposes / Debt Service) decreased by 11.36%, to 2.41 in 4Q2015 from 2.72 in 4Q2014.

FARAC I Debt Service Coverage Ratio for the period.

DSCR FARAC I (MXN million)				Cumulative		
	4Q2015	4Q2014	% Var	2015	2014	% Var
(+) Income from operations	969.6	887.7	9.23%	3,663.5	2,859.2	28.13%
(+) Amortization of assets derived from the concession	156.1	257.6	(39.40%)	631.0	1,004.1	(37.16%)
(+) Depreciation	1.3	0.8	62.50%	4.2	1.9	121.05%
(+) Major Maintenance Provision	83.4	(85.6)	(197.43%)	276.9	36.7	654.80%
(=) Adjusted EBITDA	1,210.4	1,060.5	14.13%	4,575.6	3,901.9	17.27%
(-) Major Maintenance Expenses	-	72.9	(100.00%)	-	247.6	(100.00%)
(+) Available Cash ¹	794.9	1,215.1	(34.58%)	2,595.1	1,109.0	134.01%
(+) Net Prepayment	-	-	-	-	919.0	(100.00%)
(=) Amount Available for Debt Service	2,005.3	2,202.6	(8.96%)	7,170.7	5,682.3	26.19%
(/) Debt Service²	832.1	810.2	2.71%	3,328.0	3,122.5	6.58%
Debt Service Coverage Ratio (DSCR)	2.41	2.72	(11.36%)	2.15	1.82	18.40%

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 December 31st, 2015 was 5.3811 compared to 5.3097 as of September 30th, 2015; UDI value as of December 31st, 2014 was 5.2703 compared to 5.1786 as of September 30th, 2014.⁵

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	
2016	117.6								117.6
2017	117.6	123.8							241.5
2018	117.6	123.8							241.5
2019		123.8	389.6	9.2	285.2	435.1		225.0	1,468.0
2020		123.8	408.2	9.2	300.0	455.9		450.0	1,747.1
2021		123.8	429.6	73.5	316.5	479.8	44.0	525.0	1,992.2
2022			451.0	183.8	332.4	503.7	132.0	675.0	2,277.9
2023			475.2	367.7	347.2	530.8	264.0	900.0	2,884.8
2024			499.5	551.5	357.4	557.9	396.0	1,200.0	3,562.3
2025			526.6	735.4	358.0	588.2	528.0	1,350.0	4,086.1
2026			555.1	1,011.1	332.4	620.0	572.0	1,125.0	4,215.7
2027			582.3	735.4	211.9	650.3	616.0	750.0	3,545.9
2028			607.9	551.5		679.0	616.0	300.0	2,754.4
2029			627.9	367.7		701.3	616.0		2,312.9
2030			627.9			701.3	616.0		1,945.2
2031			583.7			651.9			1,235.6
2032			371.0			414.4			785.4
Total	352.9	619.2	7,135.5	4,596.0	2,841.0	7,969.8	4,400.0	7,500.0	35,414.4
Reserve ²		16.3	364.5	223.6	216.8	608.3	404.8	703.1	2,537.5
Net total	352.9	602.8	6,771.0	4,372.4	2,624.2	7,361.5	3,995.2	6,796.9	32,876.8

¹ UDI value as of December 31st, 2015 of 5.3811

² Contractual cash reserve.

FARAC I Expansion Works

During 4Q2015, RCO completed capital expenditures of MXN \$125.8 million in connection with the Expansion Works. Since the inception of FARAC I Concession Agreement, RCO has invested a total of MXN \$1,879.4 million in connection with the Expansion Works detailed in the following table. The aforementioned 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	Jan-16	Dec - 17 *	In process
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.

Selected Financial Information and key indicators for the period.

(MXN million)				Cumulative		
	4Q2015	4Q2014	% Var	2015	2014	% Var
Total toll and other concession revenues	215.1	206.7	4.06%	862.6	827.9	4.19%
Income from operations	143.0	148.9	(3.96%)	603.9	578.8	4.34%
EBITDA	174.4	179.0	(2.57%)	729.2	699.0	4.32%
Adjusted EBITDA	202.3	187.6	7.84%	808.8	737.8	9.62%
Income from operations margin	66.48%	72.04%		70.01%	69.91%	
EBITDA margin	81.08%	86.60%		84.54%	84.43%	
Adjusted EBITDA margin	94.05%	90.76%		93.76%	89.12%	
ADT for the period	40,110.0	39,116.7	2.54%	39,302.9	37,319.3	5.32%

- **Total toll and other concession revenues.** COVIQSA total toll and other concession revenues for 4Q2015 increased by MXN \$8.4 million, to MXN \$215.1 million from MXN \$206.7 million in 4Q2014.
- **Costs and expenses.** Total costs and expenses for 4Q2015 were MXN \$73.1 million, an increase of MXN \$14.2 million compared to MXN \$58.9 million for 4Q2014, mainly due to an increase on de Major Maintenance Provision.
- **Other income.** In 4Q2015 other income recorded MXN \$1.0 million, a decrease of MXN \$0.1 million compared to an income of MXN \$1.1 million in 4Q2014.
- **Income from operations.** In 4Q2015, income from operations was MXN \$143.0 million. During 4Q2014 registered MXN \$148.9 million, which represents an Income from Operations Margin of 66.48%⁶.
- **EBITDA.** EBITDA for 4Q2015 was MXN \$174.4 million from an EBITDA of MXN \$179.0 million in 4Q2014, which represents an EBITDA Margin of 81.08%⁷.
- **Adjusted EBITDA.** Adjusted EBITDA for 4Q2015 was MXN \$202.3 million compared to an Adjusted EBITDA of MXN \$187.6 million in 4Q2014, which represents an Adjusted EBITDA Margin of 94.05%⁸.
- **Net financing cost.** During 4Q2015, the net financing cost increased by MXN \$17.9 million, to MXN \$17.1 million from a net negative balance of MXN \$0.8 million in 4Q2014.

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 I Debt Service Coverage Ratio for the period.

The Debt Service Coverage Ratio (amount available for debt service purposes / Debt Service) decreased by 38.42% to 7.18 during 4Q2015 from 11.66 in 4Q2014.

COVIQSA (MXN million)	4Q2015	4Q2014	% Var	Cumulative		
				2015	2014	% Var
(+) Income from operations	143.0	148.9	(3.96%)	603.9	578.8	4.34%
(+) Amortization of assets derived from the concession	31.2	30.0	3.94%	124.6	120.1	3.77%
(+) Depreciation	0.2	0.1	125.61%	0.7	0.1	434.73%
(+) Major Maintenance Provision	27.9	8.6	225.60%	79.6	38.8	105.28%
(=) Adjusted EBITDA	202.3	187.6	7.84%	808.8	737.8	9.62%
(-) Income Tax	50.3	47.9	4.94%	190.1	289.4	(34.29%)
(-) Major Maintenance Expense	19.6	8.6	128.69%	95.8	76.4	25.33%
(+) Available Cash ¹	564.3	267.2	111.17%	94.8	306.9	(69.11%)
(=) Amount Available for Debt Service	696.7	398.3	74.92%	617.7	678.9	(9.01%)
(/) Debt Service ²	97.0	34.1	184.06%	207.6	141.6	46.62%
Debt Service Coverage Ratio (DSCR)	7.18	11.66	(38.42%)	2.98	4.79	(37.95%)

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).

COVIQSA's Debt Maturity Profile (MXN Million)

Bank Debt	
Year	Acquisition
2016	162.4
2017	201.6
2018	224.0
2019	257.6
2020	305.2
2021	323.1
2022	364.0
2023	364.0
2024	364.0
2025	193.5
Total	2,759.4
Reserve¹	121.4
Net total	2,638.0

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 Michoacán 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)	4Q2015	4Q2014	% Var	Cumulative		
				2015	2014	% Var
Total toll and other concession revenues	63.3	61.6	2.76%	254.2	238.9	6.40%
Income from operations	28.5	57.8	(50.69%)	158.5	198.0	(19.95%)
EBITDA	30.2	59.4	(49.16%)	165.4	204.2	(19.00%)
Adjusted EBITDA	53.1	47.2	12.50%	221.1	192.8	14.68%
Income from operations margin	45.02%	93.83%		62.35%	82.88%	
EBITDA margin	47.71%	96.43%		65.07%	85.48%	
Adjusted EBITDA margin	83.89%	76.62%		86.98%	80.70%	
ADT for the period	22,430.2	21,348.0	5.07%	21,419.1	20,270.5	5.67%

- **Total toll and other concession revenues.** CONIPSA Total toll and other concession revenues for 4Q2015, increased by MXN \$1.7 million, to MXN \$63.3 million from MXN \$61.6 million in 4Q2014.
- **Costs and expenses.** Total costs and expenses during 4Q2015 were MXN \$35.1 million, an increase of MXN \$30.9 million compared to MXN \$4.2 million in 4Q2014, mainly due to an increase on de Major Maintenance Provision
- **Other income- net.** During 4Q2015, other income was MXN \$0.3 million, a decrease of MXN \$0.1 million compared to MXN \$0.4 million in 4Q2014.
- **Income from operations.** Income from operations during 4Q2015 was MXN \$28.5 million, a decrease of MXN \$29.3 million compared to 4Q2014, which represents an Income from Operations Margin for 4Q2015 of 45.02%⁹.
- **EBITDA.** For 4Q2015 decreased by MXN \$29.2 million, to MXN \$30.2 million from an EBITDA of MXN \$59.4 million in 4Q2014, which represents an EBITDA Margin of 47.71%¹⁰.
- **Adjusted EBITDA.** For 4Q2015 was MXN \$53.1 million, an increase of MXN \$5.9 million compared to MXN \$47.2 million for 4Q2014, which represents an Adjusted EBITDA Margin of 83.89%¹¹.
- **Net financing cost.** During 4Q2015, the net financing cost decreased by MXN \$2.2 million, to MXN \$6.8 million from MXN \$9.0 million in 4Q2014.

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 I Debt Service Coverage Ratio for the period.

The Debt Service Coverage Ratio (amount available for debt service purposes / Debt Service) decreased by 7.58% to 12.51 in 4Q2015 from 13.57 in 4Q2014.

CONIPSA (MXN million)	4Q2015	4Q2014	% Var	Cumulative		
				2015	2014	% Var
(+) Income from operations	28.5	57.8	(50.69%)	158.5	198.0	(19.95%)
(+) Amortization of assets derived from the concession	1.5	1.5	0.41%	6.1	6.0	1.67%
(+) Depreciation	0.2	0.1	159.18%	0.8	0.2	300.00%
(+) Major Maintenance Provision	22.9	(12.2)	287.48%	55.7	(11.4)	588.60%
(=) Adjusted EBITDA	53.1	47.2	12.50%	221.1	192.8	14.68%
(-) Income Tax	5.4	4.0	34.34%	30.1	8.1	271.42%
(-) Major Maintenance Expense	11.5	12.2	(194.22%)	58.8	17.2	241.71%
(+) Available Cash ¹	198.9	217.9	(8.70%)	98.3	52.5	87.24%
(=) Amount Available for Debt Service	235.1	273.2	(13.95%)	230.5	220.0	4.77%
(/) Debt Service ²	18.8	20.1	(6.61%)	77.3	83.4	(7.31%)
Debt Service Coverage Ratio (DSCR)	12.51	13.57	(7.85%)	2.98	2.64	13.04%

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).

CONIPSA's Debt Maturity Profile (MXN Million)

Year	Bank Debt
	Acquisition
2016	58.0
2017	63.8
2018	69.6
2019	75.4
Total	266.8
Reserve¹	56.4
Net total	210.4

¹ Contractual cash reserve.

RELEVANT EVENTS

During the period from October 1st, 2015 to December 31st, 2015, the Company disclosed the following relevant events:

RCO informs about certain changes to its Board of Directors

Red de Carreteras de Occidente, S.A.B. de C.V. (“RCO” or the “Company”) reports the resignation of Mr. Alberto Felipe Mulás Alonso as independent member of the Board of Directors. Likewise, the Company reports that as of November 13th, 2015, Mr. Fabrice Jesús Serfati Magaña, in his capacity as independent member of the Board of Directors of the Company, was appointed member of the Auditing Committee and member and chairman of the Corporate Governance Practices Committee of the Company. Both the resignation and the appointment mentioned above were ratified by the Company’s Shareholders.

RCO confirms the early termination of the Convenience Stores and Restrooms Operation Agreement celebrated with Operadora Aero-Boutiques, S.A. de C.V.

Red de Carreteras de Occidente, S.A.B. de C.V. (“RCO” or the “Company”) reports that as of November 30, 2015, the Company and Operadora Aero-Boutiques, S.A. de C.V., have agreed upon the early termination of the Convenience Stores and Restrooms Operation Agreement they had entered into.

Consequently, the Company initiated the direct operation of 16 convenience stores in its concessioned toll roads, previously operated by Operadora Aero-Boutiques, S.A. de C.V.

With the direct operation of 37 points of sale as convenience stores and/or restaurants, RCO consolidates as an ancillary services provider for users of its concessioned toll roads, in terms of its concession title.

Red de Carreteras de Occidente, S.A.B. de C.V. (“RCO”) confirms the payment of a cash distribution to its shareholders.

Guadalajara, Jalisco, December 10, 2015 – RCO reports a cash distribution to its shareholders made on December 10th, 2015, for a total amount of MXP\$1,200’000,000.00 (one billion two 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 October 1 to December 31 of				Cumulative			
	2015	2014	Variation	%	2015	2014	Variation	%
TOTAL REVENUES	1,868.1	1,606.7	261.4	16.27	6,688.7	5,995.1	693.6	11.57
Toll revenues	1,384.0	1,220.8	163.2	13.37	5,124.7	4,547.6	577.1	12.69
Shadow toll payments from the SCT	175.9	166.0	9.9	5.96	703.9	666.6	37.3	5.60
Availability payments from the SCT	102.4	102.2	0.2	0.20	409.7	398.6	11.1	2.78
Ancillary revenues from the use of right of way and other related revenues	30.2	18.3	11.9	65.03	104.3	64.6	39.7	61.46
Total toll and other concession revenues	1,692.5	1,507.3	185.2	12.29	6,342.6	5,677.4	665.2	11.72
Construction revenues	175.6	99.4	76.2	76.66	346.1	317.7	28.4	8.94
COSTS AND EXPENSES	739.1	527.9	211.2	40.01	2,316.9	2,413.5	(96.6)	(4.00)
Amortization of assets derived from the concessions	193.6	293.8	(100.2)	(34.10)	781.1	1,148.8	(367.7)	(32.01)
Operation and maintenance provisions	237.3	(34.6)	271.9	785.84	674.3	434.0	240.3	55.37
Toll collection costs	29.8	39.3	(9.5)	(24.17)	110.6	134.8	(24.2)	(17.95)
Cost of ancillary revenues from the use of right of way and other related revenues	12.2	7.7	4.5	58.44	33.2	24.4	8.8	36.07
General and administrative expenses	90.6	122.3	(31.7)	(25.92)	371.6	353.8	17.8	5.03
Total costs and expenses excluding construction costs	563.5	428.5	135.0	31.51	1,970.8	2,095.8	(125.0)	(5.96)
Construction costs	175.6	99.4	76.2	76.66	346.1	317.7	28.4	8.94
INCOME BEFORE OTHER INCOME NET	1,129.0	1,078.8	50.2	4.65	4,371.8	3,581.6	790.2	22.06
Other income net	7.3	5.5	1.8	32.73	34.6	35.7	(1.1)	(3.08)
INCOME FROM OPERATIONS	1,136.3	1,084.3	52.0	4.80	4,406.4	3,617.3	789.1	21.81
Net financing cost	954.7	1,597.1	(642.4)	(40.22)	3,368.4	4,989.7	(1,621.3)	(32.49)
Interest expense	904.9	1,502.8	(597.9)	(39.79)	3,388.3	4,839.8	(1,451.5)	(29.99)
Premiums and interests on financing	766.7	722.9	43.8	6.06	3,078.8	2,722.3	356.5	13.10
Interest on derivative financial instruments	51.7	56.3	(4.6)	(8.17)	166.5	390.2	(223.7)	(57.33)
Effects of valuation of derivative financial instruments	-	(20.7)	20.7	(100.00)	(210.6)	0.3	(210.9)	(70,300.00)
Unwind and restructure of derivative financial instruments	-	649.0	(649.0)	(100.00)	-	1,359.2	(1,359.2)	(100.00)
Amortization of premiums and debt expenses	23.2	35.1	(11.9)	(33.90)	100.6	126.9	(26.3)	(20.72)
Major maintenance interests	63.3	60.2	3.1	5.15	253.0	240.9	12.1	5.02
Adjustments to principal amount of UDI denominated debt	105.8	135.9	(30.1)	(22.15)	164.1	313.4	(149.3)	(47.64)
Interest income	(56.1)	(41.6)	(14.5)	(34.86)	(184.2)	(163.6)	20.6	12.59
Net foreign exchange loss (income)	0.1	-	0.1	100.00	0.2	0.1	0.1	100.00
INCOME (LOSS) BEFORE INCOME TAXES	181.6	(512.8)	694.4	135.41	1,038.0	(1,372.4)	2,410.4	175.63
INCOME TAXES (BENEFIT)	(88.4)	(466.2)	377.8	81.04	37.8	(819.3)	857.1	104.61
CONSOLIDATED NET INCOME (LOSS) FOR THE PERIOD	270.0	(46.6)	316.6	679.40	1,000.2	(553.1)	1,553.3	280.84
Other comprehensive income items								
Valuation of derivative financial instruments	22.2	495.7	(473.5)	(95.52)	(180.2)	1,001.0	(1,181.2)	(118.00)
Deferred income taxes of derivative financial instruments	(7.0)	(154.9)	147.9	95.48	(49.4)	(300.3)	250.9	83.55
Actuarial losses	-	(0.2)	0.2	(100.00)	-	(0.2)	0.2	(100.00)
COMPREHENSIVE INCOME FOR THE PERIOD	285.2	294.0	(8.8)	(2.99)	770.6	147.4	623.2	422.80
BASIC INCOME LOSS PER COMMON SHARE (pesos)	0.01	(0.00)	0.01	679.40	0.03	(0.02)	0.05	280.84
DILUTED INCOME LOSS PER SHARE (pesos)	0.01	(0.00)	0.01	679.40	0.03	(0.02)	0.05	280.84

Red de Carreteras de Occidente, S.A.B. de C.V. and Subsidiaries				
COMPARATIVE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS OF				
(MXN million)				
	December 2015	December 2014	Variation	%
ASSETS				
Current assets				
Cash and cash equivalents-current portion	6,923.1	6,225.0	698.1	11.21
Trade accounts receivable	409.9	422.4	(12.5)	(2.96)
Recoverable taxes	58.0	72.6	(14.6)	(20.11)
Financial asset-current portion	407.5	509.9	(102.4)	(20.08)
Other accounts receivable and prepaid expenses	100.8	80.0	20.8	26.00
Total current assets	7,899.3	7,309.9	589.4	8.06
Non-current assets				
Long-term restricted cash	91.1	89.3	1.8	2.02
Financial assets derived from the concessions - long-term portion	848.7	835.8	12.9	1.54
Intangible assets derived from the concessions	43,392.7	43,693.6	(300.9)	(0.69)
Furniture and equipment and franchise rights - net	22.1	15.7	6.4	40.76
Machinery and equipment - net	23.1	14.0	9.1	65.00
Deferred income tax asset	6,283.0	6,170.0	113.0	1.83
Other assets	4.3	3.8	0.5	13.16
Total non-current assets	50,665.0	50,822.2	(157.2)	(0.31)
TOTAL ASSETS	58,564.3	58,132.1	432.2	0.74
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities				
Accounts payable to suppliers	285.8	281.6	4.2	1.49
Interest payable	853.5	676.4	177.1	26.18
Interest payable on derivative financial instruments	13.6	8.4	5.2	61.90
Other current liabilities	42.2	35.5	6.7	18.87
Provisions	782.8	590.3	192.5	32.61
Accounts payable to related parties	1,079.8	-	1,079.8	100.00
Current portion of long-term debt	338.1	275.8	62.3	22.59
Current portion of long-term employee benefits	70.6	93.9	(23.3)	(24.81)
Accounts payable for work executed, not yet approved	39.5	6.4	33.1	517.19
Taxes other than income tax	163.5	196.8	(33.3)	(16.92)
Income taxes payable	-	12.4	(12.4)	(100.00)
Total current liabilities	3,669.4	2,177.5	1,491.9	68.51
Non-current liabilities				
Long-term debt	37,404.1	35,197.2	2,206.9	6.27
Provisions for major maintenance	69.2	224.7	(155.5)	(69.20)
Long-term employee benefits	7.7	38.8	(31.1)	(80.15)
Post-employment benefits	2.6	2.4	0.2	8.33
Other long term liabilities	3.0	8.5	(5.5)	(64.71)
Derivative financial instruments	358.3	393.8	(35.5)	(9.01)
Total non-current liabilities	37,844.9	35,865.4	1,979.5	5.52
TOTAL LIABILITIES	41,514.3	38,042.9	3,471.4	9.12
STOCKHOLDERS' EQUITY				
Capital stock	22,129.0	25,938.8	(3,809.8)	(14.69)
Accumulated deficit	(4,771.9)	(5,772.1)	1,000.2	17.33
Other comprehensive loss	(307.1)	(77.5)	(229.6)	(296.26)
TOTAL STOCKHOLDERS' EQUITY	17,050.0	20,089.2	(3,039.2)	(15.13)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	58,564.3	58,132.1	432.2	0.74

Red de Carreteras de Occidente, S.A.B. de C.V. and Subsidiaries
COMPARATIVE CONSOLIDATED STATEMENTS OF CASH FLOWS
(Indirect methodology)
(MXN million)

From January 1to December 31of:

Concept	<u>2015</u>	<u>2014</u>
OPERATING ACTIVITIES		
Income (loss) before income taxes	1,038.0	(1,372.4)
Adjustments for:		
Depreciation and amortization	786.7	1,150.9
Financing related activities:		
Interest expense	3,331.9	2,963.2
Valuation effects of derivative financial instruments	166.5	1,749.4
Ineffective portion of derivative financial instruments	(210.7)	0.3
Amortization of commissions and debt issuance costs	100.6	126.9
Unrealized exchange loss	-	(0.1)
Adjustments to principal amount of UDI denominated debt	164.1	313.4
	<u>5,377.1</u>	<u>4,931.6</u>
+/- Decrease / (increase) in:		
Trade accounts receivable	12.5	(67.2)
Recoverable taxes	0.5	145.4
Financial asset	89.5	87.2
Other accounts receivable and other prepaid expenses	(20.8)	(36.6)
Other assets	(0.5)	(2.9)
+/- Increase / (decrease) in:		
Accounts payable to suppliers	4.2	(5.9)
Other current liabilities	1.2	14.7
Provisions	(216.0)	(284.2)
Taxes other than income tax	0.6	(136.5)
Income taxes paid	(232.5)	(316.5)
Employee profit sharing	(54.3)	0.3
Employee benefits	0.2	70.8
Net cash provided by operating activities	<u>4,961.7</u>	<u>4,400.2</u>
INVESTING ACTIVITIES		
Acquisition of furniture and equipment	(9.4)	(22.7)
Franchise rights	(11.8)	-
Intangible assets derived from the concessions	(447.1)	(271.4)
Net cash (used in) provided by investing activities	<u>(468.3)</u>	<u>(294.1)</u>
FINANCING ACTIVITIES		
Proceeds from long-term debt	3,323.8	9,101.4
Payments of debt	(1,268.5)	(7,872.7)
Interest paid	(2,901.6)	(2,449.7)
Payments of derivative financial instruments	(166.3)	(1,770.8)
Commissions and debt issuance costs paid	(50.9)	(103.1)
Decrease in capital stock	(2,730.0)	-
Net cash used in financing activities	<u>(3,793.5)</u>	<u>(3,094.9)</u>
+/- Increase in cash, cash equivalents and restricted cash	699.9	1,011.2
Cash, cash equivalents and restricted cash at the beginning of the period	<u>6,314.3</u>	<u>5,303.1</u>
Cash, cash equivalents and restricted cash at the end of the period	<u>7,014.2</u>	<u>6,314.3</u>

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

2015

	Capital stock	Acumulated deficit	Other comprehensive income (loss)	Total stockholders' equity
Balance as of January 1, 2014	25,938.8	(5,219.0)	(778.0)	19,941.8
Capital stock decrease				
Comprehensive loss:				
Valuation of derivative financial instruments	-	-	1,001.0	1,001.0
Deferred income taxes of derivative instruments	-	-	(300.3)	(300.3)
Actuarial losses	-	-	(0.2)	(0.2)
Net loss for the period	-	(553.1)	-	(553.1)
Comprehensive loss	-	(553.1)	700.5	147.4
Balance as of December 31, 2014	25,938.8	(5,772.1)	(77.5)	20,089.2
Capital stock decrease	3,809.8	-	-	3,809.8
Comprehensive income:				
Valuation of derivative financial instruments	-	-	(180.2)	(180.2)
Deferred income taxes of derivative instruments	-	-	(49.3)	(49.3)
Net income for the period	-	1,000.2	-	1,000.2
Comprehensive income	3,809.8	1,000.2	(229.6)	770.6
Balance as of December 31, 2015	22,129.0	(4,771.9)	(307.0)	17,050.0

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	COMPARATIVE CONSOLIDATED STATEMENTS OF PROFIT (LOSS) AND OTHER COMPREHENSIVE INCOME (LOSS)							
	(MXN million)							
	From October 1 to December 31 of				Cumulative			
	2015	2014	Variation	%	2015	2014	Variation	%
TOTAL REVENUES	1,604.0	1,373.9	230.1	16.75	5,633.6	5,003.5	630.1	12.59
Toll revenues	1,384.0	1,220.8	163.2	13.37	5,124.7	4,547.6	577.1	12.69
Ancillary revenues from the use of right of way and other related revenues	30.1	18.2	11.9	65.38	101.1	63.1	38.0	60.22
Total toll and other concession revenues	1,414.1	1,239.0	175.1	14.13	5,225.8	4,610.7	615.1	13.34
Administrative service revenues	14.4	35.5	(21.1)	(59.44)	61.7	75.1	(13.4)	(17.84)
Construction revenues	175.5	99.4	76.1	76.56	346.1	317.7	28.4	8.94
COSTS AND EXPENSES	640.4	490.2	150.2	30.64	1,997.8	2,172.2	(174.4)	(8.03)
Amortization of assets derived from the concessions	156.1	257.6	(101.5)	(39.40)	631.0	1,004.1	(373.1)	(37.16)
Operation and maintenance provisions	180.6	(33.0)	213.6	647.27	516.9	354.9	162.0	45.65
Toll collection costs	28.2	37.4	(9.2)	(24.60)	104.5	121.6	(17.1)	(14.06)
Cost of ancillary revenues from the use of right of way and other related revenues	12.2	7.7	4.5	58.44	33.2	24.4	8.8	36.07
General and administrative expenses	87.7	121.1	(33.4)	(27.58)	366.1	349.5	16.6	4.75
Total costs and expenses excluding construction costs	464.8	390.8	74.0	18.94	1,651.7	1,854.5	(202.8)	(10.94)
Construction costs	175.6	99.4	76.2	76.66	346.1	317.7	28.4	8.94
INCOME BEFORE OTHER INCOME NET	963.6	883.7	79.9	9.04	3,635.8	2,831.3	804.5	28.41
Other income net	6.0	4.0	2.0	50.00	27.7	27.9	(0.2)	(0.72)
INCOME FROM OPERATIONS	969.6	887.7	81.9	9.23	3,663.5	2,859.2	804.3	28.13
Net financing cost	930.7	1,188.9	(258.2)	(21.72)	2,834.7	4,537.0	(1,702.3)	(37.52)
Interest expense	873.9	1,489.4	(615.5)	(41.33)	3,281.4	4,761.1	(1,479.7)	(31.08)
Premiums and interests on financing	762.8	724.5	38.3	5.29	3,055.6	2,702.8	352.8	13.05
Interest on derivative financial instruments	39.9	56.3	(16.4)	(29.13)	154.7	390.2	(235.5)	(60.35)
Effects of valuation of derivative financial instruments	-	(20.9)	20.9	(100.00)	(210.7)	-	(210.7)	(100.00)
Unwind and restructure of derivative financial instruments	-	649.0	(649.0)	(100.00)	-	1,359.2	(1,359.2)	(100.00)
Amortization of premiums and debt expenses	21.6	34.3	(12.7)	(37.03)	83.2	124.3	(41.1)	(33.07)
Major maintenance interests	49.6	46.2	3.4	7.36	198.6	184.6	14.0	7.58
Adjustments to principal amount of UDI denominated debt	105.8	135.9	(30.1)	(22.15)	164.1	313.4	(149.3)	(47.64)
Interest income	(49.2)	(36.4)	12.8	35.16	(161.0)	(137.6)	(23.4)	(17.01)
Dividends from subsidiaries	-	(400.0)	400.0	(100.00)	(450.0)	(400.0)	(50.0)	(12.50)
Net foreign exchange loss (income)	0.2	-	0.2	100.00	0.2	0.1	0.1	100.00
INCOME (LOSS) BEFORE INCOME TAXES	38.9	(301.2)	340.1	112.92	828.8	(1,677.8)	2,506.6	149.40
INCOME TAXES (BENEFIT)	(120.5)	(523.9)	403.4	77.00	(137.7)	(1,018.9)	881.2	86.49
CONSOLIDATED NET INCOME (LOSS) FOR THE PERIOD	159.4	222.7	(63.3)	(28.42)	966.5	(658.9)	1,625.4	246.68
Other comprehensive income items								
Valuation of derivative financial instruments	19.7	495.7	(476.0)	(96.03)	(153.9)	1,001.0	(1,154.9)	(115.37)
Deferred income taxes of derivative financial instruments	(6.1)	(155.0)	148.9	96.06	(56.0)	(300.3)	244.3	81.35
Actuarial losses	-	(0.2)	0.2	(100.00)	-	(0.2)	0.2	(100.00)
COMPREHENSIVE INCOME FOR THE PERIOD	173.0	563.2	(390.2)	(69.28)	756.6	41.6	715.0	1,718.75
BASIC INCOME LOSS PER COMMON SHARE (pesos)	0.01	0.01	(0.00)	(28.42)	0.03	(0.02)	0.06	246.68
DILUTED INCOME LOSS PER SHARE (pesos)	0.01	0.01	(0.00)	(28.42)	0.03	(0.02)	0.06	246.68

COMPARATIVE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS OF				
(MXN million)				
	<u>December 2015</u>	<u>December 2014</u>	<u>Variation</u>	<u>%</u>
ASSETS				
Current assets				
Cash and cash equivalents-current portion	6,295.7	5,831.5	464.2	7.96
Trade accounts receivable	89.0	81.8	7.2	8.80
Recoverable taxes	41.4	42.5	(1.1)	(2.59)
Accounts receivable to related parties	15.2	24.3	(9.1)	(37.45)
Other accounts receivable and prepaid expenses	90.2	68.7	21.5	31.30
Total current assets	6,531.5	6,048.8	482.7	7.98
Non-current assets				
Intangible assets derived from the concessions	41,573.8	41,724.6	(150.8)	(0.36)
Furniture and equipment and franchise rights -net	22.2	14.5	7.7	53.10
Machinery and equipment-net	14.5	8.9	5.6	62.92
Investment in shares	1,931.4	1,931.4	-	-
Deferred income tax asset	6,499.3	6,413.9	85.4	1.33
Other assets	3.3	2.9	0.4	13.79
Total non-current assets	50,044.5	50,096.2	(51.7)	(0.10)
TOTAL ASSETS	56,576.0	56,145.0	431.0	0.77
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities				
Accounts payable to suppliers	16.0	11.6	4.4	37.93
Interest payable	835.5	669.0	166.5	24.89
Interest payable on derivative financial instruments	9.4	8.3	1.1	13.25
Other current liabilities	36.1	31.3	4.8	15.34
Provisions	593.6	431.0	162.6	37.73
Accounts payable to related parties	1,082.7	1.5	1,081.2	72,080.00
Current portion of long-term debt	117.7	117.7	-	-
Current portion of long-term employee benefits	70.6	93.9	(23.3)	(24.81)
Accounts payable for work executed, not yet approved	39.5	6.4	33.1	517.19
Taxes other than income tax	72.0	88.0	(16.0)	(18.18)
Income taxes payable	-	0.5	(0.5)	(100.00)
Total current liabilities	2,873.1	1,459.2	1,413.9	96.90
Non-current liabilities				
Long-term debt	34,646.8	33,993.4	653.4	1.92
Provisions for major maintenance	69.2	202.6	(133.4)	(65.84)
Long-term employee benefits	7.7	38.8	(31.1)	(80.15)
Post-employment benefits	2.6	2.4	0.2	8.33
Accounts payable to related parties - long-term	2,651.2	1,009.1	1,642.1	162.73
Other long term liabilities	1.9	5.1	(3.2)	(62.75)
Derivative financial instruments	336.2	393.8	(57.6)	(14.63)
Total-non current liabilities	37,715.6	35,645.2	2,070.4	5.81
TOTAL LIABILITIES	40,588.7	37,104.4	3,484.3	9.39
STOCKHOLDERS' EQUITY				
Capital stock	22,129.0	25,938.8	(3,809.8)	(14.69)
Accumulated deficit	(5,858.1)	(6,824.5)	966.4	14.16
Other comprehensive loss	(283.6)	(73.7)	(209.9)	(284.80)
TOTAL STOCKHOLDERS' EQUITY	15,987.3	19,040.6	(3,053.3)	(16.04)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	56,576.0	56,145.0	431.0	0.77

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COMPARATIVE STATEMENTS OF PROFIT (LOSS) AND OTHER COMPREHENSIVE INCOME (LOSS)								
(MXN million)								
	From October 1 to December 31 of				Cumulative			
	2015	2014	Variation	%	2015	2014	Variation	%
TOTAL REVENUES	215.1	206.7	8.4	4.06	862.6	827.9	34.7	4.19
Shadow toll payments from the SCT	166.8	158.9	7.9	4.97	667.0	639.6	27.4	4.28
Availability payments from the SCT	48.2	47.6	0.6	1.26	192.9	186.8	6.1	3.27
Ancillary revenues from the use of right of way and other related revenues	0.1	0.2	(0.1)	(50.00)	2.7	1.5	1.2	80.00
Total toll and other concession revenues	215.1	206.7	8.4	4.06	862.6	827.9	34.7	4.19
COSTS AND EXPENSES	73.1	58.9	14.2	24.11	264.0	255.4	8.6	3.37
Amortization of assets derived from the concessions	31.2	30.0	1.2	4.00	124.6	120.1	4.5	3.75
Operation and maintenance provisions	32.7	10.6	22.1	208.49	97.5	72.1	25.4	35.23
Toll collection costs	0.9	1.1	(0.2)	(18.18)	3.4	8.9	(5.5)	(61.80)
General and administrative expenses	8.3	17.2	(8.9)	(51.74)	38.5	54.3	(15.8)	(29.10)
INCOME BEFORE OTHER INCOME NET	142.0	147.8	(5.8)	(3.92)	598.6	572.5	26.1	4.56
Other incomenet	1.0	1.1	(0.1)	(9.09)	5.3	6.3	(1.0)	(15.87)
INCOME FROM OPERATIONS	143.0	148.9	(5.9)	(3.96)	603.9	578.8	25.1	4.34
Net financing cost	17.1	(0.8)	17.9	2,237.50	53.6	14.1	39.5	280.14
Interest expense	66.9	25.1	41.8	166.53	169.7	104.4	65.3	62.55
Premiums and interests on financing	44.5	15.4	29.1	188.96	105.1	66.5	38.6	58.05
Interest on derivative financial instruments	11.8	-	11.8	100.00	11.8	-	11.8	100.00
Effects of valuation of derivative financial instruments	-	0.1	(0.1)	(100.00)	-	0.2	(0.2)	(100.00)
Amortization of premiums and debt expenses	1.7	0.8	0.9	112.50	17.3	2.6	14.7	565.38
Major maintenance interests	8.9	8.8	0.1	1.14	35.5	35.1	0.4	1.14
Interest income	(49.8)	(25.9)	(23.9)	(92.28)	(116.1)	(90.3)	(25.8)	(28.57)
INCOME BEFORE INCOME TAXES	125.9	149.7	(23.8)	(15.90)	550.3	564.7	(14.4)	(2.55)
INCOME TAXES	29.2	42.5	(13.3)	(31.29)	152.6	156.3	(3.7)	(2.37)
NET INCOME FOR THE PERIOD	96.7	107.2	(10.5)	(9.79)	397.7	408.4	(10.7)	(2.62)
Other comprehensive income items								
Valuation of derivative financial instruments	2.5	-	2.5	100.00	(26.3)	-	(26.3)	(100.00)
Deferred income taxes of derivative financial instruments	(0.9)	-	(0.9)	(100.00)	6.6	-	6.6	100.00
COMPREHENSIVE INCOME FOR THE PERIOD	98.3	107.2	(8.9)	(8.30)	378.0	408.4	(30.4)	(7.44)

COMPARATIVE STATEMENTS OF FINANCIAL POSITION AS OF				
(MXN million)				
	<u>December 2015</u>	<u>December 2014</u>	<u>Variation</u>	<u>%</u>
ASSETS				
Current assets				
Cash and cash equivalents-current portion	451.0	240.2	210.8	87.76
Trade accounts receivable	250.3	275.1	(24.8)	(9.01)
Recoverable taxes	8.6	24.9	(16.3)	(65.46)
Accounts receivable to related parties	1.1	0.5	0.6	120.00
Financial asset-current portion	184.6	292.0	(107.4)	(36.78)
Other accounts receivable and prepaid expenses	6.4	5.6	0.8	14.29
Total current assets	902.0	838.3	63.7	7.60
Non-current assets				
Long-term restricted cash	42.8	42.0	0.8	1.90
Accounts receivable to related parties- long term portion	2,651.2	1,009.2	1,642.0	162.70
Financial asset derived from the concessions - long-term portion	357.5	350.6	6.9	1.97
Intangible assets derived from the concessions	1,517.4	1,642.0	(124.6)	(7.59)
Machinery and equipment- net	4.6	3.5	1.1	31.43
Other assets	0.5	0.5	-	-
Total non-current assets	4,574.0	3,047.8	1,526.2	50.08
TOTAL ASSETS	<u>5,476.0</u>	<u>3,886.1</u>	<u>1,589.9</u>	<u>40.91</u>
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities				
Accounts payable to suppliers	269.7	269.9	(0.2)	(0.07)
Interest payable	16.5	5.5	11.0	200.00
Interest payable on derivative financial instruments	4.3	-	4.3	100.00
Other current liabilities	1.6	2.0	(0.4)	(20.00)
Provisions	122.0	95.7	26.3	27.48
Accounts payable to related parties	11.8	19.5	(7.7)	(39.49)
Current portion of long-term debt	162.4	100.2	62.2	62.08
Taxes other than income tax	76.3	97.8	(21.5)	(21.98)
Total current liabilities	664.6	590.6	74.0	12.53
Non-current liabilities				
Long-term debt	2,548.9	937.0	1,611.9	172.03
Provisions for major maintenance	-	17.5	(17.5)	(100.00)
Accounts payable to related parties- long term	14.3	13.0	1.3	10.00
Other long term liabilities	0.6	1.7	(1.1)	(64.71)
Derivative financial instruments	22.0	-	22.0	100.00
Deferred income tax liability	85.7	114.4	(28.7)	(25.09)
Total non-current liabilities	2,671.5	1,083.6	1,587.9	146.54
TOTAL LIABILITIES	<u>3,336.1</u>	<u>1,674.2</u>	<u>1,661.9</u>	<u>99.27</u>
STOCKHOLDERS' EQUITY				
Capital stock	1,226.7	1,226.7	-	-
Accumulated results	932.9	985.2	(52.3)	(5.31)
Other comprehensive loss	(19.7)	-	(19.7)	(100.00)
TOTAL STOCKHOLDERS' EQUITY	<u>2,139.9</u>	<u>2,211.9</u>	<u>(72.0)</u>	<u>(3.26)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>5,476.0</u>	<u>3,886.1</u>	<u>1,589.9</u>	<u>40.91</u>

CONIPSA

COMPARATIVE STATEMENTS OF PROFIT (LOSS) AND OTHER COMPREHENSIVE INCOME (LOSS)
(MXN million)

	From October 1 to December 31 of				Cumulative			
	<u>2015</u>	<u>2014</u>	<u>Variation</u>	<u>%</u>	<u>2015</u>	<u>2014</u>	<u>Variation</u>	<u>%</u>
TOTAL REVENUES	63.3	61.6	1.7	2.76	254.2	238.9	15.3	6.40
Shadow toll payments from the SCT	9.1	7.1	2.0	28.17	36.9	27.0	9.9	36.67
Availability payments from the SCT	54.2	54.5	(0.3)	(0.55)	216.8	211.9	4.9	2.31
Ancillary revenues from the use of rights of way	-	-	-	-	0.5	-	0.5	100.00
Total toll and other concession revenues	63.3	61.6	1.7	2.76	254.2	238.9	15.3	6.40
COSTS AND EXPENSES	35.1	4.2	30.9	735.71	97.4	42.4	55.0	129.72
Amortization of assets derived from the concessions	1.5	1.5	-	-	6.1	6.0	0.1	1.67
Operation and maintenance provisions	27.4	(9.0)	36.4	404.44	72.3	11.1	61.2	551.35
Toll collection costs	0.7	0.8	(0.1)	(12.50)	2.7	4.3	(1.6)	(37.21)
General and administrative expenses	5.5	10.9	(5.4)	(49.54)	16.3	21.0	(4.7)	(22.38)
INCOME BEFORE OTHER INCOME NET	28.2	57.4	(29.2)	(50.87)	156.8	196.5	(39.7)	(20.20)
Other income net	0.3	0.4	(0.1)	(25.00)	1.7	1.5	0.2	13.33
INCOME FROM OPERATIONS	28.5	57.8	(29.3)	(50.69)	158.5	198.0	(39.5)	(19.95)
Net financing cost	6.8	9.0	(2.2)	(24.44)	30.2	38.7	(8.5)	(21.96)
Interest expense	9.0	11.0	(2.0)	(18.18)	38.4	46.7	(8.3)	(17.77)
Premiums and interests on financing	4.3	5.6	(1.3)	(23.21)	19.3	25.4	(6.1)	(24.02)
Effects of valuation of derivative financial instruments	-	0.1	(0.1)	(100.00)	0.1	0.1	-	-
Major maintenance interests	4.7	5.3	(0.6)	(11.32)	19.0	21.2	(2.2)	(10.38)
Interest income	(2.2)	(2.0)	(0.2)	(10.00)	(8.2)	(8.0)	(0.2)	(2.50)
INCOME BEFORE INCOME TAXES	21.7	48.8	(27.1)	(55.53)	128.3	159.3	(31.0)	(19.46)
INCOME TAXES	4.4	12.6	(8.2)	(65.08)	35.3	42.3	(7.0)	(16.55)
NET INCOME FOR THE PERIOD	17.3	36.2	(18.9)	(52.21)	93.0	117.0	(24.0)	(20.51)

COMPARATIVE STATEMENTS OF FINANCIAL POSITION AS OF				
(MXN million)				
	<u>December 2015</u>	<u>December 2014</u>	<u>Variation</u>	<u>%</u>
ASSETS				
Current assets				
Cash and cash equivalents-current portion	176.4	153.3	23.1	15.07
Trade accounts receivable	70.7	65.5	5.2	7.94
Recoverable taxes	8.0	5.2	2.8	53.85
Accounts receivable to related parties	1.7	1.0	0.7	70.00
Financial asset-current portion	222.9	217.8	5.1	2.34
Other accounts receivable and prepaid expenses	4.1	5.7	(1.6)	(28.07)
Total current assets	483.8	448.5	35.3	23.75
Non-current assets				
Long-term restricted cash	48.3	47.3	1.0	2.11
Accounts receivable to related parties - long-term portion	14.3	13.0	1.3	10.00
Financial assets derived from the concessions - long-term portion	491.2	485.1	6.1	1.26
Intangible assets derived from the concessions	65.9	72.0	(6.1)	(8.47)
Machinery and equipment- net	4.0	2.8	1.2	42.86
Other assets	0.5	0.4	0.1	25.00
Total non-current assets	624.2	620.6	3.6	0.58
TOTAL ASSETS	<u>1,108.0</u>	<u>1,069.1</u>	<u>38.9</u>	<u>3.64</u>
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities				
Accounts payable to suppliers	0.1	0.1	-	-
Interest payable	1.5	1.9	(0.4)	(21.05)
Other current liabilities	4.6	2.1	2.5	119.05
Provisions	67.2	63.6	3.6	5.66
Accounts payable to related parties	3.5	4.7	(1.2)	(25.53)
Current portion of long-term debt	58.0	58.0	-	-
Taxes other than income tax	15.0	11.0	4.0	36.36
Income taxes payable	-	12.0	(12.0)	(100.00)
Total current liabilities	149.9	153.4	(3.5)	(2.28)
Non-current liabilities				
Long-term debt	208.4	266.8	(58.4)	(21.89)
Provisions for major maintenance	-	4.6	(4.6)	(100.00)
Other long term liabilities	0.6	1.7	(1.1)	(64.71)
Deferred income tax liability	59.9	46.5	13.4	28.82
Total non-current liabilities	268.9	319.6	(50.7)	(15.86)
TOTAL LIABILITIES	<u>418.8</u>	<u>473.0</u>	<u>(54.2)</u>	<u>(11.46)</u>
STOCKHOLDERS' EQUITY				
Capital stock	228.4	228.4	-	-
Accumulated results	460.8	367.7	93.1	25.32
TOTAL STOCKHOLDERS' EQUITY	<u>689.2</u>	<u>596.1</u>	<u>93.1</u>	<u>15.62</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>1,108.0</u>	<u>1,069.1</u>	<u>38.9</u>	<u>3.64</u>

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 Weighted 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 fourth 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.

“Banorte” means Banco Mercantil del Norte, S.A. Institución de Banca Múltiple, Grupo Financiero Banorte.

“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 \$7.97 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 12th, 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 21st, 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 and (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 \$2,800.0 million loan comprised by: (i) MXN \$1,048.8 million loan granted by Banobras and (ii) MXN \$1,751.2 million loan granted by Santander and Banorte.

“**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.

“**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 8th, 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.

“Santander” means Banco Santander (México), S.A., Institución de Banca Múltiple, Grupo Financiero Santander México.

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

“Fourth Amendment to the PPS Agreement” means the fourth 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 \$7.5 billion, due 2028, issued by the Company on May 30th, 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 payment 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 21st, 2006 (subsequently amended on June 23th, 2011) to calculate the payments under the agreement, establishing a maximum quarterly payment amount of MXN \$192.4 million 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.