

IMPORTANT NOTICE

IMPORTANT: You must read the following before continuing. The following applies to the offering memorandum following this page (the "Offering Memorandum"), and you are therefore advised to read this carefully before reading, accessing or making any other use of the Offering Memorandum. In accessing the Offering Memorandum, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES DESCRIBED IN THE OFFERING MEMORANDUM IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO.

THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. THE ISSUER HAS NOT REGISTERED AND DOES NOT INTEND TO REGISTER AS AN INVESTMENT COMPANY UNDER THE U.S. INVESTMENT COMPANY ACT OF 1940, AS AMENDED (THE "INVESTMENT COMPANY ACT"). IN ORDER TO BE ELIGIBLE TO READ THE OFFERING MEMORANDUM OR MAKE AN INVESTMENT DECISION WITH RESPECT TO THE SECURITIES DESCRIBED THEREIN, YOU MUST (1) NOT BE A "U.S. PERSON" AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT (A "U.S. PERSON") OR (2) BE A "QUALIFIED INSTITUTIONAL BUYER" WITHIN THE MEANING OF RULE 144A UNDER THE SECURITIES ACT (A "QIB").

THE OFFERING MEMORANDUM MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS OFFERING MEMORANDUM IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

THE TERMS AND CONDITIONS OF THE OFFERING WILL BE NOTIFIED TO THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION (COMISIÓN NACIONAL BANCARIA Y DE VALORES) AS REQUIRED UNDER APPLICABLE LAW AND FOR INFORMATIONAL PURPOSES ONLY AND SUCH NOTICE DOES NOT CONSTITUTE A CERTIFICATION AS TO THE INVESTMENT QUALITY OF THE SECURITIES OR OF THE ISSUER'S SOLVENCY, LIQUIDITY OR CREDIT QUALITY OR THE ACCURACY OR COMPLETENESS OF THE INFORMATION SET FORTH IN THE OFFERING MEMORANDUM. THE OFFERING MEMORANDUM IS SOLELY OUR RESPONSIBILITY AND HAS NOT BEEN REVIEWED OR AUTHORIZED BY THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION. IN MAKING AN INVESTMENT DECISION, ALL INVESTORS, INCLUDING ANY MEXICAN CITIZEN WHO MAY ACQUIRE SECURITIES FROM TIME TO TIME, MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER.

Confirmation of your representation: The Offering Memorandum is being sent at your request and by accepting the e-mail and accessing the Offering Memorandum, you shall be deemed to have represented that (a) you are (1) not a U.S. Person or (2) a QIB; and (b) you consent to delivery of the Offering Memorandum by electronic transmission.

You are reminded that the Offering Memorandum has been delivered to you on the basis that you are a person into whose possession the Offering Memorandum may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorized to, deliver the Offering Memorandum to any other person.

The materials relating to the offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the lead manager or any affiliate of the lead manager is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the lead manager or such affiliate on behalf of the issuer in such jurisdiction.

The Offering Memorandum has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the initial purchasers, nor any person who controls the initial purchasers nor any director, officer, employee or agent or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Offering Memorandum distributed to you in electronic format herewith and the hard copy version available to you on request from the initial purchasers.

US\$300,000,000
FIBRA UNO
(TRUST F/1401)

(a trust formed under the laws of the United Mexican States)



US\$300,000,000 5.250% Senior Notes due 2026

We are a Mexican trust formed primarily to acquire, own, develop, lease and operate a broad range of commercial real estate in Mexico, including industrial, retail and office properties. We are internally managed by our management subsidiary, F1 Management S.C., a *sociedad civil* duly formed under the laws of Mexico, or our Management Subsidiary, and externally advised by Fibra Uno Administración, S.A. de C.V., a *sociedad anónima de capital variable* duly formed under the laws of Mexico, or our Advisor. We have also entered into agreements with unaffiliated property managers for the operation, management and maintenance of certain of our properties, as described herein. We are organized and conduct our operations so as to qualify to be taxed as a real estate investment trust (*fideicomiso de inversión en bienes raíces*), or FIBRA, for Mexican federal income tax purposes.

We are offering US\$300,000,000 aggregate principal amount of our 5.250% Senior Notes due 2026, or the Notes. The Notes will bear interest from the issue date at a rate of 5.250% per annum, payable semi-annually in arrears on January 30 and July 30 of each year, commencing on July 30, 2016. The Notes will mature on January 30, 2026.

We may redeem on one or more occasions some or all of the Notes before they mature at a redemption price based on a “make-whole” premium plus accrued and unpaid interest, if any, to the date of redemption. If we redeem the Notes 90 days or fewer prior to the maturity date, the redemption price will equal 100% of the principal amount of the Notes to be redeemed plus accrued interest, if any to the redemption date. In addition, in the event of certain changes in applicable tax laws relating to payments of interest on the Notes, we may redeem the Notes in whole, but not in part, at 100% of their principal amount, plus accrued and unpaid interest, if any, to the date of redemption. There is no sinking fund for the Notes.

The Notes will be our senior, unsecured obligation and will rank equally with all of our existing and future outstanding unsecured senior indebtedness, other than obligations preferred by statute or operation of law. The Notes will not be guaranteed by any person or entity. The Notes will rank effectively junior to any of our and our subsidiaries’ respective existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness and structurally junior to debt obligations of our subsidiaries.

No public market currently exists for the Notes. Application has been made for the Listing Particulars to be approved by the Irish Stock Exchange, and to admit the Notes to the Official List of the Irish Stock Exchange and to trading on the Global Exchange Market of the Irish Stock Exchange. This offering memorandum constitutes a Listing Particulars for the purposes of listing on the Official List of the Global Exchange Market.

Investing in the Notes involves risks. See “Risk Factors” beginning on page 22 of this offering memorandum.

Offering Price: 99.303% plus accrued interest, if any, from December 3, 2015

The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or the Securities Act, or the securities laws of any other jurisdiction. Unless they are registered, the Notes may be transferred only in transactions that are exempt from registration under the Securities Act or the securities laws of any other jurisdiction. Accordingly, we are offering the Notes in the United States only to qualified institutional buyers as defined in Rule 144A under the Securities Act, or Rule 144A, pursuant to exemptions from registration under the Securities Act and outside of Mexico and the United States to certain non-U.S. persons in reliance on Regulation S under the Securities Act, or Regulation S. For further details about eligible offerees and transfer restrictions, see “Transfer Restrictions.”

THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED WITH THE NATIONAL SECURITIES REGISTRY (*REGISTRO NACIONAL DE VALORES*) MAINTAINED BY THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION (*COMISIÓN NACIONAL BANCARIA Y DE VALORES*, OR THE CNBV), AND MAY NOT BE OFFERED OR SOLD PUBLICLY IN MEXICO, EXCEPT PURSUANT TO AN EXEMPTION SET FORTH IN THE *LEY DEL MERCADO DE VALORES*, OR THE MEXICAN SECURITIES MARKET LAW. WE WILL NOTIFY THE CNBV OF THE TERMS AND CONDITIONS OF THIS OFFERING AS REQUIRED UNDER APPLICABLE LAW AND FOR INFORMATIONAL PURPOSES ONLY. DELIVERY OR RECEIPT OF SUCH NOTICE DOES NOT CONSTITUTE OR IMPLY A CERTIFICATION AS TO THE INVESTMENT QUALITY OF THE NOTES, OUR SOLVENCY, LIQUIDITY OR CREDIT QUALITY OR THE ACCURACY OR COMPLETENESS OF THE INFORMATION SET FORTH IN THIS OFFERING MEMORANDUM. THIS OFFERING MEMORANDUM IS SOLELY OUR RESPONSIBILITY AND HAS NOT BEEN REVIEWED OR AUTHORIZED BY THE CNBV.

The Notes are being offered pursuant to an exemption from the requirement to publish a prospectus under Directive 2003/71/EC (as amended and supplemented from time to time, the “Prospectus Directive”), of the European Union, and this offering memorandum has not been approved by a competent authority within the meaning of the Prospectus Directive.

The Notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company, or DTC, for the accounts of its direct and indirect participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, or Euroclear, and Clearstream Banking, société anonyme, Luxembourg, or Clearstream, on or about December 3, 2015.

Joint Book-Running Managers

BofA Merrill Lynch

Credit Suisse

HSBC

Santander

Passive Book-Runners

Itaú BBA

BBVA

Deutsche Bank Securities

Goldman, Sachs & Co.

Financial Advisor and Structuring Agent

Consultoría XFN, S.C. (“Execution Finance”)

TABLE OF CONTENTS

	Page
NOTICE TO INVESTORS	iii
NOTICE TO NEW HAMPSHIRE RESIDENTS	iv
INFORMATION FOR INVESTORS IN CERTAIN COUNTRIES	iv
FORWARD-LOOKING STATEMENTS	v
AVAILABLE INFORMATION	vi
PRESENTATION OF FINANCIAL AND CERTAIN OTHER INFORMATION	vii
SUMMARY	1
THE OFFERING	19
RISK FACTORS	23
SERVICE OF PROCESS AND ENFORCEMENT OF CIVIL LIABILITIES	44
EXCHANGE RATES	45
USE OF PROCEEDS	46
CAPITALIZATION	47
SELECTED FINANCIAL DATA	48
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	51
INDUSTRY OVERVIEW	70
ABOUT FIBRAS	93
BUSINESS AND PROPERTIES	97
THE ADVISORY AGREEMENT, THE SERVICES AGREEMENTS AND THE PROPERTY MANAGEMENT AGREEMENTS	133
MANAGEMENT	144
POLICIES WITH RESPECT TO CERTAIN ACTIVITIES	157
CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS	162
PRINCIPAL HOLDERS	167
DESCRIPTION OF OUR CBFIS AND CERTAIN PROVISIONS OF OUR TRUST AGREEMENT AND MEXICAN LAW	168
DESCRIPTION OF THE NOTES	176
BOOK ENTRY, DELIVERY AND FORM	195
TAXATION	199
ERISA CONSIDERATIONS	204
PLAN OF DISTRIBUTION	207
TRANSFER RESTRICTIONS	214
LISTING AND GENERAL INFORMATION	217
LEGAL MATTERS	219
INDEPENDENT AUDITORS	219
INDEX TO FINANCIAL STATEMENTS	F-1

You should rely only on the information contained in this offering memorandum. We have not, and the initial purchasers have not, authorized anyone to provide you with information that is different. This offering memorandum may only be used where it is legal to sell these securities. The information in this offering memorandum may only be accurate on the date of this offering memorandum. We are not making an offer of these securities in any jurisdiction where such an offer is not permitted.

THIS OFFERING MEMORANDUM IS SOLELY THE RESPONSIBILITY OF FIBRA UNO AND HAS NOT BEEN REVIEWED OR AUTHORIZED BY THE CNBV OR THE U.S. SECURITIES AND EXCHANGE COMMISSION. APPLICATION HAS BEEN MADE FOR THE LISTING PARTICULARS TO BE APPROVED BY THE IRISH STOCK EXCHANGE AND TO ADMIT THE NOTES TO THE OFFICIAL LIST OF THE IRISH STOCK EXCHANGE AND TO TRADING ON THE GLOBAL EXCHANGE MARKET OF THE IRISH STOCK EXCHANGE. IN MAKING AN INVESTMENT DECISION, ALL INVESTORS, INCLUDING ANY MEXICAN CITIZEN WHO MAY ACQUIRE NOTES FROM TIME TO TIME, MUST RELY ON THEIR OWN EXAMINATION OF FIBRA UNO.

The Issuer accepts responsibility for all of the information included in this offering memorandum. To the best of the knowledge and belief of the Issuer, the information contained in this offering memorandum is in accordance with the facts and does not omit anything likely to affect the import of such information.

NOTICE TO INVESTORS

You should rely only on the information contained in this offering memorandum. Neither we, the initial purchasers, nor the financial advisor and structuring agent have authorized anyone to provide you with information that is different. This offering memorandum may only be used where it is legal to sell these securities. The information in this offering memorandum may only be accurate as of the date of this offering memorandum. Our business, financial condition, results of operations and prospects may change after the date of this offering memorandum.

We are relying upon an exemption from registration under the Securities Act for offers and sales of securities that do not involve a public offering. By purchasing the Notes, you will be deemed to have made the acknowledgements, representations and agreements described under “Transfer Restrictions” in this offering memorandum. We are not, and the initial purchasers are not, making an offer to sell the Notes in any jurisdiction except where such an offer or sale is permitted. You should understand that you will be required to bear the financial risks of your investment for an indefinite period of time.

We have submitted this offering memorandum solely to a limited number of qualified institutional buyers in the United States and to investors outside the United States so that they can consider a purchase of the Notes. We have not authorized the use of this offering memorandum for any other purpose. This offering memorandum may not be copied or reproduced in whole or in part. This offering memorandum may be distributed and its contents disclosed only to those prospective investors to whom it is provided. By accepting delivery of this offering memorandum, you agree to these restrictions. See “Transfer Restrictions.”

This offering memorandum is based on information provided by us and other sources that we believe to be reliable. We and the initial purchasers cannot assure you that such information is accurate or complete. This offering memorandum summarizes certain documents and other information, and we refer you to them for a more complete understanding of what we discuss in this offering memorandum.

We are not making any representation to any purchaser regarding the legality of an investment in the Notes by such purchaser under any legal investment or similar laws or regulations. You should not consider any information in this offering memorandum to be legal, business or tax advice. You should consult your own counsel, accountant, business advisor and tax advisor for legal, tax, business and financial advice regarding any investment in the Notes.

We reserve the right to withdraw the offering of the Notes at any time, and we and the initial purchasers reserve the right to reject any commitment to subscribe for the Notes in whole or in part and to allot to any prospective investor less than the full amount of Notes sought by that investor. The initial purchasers and certain related entities may acquire for their own account a portion of the Notes.

You must comply with all applicable laws and regulations in force in your jurisdiction, and you must obtain any consent, approval or permission required by you for the purchase, offer or sale of the Notes, under the laws and regulations in force in your jurisdiction to which you are subject or in which you make such purchase, offer or sale, and neither we nor the initial purchasers will have any responsibility therefor.

In making an investment decision, you must rely on your own examination of us and the terms of this offering, including the merits and risks involved. Neither the U.S. Securities and Exchange Commission, or the SEC, nor any other securities commission or other regulatory authority has approved or disapproved the Notes, or determined if this offering memorandum is truthful, accurate, adequate or complete. Any representation to the contrary is a criminal offense.

Notwithstanding anything in this offering memorandum to the contrary, except as reasonably necessary to comply with applicable securities laws, you (and each of your employees, representatives or other agents) may disclose to any and all persons, without limitation of any kind, the U.S. federal income tax treatment and tax structure of the offering and all materials of any kind (including opinions or other tax analyses) that are provided to

you relating to such tax treatment and tax structure. For this purpose, “tax structure” is limited to facts relevant to the U.S. federal income tax treatment of this offering.

Any prospective investor subject to the U.S. Employee Retirement Income Security Act of 1974, or ERISA, and/or Section 4975 of the U.S. Internal Revenue Code of 1986, as amended, or the Internal Revenue Code, should consult with its own counsel and other advisors regarding the consequences under ERISA and/or Section 4975 of the Internal Revenue Code of an investment in the Notes.

NOTICE TO NEW HAMPSHIRE RESIDENTS

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

INFORMATION FOR INVESTORS IN CERTAIN COUNTRIES

For information for investors in certain countries, see “Transfer Restrictions” and “Plan of Distribution.”

FORWARD-LOOKING STATEMENTS

This offering memorandum contains forward-looking statements. You can identify forward-looking statements by the use of forward-looking terminology such as “believes,” “expects,” “may,” “will,” “would,” “could,” “should,” “seeks,” “intends,” “plans,” “projects,” “estimates,” “anticipates,” “predicts,” or “potential” or the negative of these words and phrases or similar words or phrases. You can also identify forward-looking statements by discussions of strategy, plans or intentions. Statements regarding the following subjects may be impacted by a number of risks and uncertainties which may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements:

- our use of the net proceeds of this offering;
- our business and investment strategy;
- the competitive environment in which we operate;
- our ability to maintain or increase our rental rates and occupancy rates;
- the performance and economic condition of our tenants;
- our ability to successfully engage in strategic acquisitions of properties;
- our ability to successfully expand into new markets in Mexico;
- our ability to successfully engage in property development;
- our ability to lease or sell any of our properties;
- the timing of our acquisitions of properties;
- economic trends in the industries or the markets in which we operate;
- general market, economic and political conditions, particularly in Mexico;
- the effect of changes in accounting principles, intervention by regulatory authorities, government directives and monetary or fiscal policy in Mexico;
- our ability to obtain financing on favorable terms, or at all;
- changes in interest rates;
- the amount and yield of any additional investments;
- our ability to generate sufficient cash flows to satisfy current and future debt service obligations and to make distributions;
- the terms of laws and government regulations that affect us and interpretations of those laws and regulations, including changes in tax laws and regulations affecting FIBRAs, changes in environmental, real estate and zoning laws and increases in real property tax rates;
- our ability to maintain our qualification as a FIBRA; and

- other subjects referenced in this offering memorandum, including those set forth under the caption “Risk Factors.”

The forward-looking statements contained in this offering memorandum reflect our beliefs, assumptions and expectations of our future performance, taking into account all information currently available to us. These beliefs, assumptions and expectations are subject to risks and uncertainties and can change as a result of many possible events or factors, not all of which are known to us. Some of these factors are described in “Summary,” “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business and Properties.” If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made. New risks and uncertainties arise over time, and it is not possible for us to predict those events or how they may affect us. We disclaim any obligation to publicly update or revise any forward-looking statements to reflect changes in underlying assumptions or factors, new information, future events or other changes.

AVAILABLE INFORMATION

We are not subject to the information reporting requirements of the U.S. Securities Exchange Act of 1934, as amended, or the Exchange Act. To permit compliance with Rule 144A under the Securities Act in connection with resales of Notes, we will be required under the indenture under which the Notes are issued, or the Indenture, upon the request of a holder of Notes, to furnish to such holder and any prospective purchaser designated by such holder the information required to be delivered under Rule 144A(d)(4) under the Securities Act if at the time of the request we are neither a reporting company under Section 13 or Section 15(d) of the Exchange Act, nor exempt from reporting pursuant to Rule 12g3-2(b) under the Exchange Act, or Rule 12g3-2(b). Any such request may be made to us in writing at our main office located at Antonio Dovalí Jaime #70, Tower B, 11th Floor, Col. Zedec Santa Fe, C.P. 01210, Mexico, D.F. Our telephone number is +1 (52) 55 4170-7070. We are required periodically to furnish certain information, including quarterly and annual reports, to the CNBV and to the Mexican Stock Exchange.

The Indenture will further require that we furnish to the Notes Trustee (as defined herein) certain notices and other reports and communications that are generally made available to holders of the Notes. At our request, the Notes Trustee will be required under the Indenture to mail these notices, reports and communications received by it from us to all record holders of the Notes promptly upon receipt. See “Description of the Notes.”

We will make available to the holders of the Notes, at the corporate trust office of the Notes Trustee at our cost, copies of the Indenture, and copies in English of our annual audited consolidated financial statements and our quarterly unaudited consolidated financial statements.

PRESENTATION OF FINANCIAL AND CERTAIN OTHER INFORMATION

Financial Information

Historical financial information

This offering memorandum includes:

- (i) our audited consolidated financial statements and related notes as of and for the years ended December 31, 2014, 2013 and 2012 or, together, the Audited Financial Statements, and
- (ii) our unaudited condensed consolidated financial statements and related notes as of September 30, 2015 and for the three-month and nine-month periods ended September 30, 2015 and 2014, or the Unaudited Financial Statements.

We refer to the Audited Financial Statements and the Unaudited Financial Statements collectively as the Financial Statements. The Audited Financial Statements included in this offering memorandum were prepared in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Boards, or IASB. The Unaudited Financial Statements included in this offering memorandum were prepared in accordance with International Accounting Standard No. 34, Interim Financial Reporting, the IFRS standard for interim reporting.

Currency Information

Unless stated otherwise, references herein to “Pesos” or “Ps.” are to Mexican Pesos, the legal currency of Mexico; references to “U.S. Dollars” or “US\$” are to U.S. Dollars, the legal currency of the United States.

This offering memorandum contains translations of certain Peso amounts into U.S. Dollars at specified rates solely for the convenience of the reader. These translations should not be construed as representations that the Peso amounts actually represent such U.S. Dollar amounts or could be converted into U.S. Dollars at the rate indicated as of the dates mentioned herein or at any other rate. Unless otherwise indicated, U.S. Dollar amounts in this offering memorandum have been translated from Pesos at an exchange rate of Ps.17.0771 to US\$1.00 published by Banco de México in the Official Gazette (*Diario Oficial de la Federación*), or the Official Gazette, on September 30, 2015. See “Exchange Rates” for information regarding the rates of exchange between the Peso and the U.S. Dollar for the periods specified therein.

Industry and Market Data

Market data and other statistical information used throughout this offering memorandum are generally based on independent industry publications, government publications, reports by market research firms or other published independent sources. Some data are also based on our estimates, which are derived from our internal analysis, as well as independent sources. Although we believe these various sources are reliable, we have not independently verified the information and cannot guarantee its accuracy or completeness.

The Issuer has accurately reproduced such information and, so far as the Issuer is aware and is able to ascertain from information published by such third parties, no facts have been omitted that would render the reproduced information inaccurate or misleading.

Other Information Presented

Some of our properties are mixed-use properties. For convenience purposes, we use the term “properties” to refer to both properties that have a single use (a single “operating unit”) and to properties that have multiple uses (and therefore contain multiple “operating units”).

We use the following criteria to classify a “property”: when referring to our portfolio as a whole, we classify a property as “office”, “retail” or “industrial” based on the predominant use of the property, as measured by the gross leasable area, or GLA, attributable to such use. For example, a property with 10,000 square meters of GLA, of which 7,000 square meters is used for office space and 3,000 square meters is used for retail space, would be classified as an office property. The property in this example would be classified as one property with two operating units, one office operating unit with 7,000 square meters of GLA and one retail operating unit with 3,000 square meters of GLA. We include in this offering memorandum data presented for both properties and operating units.

Another metric used in this offering memorandum is annual base rent, or ABR. As of any date, the ABR of a property is its monthly rent as of such date multiplied by 12.

As of the date of this offering memorandum, none of our properties are exclusively used for lodging. Our properties that contain a lodging component are presented as follows: (i) if the property has a retail operating unit that comprises 10% or more of the total GLA of the property, the lodging space will be presented as a retail operating unit; (ii) if the retail operating unit comprises less than 10% of the GLA of the property or if the property has no retail operating unit, the lodging component will be presented as part of the predominant non-lodging use of such property.

Where applicable, this offering memorandum includes references to certain portfolios of properties. For example, we refer to our “Initial Portfolio” of properties, which we acquired in connection with our formation transaction. For a list of the properties included in each such referenced portfolio, please refer to “Business and Properties— Our Portfolio.”

References in this offering memorandum to “Trust F/1401,” “Fibra Uno,” “we,” “our” and “us” refer to Trust F/1401, a Mexican trust, together with its subsidiaries. Unless the context otherwise requires, all references in this offering memorandum to the “Issuer” refer to Trust F/1401 on an individual basis.

References in this offering memorandum to our “Management Subsidiary” or our “F1 Management Subsidiary” refer to F1 Management, S.C., a *sociedad civil* duly formed under the laws of Mexico. References in this offering memorandum to “F1 Controladora Management Subsidiary” refer to F1 Controladora de Activos, S.C., a *sociedad civil* duly formed under the laws of Mexico. References in this offering memorandum to “the Trustee” refer to Deutsche Bank México, S.A., *Institución de Banca Múltiple, División Fiduciaria*. References in this offering memorandum to our “Advisor” refer to Fibra Uno Administración, S.A. de C.V., a *sociedad anónima de capital variable* duly formed under the laws of Mexico. References in this offering memorandum to our “Leasing Administrator” are to F2-Services, S.C., a *sociedad civil* duly formed under the laws of Mexico.

References in this offering memorandum to “Morado Leasing Administrator” are to Cabi Inver, S.A. de C.V., a *sociedad anónima de capital variable* duly formed under the laws of Mexico. References in this offering memorandum to our “Leasing Administrators” refer to our Leasing Administrator and the Morado Leasing Administrator. References in this offering memorandum to “our Property Managers” refer to our Management Subsidiary together with Jumbo Administración, S.A.P.I. de C.V., Finsa Holding, S.A. de C.V., Hines Interests, S.A. de C.V. and GP Servicios Industriales, S.A. de C.V.

References herein to a “property” refer to each real estate development individually, which may include one or more parcels of real estate or condominium units, located in the same real estate development, or in the case of “Plaza Central” and “Punta Langosta,” the rights to collect lease revenue from such properties.

The standard measure of area in the real estate market in Mexico is the square meter (m²), while in the United States the standard measure is the square foot (sq. ft.). Unless otherwise specified, all units of area shown in this offering memorandum are expressed in terms of square meters. One square meter is equal to approximately 10.764 square feet. Certain percentages and totals may not sum due to rounding.

SUMMARY

This summary highlights certain information described in greater detail elsewhere in this offering memorandum. It does not include all of the information you should consider before investing in the Notes. For a more complete understanding of our business, you should read the following summary together with the more detailed information regarding us and the historical financial information appearing elsewhere in this offering memorandum, including under the caption “Risk Factors” and our Financial Statements and the related notes thereto included elsewhere in this offering memorandum.

Overview

We are a Mexican real estate investment trust, or FIBRA, that acquires, owns, develops, constructs, leases and operates a broad range of real estate properties in Mexico, including industrial, retail and office properties. As of September 30, 2015, we were the largest public real estate company in Mexico and in Latin America in terms of number of properties, annual revenues and market capitalization, and we believe that our portfolio represents one of the largest and highest quality portfolios of industrial, retail and office properties in Mexico and Latin America. Our objective is to generate attractive returns through investment in income-producing real estate properties that have the potential for capital appreciation.

We are formed as a Mexican trust and conduct our operations so as to qualify to be taxed as a FIBRA under Articles 187 and 188 of the Mexican Federal Income Tax Law (*Ley del Impuesto Sobre la Renta*), or the Mexican Income Tax Law. In order to qualify to be taxed as a FIBRA, we must distribute annually at least 95% of our net taxable income and at least 70% of our assets must be invested in real estate held for lease, among other requirements. For a detailed description of FIBRAs, see “About FIBRAs.”

For the year ended December 31, 2014, we had total revenues of Ps.7.8 billion (US\$458.0 million) and net operating income, or NOI, of Ps.6.4 billion (US\$375.0 million), compared to total revenues of Ps.3.9 billion (US\$228.6 million) and NOI of Ps.3.3 billion (US\$193.2 million) for the year ended December 31, 2013. For the nine months ended September 30, 2015, we had total revenues of Ps.7.6 billion (US\$445.4 million) and NOI of Ps.6.1 billion (US\$358.8 million), compared to total revenues of Ps.5.7 billion (US\$333.8 million) and NOI of Ps.4.7 billion (US\$274.9 million) for the same period of 2014. See “—Net Operating Income (NOI)” for an explanation of NOI, and reconciliations of NOI to total revenues and net and comprehensive income computed in accordance with IFRS.

Properties

Since our initial offering in March 2011, we have grown our initial portfolio consisting of 17 properties, comprising 0.7 million square meters of GLA that we acquired in our formation transaction, or our Initial Portfolio, to a portfolio that included, as of September 30, 2015: (i) 477 stabilized properties, or our Stabilized Portfolio, 472 of which are fully stabilized and five of which contain portions of GLA that have been leased or are available to be leased and portions that are under development, and (ii) 12 properties in various stages of development or expansion, or our Development Portfolio, which includes the five properties in our Stabilized Portfolio, portions of which are under development, and seven other properties fully under development. Our Stabilized Portfolio includes 495 operating units (313 retail, 102 industrial and 80 office), comprising 6.8 million square meters of GLA (2.8 million square meters of retail, 3.4 million square meters of industrial and 0.7 million square meters of office). We expect that, upon completion, our Development Portfolio will add approximately 489,931 square meters of GLA to our Stabilized Portfolio.

Our portfolio is diversified by asset type, geography and tenant base, providing investors with exposure to a broad range of properties throughout Mexico. Our portfolio is located in 30 Mexican states (i.e., all states except Zacatecas) and in Mexico City (Federal District). The properties in our portfolio are primarily situated in convenient locations, on or near main freeways and primary avenues, in markets that have generally exhibited favorable demographic trends such as strong population and income growth. As of September 30, 2015, our Stabilized Portfolio had an occupancy rate of approximately 94.5% based on GLA, and included:

- 313 retail operating units with an aggregate of approximately 2.8 million square meters of GLA (40.6% of our Stabilized Portfolio), with an occupancy rate of approximately 92.9% based on GLA.
- 102 industrial operating units with an aggregate of approximately 3.4 million square meters of GLA (49.1% of our Stabilized Portfolio), with an occupancy rate of approximately 96.4% based on GLA.
- 80 office operating units with an aggregate of approximately 0.7 million square meters of GLA (10.3% of our Stabilized Portfolio), with an occupancy rate of approximately 91.8% based on GLA.

Our Development Portfolio is comprised of 12 properties that we expect, upon completion, will comprise an aggregate of approximately 957,536 square meters of GLA. Our Development Portfolio includes five properties, portions of which, amounting to approximately 467,605 square meters of GLA, have already been developed and leased or are available to be leased. As of September 30, 2015, the stabilized portions of these five properties constituted 6.8% of our Stabilized Portfolio and had an occupancy rate of approximately 79.9%. These five properties are also included in our Stabilized Portfolio. As of September 30, 2015, our Development Portfolio included:

- Three retail properties that we expect, upon completion, will comprise approximately 154,207 square meters of GLA, of which a portion of one retail operating unit, comprising 23,397 square meters of GLA, has already been developed with in-place lease agreements or are available to be leased;
- Five industrial properties that we expect, upon completion, will comprise approximately 622,829 square meters of GLA, of which portions of three industrial operating units (San Martin Obispo I, San Martin Obispo II and La Purísima), comprising 421,670 square meters of GLA (6.2% of our Stabilized Portfolio), have already been developed with in-place lease agreements or are available to be leased; and
- Four office properties that we expect, upon completion, will comprise approximately 180,500 square meters of GLA, of which portions of one office operating unit (La Viga), comprising 22,538 square meters of GLA (0.3% of our Stabilized Portfolio), have already been developed with in-place lease agreements or are available to be leased.

We believe we have a stable and diversified tenant base. As of September 30, 2015, we had approximately 6,500 independent lease agreements with approximately 2,700 tenants in a wide range of industries, including the industrial, retail, corporate and government sectors. As of September 30, 2015, our ten largest tenants by GLA occupied approximately 29.8% of the occupied GLA of our Stabilized Portfolio, and our ten largest tenants by ABR represented approximately 30.6% of the ABR attributable to our portfolio. A leading multi-national retailer accounted for 11.6% of the occupied GLA of our portfolio and 9.6% of the ABR attributable to our portfolio. However, no other tenant accounted for more than 2.9% of the occupied GLA of our portfolio or 7.9% of the ABR attributable to our portfolio. We believe that the diversity of our tenant base will help minimize our exposure to economic fluctuations in any one industry or economic sector or with respect to any single tenant. We believe the properties in our portfolio are also distinguished by the quality of our tenants, which include some of the leading companies in Mexico and in their respective industries, as well as international companies with a presence in Mexico.

As of September 30, 2015, the weighted average remaining term of our leases, by GLA, was approximately 4.5 years, excluding statutory leases (defined below). On a sector-by-sector basis, the weighted average remaining term of our leases, by GLA, for our retail, industrial and office properties was approximately 6.3, 3.3 and 3.6 years, respectively, in each case excluding statutory leases.

The lease agreements with certain of our tenants have expired and have not been formally renewed. Instead, under the local laws of the Mexican state in which an applicable property is located, generally these tenants are permitted to continue to occupy the property pursuant to the terms of the most recently expired lease agreement, including obligations to pay rent in the same amounts and with the same frequency. We refer to these arrangements as statutory leases. The notice period for termination of a statutory lease by us will depend on the laws of the applicable state in Mexico in which the property is located. As of September 30, 2015, approximately 5.3% of the occupied GLA of our portfolio, or 344,910 square meters of GLA, was subject to statutory leases, accounting for approximately 6.1% of our ABR, which provides us with the flexibility to negotiate new leases and to potentially increase rental rates where market conditions permit.

We also believe that we have well-staggered lease expirations. As of September 30, 2015, no more than 15.5% of our leases by GLA or 14.1% of our leases by ABR were scheduled to expire in any one year for the years ending December 31, 2015 through 2019. As of September 30, 2015, leases representing 48.8% of GLA and 43.1% of ABR were scheduled to expire in 2019 or thereafter (not including statutory leases).

In addition, substantially all our leases contain automatic inflation adjustment provisions with respect to base rent. As of September 30, 2015, 68.1% of our ABR was payable in Mexican Pesos and 31.9% of our ABR was payable in U.S. Dollars. We believe that in addition to well-staggered lease expirations and contractual annual inflation adjustments, the structure of our leases, which primarily provide for fixed rent payments and are primarily payable in Pesos, further contributes to the stability of the cash flows provided by our portfolio.

Our Portfolio

The following table sets forth information with respect to our Stabilized Portfolio as of September 30, 2015:

Type	No. of Properties	No. of Operating Units	No. of Lease Agreements	GLA	% of Total GLA	Occupancy Rate (As % of GLA)	ABR as of September 30, 2015 (Ps. in thousands)	% of Total ABR	Monthly Rent (Ps.) per square meter of occupied GLA ⁽⁵⁾
Retail ⁽¹⁾	302	313	5,855	2,774,091	40.6%	92.9%	5,175,247	50.7%	167.34
Industrial ⁽²⁾ ...	101	102	376	3,356,790	49.1%	96.4%	2,749,351	26.9%	70.82
Office ⁽³⁾	74	80	317	702,400	10.3%	91.8%	2,281,961 ⁽⁴⁾	22.4%	295.05 ⁽⁴⁾
Total	477	495	6,548	6,833,280	100%	94.5%	10,206,559	100%	131.72

⁽¹⁾ Includes properties leased to operate as a hotel, which represent approximately 1.4% of our total ABR.

⁽²⁾ Includes properties leased to operate as a hotel, which represent approximately 0.1% of our total ABR.

⁽³⁾ Includes properties leased to operate as a hotel, which represent approximately 0.3% of our total ABR.

⁽⁴⁾ On July 1, 2013, we acquired the TM Portfolio, which includes the beneficial rights to 49% of the equity interests, along with corresponding rights to lease revenue, net of operating, administrative and financing expenses, in trusts that own a 55-story office building known as Torre Mayor and two adjacent properties located in Mexico City. As we hold the rights to receive 49% of the lease revenue attributable to the entire TM Portfolio, the calculation of GLA for office includes 100% of the GLA of the TM Portfolio, but the calculation of ABR for office includes only 49% of the rents of the TM Portfolio.

⁽⁵⁾ To calculate the monthly rent per square meter of occupied GLA, we include 100% of the occupied GLA of the TM Portfolio.

The following table sets forth information with respect to the lease expirations of the properties in our Stabilized Portfolio as of September 30, 2015, assuming the tenants do not exercise their renewal option, if any, which may include contractually agreed upon renewal options and, a statutory right to retain possession of a property after the expiration of a lease applicable under the local laws of the Mexican state in which a property is located:

Year ⁽¹⁾	No. of Expiring Leases	GLA ⁽²⁾ of Expiring Leases (m ²)	% of Total GLA ⁽²⁾ of Expiring Leases	ABR ⁽³⁾ of Leases Expiring within the Year (Ps. in thousands)	% of Total ABR ⁽³⁾ of Leases Expiring within the Year	Monthly rent (Ps.) per square meter of occupied GLA ⁽⁴⁾
2015	626	333,746	5.2%	1,314,466	12.9%	273.7
2016	1,677	781,312	12.1%	1,245,002	12.2%	132.8
2017	1,156	844,142	13.1%	1,184,742	11.6%	117.0
2018	834	1,001,377	15.5%	1,438,739	14.1%	119.7
2019	357	577,714	8.9%	848,781	8.3%	122.4
Thereafter.....	967	2,573,837	39.9%	3,548,928	34.8%	114.9
Statutory Leases ⁽⁵⁾	931	344,910	5.3%	625,900	6.1%	151.2
Total.....	6,548	6,457,039	100.0%	10,206,559	100.0%	131.72

(1) Data presented in this table is based on the signing date of the applicable lease agreement. However, certain lease agreements commence once the property is delivered, rather than the date on which the lease agreement is signed. As a result, lease agreements for properties that may have not been delivered as of September 30, 2015 may expire at a later date than indicated in this table.

(2) Refers to square meters of occupied GLA.

(3) ABR refers to the monthly base rent as of September 30, 2015 multiplied by 12.

(4) To calculate the monthly rent per square meter of occupied GLA, we include 100% of the occupied GLA of the TM Portfolio.

(5) Lease agreements that have expired but continue to pay rent.

For more detailed information about the properties in our portfolio, see “Business and Properties—Our Portfolio.”

Market Opportunity

We believe we are well positioned to identify and take advantage of opportunities in the Mexican real estate market that we expect to arise as the Mexican economy continues to expand. From a macroeconomic perspective, we believe that Mexico will continue to enjoy stability, which has provided and will continue to provide us with diverse alternatives to fund our growth. We also believe that the projected demographic dynamics that are driving the growth of the economically active segments of the population in Mexico will continue fueling consumer demand in cities and regions where availability of suitable commercial properties is low and where, as the members of our senior management team have done in the past, we will be able to continue investing resources to develop and acquire value-oriented assets.

The competitive advantages that we believe differentiate us from other FIBRAs in Mexico are built not only on the many years of experience of our senior management team, which we have successfully leveraged, but also from our position as market leaders and continual innovators. We believe our comprehensive business platform is a highly effective investment mechanism for responding to real estate market fundamentals, whether they are related to the macroeconomic environment, the dynamics of the global real estate market or local market structures.

Real Estate Market Fundamentals		Our Capabilities	
Economic Stability	Mexico's fiscal and monetary policies as well as a sound banking and financial system have provided solid stability in the Mexican real estate market and access to long-term financing.	» Access to Capital	Our capacity for executing our business plan provides us with access to both equity and debt capital markets and has enabled, and we believe will continue to enable, us to obtain additional financing on a cost competitive basis.
Demographics	Mexico's demographic transition towards a more economically active population base is fueling consumer demand.	» Target Markets	Part of our investment and development strategy includes targeting underserved and stabilized markets with growing middle-income populations in Mexico.
Geography	Mexico continues to be strategically positioned to benefit from global trade, tourism and emerging consumer flows.	» Locations	Our well-located property base provides exposure to the most dynamic trends in the retail, industrial and office subsectors.
Competition	Significant local knowledge is required to operate effectively in the Mexican real estate market.	» Expertise/Scale	Our senior management team's combined experience exceeds 40 years and distinguishes us from our competitors.
Investment Opportunities ...	Relatively fragmented markets with limited access to capital may trigger the opportunity to acquire high quality assets.	» Sourcing Capabilities	Our senior management team has a proven track record of sourcing and consummating successful acquisitions in various sectors, including the retail, industrial and office subsectors.
Convergence	Mexican real estate prices and rent levels are below most Latin American comparables and are expected to converge.	» Internal Growth	We can generate additional cash flow from our portfolio by stabilizing our development properties and by expanding, and maximizing the potential income from, our stabilized properties.
Relative Scarcity	Investors seeking to allocate funds in the Mexican real estate market are limited by the scarcity of investment vehicles and/or products.	» Financial Differentiation ..	We are the first investment vehicle structured as a FIBRA, and we are the largest and most liquid FIBRA issuing securities in the public market in Mexico with a large participation of international investors.

Our Competitive Strengths

We believe we have the following competitive strengths:

- ***Broadly diversified portfolio with high quality tenants.*** Our portfolio is diversified by currency, asset type, geography, tenant base and lease maturity, which enables us to mitigate currency, geography, tenant and lease maturity concentration risks while allowing for increased cash-flow stability. We believe that the diversification of our portfolio by both asset type and geography allows us to benefit from broad growth trends in Mexico without dependence on the performance of any specific industry or any given city or regional economy in Mexico. We believe that our properties are also distinguished by the quality of our tenants, many of which are among the leading companies in Mexico and in their respective industries, which include, among others, the retail, financial, education and entertainment industries, as well as international companies with a presence in Mexico. As of September 30, 2015, our ten largest tenants by GLA occupied approximately 29.8% of the occupied GLA of our Stabilized Portfolio, and our ten largest tenants

by ABR represented approximately 30.6% of the ABR attributable to our portfolio. A leading multi-national retailer accounted for 11.6% of the occupied GLA of our portfolio and 9.6% of the ABR attributable to our portfolio. However, no other tenant accounted for more than 2.9% of the occupied GLA of our portfolio or 7.9% of the ABR attributable to our portfolio. We believe the size, diversity and quality of our portfolio enables us to provide tenants with a broad range of real estate solutions to support their business operations. As existing and prospective tenants seek to lease space, we are uniquely positioned to present them with a range of options across property types and geographies. We also believe that the lack of significant lease expirations in any one year will help contribute to the stability of our cash flow. As of September 30, 2015, no more than 15.5% of our leases by GLA or 14.1% of our leases by ABR were scheduled to expire in any one year for the years ending December 31, 2015 through 2019.

- ***Consolidator with proven ability to execute growth strategy and generate value.*** We believe we have demonstrated the ability to execute our business plan, which includes a growth strategy based on raising and efficiently deploying significant amounts of capital in a variety of real estate assets that have the capacity to generate income and the potential for appreciation. Since our initial public offering in early 2011, we have grown to become the largest public real estate company in Mexico and in Latin America in terms of number of properties, revenues and market capitalization. In that period, we have grown our initial portfolio of 17 properties with 20 operating units to a portfolio that included, as of September 30, 2015, 477 stabilized properties with 495 operating units, comprising 6.8 million square meters of GLA. As a result of our proven ability to execute transactions and the breadth of relationships of our Advisor's senior management team, we are able to generate substantial deal flow and have an extensive pipeline of potential acquisitions. Accordingly, we believe we will have numerous opportunities to continue to make accretive acquisitions that will result in the generation of value and drive growth in revenues and cash flow.
- ***Compelling acquisition and development pipeline to deliver further growth.*** We intend to continue to expand our portfolio and generate additional cash flow by capitalizing on both internal and external growth opportunities. Since our initial offering in March 2011, we have continued our expansion, completing over 34 portfolio acquisitions for approximately Ps.104.5 billion that comprise approximately 6.0 million square meters of GLA. As of September 30, 2015, we were developing or expanding 12 properties that we expect, upon completion, will comprise an aggregate of approximately 957,536 square meters of GLA (portions of five of these properties, representing approximately 467,605 square meters of GLA, are currently either leased or available to be leased). As our development and expansion projects are completed, we expect to generate additional cash flow from our existing portfolio by leasing the space at market rates. In addition to organic growth from our existing portfolio, we intend to continue to expand our portfolio through selective acquisitions and developments. We believe that our reputation as a preferred counterparty, which has been established through our proven ability to execute transactions, has enabled us to generate an extensive pipeline of potential acquisitions and developments from third parties. In addition, our relationship with E-Group and our Advisor provides an additional source of attractive potential acquisitions and developments. We believe that our right of first refusal to acquire future real estate investment opportunities sourced by the Relevant Principals of E-Group and certain properties that are currently majority-owned by the El-Mann Family and the Attié Family, as well as the breadth of relationships our Advisor's senior management team has established throughout the Mexican real estate industry, will continue to generate a steady source of attractive investment opportunities through which we can grow our business. See "— Relationship with E-Group and Certain Related Parties."
- ***Experienced management team.*** Our Management Subsidiary's and Advisor's management teams are led by Messrs. André El-Mann Arazi, their Chief Executive Officer and Isidoro Attié Laniado, their Executive Vice President of Strategy and Finance. Additionally, our Management Subsidiary's management team includes Mr. Gonzalo Robina Ibarra, its Deputy Chief Executive Officer, and six vice presidents, Gerardo Vargas Ateca, its Vice President of Finance, Jorge Pigeon Solórzano, its Vice President of Markets and Investor Relations, Javier Elizalde Vélez, its

Vice President of Treasury, Ignacio Tortoriello, its Vice President of Administration and Information Technology, Alfonso Arceo, its Vice President of Property Management and Alejandro Chico P., its Vice President of Legal Affairs. Messrs. André El-Mann Arazi, Isidoro Attié Laniado and Gonzalo Robina Ibarra have experience in many diverse aspects of the Mexican real estate industry and have operated in a variety of business and economic cycles, Mr. Gerardo Vargas Ateca has over 30 years of experience in finance, corporate and investment banking and private banking, Mr. Pigeon Solórzano has over 20 years of experience in investment banking and capital markets, Mr. Elizalde Vélez has over 18 years of experience in finance and corporate banking and Mr. Chico has over 20 years of experience in the practice of law. We believe our management team has a strong reputation and track record in the Mexican real estate market.

- ***Attractive capital structure.*** We believe that we are well-positioned to grow our business due to our growth-oriented, attractive capital structure. Since our initial public offering in 2011, we have demonstrated the ability to access multiple sources of financing. For example, we have been able to raise an aggregate of Ps.67.3 billion in equity capital through follow-on offerings of our real estate trust certificates (*certificados bursátiles fiduciarios inmobiliarios*), or our CBFIs, and in December 2013 and January 2014 we were able to execute the first domestic and international debt offerings in the capital markets by a FIBRA, comprising, respectively, the sale of Ps.8.5 billion peso-denominated notes, or Peso Notes, and US\$1 billion dollar-denominated notes, or USD Notes. The issuance of the Peso Notes, as of the date of issuance, was the largest debut debt capital market issuance for a non-governmental entity in Mexico, and the issuance of the USD Notes made us the first FIBRA to access the international debt capital markets. On February 2, 2015, we issued and sold Ps.7.5 billion of senior unsecured 6.99% notes due July 23, 2025, and reopened our existing series of senior unsecured THE plus 80 notes due June 10, 2019 and sold an additional Ps.2.5 billion of notes of that series. As of September 30, 2015, we also had Ps.12.1 billion of financing through credit facilities, which has been further supplemented by our entering, on July 29, 2015, into a five-year, dual-currency, revolving credit facility with aggregate fundings committed thereunder in the amounts of Ps.7.0 billion and US\$360 million. On October 16, 2015, we executed an amendment to the revolving credit agreement to include an additional international financial institution with a commitment of US\$50 million. Accordingly, following the amendment, we had U.S. Dollar-denominated funding committed thereunder in the amount of US\$410 million. We have also been able to utilize our CBFIs as acquisition currency to acquire properties in exchange for CBFIs. As a result of our ability to obtain financing from a broad range of sources, we have been able to grow our business while maintaining what we consider to be a conservative leverage ratio (as measured by total debt to total assets) of 30.5% as of September 30, 2015. We also believe that our capital structure benefits from long-dated and diversified debt maturities of up to 30 years. As of September 30, 2015, our outstanding indebtedness had a weighted average maturity of 9.6 years and approximately 79.0% of our total indebtedness was fixed-rate indebtedness, which helps reduce our exposure to changes in interest rates. As we grow our business, we believe that our enhanced access to capital as a public company in Mexico from a variety of different sources and our conservative approach to leverage will continue to provide us with a significant advantage over our competitors in acquiring and developing properties that meet our investment objectives.

Our Business Objectives, Achievements and Growth Strategies

Our primary business objectives are to: (i) continue our growth as the leading public owner, developer and operator of retail, industrial and office properties in Mexico; (ii) increase our cash flow from our properties; (iii) maintain our properties in optimal condition to preserve their long-term value; and (iv) generate attractive returns through investments in income-producing real estate properties that have the potential for capital appreciation. Our business strategy consists of the following principal elements:

- ***Increase our presence in urban markets with high consumption levels and economic activity.*** We will continue to invest in properties and portfolios located in prime locations within urban markets with high consumption levels and economic activity. In pursuing this strategy, we target

stable markets with in-place infrastructure, robust population and business growth, and above-average household income. In particular, we intend to continue to expand and consolidate our presence in metropolitan areas such as Mexico City, Toluca, Guadalajara, Monterrey and Cancún, which are areas that have generally exhibited favorable trends in population and income growth.

- ***Target medium-sized metropolitan areas that exhibit high demographic growth where we have the opportunity to provide underserved segments of the population with new entertainment and retail options.*** In addition to continuing to expand our presence in established urban markets, we also intend to pursue opportunities in medium-sized metropolitan areas in Mexico that exhibit high demographic growth where we have the opportunity to provide underserved segments of the population with new entertainment and retail options. We generally target cities with populations between 300,000 to 500,000. Our Advisor has an established track record of consummating innovative projects in underpenetrated markets in Mexico, and we expect to continue to benefit from its substantial experience and expertise as we execute in these markets.
- ***Continue to source and capitalize on opportunities to acquire assets.*** We intend to continue to grow our business by acquiring properties that best meet our acquisition criteria and that will enhance our portfolio. We will seek to capitalize on the substantial deal flow that our Advisor's senior management team has generated on our behalf. Many of these opportunities have been and continue to be sourced from third parties, who we believe have come to view us as a preferred counterparty due to our proven ability to execute transactions. In addition, our relationship with E-Group provides an additional source of attractive potential acquisitions. Accordingly, we believe we will have numerous opportunities to continue to make accretive acquisitions that will further drive growth in revenues and cash flow. We seek to utilize our strong balance sheet and liquidity position, as well as our Advisor's in-depth market knowledge and expertise, to execute transactions and capitalize on opportunities.
- ***Capitalize on opportunities to generate additional cash flow from our portfolio.*** In addition to growth through the expansion of our portfolio, we also seek to increase the cash flow from the properties we currently own. We seek to capitalize on internal growth opportunities through the following strategies:
 - ***Development Portfolio.*** As of September 30, 2015, we were developing 12 properties that we expect, upon completion, will comprise an aggregate of approximately 957,536 square meters of GLA (portions of five of these properties, representing approximately 467,605 square meters of GLA, have already been developed and are currently either leased or available to be leased). As the land available for future expansion is developed, we expect to generate additional revenue by leasing such space at market rates. As of September 30, 2015, the stabilized portions of these five properties constituted an aggregate of approximately 467,605 square meters of developed GLA (6.8% of our Stabilized Portfolio), and had an occupancy rate of approximately 79.9%. These five properties are also included in our Stabilized Portfolio.
 - ***Rent increases.*** Substantially all of our existing lease agreements contain contractual increases in rent that are tied to inflation. As a result, we expect that our rental revenue will continue to grow at least in line with inflation in Mexico through the realization of these contractual increases in rent.
 - ***Potentially increasing rental rates as current leases expire.*** We believe that we can grow the rental revenue from our portfolio by increasing rental rates as current lease agreements with below-market rents expire and by renegotiating new lease agreements at current market rates.

- *Gross Leasable Area Available.* We seek to generate additional rental revenue from our GLA available through the leasing of unoccupied spaces. As of September 30, 2015, we had approximately 376,241 square meters of unoccupied GLA available for leasing that we expect will generate additional rental revenue as tenants for these spaces are identified.
- *Maintain relationships with high quality tenants.* We seek to continue our close relationships with internationally, nationally and regionally recognized tenants by making our commitment to superior tenant service one of our highest priorities. We believe internationally, nationally and regionally recognized tenants provide more predictable property-level cash flows as they are typically higher credit quality tenants that generate stable revenues. Our tenants include established multinational and domestic companies and range from brand-name retailers to leading manufacturers to government agencies. We seek to provide our tenants with a broad range of real estate solutions to support their business operations. Due to the size, diversity and quality of our portfolio, we are able to present tenants with a range of options across asset types and geographies as they seek to lease space. We also maintain open lines of communication with our tenants so that we can be responsive to their needs and provide a level of service that we believe is superior to other landlords in our markets. This regular communication also allows us to gain valuable insights with respect to current and future market trends. Prior to expanding into a particular market, we seek to gauge our current tenants' desire to expand into that area with the goal of obtaining lease commitments in connection with our planned developments. We believe our focus on tenant relationships not only helps us retain existing tenants, attract new tenants and replace departing tenants quickly and efficiently, but also facilitates our focused growth.

Recent Developments

CuautiPark II Acquisition

On September 30, 2015, we announced the acquisition of the industrial park CuautiPark II located on the Mexico City-Queretaro highway. The aggregate purchase price of Ps.783.5 million (US\$50.0 million) was paid with the issuance of approximately 19.8 million CBFIs and a cash payment of approximately Ps.82.8 million (US\$5.3 million).

Syndicated Revolving Credit Facilities

On July 29, 2015, we entered into a five-year, unsecured revolving credit agreement with Banco Santander (México) S.A., Institución de Banca Múltiple, Grupo Financiero Santander México, as sole bookrunner, lead arranger, administrative agent and, together with each of two other Mexican banks and four other international financial institutions, a lender thereunder. Under the agreement, loans made by the Mexican banks will be denominated in Pesos, loans made by the international financial institutions will be denominated in U.S. Dollars, and each drawing must tap, pro rata, each of the Peso facility and the U.S. Dollar facility. Outstanding loans under the dual currency facilities cannot exceed, at any time, Ps.7.0 billion and US\$360 million, respectively. Pursuant to the agreement, we have the right to request the lenders to increase their respective original commitments by up to 50% and, if some or all of them decline our request, to bring in new lenders to become parties to the facilities.

On October 16, 2015, the agreement was amended to include one additional international financial institution with a commitment of US\$50 million; accordingly, following the amendment, we had U.S. Dollar-denominated funding committed thereunder in the amount of US\$410 million.

As of the date of this offering memorandum there has been no drawing under these facilities.

Real Estate Development Vehicle

On March 12, 2015, we announced the creation of Helios, a Mexican real estate development vehicle designed to maximize our development capabilities while minimizing equity dilution and maintaining prudent

leverage levels. On June 26, 2015, Helios announced the conclusion of its capital raising effort with the placement of Ps.6.0 billion CBFIs of the capital-call variety, and the initial capital call thereunder for Ps.1.2 billion. We will co-invest in each project undertaken by Helios with at least a 30% ownership interest. Helios is managed by our wholly owned F1 Management Subsidiary.

Our Management

We are internally managed primarily by our wholly-owned management subsidiary, F1 Management S.C., a *sociedad civil* duly formed under the laws of Mexico, through which we conduct the day-to-day management and administration of a significant portion of our business. As of September 30, 2015, our F1 Management Subsidiary was staffed with approximately 558 employees.

In December 2013, we established an additional wholly-owned management subsidiary, F1 Controladora Management Subsidiary. Through F1 Controladora Management Subsidiary we conducted onsite day-to-day management and administration of the properties in our Apolo Portfolio until January 1, 2015. Since January 1, 2015, the operations of F1 Controladora Management Subsidiary have ended and our F1 Management Subsidiary has provided those services. In addition, we are party to property management agreements with four other property managers: Jumbo Administración, S.A.P.I. de C.V., Finsa Holding, S.A. de C.V., Hines Interests, S.A. de C.V. and GP Servicios Industriales, S.A. de C.V., which respectively manage the properties in our Morado, Vermont, Maine and California portfolios.

We are externally advised by Fibra Uno Administración, S.A. de C.V., a *sociedad anónima de capital variable* duly formed under the laws of Mexico, or our Advisor. Our Advisor was formed for the sole purpose of advising us and assisting us in formulating and implementing our investment and financial strategies.

In addition, our Leasing Administrators perform certain leasing, billing and collection services on our behalf.

Our Management Subsidiary, our Advisor and our Leasing Administrator are exclusively dedicated to our affairs. See “The Advisory Agreement, the Services Agreements and the Property Management Agreements” for summaries of our agreements with our Advisor, our Leasing Administrators and the Property Managers.

We believe we benefit from our management team’s substantial understanding and strategic knowledge of our industry and the local markets as we execute our business strategy and selectively assemble and operate a diversified portfolio of income-generating properties in Mexico.

The Advisory Agreement, the Services Agreements and the Property Management Agreements

We are party to (i) an advisory agreement with our Advisor, (ii) a services agreement with each of our Leasing Administrators, (iii) property management agreements with each of our Property Managers and (iv) a services agreement and property management agreements with third parties as described below. Each of the advisory agreement, the services agreement and the property management agreements is in the Spanish language and is governed by Mexican law.

Advisory Agreement

Pursuant to the advisory agreement, our Advisor is responsible for, among other duties, consulting with and advising us and the Property Managers on long-term financial and strategic planning, assisting us in the implementation of major decisions and assisting us in our relationship with investors.

In accordance with the terms of the advisory agreement, our Advisor is entitled to receive an annual fee in an amount equal to 0.50% of the undepreciated book value of our assets less any outstanding indebtedness, plus any applicable value-added taxes. This annual fee is paid in installments on a quarterly basis. In addition, as consideration for advising us and the Property Managers in the contribution and acquisition of properties in

accordance with the terms of the advisory agreement, subject to approval by our technical committee, our Advisor is entitled to receive a sourcing and advisory fee in an amount equal to 3% of the value of any property contributed to or acquired by us (which includes any fee payable by our Advisor or us to real estate brokers hired in connection with such contribution or acquisition), paid in cash or with CBFIs, as may be agreed between the Advisor and our technical committee, other than the 17 properties we acquired as part of our formation transactions and other than contributions or acquisitions from a related party, payable (one time, either in cash or in CBFIs determined on a case-by-case basis) at the closing of any such contribution or acquisition. With respect to acquisitions or contributions of properties in which Relevant Principals of E-Group have ownership interests, the sourcing and advisory fee will only apply to the value of the portion of the property that is not owned by any Relevant Principal of E-Group.

The initial term of the advisory agreement expires on January 19, 2016 (the fifth anniversary of the date of entry into the agreement) and will be automatically renewed for one-year terms thereafter, unless previously terminated.

For a detailed description of the advisory agreement, including the fees payable pursuant thereto and the termination provisions thereof, see “The Advisory Agreement, the Services Agreements and the Property Management Agreements—Advisory Agreement.”

Services Agreement with our Leasing Administrator

Pursuant to the services agreement with our Leasing Administrator, our Leasing Administrator is responsible for (i) invoicing leases and maintenance fees, (ii) collecting rents and maintenance fees on our behalf, (iii) supporting our Property Managers in the negotiation and execution of leases, pursuant to our policies and instructions, and (iv) supporting our Property Managers in carrying out all necessary activities to ensure the renewal of our lease agreements. Our Leasing Administrator performs these functions for all properties other than those in the Morado Portfolio.

In accordance with the terms of the services agreement with our Leasing Administrator, our Leasing Administrator is entitled to receive a monthly fee in an amount equal to 2.0% of the lease payments actually received under the leases on our properties, other than those in the Morado Portfolio, for the previous month, plus any applicable value-added taxes.

The initial term of the services agreement expires on January 19, 2016 (the fifth anniversary of the date of entry into the agreement) and will be automatically renewed for one-year terms thereafter, unless previously terminated.

For a detailed description of the services agreement with our Leasing Administrator, see “The Advisory Agreement, the Services Agreements and the Property Management Agreements—Services Agreement with our Leasing Administrator.”

Property Management Agreement with our Management Subsidiary

Pursuant to the property management agreement with our Management Subsidiary, our Management Subsidiary is responsible for the day-to-day management and administration of our business (other than the California Portfolio, Morado Portfolio, Maine Portfolio and Vermont Portfolio). In accordance with the terms of the property management agreement, our Management Subsidiary is entitled to receive a monthly fee in an amount equal to 1% of the lease payments actually received under the leases on our properties included in the property management agreement for the previous month, plus any applicable value-added taxes.

The initial term of the property management agreement expires on January 16, 2016 and will be automatically renewed for one-year terms thereafter.

For a detailed description of the property management agreement with our Management Subsidiary, see “The Advisory Agreement, the Services Agreements and the Property Management Agreements—General—Property Management Agreements—Property Management Agreement with F1 Management Subsidiary”.

Services Agreement and Property Management Agreements with Third Parties

In addition to the advisory agreement, the services agreement and the property management agreements described above, we manage and operate certain of our properties through the following agreements: (i) the services agreement with Morado Leasing Administrator through which Morado Leasing Administrator provides us with all promotion, advertising, consulting and contracting services, as well as the execution of new lease agreements over the properties in the Morado Portfolio; and (ii) the property management agreements with Jumbo Administración, S.A.P.I. de C.V., Hines Interests, S.A. de C.V., Finsa Holding, S.A. de C.V. and GP Servicios Industriales, S.A. de C.V. through which these companies provide us with all necessary services related to the management, operation and maintenance of the properties comprising the Morado Portfolio, Maine Portfolio, Vermont Portfolio and California Portfolio, respectively.

Under the terms of the services agreement with Morado Leasing Administrator, during the five-year period that began on August 1, 2012, we will pay the Morado Leasing Administrator the equivalent of 5.0% of the rental amount under each new lease agreement (not including renewals or extensions of existing lease agreements) we enter into with tenants of the Morado Portfolio as a result of their involvement.

Under the terms of the property management agreement with Jumbo Administración, S.A.P.I. de C.V., we will pay the sum of (i) 3.0% per month of the revenue collected from the Morado Portfolio; (ii) the total amount of the maintenance fees, advertising fees and services charged to the tenants and users of the properties, in accordance with their respective lease agreement; and (iii) 0.5% per year over the contribution value of the real estate property assets contributed to the Trust, payable quarterly in arrears.

Under the terms of the property management agreement with Hines Interests, S.A. de C.V., we will pay Ps.1.6 million annually, plus any applicable value-added taxes.

Under the terms of the property management agreement with Finsa Holding, S.A. de C.V., we will pay a monthly amount equal to 3.0% of the revenue collected from the Vermont Portfolio.

Under the terms of the property management agreement with GP Servicios Industriales, S.A. de C.V., we will pay Ps.395,950 on a monthly basis, plus any applicable value-added taxes.

For a detailed description of the property management agreements, see “The Advisory Agreement, the Services Agreements and the Property Management Agreements—General—Property Management Agreements—Property Management Agreement with Jumbo Administración, S.A.P.I de C.V.,” “The Advisory Agreement, the Services Agreements and the Property Management Agreements—General—Property Management Agreements—Property Management Agreement with Hines Interests, S.A. de C.V.,” “The Advisory Agreement, the Services Agreements and the Property Management Agreements—General—Property Management Agreements—Property Management Agreement with Finsa Holding, S.A. de C.V.” and “The Advisory Agreement, the Services Agreements and the Property Management Agreements—General—Property Management Agreements—Property Management Agreement with GP Servicios Industriales, S.A. de C.V.”

Relationship with E-Group and Certain Related Parties

Background

E-Group is a group of individuals and entities, including members of the El-Mann Family and the Attié Family, with over 30 years of experience in the Mexican real estate market. E-Group is dedicated to the acquisition, development and operation of various types of commercial and other real estate projects in Mexico, including industrial, retail, office and mixed-use projects. E-Group has developed and operated more than 170 projects in different sectors of the Mexican real estate industry and different geographic areas of Mexico.

Certain members of E-Group participate in our management and operations, and we believe that our relationship with E-Group provides us with significant advantages in sourcing, evaluating, underwriting, acquiring, developing, leasing and managing properties. Our Management Subsidiary, our Advisor and our Leasing Administrator have access to E-Group's deep industry relationships, market intelligence and execution experience. We believe that our relationship with E-Group provides us with access to an extensive pipeline of potential acquisitions.

Because of potential conflicts of interest with E-Group, as part of our establishment, various rights of first refusal and reversion rights were granted that benefit both us and the Relevant Principals of E-Group. In addition, certain other provisions were put in place to mitigate these potential conflicts. For a more detailed description of the rights of first refusal, reversion rights and other provisions, see "Certain Relationships and Related Transactions."

Rights of First Refusal Benefitting Fibra Uno

Pursuant to our trust agreement and the contribution agreements relating to the Initial Portfolio, the Relevant Principals of E-Group (comprised of certain members of E-Group, so long as they hold, through the control trust, individually or together with the other members of their respective families, an aggregate of at least 3% of our outstanding CBFIs), have agreed to provide us with a right of first refusal to purchase any future real estate investment opportunity sourced by any of them, to the extent such opportunity involves industrial, office, retail or mixed-use properties and so long as the control trust holds at least 15% of our outstanding CBFIs. For a list of the Relevant Principals, see "Management—E-Group". As of September 30, 2015, the control trust held 19.92% of our outstanding CBFIs. In addition, the El-Mann Family and the Attié Family (each as defined herein) have agreed to provide us with a right of first refusal to purchase any industrial, retail, office, hotel or mixed-use property that, as of January 10, 2011, was majority-owned by them, either collectively or separately.

We believe that this access to future real estate investment opportunities sourced by the Relevant Principals of E-Group and certain properties that are currently majority-owned by the El-Mann Family and the Attié Family, will generate an ongoing source of attractive investment opportunities through which we can continue to grow our business.

Rights of First Refusal Benefitting E-Group

Pursuant to our trust agreement and the contribution agreements relating to certain properties contributed by the Relevant Principals of E-Group to us in connection with our initial offering and related formation transactions, the Relevant Principals of E-Group will have a right of first refusal with respect to all of our properties so long as the control trust holds at least 15% of our outstanding CBFIs. Pursuant to this right, in the event we decide to sell any of our properties, and, if applicable, the relevant contributors and tenants with rights of first refusal with respect to such property have declined to exercise such rights, these persons, collectively through a common representative, will have a right of first refusal to acquire such property from us.

We and our Advisor have established certain policies and procedures to address potential conflicts of interest. In accordance with our trust agreement, the affirmative vote of a majority of the members of our technical committee as well as the affirmative vote of a majority of the independent members of our technical committee is required prior to us entering into any material contract, transaction or relationship with a related party, including our Advisor, our Leasing Administrator, the person who established us as a trust, or our Settlor, the Relevant Principals of E-Group, the El-Mann Family, the Attié Family, the members of our technical committee or any other person or party who may have a conflict of interest.

Reversion Rights

In addition to the rights of first refusal described above, pursuant to our trust agreement and the contribution agreements relating to our Initial Portfolio, the Azul Portfolio and the Morado Portfolio, for so long as the contributors of such properties hold any CBFIs issued to them in connection with the contributions of such portfolios, they will have reversion rights (equivalent to the right to repurchase the property), solely with respect to the properties contributed by them. Pursuant to these rights, in the event we decide to sell any such property or upon

a termination of our trust agreement, the applicable contributors will have the right to re-acquire such contributed property in its entirety from us. If the holders of these rights of first refusal and reversion rights exercise their rights to acquire or re-acquire a property from us, any such transaction will be subject to the prior approval of our technical committee, including the approval of a majority of the independent members of our technical committee. In addition, if we choose to sell or are required to sell any of our properties, the reversion right of the applicable contributors and the rights of first refusal granted to the Relevant Principals of E-Group as described above could reduce the value of the property sold. See “Risk Factors—Risks Related to Our Properties and Operations—Our ability to dispose of our properties is restricted, including by rights of first refusal, and these restrictions could reduce the value of any property sold, impair our liquidity or operating flexibility if sales of such properties were necessary to generate capital or otherwise.”

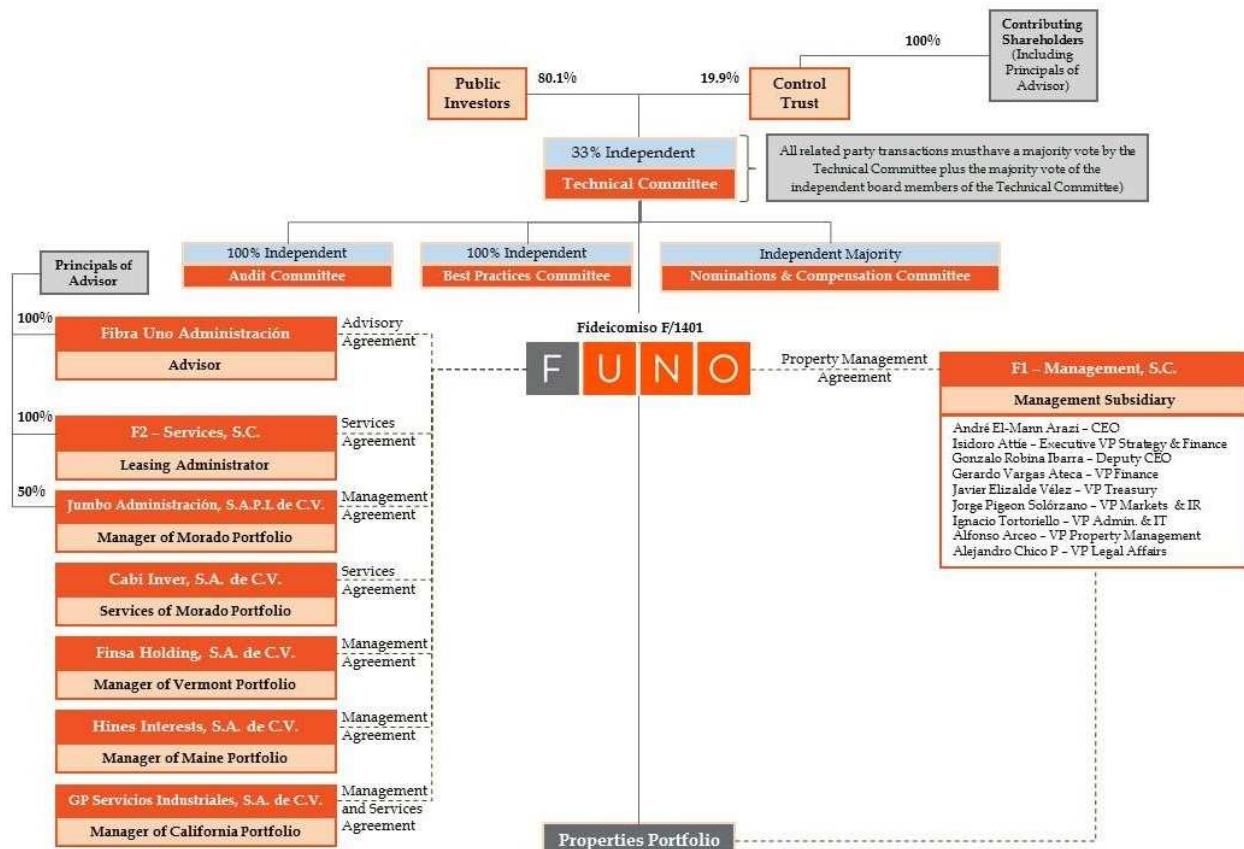
Influence of Control Trust

Upon completion of our initial offering and our formation transactions, the contributors of our Initial Portfolio placed all of the CBFIs held by them in a control trust. As of September 30, 2015, approximately 19.92% of our outstanding CBFIs were held in the control trust and the technical committee of the control trust will have the ability to substantially influence us.

The control trust is controlled by its technical committee, which is comprised of members of the El-Mann Family and the Attié Family, each of whom is appointed by Mr. André El-Mann Arazi. Pursuant to the terms of our trust agreement, the contributors, through the control trust and so long as they hold 15% or more of our outstanding CBFIs through the control trust, will be able to appoint a majority of the members of our technical committee and will be able to control certain actions to be taken by us that require the approval of holders of more than 85% of our outstanding CBFIs, including, but not limited to, amendments to certain provisions of our trust agreement and the approval of significant corporate transactions, such as our liquidation of our assets. See “Risk Factors—Risks Related to Our Relationship with Our Advisor, Our Leasing Administrators and Our Property Managers—There are conflicts of interest in our relationship with our Advisor and our Leasing Administrator and their affiliates, including E-Group, and there is no assurance that our policies and procedures will be adequate to address all of the conflicts that may arise, which could result in adverse consequences to us and the holders of the Notes.”

Our Organizational Structure

The following chart shows our organizational structure as of September 30, 2015:



Summary Selected Financial Data

The following tables present financial information and other data as of and for the periods indicated. These tables should be read in conjunction with our Financial Statements. See “Presentation of Financial and Certain Other Information.”

Our financial information for the years ended December 31, 2014, 2013 and 2012 has been derived from the Audited Financial Statements and notes thereto included elsewhere in this offering memorandum. Our financial information for the nine-month periods ended September 30, 2015 and 2014, has been derived from the Unaudited Financial Statements and notes thereto included elsewhere in this offering memorandum.

Our Financial Statements and other financial information included in this offering memorandum, unless otherwise specified, are stated in Pesos.

The Audited Financial Statements included in this offering memorandum have been audited by Galaz, Yamazaki, Ruiz Urquiza, S.C., a member of Deloitte Touche Tohmatsu Limited, our independent auditors.

The CNBV requires certain entities that disclose their financial information to the public through the Mexican Stock Exchange to prepare and disclose, beginning with the year ending December 31, 2012, their financial information in conformity with IFRS. Our consolidated financial statements for the year ended December 31, 2012 were our first set of annual financial statements prepared in accordance with IFRS.

The U.S. Dollar amounts provided below are conversions from the Peso amounts, solely for the convenience of the reader. Unless otherwise indicated, we have translated U.S. Dollar amounts in this offering memorandum at the exchange rate of Ps.17.0771 to US\$1.00, published by Banco de México in the Official Gazette

(*Diario Oficial de la Federación*), or the Official Gazette, on September 30, 2015. See “Exchange Rates” for information regarding the rates of exchange between the Peso and the U.S. Dollar for the periods specified therein.

These conversions should not be construed as representations that the Peso amounts actually represent such U.S. Dollar amounts or could be converted into U.S. Dollars at the rate indicated or at any other rate.

For additional information regarding financial information presented in this offering memorandum, see “Presentation of Financial and Certain Other Information.”

Fibra Uno Consolidated Statements of Financial Position Data

(*In thousands of Mexican Pesos*)

	As of September 30, 2015	2014	As of December 31, 2013	2012
Assets				
Current assets:				
Cash and restricted cash.....	586,271	500,848	1,364,458	360,615
Financial investments	4,582,690	19,528,446	723,976	1,687,097
Lease receivables and others.....	959,003	763,723	732,448	158,771
Due from related parties	—	—	125,609	11,278
Recoverable taxes, mainly value-added tax	4,023,532	3,082,513	3,736,002	1,548,019
Prepaid expenses.....	372,902	171,658	17,685	19,053
Total current assets	10,524,398	24,047,188	6,700,178	3,784,833
Non-current assets:				
Investment properties.....	141,459,618	113,831,162	88,905,718	29,853,455
Advanced payment for the acquisitions of investment property	—	1,121,095	898,035	158,194
Investments in associates	3,266,326	2,854,011	2,341,590	—
Other assets.....	2,173,252	2,289,490	2,484,474	416
Total non-current assets.....	146,899,196	120,095,758	94,629,817	30,012,065
Total assets.....	157,423,594	144,142,946	101,329,995	33,796,898
Liabilities and trustors' capital				
Current liabilities:				
Borrowings	7,208,183	1,791,924	7,032,036	669,596
Trade accounts payable and accrued expenses.....	2,203,987	2,455,835	8,187,481	538,979
Deferred revenues	84,754	57,023	72,085	22,981
Due to related parties	99,097	—	60,767	49,918
Total current liabilities	9,596,021	4,304,782	15,352,369	1,281,474
Borrowings	40,111,672	34,128,710	27,270,390	8,255,347
Deposits from tenants	655,860	474,809	389,578	166,424
Deferred revenues — Long-term	239,982	159,174	103,445	68,941
Total liabilities	50,603,535	39,067,475	43,115,782	9,772,186
Trustors' capital:				
Trustors' capital.....	93,729,483	93,500,173	49,914,979	23,013,953
Retained earnings	13,090,576	11,575,298	8,299,234	1,010,759
Total trustors' capital	106,820,059	105,075,471	58,214,213	24,024,712
Total liabilities and trustors' capital.....	157,423,594	144,142,946	101,329,995	33,796,898

Fibra Uno Consolidated Statements of Comprehensive Income Data

(In thousands of Mexican Pesos)

	For the Nine Months Ended September 30,		For the Year Ended December 31,		
	2015	2014	2014	2013	2012
Revenue from:					
Leases	6,789,539	5,102,562	6,989,751	3,566,311	1,372,696
Maintenance	692,016	509,609	707,842	237,479	180,523
Dividend revenues from					
beneficiary rights	105,211	87,996	124,387	100,312	—
Administration fees	19,583	—	—	—	—
	<u>7,606,349</u>	<u>5,700,167</u>	<u>7,821,980</u>	<u>3,904,102</u>	<u>1,553,219</u>
Expenses from:					
Management fees	(455,833)	(351,535)	(490,832)	(328,187)	(178,730)
Operating expenses	(488,420)	(386,393)	(697,168)	(312,108)	(104,391)
Property tax	(181,293)	(120,087)	(155,104)	(57,308)	(1,468)
Insurance	(55,410)	(64,334)	(84,179)	(26,762)	(20,584)
Amortization of administrative					
platform	(146,238)	(146,238)	(194,984)	—	—
Maintenance expenses	(754,488)	(594,982)	(807,394)	(240,042)	(181,641)
Executive bonus	(269,640)	(420,716)	(530,280)	—	—
	(2,351,322)	(2,084,285)	(2,959,941)	(964,407)	(486,814)
Interest expense	(1,951,797)	(1,562,215)	(2,019,111)	(757,588)	(185,678)
Interest income	371,170	269,848	430,494	680,573	131,920
Foreign exchange loss, net	(3,489,456)	(397,819)	(2,222,097)	(16,426)	71,554
Amortization of bank fees	(49,798)	(153,703)	—	—	—
Other (expenses) income, net	—	—	—	(1,491,323)	41,062
Fair value adjustments to					
property investments	2,837,712	1,665,075	4,659,760	7,720,462	148,995
Consolidated net and					
comprehensive income and					
investments in trust rights -					
net	<u>2,972,858</u>	<u>3,437,068</u>	<u>5,711,085</u>	<u>9,075,393</u>	<u>1,274,258</u>
Basic net income per CBFI					
(real estate trust					
certificates)⁽¹⁾	<u>0.9951</u>	<u>0.8919</u>	<u>2.3264</u>	<u>5.7895</u>	<u>1.7151</u>
Diluted net income per					
CBFI⁽¹⁾	<u>1.1165</u>	<u>1.0780</u>	<u>1.7517</u>	<u>4.4511</u>	<u>1.3329</u>

⁽¹⁾ In Mexican Pesos.

Net Operating Income (NOI)

In this offering memorandum, we discuss net operating income, or NOI, which is a non-IFRS financial measure. NOI should not be considered as an alternative to net and comprehensive income (determined in accordance with IFRS) as an indication of our performance, and we believe that to understand our performance further, NOI should be compared with our reported net and comprehensive income or net and comprehensive loss and considered in addition to cash flows in accordance with IFRS, as presented in our consolidated financial statements.

We consider NOI to be an appropriate supplemental measure to net and comprehensive income because we believe it helps both investors and management to understand the core operations of our properties. We define NOI as total revenues (including lease revenues and maintenance fees) less property-level expenses (which includes operating expenses, maintenance expenses, property taxes and insurance expenses). Not included in the calculation of NOI are certain other expenses (such as (1) allowances for estimated uncollectable accounts, (2) brokerage commissions and (3) expenses for the recovery of value-added tax), as well as management fees, amortization of

intangible assets, fair value adjustments to investment properties, interest expense, interest income, foreign exchange (loss) gain-net, and other non-operating items.

Net Operating Income Reconciliation Table

(In thousands of Mexican Pesos)

	For the Twelve Months Ended September 30,			For the Nine Months Ended September 30,		For the Year Ended December 31,		
	2015	2014	2013	2015	2014	2014	2013	2012
(+) Investment properties revenues	8,676,728	6,147,586	2,873,957	6,789,539	5,102,562	6,989,751	3,566,311	1,372,696
(+) Maintenance fees	890,249	547,906	275,514	692,016	509,609	707,842	237,479	180,523
(+) Dividend revenues from beneficiary rights	141,602	188,308	—	105,211	87,996	124,387	100,312	—
(+) Administration fees	19,583	—	—	19,583	—	—	—	—
(=) Total revenues	9,728,162	6,883,800	3,149,471	7,606,349	5,700,167	7,821,980	3,904,102	1,553,219
(-) Operating expenses - net	(632,650)	(503,766)	(220,676)	(488,420)	(386,393)	(530,623)	(308,713)	(104,391)
(-) Maintenance expenses - net	(966,900)	(635,021)	(281,784)	(754,488)	(594,982)	(807,394)	(240,042)	(181,641)
(-) Property taxes	(216,310)	(169,139)	(9,724)	(181,293)	(120,087)	(155,104)	(57,308)	(1,468)
(-) Insurance	(75,255)	(71,319)	(26,987)	(55,410)	(64,334)	(84,179)	(26,762)	(20,584)
(+/-) Other expenses ⁽¹⁾	—	159,986	—	—	159,986	159,986	67,459	21,226
(=) NOI	7,837,047	5,664,541	2,610,300	6,126,738	4,694,357	6,404,666	3,338,736	1,266,361

⁽¹⁾ Other expenses includes (1) an allowance for estimated uncollectable accounts, (2) brokerage commissions and (3) expenses for the recovery of value-added tax, which were excluded from the NOI calculation.

THE OFFERING

The following is a brief summary of certain terms of this offering and it is not intended to be complete. For a more complete description of the terms of the Notes, see "Description of the Notes."

Issuer	TRUST F/1401.
Notes Offered	US\$300,000,000 aggregate principal amount of 5.250% Senior Notes due 2026.
Offering Price	5.250%, plus accrued interest, if any, from December 3, 2015.
Maturity Date.....	The Notes will mature on January 30, 2026.
Interest Rate.....	Interest on the Notes will accrue at a rate of 5.250% per year.
Interest Payment Dates	Interest will be paid on the Notes on January 30 and July 30 of each year, beginning on July 30, 2016. The first interest period will be a long interest period from December 3, 2015 to but not including July 30, 2016.
Ranking.....	<p>The Notes will be our senior unsecured obligations and they will rank:</p> <ul style="list-style-type: none"> • equally with all of our respective existing and future senior unsecured indebtedness (subject to certain obligations that are preferred by statute); and • senior to all of our existing and future subordinated indebtedness. <p>The Notes will effectively rank junior to all of our existing and future secured indebtedness, to the extent of the value of the assets securing such indebtedness. The Notes will be structurally subordinated to all indebtedness of our subsidiaries.</p> <p>As of September 30, 2015, we had total consolidated indebtedness of Ps.47.7 billion (US\$2.8 billion), of which 25.3% was secured indebtedness, and our subsidiaries had no outstanding indebtedness. As of September 30, 2015, on an adjusted basis after giving effect to the issuance of Notes, we would have had total consolidated indebtedness of Ps.52.9 billion (US\$3.1 billion), of which Ps.12.1 billion (US\$706.3 million) would have been secured by 49 properties.</p>
Optional Redemption.....	We may redeem the Notes, in whole or in part, at the greater of 100% of their principal amount outstanding and a make-whole amount described in this offering memorandum, in each case plus Additional Amounts (as defined herein), if any, and any accrued and unpaid interest, if any, to but excluding the redemption date. If we redeem the Notes 90 days or fewer prior to the maturity date, the redemption price will equal 100% of the principal amount of the Notes to be redeemed

	plus accrued interest to the redemption date. See “Description of the Notes—Optional Redemption.”
Tax Redemption	In the event of certain changes to applicable tax laws and regulations that would require us to pay Additional Amounts on the Notes, we may, subject to certain conditions, redeem in whole, but not in part, the Notes prior to maturity at a redemption price equal to 100% of the principal amount of the Notes to be redeemed plus accrued and unpaid interest to the date of redemption. See “Description of the Notes—Redemption for Tax Reasons.”
Change of Control	If we experience a Change of Control Triggering Event (as defined herein), we must offer to repurchase the Notes at a purchase price equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any. See “Description of the Notes—Repurchase at the Option of Holders Upon a Change of Control Triggering Event.”
Additional Amounts	If we are required by a Relevant Taxing Jurisdiction (as defined herein) to deduct or withhold taxes in respect of any payment on the Notes we will, subject to certain exceptions described in this offering memorandum, pay additional amounts to holders of the Notes as may be required so that the net amount received by the holders of the Notes in respect of principal, interest or other amounts due on the Notes, after any such withholding or deduction, will not be less than the amount holders would have received in the absence of any such withholding or deduction. See “Description of the Notes—Additional Amounts.”
Certain Covenants.....	The Indenture governing the Notes contains covenants that will, among other things, limit the incurrence of debt by us, and will permit us to consolidate or merge with, or transfer all or substantially all of our assets to, another person only if any such transaction complies with certain requirements. However, these covenants are subject to a number of important exceptions and qualifications. See “Description of the Notes—Certain Covenants.”
Events of Default	The Indenture governing the Notes sets forth the events of default applicable to the Notes. See “Description of the Notes—Event of Default.”
Further Issuances	We may from time to time without notice to or consent of the holders of the Notes create and issue an unlimited principal amount of additional Notes of the same series as the Notes initially issued in this offering.
Use of Proceeds	We intend to use the net proceeds from the issuance and sale of the Notes for general corporate purposes, which may include, from time to time as opportunities arise, the acquisition of additional properties and the repayment of indebtedness. See “Use of Proceeds.”

Taxation.....	For a summary of Mexican federal income tax consequences and U.S. federal income tax consequences of an investment in the Notes, see “Taxation.”
Book-Entry; Form and Denominations.....	The Notes will be issued in the form of global notes in fully registered form without interest coupons. The global notes will be exchangeable or transferable, as the case may be, for definitive certificated notes in fully registered form without interest coupons only in limited circumstances. The Notes will be in registered form without coupons attached in amounts of US\$200,000 and integral multiples of US\$1,000 in excess thereof. See “Book-Entry, Delivery and Form.”
Settlement	The Notes will be delivered in book-entry form through the facilities of The Depository Trust Company, or DTC, for the accounts of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, or Euroclear, and Clearstream Banking, S.A. Luxembourg, or Clearstream Luxembourg.
Transfer Restrictions.....	<p>We have not registered the Notes under the Securities Act or the securities laws of any other jurisdiction. The Notes are subject to restrictions on transfer and may only be offered in transactions exempt from or not subject to the registration requirements of the Securities Act. See “Transfer Restrictions.”</p> <p>As required under applicable Mexican law, we will notify the CNBV of the offering of the Notes (for information purposes only).</p> <p>The Notes will not be registered with the National Securities Registry and may not be offered or sold publicly or otherwise be subject to brokerage activities in Mexico, except pursuant to an exemption set forth in the Mexican Securities Market Law.</p>
Listing of the Notes	Application has been made to list the Notes on the Official List of the Irish Stock Exchange and for trading on the Global Exchange Market. We cannot assure you that this application will be accepted.
Governing Law	The Indenture and the Notes will be governed by, and construed in accordance with, the laws of the State of New York.
Notes Trustee, Registrar, Transfer Agent and Paying Agent	U.S. Bank National Association.
Irish Listing Agent.....	Walkers Listing & Support Services Limited.
Risk Factors	Investing in the Notes involves substantial risks and uncertainties. See “Risk Factors” and other information included in this offering memorandum for a discussion of

factors you should carefully consider before deciding to invest in the Notes.

RISK FACTORS

Investment in the Notes involves risks. You should carefully consider the following risk factors in addition to other information contained in this offering memorandum before purchasing the Notes we are offering. The occurrence of any of the following risks might cause you to lose all or part of your investment. Some statements in this offering memorandum, including statements in the following risk factors, constitute forward-looking statements. Please refer to the section entitled “Forward-Looking Statements.”

Risks Related to Our Properties and Operations

We are dependent on our tenants for substantially all of our income, and our business would be adversely affected if a significant number of our tenants, or any of our major tenants, were unable to meet their lease obligations.

Substantially all of our income is derived from the rental of our properties. As a result, our performance depends on our ability to collect rent from our tenants and our tenants’ ability to make rental payments. Our income and funds available for payment of the principal and interest on our Notes would be negatively affected if a significant number of our tenants, or any of our major tenants, were to delay lease commencements, decline to extend or renew leases upon expiration, fail to make rental payments when due or close their businesses or declare bankruptcy. Any of these actions could result in the termination of the tenants’ lease and the loss of rental income attributable to the terminated lease. In addition, if a tenant defaults on its lease obligations, we may experience delays in enforcing our rights as landlord and may incur substantial costs, including litigation and related expenses, in protecting our investment and re-leasing our property.

As of September 30, 2015, our ten largest tenants by GLA occupied approximately 29.8% of the occupied GLA of our Stabilized Portfolio, and our ten largest tenants by ABR represented approximately 30.6% of the ABR, attributable to our portfolio. A leading multi-national retailer accounted for 11.6% of the occupied GLA of our portfolio and 9.6% of the ABR attributable to our portfolio. If our major tenant, or any of our significant tenants, were to experience a downturn in their businesses, their financial condition could be weakened, which could result in their failure to make timely rental payments or their default under their leases, which could seriously harm our performance.

Our current and future debt service obligations could adversely affect our overall results of operations, may require us to sell properties, may jeopardize our qualification as a FIBRA and could adversely affect our ability to make distributions to holders of the Notes and the market price of the Notes.

As of September 30, 2015, we had total consolidated indebtedness of Ps.47.7 billion (US\$2.8 billion), of which 25.3% was secured indebtedness, and our subsidiaries had no outstanding indebtedness. As of September 30, 2015, on an as adjusted basis after giving effect to the issuance of Notes, we would have had total consolidated indebtedness of Ps.52.9 billion (US\$3.1 billion), of which Ps.12.1 billion (US\$706.3 million) would have been secured by 49 properties. We may continue to incur debt, including secured debt, in the future. Our obligations under the Notes, coupled with other debt we have incurred and may continue to incur subjects us to many risks, including the risks that:

- our operating cash flow may be insufficient to make required payments of principal and interest;
- our leverage may increase our vulnerability to adverse economic and industry conditions;
- we may be required to dedicate a substantial portion of our operating cash flow from operations to payments on our debt, reducing the funds available for operations and capital expenditures, future business opportunities or other purposes; and
- the terms of any refinancing we seek may not be as favorable as the terms of the debt being refinanced.

If we violate covenants in our debt agreements, we could be required to repay all or a portion of our indebtedness before maturity at a time when we might be unable to arrange financing for such repayment on attractive terms, if at all.

We are a Mexican trust and all of our assets and operations are located in Mexico. Therefore, we are subject to political, economic, legal and regulatory risks specific to Mexico and the Mexican real estate industry.

We are formed in Mexico and all of our assets and operations are located in Mexico. As a result, we are subject to political, economic, legal and regulatory risks specific to Mexico, including the general condition of the Mexican real estate industry and the Mexican economy, the devaluation of the Peso as compared to the U.S. Dollar, Mexican inflation, interest rates, regulation, confiscatory taxation and regulation, expropriation, social instability and political, social and economic developments in Mexico. For a more detailed description of these and other risks relating to Mexico, see “—Risks Related to Mexico.”

The geographic concentration of our properties in states located in central and southeastern Mexico could leave us vulnerable to an economic downturn in those regions, other changes in market conditions or natural disasters in those areas, resulting in a decrease in our revenue or otherwise negatively impacting our results of operations.

The properties in our portfolio located in the State of Mexico, Mexico City (Federal District), Jalisco, Nuevo León and Tamaulipas, provided approximately 38.8%, 16.1%, 9.2%, 8.3% and 4.8% of GLA, respectively, and 23.5%, 33.0%, 7.4%, 8.0% and 2.8%, respectively, of our ABR as of September 30, 2015. As a result of the geographic concentration of properties in these states, we are particularly exposed to potential downturns in these local economies, other changes in local real estate market conditions and natural disasters that occur in those areas (such as hurricanes, floods, earthquakes and other events). In the event of adverse economic or other changes in these states, our business, financial condition, results of operations, and cash flow may be materially and adversely affected.

Our properties are concentrated in the industrial, retail and office real estate sectors in Mexico, and our business could be adversely affected by an economic downturn in any of those sectors.

As of September 30, 2015, our total portfolio was comprised of (i) properties that are not in development or expansion, or our Stabilized Portfolio, consisting of 477 properties with 495 operating units, including 313 retail operating units, 102 industrial operating units and 80 office operating units, which represented approximately 50.7%, 26.9% and 22.4% respectively, of our total ABR, and (ii) properties in various stages of development or expansion, or our Development Portfolio, consisting of 12 properties in various stages of development or expansion that, once completed, will have approximately 957,536 square meters of GLA (portions of five of these properties, representing approximately 467,605 square meters of GLA, are currently either leased or available to be leased). Our Development Portfolio includes three industrial properties, one retail property and one office property with 421,670, 23,397 and 22,538 square meters of GLA respectively, which are currently undergoing additional development. The current GLA in these five properties is either occupied or available to be leased and therefore considered as part of our Stabilized Portfolio. For more information, including a detailed list of the properties that comprise each of our portfolios, see “Business and Properties—Our Portfolio.” This concentration may expose us to the risk of economic downturns in the retail, office and industrial real estate sectors to a greater extent than if our properties were more diversified across other sectors of the real estate industry.

Significant competition may decrease or prevent increases in our properties’ occupancy and rental rates and may reduce our investment opportunities.

We compete with a number of owners, developers, FIBRAs and operators of industrial, retail and office real estate in Mexico, many of which own properties similar to ours in the same markets in which our properties are located. Our competitors may have substantial financial resources and may be able or willing to accept more risk than we can prudently manage. Competition from these entities may reduce the number of suitable investment opportunities offered to us or increase the bargaining power of property owners seeking to sell. Further, those entities may have more flexibility than we do in their ability to offer rental concessions to attract tenants. If our competitors offer space at rental rates below current market rates, or below the rental rates we currently charge our tenants, we may lose existing or potential tenants and we may be pressured to reduce our rental rates to below those

which we currently charge or to offer substantial rent abatements, tenant improvements, early termination rights or tenant favorable renewal options in order to retain tenants when our tenants' leases expire. Also, we may be required to pay above market prices for new property acquisitions, or may be unable to acquire targeted properties at all. In the event the risks described herein materialize, our business, financial condition, results of operations, cash flow, and our ability to make payments due under the Notes may be materially and adversely affected.

If we are unable to renew our leases or lease our vacant space, or we are unable to lease our properties at or above existing rental rates, our rental revenue may be adversely affected.

The properties in our Stabilized Portfolio had an occupancy rate of approximately 94.5% in terms of GLA as of September 30, 2015, including leases that have been entered into as of such date but not yet delivered to the lessee. As of September 30, 2015, 5.2% of lease agreements by GLA were scheduled to expire in 2015. In addition, leases representing approximately 5.3% of occupied GLA as of September 30, 2015, or 344,910 square meters, had converted into statutory leases. We cannot assure you that our leases will be renewed or that our properties will be re-leased at rental rates equal to or above our existing rental rates or that substantial rent abatements, tenant improvements, early termination rights or tenant-favorable renewal options will not be offered to attract new tenants or retain existing tenants. There can be no assurance that we will be able to lease any unoccupied spaces or spaces in different stages of development on favorable terms, or at all. In addition, we intend to continue to acquire additional development properties, and may acquire undeveloped land, in the future as part of our growth strategy. To the extent that our properties, or portions of our properties, remain vacant for extended periods of time, we may receive reduced or no revenue from such properties, resulting in less cash available to make payments when due under the Notes. Moreover, the resale value of a property could be diminished because the market value of a particular property depends principally upon the value of the leases of such property.

Our operating performance is subject to risks associated with the real estate industry generally.

Real estate investments are subject to various risks and fluctuations and cycles in value and demand, many of which are beyond our control. Certain events may decrease cash available for the payment of interest and principal of the Notes as well as the value of our properties. These events include, but are not limited to:

- adverse changes in local, national or international demographic and economic conditions, such as the recent global economic downturn;
- vacancies or our inability to rent space on favorable terms;
- adverse changes in financial conditions of tenants and buyers of properties;
- inability to collect rent from tenants;
- changes in laws, regulations and governmental policies, including, without limitation, tax, zoning, environmental and safety laws, governmental fiscal policies, and changes in enforcement thereof;
- competition from other real estate investors with significant capital, including other real estate investment companies, FIBRAs and institutional investment funds;
- reductions in the level of demand for commercial space, and changes in the relative popularity of properties;
- increases in the supply of industrial, retail and office space;
- fluctuations in interest rates, which could adversely affect our ability, or the ability of buyers and tenants of properties, to obtain financing on favorable terms, or at all; and

- increases in expenses including, but not limited to, insurance costs, labor costs, energy prices, real estate assessments and other taxes and costs of compliance with laws, regulations and governmental policies, and restrictions on our ability to pass expenses on to our tenants.

In addition, periods of economic slowdown or recession, such as the recent global economic downturn, rising interest rates or declining demand for real estate, or the public perception that any of these events may occur, could result in a general decline in rents or an increased incidence of defaults under existing leases. If we cannot operate our properties to meet our financial expectations, our business, financial condition, results of operations, and cash flow, and our ability to make payments of interest and principal of the Notes and to satisfy other debt service obligations could be materially and adversely affected.

We rely on external sources of capital to fund future capital needs, and if we encounter difficulty in obtaining such funds, we may not be able to make future acquisitions necessary to grow our business, complete development or redevelopment projects, or meet any maturing obligations.

In order to qualify as a FIBRA under Articles 187 and 188 of the Mexican Income Tax Law, we are required, among other things, to distribute each year to holders of our CBFIs at least 95% of our net taxable income. Because of this distribution requirement, we may not be able to fund, from cash retained from operations, all of our future capital needs, including capital needed to make investments, complete development or redevelopment projects and satisfy or refinance maturing obligations.

Accordingly, we rely on external sources of capital, including debt and equity financing, to fund future capital needs. The availability of financing is limited in Mexico, and the interest rates and general terms and conditions are often not competitive with those of countries such as the United States. In addition, the recent global economic slowdown has resulted in a capital environment characterized by limited availability, increasing costs and significant volatility. If we are unable to obtain needed funds on satisfactory terms, or at all, we may not be able to make the investments needed to expand our business, complete development or redevelopment projects, or meet our obligations and commitments as they mature. Our access to capital depends upon a number of factors over which we have little or no control, including general market conditions, the market's perception of our current and potential future earnings and cash distributions and the market price of our CBFIs. We may not be in a position to take advantage of attractive investment opportunities for growth if we are unable to access the capital markets on a timely basis on favorable terms.

We may acquire properties that have encumbrances, such as a mortgage, or other forms of debt, and could incur new debts or refinance existing debts when acquiring such properties.

Pursuant to our trust agreement, we may acquire properties and rights with encumbrances, which limit our ability to make cash distributions. We may also acquire such properties with the intention of repaying the debt on such properties, or we may incur new loans or refinance the debt related to such properties. We may not have the necessary resources to meet such debt obligations and we may be unable to repay the debt on such properties, which may have a material adverse effect on us.

Our existing financing arrangements contain, and our future financing arrangements will likely contain, restrictive covenants relating to our operations, which may affect our distribution and operating policies and our ability to incur additional debt.

The indentures governing the USD Notes contain, and the Indenture governing the Notes offered hereby will contain, covenants that will, among other things, limit the incurrence of debt by us, and permit us to consolidate or merge with, or transfer all or substantially all of our assets to, another person only if any such transaction complies with certain requirements. The indentures for the USD Notes permit, and the Indenture for the Notes offered hereby will permit, a maximum 60% total leverage ratio, and a maximum 40% secured debt leverage ratio. As of September 30, 2015, our total leverage ratio was 30.5% and our secured debt leverage ratio was 7.7%. In addition, the indentures governing the USD Notes require, and the Indenture for the Notes offered hereby will require, a minimum debt service ratio of 1.5 to 1.0 on a pro forma basis after giving effect to the incurrence of additional debt and the application of net proceeds. The indentures for the USD Notes require, and the Indenture for

the Notes offered hereby will require, that we and our subsidiaries maintain unencumbered total assets of not less than 150% of the aggregate principal amount of all our and our subsidiaries' outstanding unsecured debt. As of September 30, 2015, our debt service ratio was 2.1x and our unencumbered total assets represented 352.5% of the aggregate principal amount of all our outstanding unsecured debt.

In the future, we expect to incur additional debt, which may include debt securities, credit facilities, property-level debt, including mortgages and construction loans, any of which are likely to contain restrictive covenants. Our existing credit facilities, debt agreements and debt securities contain, and our future financing agreements will likely contain, a number of covenants that, among other things, restrict our ability to: (i) acquire or dispose of assets or businesses, (ii) incur additional indebtedness, (iii) make distributions prior to repayment of indebtedness, (iv) make capital expenditures, (v) create liens on assets, (vi) enter into leases, investments or acquisitions, (vii) engage in mergers or consolidations, or (viii) otherwise engage in trust activities (including our ability to acquire additional investments, businesses, properties or assets or engage in certain changes of control and asset sale transactions) without the consent of the creditors. In addition, our existing credit agreements require us to maintain specified financial ratios, including minimum interest coverage ratios, maximum leverage ratios and minimum net worth. The failure to meet any of these covenants, including financial coverage ratios, could cause an event of default under or accelerate some or all of our indebtedness, which would have a material adverse effect on our results of operations and financial condition.

If we were to incur uninsured or uninsurable losses, or losses in excess of our insurance coverage, we would be required to pay for such losses, which could adversely affect our results of operations, financial condition and cash flow.

We believe we carry comprehensive insurance, including property, casualty and business interruption insurance. We do not carry insurance for certain types of losses that may be either uninsurable or not economically insurable, such as losses due to riots or acts of war. According to our internal analysis, as of September 30, 2015, 80% of the appraised value of our portfolio was insured (excluding the land value of the properties in our portfolio). There can be no assurance that we will be able to obtain insurance on the uninsured portion of our portfolio. If we were to incur uninsured losses, we would be required to pay for such losses, which could have a material adverse effect on our financial condition and results of operations. Should an uninsured loss occur, we could lose both our investment in and anticipated profits and cash flow from a property. If any such loss is insured, we may be required to pay a significant deductible on any claim for recovery of such a loss prior to our insurer being obligated to reimburse us for the loss, or the amount of the loss may exceed our coverage for the loss. In addition, future lenders may require such insurance, and our failure to obtain such insurance could constitute a default under our credit facilities or debt agreements. In addition, we may reduce or discontinue terrorism, earthquake, flood or other insurance on some or all of our properties in the future if the cost of premiums for any of these policies exceeds, in our judgment, the value of the coverage discounted for the risk of loss. In addition, if any one of our insurance carriers were to become insolvent, we would be forced to replace the existing insurance coverage with another suitable carrier at potentially unfavorable rates, and any outstanding claims would be at risk for collection. If we were to incur uninsured or uninsurable losses, or losses in excess of our current coverage, our business, financial condition, results of operations, cash flow and our ability to make payments when due under the Notes and the market price of the Notes may be materially and adversely affected.

If we are unable to raise funds to cover any capital expenses necessary to keep our properties in the condition our tenants or prospective tenants expect, some of such properties may become or remain vacant, thereby decreasing the cash available for payments under the Notes.

We may, upon expiration of leases at our properties, be required to make rent or other concessions to tenants, accommodate requests for renovations, build-to-suit remodeling and other improvements or provide additional services to our tenants. As a result, we may have to make significant capital or other expenditures in order to retain tenants whose leases expire and to attract new tenants in sufficient numbers. Additionally, we may need to raise capital to make such expenditures. If we are unable to do so or capital is otherwise unavailable, we may be unable to make the required expenditures. This could result in non-renewals by tenants upon expiration of their leases, which would result in declines in revenue from operations and reduce cash available for payments when due under the Notes.

If we are unable to sell, dispose of or refinance one or more of our properties in the future, we may be unable to realize our investment objectives and our business may be adversely affected.

Real estate investments are relatively illiquid and difficult to sell quickly. Proceeds, if any, will be realized from an investment generally upon disposition or refinancing of the underlying property. We may be unable to realize our investment objectives by sale, other disposition or refinancing at attractive prices within any given period of time, or may otherwise be unable to complete any exit strategy. In particular, these risks could arise from weakness in or even the lack of an established market for a property, changes in the financial condition or prospects of prospective purchasers, changes in local, national or international economic conditions, and changes in laws, regulations or fiscal policies of jurisdictions in which the property is located.

Our assets may be subject to impairment charges, which would have an adverse effect on our results of operations.

We periodically evaluate our real estate investments and other assets for impairment indicators. The judgment regarding the existence of impairment indicators is based on factors such as market conditions, tenant performance and legal structure. For example, the early termination of a lease by a tenant may lead to an impairment charge. If we determine that an impairment has occurred, we would be required to make an adjustment to the net carrying value of the asset, which could have a material adverse effect on our results of operations in the period in which the impairment charge is recorded.

Our operations are subject to extensive environmental and safety laws and regulations and we may incur costs that have a material adverse effect on our results of operations and financial condition as a result of any liabilities under or potential violations of environmental and safety laws and regulations.

Our operations are subject to general Mexican federal and state laws and regulations relating to the protection of the environment. Under the environmental laws, the Mexican government has implemented a program to protect the environment by promulgating rules concerning areas such as ecological planning, environmental risk and impact assessment, air pollution, natural protected areas, flora and fauna protection, conservation and rational use of natural resources, and soil pollution, among others. Mexican federal and local authorities, such as the Ministry of Environment and Natural Resources (*Secretaría de Medio Ambiente y Recursos Naturales*), the Attorney General's Office for the Protection of the Environment (*Procuraduría Federal de Protección al Ambiente*), the National Water Commission (*Comisión Nacional del Agua*) and Mexican state and municipal governments, have the power to bring civil, administrative and criminal proceedings against companies that breach applicable environmental laws and may halt a non-complying development.

We anticipate that the regulation of our business operations under Mexican federal, state and local environmental laws and regulations will increase and become more stringent over time. We cannot predict the effect, if any, that the adoption of additional or more stringent environmental laws and regulations would have on our results of operations, cash flows, capital expenditure requirements or financial condition.

Compliance with the laws, regulations and covenants that are applicable to our properties, including permit, license, zoning and environmental requirements, may adversely affect our ability to make future acquisitions, developments or renovations, result in significant costs or delays and adversely affect our growth strategy.

Our properties are subject to various covenants and local laws and regulatory requirements, including permitting and licensing requirements. Local regulations, including municipal or local ordinances, zoning restrictions and restrictive covenants imposed by community developers, may restrict the use of our properties and may require us to obtain approval from local authorities or private community organizations at any time with respect to our properties, including prior to acquiring or developing a property, or when developing or undertaking renovations of any of our properties. Among other things, these restrictions may relate to fire and safety, seismic, asbestos-cleanup or hazardous material abatement requirements. We cannot assure you that existing regulatory policies will not adversely affect us or the timing or cost of any future acquisitions, developments or renovations, or that additional regulations will not be adopted that would increase such delays or result in additional costs. Our growth strategy may be materially and adversely affected by our ability to obtain permits, licenses and zoning

approvals. Our failure to obtain such permits, licenses and zoning approvals could have a material adverse effect on our business, financial condition and results of operations.

We may be subject to confiscation of our assets pursuant to the Mexican Federal Law on Confiscation of Assets.

Pursuant to the Mexican Federal Law on Confiscation of Assets, certain Mexican government entities may confiscate certain of our assets if we or our tenants engage in certain criminal acts, related to or performed in connection with our properties.

Our failure to maintain information related to our leasing activities could result in penalties under Mexican anti-money laundering laws.

Pursuant to anti-money laundering legislation in Mexico, we may be required to maintain certain information related to our leasing activities, including the execution of lease agreements, and may be required to file such information with applicable Mexican tax authorities to the extent such activity is characterized as high risk under the statute. If we were unable to comply with these requirements, we could be subject to penalties that could adversely affect our cash flow and operations.

We may be unable to complete acquisitions that would grow our business and, even if we consummate acquisitions, we may fail to successfully integrate and operate acquired properties.

Our growth strategy includes the disciplined acquisition of properties as opportunities arise. Our ability to acquire properties on satisfactory terms and successfully integrate and operate them is subject to the following risks:

- we may be unable to acquire desired properties because of competition from other real estate investors, including other real estate operating companies, FIBRAs and investment funds;
- we may acquire properties that are not accretive to our results upon acquisition, and our Property Managers may not successfully manage and lease those properties to meet our expectations;
- competition from other potential acquirers may significantly increase the purchase price of a desired property;
- we may be unable to generate sufficient cash from operations, or obtain the necessary debt or equity financing to consummate an acquisition or, if obtainable, financing may not be on satisfactory terms;
- we may need to spend more than budgeted amounts to develop properties or to make necessary improvements or renovations to acquired properties; agreements for the acquisition of properties are typically subject to customary conditions to closing, including satisfactory completion of due diligence investigations, and we may spend significant time and money on potential acquisitions that we do not consummate;
- the process of acquiring or pursuing the acquisition of a new property may divert the attention of the executive officers of our Property Managers from our existing business operations;
- we may be unable to quickly and efficiently integrate new acquisitions into our existing operations; market conditions may result in higher than expected vacancy rates and lower than expected rental rates; and
- we may acquire properties without any recourse, or with only limited recourse, for liabilities, whether known or unknown, such as clean-up of environmental contamination, claims by tenants, vendors or other persons against the former owners of the properties and claims for indemnification by general partners, directors, officers and others indemnified by the former owners of the properties.

If we cannot complete property acquisitions on favorable terms, or integrate or operate acquired properties to meet our goals or expectations, our business, financial condition, results of operations and cash flow and our ability to make payments when due under the Notes and to satisfy other debt service obligations could be materially and adversely affected.

Our ability to dispose of our properties is restricted, including by rights of first refusal, and these restrictions could reduce the value of any property sold, impair our liquidity or operating flexibility if sales of such properties were necessary to generate capital or otherwise.

In order to qualify as a FIBRA, we are subject to various requirements, including the requirement that we may not sell any real estate that is developed or acquired by us for a period of at least four years following the completion of the development or acquisition, as applicable, in order to retain the tax benefits attributable to that property. If we were to sell a property during this period, we would be subject to significant adverse tax consequences related to such property, which may make a sale of the property less desirable. In order to maintain the tax benefits available to FIBRAs, we intend to hold any properties developed or acquired by us for at least four years from the completion of development or acquisition. At the time of a sale of a property, we will have to satisfy all requirements mandated by law and by the relevant lease agreements, including, if applicable, any preferential rights of purchase. In addition, pursuant to our trust agreement and the contribution agreements relating to our Initial Portfolio, the Azul Portfolio and the Morado Portfolio, for so long as the contributors of such properties hold any CBFIs issued to them in connection with the contributions of such portfolios, they will have reversion rights (equivalent to the right to repurchase the property), solely with respect to the properties contributed by them. In addition, pursuant to the contribution agreements for the G-30 Portfolio, the contributors of such properties have reversion rights solely with respect to the properties that comprise the G-30 Portfolio. Pursuant to these rights, in the event we decide to sell any such contributed property or upon a termination of our trust agreement, such contributors will have the right to re-acquire such property in its entirety from us at a price approved by a majority of the independent members of our technical committee. In addition, pursuant to our trust agreement and the contribution agreements relating to our Initial Portfolio, the Relevant Principals of E-Group will have a right of first refusal with respect to all of our properties so long as the control trust holds at least 15% of our outstanding CBFIs. Pursuant to this right, in the event we decide to sell any such property, these persons, collectively through a common representative, will have a right of first refusal to acquire such property from us at a price approved by a majority of the independent members of our technical committee. Furthermore, some of our tenants, pursuant to lease agreements or by law, have a right of first refusal to purchase the property from us upon a sale by us of such property in the future, which right will have priority over the right of first refusal of the Relevant Principals of E-Group and may have priority over the contributors' reversion rights. These restrictions and rights could impede our ability to sell properties and to raise cash quickly, or at opportune times. In addition, if we choose to sell or are required to sell any of our properties, the reversion right of the relevant contributors and the rights of first refusal granted to the Relevant Principals of E-Group as described above could reduce the value of the property sold. See "Certain Relationships and Related Transactions."

We are exposed to risks associated with property development.

As part of our growth and value generation strategy, we are engaged in real estate development and redevelopment activities and, as a consequence, we are subject to certain risks, including, without limitation: the availability and timely receipt of zoning and other regulatory approvals; the cost and timely completion of construction (including unanticipated risks beyond our control, such as weather or labor conditions, shortages of materials and construction overruns); the availability and pricing of financing on satisfactory terms, or at all; and the ability to achieve an acceptable level of occupancy upon completion.

These risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of development or redevelopment projects once undertaken, any of which could have an adverse effect on our business, financial condition, results of operations and cash flow and our ability to make payments when due under the Notes.

The properties we have acquired and may acquire in the future may be subject to unknown liabilities that could affect the value and profitability of these properties.

In connection with our acquisition of properties from time to time, we may assume existing liabilities, some of which may be unknown or unquantifiable at the time of the acquisition. Unknown liabilities might include liabilities for cleanup or remediation of undisclosed environmental conditions, claims of tenants, vendors or other persons dealing with the entities or properties prior to our acquisition of the entities or properties, tax liabilities, employment-related issues, and accrued but unpaid liabilities, whether incurred in the ordinary course of business or otherwise. If the magnitude of such unknown liabilities is high, either singly or in the aggregate, they could adversely affect our business, liquidity, financial condition, results of operations and cash flow and our ability to make payments when due under the Notes.

Our property taxes could increase due to property tax rate changes or reassessment, which could adversely impact our cash flows.

Even if we continue to qualify as a FIBRA for Mexican tax purposes, we will be required to pay state and local taxes on our properties. The real property taxes on our properties may increase as property tax rates change or as our properties are assessed or reassessed by taxing authorities. Therefore, the amount of property taxes we pay in the future may differ substantially from the property taxes that were paid on our properties in the past. If the property taxes we pay increase, our results of operations, financial condition, cash flows and ability to make payments when due under the Notes could be materially and adversely affected.

Joint venture investments that we make could be adversely affected by our lack of sole decision-making authority, our reliance on our joint venture partners' financial condition and disputes between us and our joint venture partners.

We may co-invest in properties with third parties through partnerships, joint ventures or other entities, acquiring non-controlling interests in or sharing responsibility for managing the affairs of a property, partnership, joint venture or other entity. We are currently engaged in an investment pursuant to an association agreement with respect to the TM Portfolio. Our interest in the TM Portfolio represents the right to receive 49% of the lease revenue generated by the properties in that portfolio. In addition, we entered into an investment management agreement in connection with our 50% interest in the Torre Diana property, an office property that is part of our Development Portfolio, pursuant to which we will contribute US\$50 million for the development of the project, and receive 50% ownership of this project. We are not in a position to exercise sole decision making authority regarding the TM Portfolio and Torre Diana property, and we may not have such sole decision-making authority with respect to other properties, arrangements, partnerships, or other joint ventures that we may enter into from time to time. Investments through partnerships, joint ventures, or other entities may, under certain circumstances, involve risks not present were a third party not involved, including the possibility that joint venture partners might become bankrupt, fail to fund their share of required capital contributions, make poor business decisions or block or delay necessary decisions. Joint venture partners may have economic or other business interests or goals which are inconsistent with our business interests or goals, and may be in a position to take actions contrary to our policies or objectives. Such investments may also have the potential risk of impasses on decisions, such as a sale, because neither we nor our joint venture partners would have full control over the partnership or joint venture. Disputes between us and our joint venture partners may result in litigation or arbitration that would increase our expenses and prevent the members of our management team from focusing its time and effort on our business. Consequently, actions by, or disputes with, our joint venture partners might result in subjecting the facilities owned by the partnership or joint venture to additional risk. In addition, we may in certain circumstances be liable for the actions of our joint venture partners.

In the ordinary course of our business, we may be subject to litigation from time to time.

In the ordinary course of our business, we may be subject to litigation. We may also be exposed to litigation resulting from the activities of our tenants or their customers, or in connection with our property acquisition, disposition and development activities. The outcome of any such proceedings may materially adversely affect us and may continue without resolution for long periods of time. Any litigation may consume substantial amounts of our Property Managers' and our Advisor's senior management's time and attention, and that time and the devotion of these resources to litigation may, at times, be disproportionate to the amounts at stake in the litigation. The acquisition, ownership, development and disposition of real property will expose us to certain litigation risks which could result in losses, some of which may be material. Litigation may be commenced with

respect to a property we have acquired in relation to activities that took place prior to our acquisition of such property. The commencement of any such litigation, or an adverse result in any litigation that may be pending, could have a material adverse effect on our business, results of operations and financial condition.

Risks Related to Our Relationship with Our Advisor, Our Leasing Administrators and Our Property Managers

We are dependent on our Management Subsidiary, our Advisor and our Leasing Administrator, and their key personnel, for our success, and we may not find suitable replacements if our agreements with them are terminated, or if key personnel leave their employment or otherwise become unavailable to us.

Our Management Subsidiary is responsible for the day-to-day management and administration of our business. Our Advisor assists us in the formulation and implementation of our investment and financial strategies and our Leasing Administrator performs certain leasing, billing and collection services on our behalf. Accordingly, we believe that our success depends to a significant extent upon the efforts, experience, diligence, skill and network of business contacts of the officers and key personnel of our Advisor, our Leasing Administrator and our Management Subsidiary. The departure of any of the officers or key personnel of our Management Subsidiary, our Advisor or our Leasing Administrator could have a material adverse effect on our performance. In addition, we offer no assurance that our Advisor or our Leasing Administrator will remain as our advisor and our leasing administrator, or that we will continue to have access to their officers and professionals. If the advisory agreement or the services agreements are terminated and no suitable replacements are found, we may not be able to execute our business plan. Moreover, certain of the non-independent members of our technical committee are also officers of our Management Subsidiary, our Advisor, our Leasing Administrator or one of their affiliates, and most of them have responsibilities and commitments in addition to their responsibilities to us.

There are conflicts of interest in our relationship with our Advisor and our Leasing Administrator and their affiliates, including E-Group, and there is no assurance that our policies and procedures will be adequate to address all of the conflicts that may arise, which could result in adverse consequences to us and the holders of the Notes.

We are subject to conflicts of interest arising out of our relationship with our Advisor and our Leasing Administrator and their respective affiliates, including E-Group. Specifically, certain of the non-independent members of our technical committee are also officers of, and have ownership interests in, our Advisor and our Leasing Administrator. In addition, our advisory agreement, property management agreement with our Management Subsidiary and services agreement with our Leasing Administrator were negotiated between related parties and their terms, including fees and other amounts payable, may not be as favorable to us as if they had been negotiated on an arm's-length basis with unaffiliated third parties. In addition, certain of our Advisor's and Management Subsidiary's officers have a controlling interest in and are Relevant Principals of E-Group. We pursue a similar strategy to E-Group and may compete with E-Group for investment opportunities. As a result, there may be conflicts in allocating assets that are suitable for us and E-Group.

In addition, the contributors of the properties that comprise our Initial Portfolio and any properties that the Relevant Principals may contribute to us in the future, are subject to certain tax consequences upon our sale of such properties. The taxes on the contribution of such properties are deferred initially, but must ultimately be paid by the respective contributors of such properties in the event one of the following occurs: (i) we dispose of such properties or (ii) the respective contributors dispose of the CBFIs received as consideration for the contribution of such properties. Accordingly, the Relevant Principals may have different objectives regarding the appropriate pricing, timing and other material terms of any sale of such properties and could exercise their influence over our affairs by attempting to delay, defer or prevent a transaction that might otherwise be in our best interests.

We and our Advisor have established certain policies and procedures to address potential conflicts of interest. In accordance with our trust agreement, the affirmative vote of a majority of the members of our technical committee and a majority of the independent members of our technical committee is required prior to us entering into any material contract, transaction or relationship with a related party, including our Advisor, our Leasing Administrator, our Settlor, the Relevant Principals of E-Group, the El-Mann Family, the Attié Family, the members of our technical committee or any other person or party who may have a conflict of interest. In addition, to address

the potential conflicts of interest that may arise when an investment opportunity is suitable for both us and E-Group, pursuant to our trust agreement and the contribution agreements relating to our Initial Portfolio, the Relevant Principals of E-Group have agreed to provide us with a right of first refusal to purchase any future real estate investment opportunity sourced by any of them, to the extent such opportunity involves industrial, office or retail properties, so long as the control trust holds at least 15% of our outstanding CBFIs. See “Certain Relationships and Related Transactions.” In addition, pursuant to our trust agreement and the contribution agreements relating to our Initial Portfolio, the Relevant Principals of E-Group have a right of first refusal with respect to all of our properties and, pursuant to our trust agreement and the contribution agreements relating to our Initial Portfolio, the contributors have reversion rights solely with respect to the properties in our Initial Portfolio contributed by them. Pursuant to these rights, in the event we decide to sell a property from our Initial Portfolio or upon a termination of our trust agreement, these persons, collectively through a common representative, will have a right of first refusal to acquire or re-acquire such properties from us, provided that any such transaction will be subject to the prior approval of our technical committee, including the approval of at least a majority of the independent members of our technical committee. For a more detailed description of the rights of first refusal and the reversion rights, see “Certain Relationships and Related Transactions.” There is no assurance that our policies and procedures will be adequate to address all of the conflicts that may arise, which could result in adverse consequences to us and the holders of the Notes.

The advisory agreement with our Advisor, the services agreement with our Leasing Administrator and the property management agreement with our F1 Management Subsidiary may be difficult and costly to terminate.

Termination of the advisory agreement with our Advisor, the services agreements with our Leasing Administrator and the property management agreement with our F1 Management Subsidiary may be difficult and costly. Our Advisor may be removed (i) for “cause,” or (ii) by resolution of the holders of at least 66% of our outstanding CBFIs. As defined in our trust agreement, “cause” (“*Conducta de Destitución*”) means, with respect to any person, (A) a final, non-appealable judgment that declares such person liable for willful misconduct, bad faith or inexcusable negligence in respect of its duties (each, as construed under Mexican law), (B) any criminal conduct (under Mexican law) or intentional non-compliance with law by such person, as it relates to our trust agreement or its business, (C) significant non-compliance by such person with our trust agreement, or any agreement derived from our trust agreement, (D) the bankruptcy of such person, or (E) a resolution of the holders of at least 66% of our CBFIs exercising the removal right (*facultad de remoción*) pursuant to our trust agreement to remove or substitute our Leasing Administrator or Advisor. If our Advisor is removed other than for “cause,” by resolution of the holders of at least 66% of our outstanding CBFIs on or prior to January 19, 2016 (the fifth anniversary of entry into the agreement), our Advisor will be entitled to receive a termination fee equal to five times the annual fee payable under the advisory agreement, less the amount of any annual fees previously paid to our Advisor for services rendered. In addition, the advisory agreement will also terminate upon the termination of the services agreement with our Leasing Administrator or the property management agreement with our F1 Management Subsidiary. If the advisory agreement is terminated due to a termination of the property management agreement with our F1 Management Subsidiary or a termination by us of the services agreement with our Leasing Administrator other than for “cause” during the initial five-year term, the termination fee described above shall be payable to our Advisor. The advisory agreement may be terminated by us or by our Advisor upon 90 days’ prior written notice without the payment of a termination fee following the initial five-year term.

Our Leasing Administrator may be removed (i) for “cause,” or (ii) by resolution of holders of at least 66% of our outstanding CBFIs. The services agreement with our Leasing Administrator may also be terminated by us or by our Leasing Administrator upon 90 days’ prior written notice following the initial five-year term, and will also terminate upon a termination of the advisory agreement or the property management agreement with our F1 Management Subsidiary. If our Leasing Administrator is removed other than for “cause,” by resolution of holders of at least 66% of our outstanding CBFIs on or prior to January 19, 2016 (the fifth anniversary of entry into the agreement), our Leasing Administrator will be entitled to receive a termination fee, payable within 15 days of such termination, equal to 60 times the monthly fee payable under the services agreement (calculated as the average of all monthly fees paid to our Leasing Administrator), less the amount of any monthly fees previously paid to our Leasing Administrator for services rendered. The termination of the property management agreement with our F1 Management Subsidiary will result in the termination of the services agreement and the advisory agreement and the payment of a termination fee during the initial five-year term under such agreements as described above.

Our Advisor, our Management Subsidiary and our Leasing Administrator are only contractually committed to serve us until January 19, 2016. Thereafter, these agreements are automatically renewable on an annual basis; provided, however, that our Advisor, our Management Subsidiary and our Leasing Administrator may terminate their respective agreements with us upon 90 days' prior notice. If these agreements are terminated, the quality and depth of advisory and leasing services available to us from these parties may not be able to be duplicated, and we may not be able to execute our business plan.

Also, in the event our Advisor, our Property Managers and our Leasing Administrators are unable or unwilling to continue to provide services to us, our cost of obtaining substitute services may be greater than the fees we will pay to them, and as a result our earnings and cash flow may decline.

The advisory agreement with our Advisor, the property management agreement with our Management Subsidiary and the services agreement with our Leasing Administrator were not negotiated on an arm's length basis and their terms may not be as favorable to us as if they had been negotiated with unaffiliated third parties.

Certain of the non-independent members of our technical committee are also officers of, and/or have ownership interests in, our Management Subsidiary, our Advisor and our Leasing Administrator. The advisory agreement with our Advisor, the property management agreement with our Management Subsidiary and the services agreement with our Leasing Administrator were negotiated between related parties and their terms, including fees payable, may not be as favorable to us as if they had been negotiated with unaffiliated third parties.

Risks Related to Our Organization and Structure

Leverage restrictions and liquidity requirements applicable to FIBRAs may affect our growth.

On June 17, 2014, the General Provisions Applicable to Securities Issuers and other Participants in the Securities Markets were amended to incorporate leverage restrictions and liquidity requirements applicable to FIBRAs. The amended restrictions and requirements consist of the following: (i) when the assets of a trust estate are pledged as collateral in connection with the assumption or incurrence of loans or the entering into of other financings, the value of the security interest must be disclosed and cannot exceed 50% of the book value of the assets of the trust estate, and (ii) when incurring or assuming any loans or entering into other financings, a FIBRA shall establish a minimum debt service coverage ratio, which cannot be below 1.0. While a FIBRA is not in compliance with either requirement, the FIBRA cannot assume additional debt secured by the assets of the trust estate, except to extend the maturity of existing secured debt through refinancing. Such refinancing may not have the effect of increasing the total indebtedness of the trust estate.

In order to comply with the restrictions and requirements described above, we may be required to maintain a high level of liquid assets, which could result in lower yields on our investments, which may adversely affect our financial condition, results of operations and cash flow.

Additionally, if we fail to meet the leverage requirements of the amendments, we would be unable to incur additional indebtedness, which could have an adverse effect on our ability to make additional investments until we are once again in compliance with these requirements.

The existing tax regime applicable to FIBRAs has been evolving and is subject to change. There can be no assurance that the laws and regulations relating to FIBRAs, and any interpretations thereof, will not further change in a manner that adversely affects us.

The existing tax regime applicable to FIBRAs has been evolving. Articles 187 and 188 of the Mexican Income Tax Law came into effect beginning January 1, 2014. There can be no assurance that the laws and regulations relating to FIBRAs, including criteria issued by the Mexican tax authorities providing more specific or different guidance regarding the requirements to qualify as a FIBRA, will not change in a manner that adversely affects our operations. To the extent that the Mexican tax authorities provide more specific guidance regarding, or change, the requirements to qualify as a FIBRA, we may be required to adjust our strategy accordingly. Any additional guidance or changes could inhibit our ability to pursue our business strategy. If we are unable to maintain our qualification as a FIBRA, we could, among other things, be required to change the manner in which we conduct

our operations, which could adversely affect our financial condition, results of operations, cash flow and our ability to make payments when due under the Notes.

To the extent that the tax regime applicable to FIBRAs changes, such changes may make it impossible for us to both qualify as a FIBRA and a real estate operating company. See “ERISA Considerations.”

We may pursue less vigorous enforcement of the agreements pursuant to which we acquired our Initial Portfolio and the advisory agreement, the property management agreement with our Management Subsidiary, the services agreement with our Leasing Administrator and other agreements because of conflicts of interest with certain of our members of our technical committee.

Messrs. Moisés El-Mann Arazi, André El-Mann Arazi, Isidoro Attié Laniado, Elías Sacal Micha, Max El-Mann Arazi and Abude Attié Dayán, each of whom is a member of our technical committee, had interests in the properties that we acquired in the formation transactions and entered into contribution agreements and purchase and sale agreements with us in connection with such acquisitions pursuant to which they received CBFIs and cash. In addition, certain of these individuals are officers of, and/or have an ownership interest in our Management Subsidiary, our Advisor and our Leasing Administrator. In connection with our initial offering and our formation transaction, we entered into the advisory agreement with our Advisor, the property management agreement with our F1 Management Subsidiary and the services agreement with our Leasing Administrator, pursuant to which we will pay our Advisor, our F1 Management Subsidiary and our Leasing Administrator fees. The terms of the agreements pursuant to which we acquired our Initial Portfolio and the terms of the advisory agreement, the services agreement with our Leasing Administrator and the property management agreement with our Management Subsidiary were not negotiated on an arm’s-length basis, and we may choose not to enforce, or to enforce less vigorously, our rights under these agreements because of our desire to maintain our ongoing relationship with our Advisor, its senior management team, our Management Subsidiary, our Leasing Administrator and certain members of our technical committee, given their significant knowledge of our business, relationships with our customers and significant holdings of our CBFIs.

Tax consequences to the contributors of the properties that comprise our portfolio and any properties that may be contributed to us in the future upon a sale of such properties, may cause their interests to differ from ours.

The contributors of the properties that we acquired in exchange for CBFIs and any properties that may be contributed to us in the future are subject to certain tax consequences upon our sale of such properties. The taxes on the contribution of such properties are deferred initially, but must ultimately be paid by the respective contributors of such properties in the event one of the following events occurs: (i) we dispose of such properties or (ii) the respective contributors dispose of the CBFIs received as consideration for the contribution of such properties. Accordingly, they may have different objectives regarding the appropriate pricing, timing and other material terms of any sale of such properties and could exercise their influence over our affairs by attempting to delay, defer or prevent a transaction that might otherwise be in our best interest.

Members of our Advisor’s senior management team, each of whom are executive officers of our Management Subsidiary, have outside business interests and investments, which could potentially take their time and attention away from us.

Members of our Advisor’s senior management team have outside business interests, including ownership and, in some cases, management responsibilities related to certain properties and entities that have not been contributed to or acquired by us. The presence of outside business interests may present a conflict in that they could interfere with the ability of the members of our Advisor’s senior management team to devote time and attention to our business and affairs and, as a result, our business could be harmed.

Messrs. Moisés El-Mann Arazi, André El-Mann Arazi, Isidoro Attié Laniado, Abude Attié Dayán and Max El-Mann Arazi have significant influence over our affairs and could exercise such influence in a manner that is not our best interests.

Upon completion of our initial offering and our formation transactions, the contributors of our initial portfolio placed all of the CBFIs held by them in a control trust. As of September 30, 2015, these contributors

owned approximately 19.92% of our outstanding CBFIs. The control trust is controlled by its technical committee, which is comprised of Messrs. Moisés El-Mann Arazí, André El-Mann Arazí, Isidoro Attié Laniado, Abude Attié Dayán and Max El-Mann Arazí. These individuals, through the control trust and so long as they hold 15% or more of our outstanding CBFIs through the control trust, are able to appoint a majority of the members of our technical committee.

Our technical committee may change certain of our trust policies.

Within the parameters established in our trust agreement, our investment, financing, borrowing and distribution policies and our policies with respect to other activities, including growth, debt, capitalization and operations, are determined by our technical committee. In certain circumstances, these policies may be amended or revised at any time and from time to time at the discretion of our technical committee without a vote of holders of our CBFIs. See “Policies with Respect to Certain Activities.” A change in these policies could have an adverse effect on our business, financial condition, results of operations and cash flow and our ability to make payments when due under the Notes.

Risks Related to Mexico

Economic, political and social conditions may adversely affect our business.

We are formed in Mexico and all of our assets and operations are located in Mexico. As a result, we are subject to political, economic, legal and regulatory risks specific to Mexico, including the general condition of the Mexican economy, the devaluation of the Peso as compared to the U.S. Dollar, Mexican inflation, interest rates, regulation, confiscatory taxation and regulation, expropriation, social instability and political, social and economic developments in Mexico. Many countries in Latin America, including Mexico, have suffered significant economic, political and social crises in the past, and these events may occur again in the future. Instability in the region has been caused by many different factors, including:

- significant governmental influence over local economies;
- substantial fluctuations in economic growth;
- high levels of inflation;
- changes in currency values;
- exchange controls or restrictions on expatriation of earnings;
- high domestic interest rates;
- wage and price controls;
- changes in governmental economic or tax policies;
- imposition of trade barriers;
- unexpected changes in regulation; and
- overall political, social and economic instability.

There can be no assurance that future developments in the Mexican economic, political or social environment, over which we have no control, will not have a material adverse effect on our business, results of operations, financial condition or prospects or adversely affect our ability to make payments when due on the Notes.

The Mexican government has exercised, and continues to exercise, significant influence over the Mexican economy. Changes in Mexican governmental policies could adversely affect our business, results of operations and financial condition.

The Mexican federal government has exercised, and continues to exercise, significant influence over the Mexican economy. Accordingly, Mexican federal governmental actions and policies concerning the economy, state-owned enterprises and state controlled, funded or influenced financial institutions could have a significant impact on private sector entities in general and on us in particular, and on market conditions, prices and returns on Mexican securities. See “Business and Properties—Regulation.” The Mexican government has in the past intervened in the local economy and occasionally makes significant changes in policies and regulations, which it could continue to do in the future. Such actions to control inflation and other regulations and policies have involved, among other measures, increases in interest rates, changes in tax policies, price controls, currency devaluations, capital controls, limits on imports and other actions. Our business, financial condition, results of operations and our ability to comply with our obligations under the Notes may be adversely affected by changes in governmental policies or regulations involving or affecting our trust estate, our management, our operations and our tax regime. We cannot assure you that changes in Mexican federal governmental policies will not adversely affect our business, financial condition and results of operations. The tax legislation, in particular, in Mexico is subject to constant change and there can be no assurance as to whether the Mexican government may make changes to it or any of its existing political, social, economic or other policies, which changes may have a material adverse effect on our business, results of operations, financial condition or prospects or adversely affect our ability to comply with the obligations under the Notes.

Adverse economic conditions in Mexico may adversely affect our results of operations and financial condition.

The results of our operations are dependent on the economic conditions in Mexico, characterized by unstable exchange rates, high inflation, high interest rates, economic contraction, reduction of flow of international capital, reduction of liquidity in the banking sector, high unemployment rates and reduced investor confidence, among others. As a result, our business, financial condition and results of operations may be affected by the general condition of the local economy, price instability, inflation, interest rates, regulations, taxation, social instability and other political, social and economic developments in the country, over which we have no control.

In the past, Mexico has experienced prolonged periods of weak economic conditions. We cannot assure you that such conditions will not return or that such conditions will not have a material and adverse effect on our business, results of operations or financial condition.

Decreases in the growth rate of the local economy where our properties are located, periods of negative growth and/or increases in inflation or interest rates may result in lower demand for our properties. Because a large percentage of our costs and expenses are fixed, we may not be able to reduce costs and expenses upon the occurrence of any of these events, and our profit margins may suffer as a result.

Fluctuations in the value of the Peso against the U.S. Dollar may have an adverse effect on our results of operations and financial condition.

Because substantially all of our revenues are and will continue to be denominated in Pesos, and a significant portion of our indebtedness, including the Notes offered hereby, is denominated in U.S. Dollars, if the value of the Peso decreases against the U.S. Dollar, our cost of financing will increase. Further, the devaluation or depreciation of the Peso could increase in Peso terms the amount of our foreign currency-denominated liabilities, negatively affecting our results of operations. Recently, the value of the Peso relative to the U.S. Dollar has decreased significantly, with the U.S. Dollar reaching its all-time high rate against the Peso during the month of September 2015. Generally, we do not enter into hedging agreements to mitigate our risk for currency fluctuations resulting from our U.S. Dollar denominated indebtedness. The Peso is currently subject to significant fluctuations against the U.S. Dollar and may be subject to such fluctuations in the future.

Fluctuations in currency rates may adversely affect our ability to acquire assets denominated in other currencies and may also adversely affect the performance of the investments in such assets. Since assets may be purchased with and income may be payable in Pesos, the value of these assets measured in U.S. Dollars may be affected favorably or unfavorably by changes in currency rates, costs of conversion and exchange control

regulations. Therefore the U.S. Dollar-denominated value of our investments will be adversely affected by reductions in the value of the Peso relative to the U.S. Dollar.

Severe devaluation or depreciation of the Peso may also result in disruption of the international foreign exchange markets. This may limit our ability to transfer or to convert Pesos into U.S. Dollars and other currencies or to make timely payments of interest and principal on the Notes offered hereby, our USD Notes, our other U.S. Dollar denominated debt and any additional U.S. Dollar denominated debt that we may incur in the future. This may also have an adverse effect on our financial position, results of operations and cash flows in future periods by, for example, increasing in Peso terms the amount of our foreign currency denominated liabilities and the rate of default among our borrowers. While the Mexican government does not currently restrict, and for many years has not restricted, the right or ability of Mexican or foreign persons or entities to convert Pesos into U.S. Dollars or to transfer other currencies outside of Mexico, the Mexican government could institute restrictive exchange control policies in the future. The effect of any exchange control measures adopted by the Mexican government on the Mexican economy cannot be predicted.

We may incur losses due to U.S. Dollar-denominated leases.

As of September 30, 2015, approximately 91.5% of our lease agreements, representing approximately 68.1% of our ABR, were denominated in Pesos, and approximately 8.5% of our lease agreements, representing approximately 31.9% of our ABR, were denominated in U.S. Dollars. We may not be able to receive payments of amounts owed to us by our obligors in U.S. Dollars because, under the Mexican Monetary Law (*Ley Monetaria de los Estados Unidos Mexicanos*), obligations to make payments to any Mexican or foreign companies or individuals in Mexico in a foreign currency, whether by agreement or upon enforcement of a judgment, may be discharged in Pesos at the exchange rate for Pesos prevailing at the time and place of payment or judgment as determined by the Banco de México and published in the Official Gazette on the date of the payment. Accordingly, pursuant to the Mexican Monetary Law, we may incur losses as a result of being forced to accept payments for U.S. Dollar denominated obligations in Pesos.

Inflation in Mexico, along with government measures to curb inflation, may have an adverse effect on our investments.

Mexico historically has experienced high levels of inflation, although the rates have been lower in recent years. Mexico's current level of inflation remains higher than the annual inflation rates of its main trading partners. High inflation rates can adversely affect our business, financial condition and results of operations. If Mexico again experiences high inflation in the future, we may not be able to adjust the prices we charge our tenants to offset its negative effects.

Increases in the rental rates for our assets are commonly tied to inflation. For Peso-denominated leases, the increase is usually based on the increases reflected in the official Mexican Consumer Price Index, which is based on the increase of certain predetermined items included in the index, which are limited and mainly refer to articles required to cover the basic necessities of a household, many of them subsidized or controlled by the government. As a result of the foregoing, this index may not accurately reflect actual inflation. Additionally, increases in the rental rates for our assets are annualized and therefore rent adjustments for inflation may not take effect until the following year. Accordingly, adjustments in the rent based on Mexican inflation may be deferred and may not match actual inflation. Increases to rental payments under our U.S. Dollar-denominated leases are usually tied to U.S. inflation, which has traditionally been lower than the Mexican inflation and could therefore be insufficient to cover the actual increase in costs.

Political conditions in Mexico may have an adverse effect on our business, results of operations or financial condition.

Political events in Mexico may significantly affect Mexican economic policy and, consequently, our operations. Political disagreements between the executive and the legislative branches could result in deadlock and prevent the timely implementation of political and economic reforms, which in turn could have a material adverse effect on Mexican economic policy and on our business. It is also possible that political uncertainty may adversely affect Mexico's economic situation.

The Mexican government can implement significant changes in the law, public policies and/or regulations that can affect the political and economic situation of Mexico, negatively affecting our business. Moreover, after the election of President Peña Nieto in 2012, the Mexican Congress is politically divided with no single political party having a congressional majority to pass new laws or substantial amendments. In the past, the lack of alignment between Congress and the President has resulted in the failure to pass timely political and economic reforms, which significantly and adversely affected Mexican economic politics and the price and yield of Mexican securities. Under the current administration, there have been and there continue to be a number of cooperation agreements between the main political forces in order to move forward with the most important reforms for Mexico, and some of them have been approved, such as labor, education, financial legislation, tax and telecom reforms. There is no certainty that these agreements will continue, or that other pending reforms will be approved.

Political events in Mexico could materially affect market conditions, including the Peso's parity to other currencies, the general conditions in the Mexican real estate industry and the Mexican economy, inflation, interest rates, statutes, taxes and confiscatory regulations, expropriation, social and political instability and economic development, all of which may have a direct impact on our business. We cannot assure you that Mexican political events, over which we have no control, will not have an adverse effect on our business, results of operations or financial condition.

Mexico has experienced a period of increasing criminal activity, and such activities could affect our results of operations and financial condition.

In the last several years, Mexico has experienced a period of high criminal activity, primarily due to organized crime. These activities, their possible escalation and the violence associated with them may have a negative impact on the business environment in certain locations in which we operate, and therefore on our results of operations and financial condition.

Developments in other countries may adversely affect the Mexican economy, the market value of our securities and our results of operations.

The Mexican economy and the market value of Mexican companies may be, to varying degrees, affected by economic and market conditions in other emerging market countries and in the United States. Although economic conditions in other emerging market countries and in the United States may differ significantly from economic conditions in Mexico, investors' reactions to developments in other countries may have an adverse effect on the market value of securities of Mexican issuers or of Mexican assets. In recent years, for example, prices of both Mexican debt securities and Mexican equity securities dropped substantially as a result of developments in Russia, Asia, and Brazil. Most recently, the global financial crisis has resulted in significant fluctuations in the financial markets and economy in Mexico.

In addition, economic conditions in Mexico are highly correlated with economic conditions in the United States as a result of the North American Free Trade Agreement, or NAFTA, and increased economic activity between the two countries. Adverse economic conditions in the United States, the termination or renegotiation of NAFTA in North America or other related events could have an adverse effect on the Mexican economy, which in turn could affect our business, results of operations and financial condition. We cannot assure you that events in other emerging market countries, in the United States or elsewhere, will not adversely affect our business, results of operations and financial condition.

High interest rates in Mexico could increase our financing costs.

Historically, Mexico has experienced high real and nominal interest rates. The year-average interest rates on 28-day Mexican government Peso-denominated treasury bills (*Certificados de la Tesorería de la Federación*), or CETES, were 4.4%, 4.2%, 4.2%, 3.8%, 3.0% and 3.0%, for 2010, 2011, 2012, 2013, 2014 and the first nine months of 2015, respectively. In the medium-term, it is possible that Banco de México will increase its benchmark interest rate. Accordingly, if we incur Peso-denominated debt in the future, it could be at higher interest rates.

We are subject to different disclosure and accounting standards than companies in other countries.

A principal objective of the securities laws of the United States, Mexico, and other countries is to promote full and fair disclosure of all material corporate information, including accounting information. However, there may be less or different publicly available information about foreign issuers of securities than is regularly published by or about U.S. issuers of listed securities. We are subject to reporting obligations in respect of the CBFIs listed on the Mexican Stock Exchange. The disclosure standards imposed by the Mexican Stock Exchange may be different than those imposed by securities exchanges in other countries or regions such as the United States. As a result, the level of information that is available may not correspond to what non-Mexican investors are accustomed to. In addition, accounting standards and disclosure requirements in Mexico differ from those of the United States. In particular, in the first quarter of 2012 we began to report our financial statements under IFRS, as required by Mexican regulations. IFRS differs from U.S. GAAP in a number of respects. Items on the financial statements of a company prepared in accordance with IFRS may not reflect its financial position or results of operations in the way they would be reflected had such financial statements been prepared in accordance with U.S. GAAP.

It may be difficult to enforce civil liabilities against us, members of our technical committee, our Advisor or its officers.

We are a trust formed under the laws of Mexico. All of the members of our technical committee and the officers of our Advisor, our Leasing Administrators and our Property Managers reside, and substantially all of the assets of such persons are located, in Mexico. Furthermore, all of our assets are located in Mexico. As a result, it may be difficult for you to effect service of process within the United States or in any other jurisdiction outside of Mexico upon these persons, or to enforce against them or us, in any jurisdiction outside of Mexico, judgments predicated upon the laws of any such jurisdiction, including any judgment predicated upon the federal and state securities laws of the United States. We have been advised by our Mexican counsel that there is doubt as to the enforceability, in original actions in Mexican courts or in original actions or actions for enforcement of judgments obtained in courts of jurisdictions outside of Mexico, of civil liabilities under the laws of any jurisdiction outside of Mexico, including any judgment predicated solely upon the federal and state securities laws of the United States. See “Service of Process and Enforcement of Civil Liabilities.”

Risks Related to the Notes and this Offering

Payments on the Notes will be effectively junior to any of our secured indebtedness and structurally junior to debt obligations of our subsidiaries.

The Notes will constitute our senior unsecured obligations and will rank equal in right of payment with all of our other existing and future senior unsecured indebtedness, other than obligations preferred by statute (such as tax and labor claims). Although the holders of the Notes will have a direct, but unsecured claim on our assets and property, payment on the Notes will be subordinated in right of payment to any of our existing or future secured debt, to the extent of the assets securing such debt. Although the Indenture governing the Notes will contain a financial ratio limiting the incurrence of secured debt, the secured debt that we may incur in compliance with that covenant could be substantial. Payment by us in respect of the Notes will also be structurally subordinated to the payment of secured and unsecured debt of our subsidiaries.

As of September 30, 2015, on an as adjusted basis after giving effect to the issuance of Notes, we would have had total consolidated indebtedness of Ps.52.9 billion (US\$3.1 billion), of which Ps.12.1 billion (US\$706.3 million) would have been secured by 49 properties.

If we become insolvent or are liquidated, or we become subject to bankruptcy proceedings (*concurso mercantil*), or if payment under any secured debt is accelerated, any secured lenders would be entitled to exercise the remedies available to a secured lender. Accordingly, any proceeds upon a realization of the applicable collateral would be applied first to amounts due under the secured debt obligations before any proceeds would be available to make payments on the Notes. After such application of the proceeds from collateral, it is possible that there would be no assets remaining from which claims of the holders of the Notes could be satisfied.

In addition, under Mexican law, our obligations under the Notes are subordinated to certain statutory preferences, including claims for salaries, wages, secured obligations (to the extent of the security provided), social security, employee housing fund contributions, retirement funds quotes, taxes and court fees and expenses. In the

event of our liquidation, such statutory preferences will have preference over any other claims, including claims by any holder of the Notes.

Further, if any assets remain after payment of these lenders, the remaining assets would be available to creditors preferred by statute, such as holders of tax and labor claims, and might be insufficient to satisfy the claims of the holders of the Notes and holders of other unsecured debt including trade creditors that rank equal to holders of the Notes.

Our obligations under the Notes would be converted into Mexican Pesos in the event of bankruptcy.

Under Mexico's Law on Mercantile Reorganization (*Ley de Concursos Mercantiles*), if we are declared bankrupt, or in *concurso mercantil*, our obligations under the Notes, (i) would be converted into Mexican Pesos and then from Mexican Pesos into inflation-adjusted units (*unidades de inversión*, known as UDIs), (ii) would be satisfied at the time claims of all our creditors are satisfied, (iii) would be subject to the outcome of, and priorities recognized in, the relevant proceedings, (iv) would cease to accrue interest from the date the *concurso mercantil* is declared, (v) would not be adjusted to take into account any depreciation of the Mexican Peso against the U.S. Dollar occurring after such declaration and (vi) would be subject to certain statutory preferences, including tax, social security and labor claims, and claims of secured creditors (up to the value of the collateral provided to such creditors).

The Notes are subject to transfer restrictions.

The Notes have not been registered under the Securities Act or any state securities laws, and we are not required to and currently do not plan on making any such registration in the immediate future. As a result, the Notes may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Prospective investors should be aware that investors may be required to bear the financial risks of this investment for an indefinite period of time. See "Transfer Restrictions" for a full explanation of such restrictions.

An active trading market for the Notes may not develop.

Currently there is no market for the Notes. Application has been made to have the Notes listed on the Official List of the Irish Stock Exchange and for trading on the Global Exchange Market. Even if the Notes become listed on this exchange, we may delist the Notes. A trading market for the Notes may not develop, or if a market for the Notes were to develop, the Notes may trade at a discount from their initial offering price, depending upon many factors, including prevailing interest rates, the market for similar securities, general economic conditions and our financial condition. The initial purchasers are not under any obligation to make a market with respect to the Notes, and we cannot assure you that trading markets will develop or be maintained. Accordingly, we cannot assure you as to the development or liquidity of any trading market for the Notes. If an active market for the Notes does not develop or is interrupted, the market price and liquidity of the Notes may be adversely affected.

Payments claimed in Mexico on the Notes, pursuant to a judgment or otherwise, would be required to be made in Mexican Pesos.

In the event that proceedings are brought against us in Mexico, either to enforce a judgment or as a result of an original action brought before Mexican Courts, or if payment is otherwise claimed from us in Mexico, we would not be required to discharge those obligations in a currency other than Mexican currency. Under the Monetary Law of the United Mexican States (*Ley Monetaria de los Estados Unidos Mexicanos*) an obligation, whether resulting from a judgment or by agreement, denominated in a currency other than Mexican currency, which is payable in Mexico, may be satisfied in Mexican currency at the rate of exchange in effect on the date on which payments are made. Such rate is currently determined by Banco de México and published every banking day in the Official Gazette. As a result, you may suffer a U.S. Dollar shortfall if you obtain a judgment or a distribution in Mexico. You should be aware that no separate action exists or is enforceable in Mexico for compensation for any shortfall.

We may not be able to make payments in U.S. Dollars.

In the past, the Mexican economy has experienced balance of payments deficits and shortages in foreign exchange reserves. While the Mexican government does not currently restrict the ability of Mexican or foreign persons or entities to convert Mexican Pesos to foreign currencies, including U.S. Dollars, it has done so in the past and could do so again in the future. We cannot assure you that the Mexican government will not implement a restrictive exchange control policy in the future. Any such restrictive exchange control policy could prevent or restrict our access to U.S. Dollars to meet our U.S. Dollar obligations and could also have a material adverse effect on our business, financial condition and results of operations. We cannot predict the impact of any such measures on the Mexican economy.

We may be unable to purchase the Notes upon a change of control triggering event, which would result in a default under the Indenture.

If we undergo a Change of Control Triggering Event (as defined herein), we may need to refinance large amounts of our debt, including the Notes. Under the Indenture, if a Change of Control Triggering Event occurs, we will be required to buy back the Notes at a price equal to 101% of the principal amount of the Notes, plus any accrued and unpaid interest. We may not have sufficient funds available to us to make any required repurchases of the Notes upon a Change of Control Triggering Event or restrictions in our other financing arrangements may not allow such repurchase. If we fail to repurchase the Notes in those circumstances, we will be in default under the Indenture, which may, in turn, trigger cross-default provisions in our other debt instruments.

Tax Risks

Our real estate acquisitions may be subject to acquisition tax in properties that are contributed to us.

We may be subject to tax when we acquire properties that are contributed to us. With respect to the Tax on the Acquisition of Real Estate, depending on the local legislation applicable in the municipality in which the acquired real estate is located, it is possible that local taxing authorities may determine that one or more of our acquisitions constitute a “disposition” and that we are therefore subject to the Tax on the Acquisition of Real Estate or its equivalent. Therefore, we have sought confirmation from various local authorities about whether properties contributed to us generate the payment of the Tax on Acquisition of Real Estate Properties in the cases in which, pursuant to the applicable contribution agreements, the contributors have reversion rights with respect to the contributed property.

In the case of certain municipalities, while we do not have confirmations of the non-taxability of contributions by such municipalities, our tax advisors have advised us to defer such taxes until such time as contributors definitively lose their reversion rights, which occurs to the extent we transfer properties contributed to us by such contributors or the contributors divest the CBFIs they received in consideration for the contribution of such properties to us. With respect to the properties in the Initial Portfolio where the contributors have reversion rights, we are obligated to determine and pay applicable taxes to the local tax authorities of the jurisdiction in which the property in question is located at any time such contributor loses or waives its reversion rights. In the event the CBFIs are transferred by the relevant contributors, the tax shall be calculated in proportion to the amount of CBFIs that are transferred.

We may be subject to adverse legislative or regulatory tax changes that could affect us or the Notes.

At any time, the U.S. federal, state or local, Mexican federal or local, or other non-U.S. tax laws or regulations or the judicial or administrative interpretations of those laws or regulations may be changed. We cannot predict when or if any new U.S. federal, state or local, Mexican federal or local, or other non-U.S. tax law, regulation or judicial interpretation, will be adopted, promulgated or may become effective, and any such law, regulation or interpretation may take effect retroactively. We and holders of the Notes could be adversely affected by any such change in, or any new, tax law, regulation or administrative or judicial interpretation. As a result of recent tax reforms in Mexico, a new requirement was established, pursuant to which we must not obtain more than

5% of our income from variable rents, except where such percentage is based on sales of tenants. Although we do not expect this tax reform to impact our lease business, we are required to comply with this new law.

SERVICE OF PROCESS AND ENFORCEMENT OF CIVIL LIABILITIES

We are a trust formed under the laws of Mexico. Our Trustee, all of the members of our technical committee and the officers of our Advisor, our Leasing Administrators and our Property Managers reside, and substantially all of the assets of such persons are located, in Mexico. Furthermore, all of our assets are located in Mexico. As a result, it may be difficult for you to effect service of process within the United States or in any other jurisdiction outside of Mexico upon these persons or to enforce against them or us in any jurisdiction outside of Mexico judgments predicated upon the laws of any such jurisdiction, including any judgment predicated upon the federal and state securities laws of the United States. We have been advised by our Mexican counsel that there is doubt as to the enforceability, in original actions in Mexican courts or in original actions or actions for enforcement of judgments obtained in courts of jurisdictions outside of Mexico, of civil liabilities under the laws of any jurisdiction outside of Mexico, including any judgment predicated solely upon the federal and state securities laws of the United States. See “Risk Factors—Risks Related to Mexico—It may be difficult to enforce civil liabilities against us, members of our technical committee, our Advisor or its officers.”

EXCHANGE RATES

On December 21, 1994, Banco de México, the Mexican central bank, implemented a floating foreign exchange rate regime under which the Peso is allowed to float freely against the U.S. Dollar and other foreign currencies. Banco de México has stated that it will intervene directly in the foreign exchange market only to reduce what it deems to be excessive short-term volatility. Since mid-2003, Banco de México has been conducting auctions of U.S. Dollars in an attempt to reduce the levels of its foreign reserves. Banco de México conducts open market operations on a regular basis to manage the size of Mexico's monetary base. Changes in Mexico's monetary base have an impact on the exchange rate. Banco de México may increase or decrease the reserve of funds that Mexican financial institutions are required to maintain. If the reserve requirement is increased, these financial institutions will be required to allocate more funds to their reserves, which will reduce the amount of funds available for operations. This causes the amount of available funds in the market to decrease and the cost, or interest rate, to obtain funds to increase. The opposite happens if reserve requirements are lowered. This mechanism, known as "*corto*" or "*largo*," as the case may be, or more formally "the daily settlement balance target," represents a device used by Banco de México to adjust the level of interest and net foreign exchange rates. We cannot assure you that Banco de México will maintain its current policies with respect to the Peso or that the Peso will not continue to depreciate significantly in the future.

Banco de México has provided for risk management and hedging mechanisms against fluctuations in the Peso/U.S. Dollar exchange rate. Banco de México allows Mexican banks and brokerage houses to participate in futures markets for the Peso. In April 1995, the Chicago Mercantile Exchange introduced Peso futures contracts and options on Peso futures contracts and started trading these options and futures. On December 18, 1998, trading started at the Mexican Derivatives Exchange, including Peso futures contracts.

In the event of shortages of foreign currency, we cannot assure you that foreign currency would continue to be available to private-sector companies or that foreign currency needed by us to service foreign currency obligations would continue to be available without substantial additional cost.

The following table sets forth, for the periods indicated, the period-end, high and low free market rates published by Banco de México in the Official Gazette, expressed in nominal Pesos per U.S. Dollar. See "Presentation of Financial and Certain Other Information." The rates shown below are in nominal Pesos and have not been restated in constant currency units.

	Banco de México Exchange Rate ⁽¹⁾		
	Period End	Low	High
Year Ended December 31,			
2010	12.38	12.16	13.18
2011	13.98	11.50	14.24
2012	12.99	12.63	14.39
2013	13.07	11.98	13.44
2014	14.73	12.85	14.79
Month Ended			
January 2015	14.84	14.56	14.95
February 2015	14.96	14.75	15.11
March 2015	15.24	14.93	15.58
April 2015	15.20	14.80	15.45
May 2015	15.37	15.02	15.49
June 2015	15.66	15.28	15.70
July 2015	16.45	15.67	16.45
August 2015	16.77	16.08	17.11
September 2015	17.08	16.54	17.11
October 2015	16.62	16.40	16.91
November 2015 (through November 19)	16.76	16.42	16.87

⁽¹⁾ Source: Banco de México

USE OF PROCEEDS

We estimate that the net proceeds to us from the issuance and sale of the Notes will be approximately US\$294.5 million after deducting initial purchasers' discounts and commissions and estimated offering expenses.

We intend to use the net proceeds from the issuance and sale of the Notes for general corporate purposes, which may include, from time to time as opportunities arise, the acquisition of additional properties and the repayment of indebtedness.

CAPITALIZATION

The following table presents our capitalization (in thousands of Pesos and U.S. Dollars) as of September 30, 2015:

- on an actual basis; and
- on an as adjusted basis to give effect to the issuance and sale of the Notes as if such transactions had occurred on September 30, 2015.

You should read this table in conjunction with “Use of Proceeds,” “Selected Financial Data,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and our Unaudited Financial Statements included elsewhere in this offering memorandum.

	As of September 30, 2015			
	Actual		As Adjusted	
	<i>Ps. (in thousands)</i>	<i>US\$ (in thousands)⁽²⁾</i>	<i>Ps. (in thousands)</i>	<i>US\$ (in thousands)⁽²⁾</i>
Cash and restricted cash ⁽¹⁾	586,271	34,331	5,709,401	334,331
Debt				
Short-term debt	7,208,183	422,096	7,208,183	422,096
Long-term debt	40,111,672	2,348,857	40,111,672	2,348,857
Notes offered hereby.....	—	—	5,123,130	300,000
Total debt ⁽³⁾	47,319,855	2,770,954	52,442,985	3,070,954
Trustors’ capital.....	106,820,059	6,255,164	106,820,059	6,255,164
Total capitalization.....	154,139,914	9,026,118	159,263,044	9,326,118

⁽¹⁾ Cash and restricted cash includes cash, restricted cash and financial investments.

⁽²⁾ Solely for the convenience of the reader, Peso amounts appearing in this table have been translated to US Dollar amounts at the exchange rate of Ps.17.0771 to US\$1.00, published by Banco de México in the Official Gazette on September 30, 2015.

⁽³⁾ Total debt is presented net of costs related to such debt.

SELECTED FINANCIAL DATA

The following tables present financial information and other data as of and for the periods indicated. These tables should be read in conjunction with our Financial Statements and notes thereto appearing elsewhere in this offering memorandum. See “Presentation of Financial and Certain Other Information.”

Our financial information for the years ended December 31, 2014, 2013 and 2012 has been derived from the Audited Financial Statements and the notes thereto included elsewhere in this offering memorandum. Our financial information for the nine-month periods ended September 30, 2015 and 2014, has been derived from the Unaudited Financial Statements and the notes thereto included elsewhere in this offering memorandum.

Our Financial Statements and other financial information included in this offering memorandum, unless otherwise specified, are stated in Pesos.

The Audited Financial Statements included in this offering memorandum have been audited by Galaz, Yamazaki, Ruiz Urquiza, S.C., a member of Deloitte Touche Tohmatsu Limited, our independent auditors.

The CNBV requires certain entities that disclose their financial information to the public through the Mexican Stock Exchange to prepare and disclose, beginning with the year ending December 31, 2012, their financial information in conformity with IFRS. Our consolidated financial statements for the year ended December 31, 2012 were our first set of annual financial statements prepared in accordance with IFRS.

The U.S. Dollar amounts provided below are conversions from the Peso amounts, solely for the convenience of the reader. Unless otherwise indicated, we have translated U.S. Dollar amounts in this offering memorandum at the exchange rate of Ps.17.0771 to US\$1.00, published by Banco de México in the Official Gazette (*Diario Oficial de la Federación*), or the Official Gazette, on September 30, 2015. See “Exchange Rates” for information regarding the rates of exchange between the Peso and the U.S. Dollar for the periods specified therein.

These conversions should not be construed as representations that the Peso amounts actually represent such U.S. Dollar amounts or could be converted into U.S. Dollars at the rate indicated or at any other rate.

For additional information regarding financial information presented in this offering memorandum, see “Presentation of Financial and Certain Other Information.”

Fibra Uno Consolidated Statements of Financial Position Data

(In thousands of Mexican Pesos)

	As of September 30, 2015	2014	As of December 31, 2013	2012
Assets				
Current assets:				
Cash and restricted cash.....	586,271	500,848	1,364,458	360,615
Financial investments	4,582,690	19,528,446	723,976	1,687,097
Lease receivables and others.....	959,003	763,723	732,448	158,771
Due from related parties	—	—	125,609	11,278
Recoverable taxes, mainly value-added tax	4,023,532	3,082,513	3,736,002	1,548,019
Prepaid expenses.....	372,902	171,658	17,685	19,053
Total current assets	10,524,398	24,047,188	6,700,178	3,784,833
Non-current assets:				
Investment properties.....	141,459,618	113,831,162	88,905,718	29,853,455
Advanced payment for the acquisitions of investment property	—	1,121,095	898,035	158,194
Investments in associates	3,266,326	2,854,011	2,341,590	—
Other assets.....	2,173,252	2,289,490	2,484,474	416
Total non-current assets.....	146,899,196	120,095,758	94,629,817	30,012,065
Total assets.....	157,423,594	144,142,946	101,329,995	33,796,898
Liabilities and trustors' capital				
Current liabilities:				
Borrowings	7,208,183	1,791,924	7,032,036	669,596
Trade accounts payable and accrued expenses.....	2,203,987	2,455,835	8,187,481	538,979
Deferred revenues.....	84,754	57,023	72,085	22,981
Due to related parties.....	99,097	—	60,767	49,918
Total current liabilities	9,596,021	4,304,782	15,352,369	1,281,474
Borrowings	40,111,672	34,128,710	27,270,390	8,255,347
Deposits from tenants	655,860	474,809	389,578	166,424
Deferred revenues — Long-term	239,982	159,174	103,445	68,941
Total liabilities	50,603,535	39,067,475	43,115,782	9,772,186
Trustors' capital:				
Trustors' capital.....	93,729,483	93,500,173	49,914,979	23,013,953
Retained earnings	13,090,576	11,575,298	8,299,234	1,010,759
Total trustors' capital	106,820,059	105,075,471	58,214,213	24,024,712
Total liabilities and trustors' capital.....	157,423,594	144,142,946	101,329,995	33,796,898

Fibra Uno Consolidated Statements of Comprehensive Income Data

(In thousands of Mexican Pesos)

	For the Nine Months Ended September 30,		For the Year Ended December 31,		
	2015	2014	2014	2013	2012
Revenue from:					
Leases	6,789,539	5,102,562	6,989,751	3,566,311	1,372,696
Maintenance	692,016	509,609	707,842	237,479	180,523
Dividend revenues from beneficiary rights	105,211	87,996	124,387	100,312	—
Administration fees	19,583	—	—	—	—
	<u>7,606,349</u>	<u>5,700,167</u>	<u>7,821,980</u>	<u>3,904,102</u>	<u>1,553,219</u>
Expenses from:					
Management fees	(455,833)	(351,535)	(490,832)	(328,187)	(178,730)
Operating expenses	(488,420)	(386,393)	(697,168)	(312,108)	(104,391)
Property tax	(181,293)	(120,087)	(155,104)	(57,308)	(1,468)
Insurance	(55,410)	(64,334)	(84,179)	(26,762)	(20,584)
Amortization of administrative platform	(146,238)	(146,238)	(194,984)	—	—
Maintenance expenses	(754,488)	(594,982)	(807,394)	(240,042)	(181,641)
Executive bonus	(269,640)	(420,716)	(530,280)	—	—
	<u>(2,351,322)</u>	<u>(2,084,285)</u>	<u>(2,959,941)</u>	<u>(964,407)</u>	<u>(486,814)</u>
Interest expense	(1,951,797)	(1,562,215)	(2,019,111)	(757,588)	(185,678)
Interest income	371,170	269,848	430,494	680,573	131,920
Foreign exchange loss, net	(3,489,456)	(397,819)	(2,222,097)	(16,426)	71,554
Amortization of bank fees	(49,798)	(153,703)	—	—	—
Other (expenses) income, net	—	—	—	(1,491,323)	41,062
Fair value adjustments to property investments	2,837,712	1,665,075	4,659,760	7,720,462	148,995
Consolidated net and comprehensive income and investments in trust rights - net	<u>2,972,858</u>	<u>3,437,068</u>	<u>5,711,085</u>	<u>9,075,393</u>	<u>1,274,258</u>
Basic net income per CBF1 (real estate trust certificates)⁽¹⁾	<u>0.9951</u>	<u>0.8919</u>	<u>2.3264</u>	<u>5.7895</u>	<u>1.7151</u>
Diluted net income per CBF1⁽¹⁾	<u>1.1165</u>	<u>1.0780</u>	<u>1.7517</u>	<u>4.4511</u>	<u>1.3329</u>

⁽¹⁾ In Mexican Pesos.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with "Selected Financial Data" and the Financial Statements and notes thereto appearing elsewhere in this offering memorandum.

Overview

We are a Mexican FIBRA that acquires, owns, develops, constructs, leases and operates a broad range of real estate properties in Mexico, including industrial, retail and office properties. As of September 30, 2015, we were the largest public real estate company in Mexico and in Latin America in terms of number of properties, annual revenues and market capitalization, and we believe that our portfolio represents one of the largest and highest quality portfolios of industrial, retail and office properties in Mexico and Latin America. Our objective is to generate attractive returns through investment in income-producing real estate properties that have the potential for capital appreciation.

We are formed as a Mexican trust and conduct our operations so as to qualify to be taxed as a FIBRA under Articles 187 and 188 of the Mexican Federal Income Tax Law (*Ley del Impuesto Sobre la Renta*), or the Mexican Income Tax Law. In order to qualify to be taxed as a FIBRA, we must distribute annually at least 95% of our net taxable income and at least 70% of our assets must be invested in real estate held for lease, among other requirements. For a detailed description of FIBRAs, see "About FIBRAs."

Properties

Since our initial offering in March 2011, we have grown our initial portfolio consisting of 17 properties, comprising 0.7 million square meters of GLA that we acquired in our formation transaction, or our Initial Portfolio, to a portfolio that included, as of September 30, 2015: (i) 477 stabilized properties, or our Stabilized Portfolio, 472 of which are fully stabilized and five of which contain portions of GLA that have been leased or are available to be leased and portions that are under development, and (ii) 12 properties in various stages of development or expansion, or our Development Portfolio, which includes the five properties in our Stabilized Portfolio, portions of which are under development, and seven other properties fully under development. Our Stabilized Portfolio includes 495 operating units (313 retail, 102 industrial and 80 office), comprising 6.8 million square meters of GLA (2.8 million square meters of retail, 3.4 million square meters of industrial and 0.7 million square meters of office). We expect that, upon completion, our Development Portfolio will add approximately 489,931 square meters of GLA to our Stabilized Portfolio.

Our portfolio is diversified by asset type, geography and tenant base, providing investors with exposure to a broad range of properties throughout Mexico. Our portfolio is located in 30 Mexican states (i.e., all states except Zacatecas) and in Mexico City (Federal District). The properties in our portfolio are primarily situated in convenient locations, on or near main freeways and primary avenues, in markets that have generally exhibited favorable demographic trends such as strong population and income growth. As of September 30, 2015, our Stabilized Portfolio had an occupancy rate of approximately 94.5% based on GLA, and included:

- 313 retail operating units with an aggregate of approximately 2.8 million square meters of GLA (40.6% of our Stabilized Portfolio), with an occupancy rate of approximately 92.9% based on GLA.
- 102 industrial operating units with an aggregate of approximately 3.4 million square meters of GLA (49.1% of our Stabilized Portfolio), with an occupancy rate of approximately 96.4% based on GLA.
- 80 office operating units with an aggregate of approximately 0.7 million square meters of GLA (10.3% of our Stabilized Portfolio), with an occupancy rate of approximately 91.8% based on GLA.

Our Development Portfolio is comprised of 12 properties that we expect, upon completion, will comprise an aggregate of approximately 957,536 square meters of GLA. Our Development Portfolio includes five properties, portions of which, amounting to approximately 467,605 square meters of GLA, have already been developed and leased or are available to be leased. As of September 30, 2015, the stabilized portions of these five properties constituted 6.8% of our Stabilized Portfolio and had an occupancy rate of approximately 79.9%. These five properties are also included in our Stabilized Portfolio. As of September 30, 2015, our Development Portfolio included:

- Three retail properties that we expect, upon completion, will comprise approximately 154,207 square meters of GLA, of which a portion of one retail operating unit, comprising 23,397 square meters of GLA, has already been developed with in-place lease agreements or are available to be leased;
- Five industrial properties that we expect, upon completion, will comprise approximately 622,829 square meters of GLA, of which portions of three industrial operating units (San Martin Obispo I, San Martin Obispo II and La Purísima), comprising 421,670 square meters of GLA (6.2% of our Stabilized Portfolio), have already been developed with in-place lease agreements or are available to be leased; and
- Four office properties that we expect, upon completion, will comprise approximately 180,500 square meters of GLA, of which portions of one office operating unit (La Viga), comprising 22,538 square meters of GLA (0.3% of our Stabilized Portfolio), have already been developed with in-place lease agreements or are available to be leased.

We believe we have a stable and diversified tenant base. As of September 30, 2015, we had approximately 6,500 independent lease agreements with approximately 2,700 tenants in a wide range of industries, including the industrial, retail, corporate and government sectors. As of September 30, 2015, our ten largest tenants by GLA occupied approximately 29.8% of the occupied GLA of our Stabilized Portfolio, and our ten largest tenants by ABR represented approximately 30.6% of the ABR attributable to our portfolio. A leading multi-national retailer accounted for 11.6% of the occupied GLA of our portfolio and 9.6% of the ABR attributable to our portfolio. However, no other tenant accounted for more than 2.9% of the occupied GLA of our portfolio or 7.9% of the ABR attributable to our portfolio. We believe that the diversity of our tenant base will help minimize our exposure to economic fluctuations in any one industry or economic sector or with respect to any single tenant. We believe the properties in our portfolio are also distinguished by the quality of our tenants, which include some of the leading companies in Mexico and in their respective industries, as well as international companies with a presence in Mexico.

As of September 30, 2015, the weighted average remaining term of our leases, by GLA, was approximately 4.5 years, excluding statutory leases (defined below). On a sector-by-sector basis, the weighted average remaining term of our leases, by GLA, for our retail, industrial and office properties was approximately 6.3, 3.3 and 3.6 years, respectively, in each case excluding statutory leases.

The lease agreements with certain of our tenants have expired and have not been formally renewed. Instead, under the local laws of the Mexican state in which an applicable property is located, generally these tenants are permitted to continue to occupy the property pursuant to the terms of the most recently expired lease agreement, including obligations to pay rent in the same amounts and with the same frequency. We refer to these arrangements as statutory leases. The notice period for termination of a statutory lease by us will depend on the laws of the applicable state in Mexico in which the property is located. As of September 30, 2015, approximately 5.3% of the occupied GLA of our portfolio, or 344,910 square meters of GLA, was subject to statutory leases, accounting for approximately 6.1% of our ABR, which provides us with the flexibility to negotiate new leases and to potentially increase rental rates where market conditions permit.

We also believe that we have well-staggered lease expirations. As of September 30, 2015, no more than 15.5% of our leases by GLA or 14.1% of our leases by ABR were scheduled to expire in any one year for the years

ending December 31, 2015 through 2019. As of September 30, 2015, leases representing 48.8% of GLA and 43.1% of ABR were scheduled to expire in 2019 or thereafter (not including statutory leases).

In addition, substantially all our leases contain automatic inflation adjustment provisions with respect to base rent. As of September 30, 2015, 68.1% of our ABR was payable in Mexican Pesos and 31.9% of our ABR was payable in U.S. Dollars. We believe that in addition to well-staggered lease expirations and contractual annual inflation adjustments, the structure of our leases, which primarily provide for fixed rent payments and are primarily payable in Pesos, further contributes to the stability of the cash flows provided by our portfolio.

Factors That May Influence Future Results of Operations

Rental Revenue. Our revenue is derived primarily from the rents we receive from leases with our tenants. The amount of rental revenue generated by the properties that comprise our portfolio depends principally on our ability to maintain the occupancy rates of currently leased space and to lease currently available space and space that becomes available upon lease terminations or through the expansion and development of properties. As of September 30, 2015, our portfolio had an occupancy rate of approximately 94.5% in terms of GLA. The amount of rental revenue we generate will also depend on our ability to collect rents from our tenants pursuant to their leases, as well as our ability to maintain or increase rental rates at our properties. Positive or negative trends in our tenants' businesses or in our geographic areas could also impact our rental revenue in future periods. In addition, growth in rental income will also partially depend on our ability to acquire additional properties that meet our investment criteria, as well as our ability to expand the GLA of our properties. As of the date of this offering memorandum, we are in the process of developing 12 properties, which comprise our Development Portfolio. We expect we will complete the development of these properties within the next 72 months, which we expect will increase our current GLA by 7.2% or by approximately 489,931 square meters.

Lease Expirations. Our ability to re-lease space subject to expiring leases will impact our results of operations and is affected by economic and competitive conditions in our markets as well as the desirability of our individual properties. The leases scheduled to expire during 2015 represent 5.2% of our total occupied GLA and 12.9% of our total ABR.

Market Conditions. We seek investment opportunities throughout Mexico. Positive or negative changes in conditions in these markets will impact our overall performance. Future economic downturns or regional downturns affecting our target markets or downturns in the commercial real estate industry that impair our ability to renew or re-lease space as well as the ability of our tenants to fulfill their lease commitments, as in the case of tenant defaults or bankruptcies, could adversely affect our ability to maintain or increase rental rates at our properties. We believe that our target markets are characterized by compelling demographics and positive trends in real estate market fundamentals.

Competitive Environment. We compete with other owners, developers and operators of industrial, retail and office real estate in Mexico, many of which own properties similar to ours in the same markets in which our properties are located. In the future, competition from others may diminish our opportunities to acquire a desired property on favorable terms, or at all. In addition, competition may affect the occupancy rates and rents we receive from our properties, and thus our financial results, and we may be pressured to reduce our rental rates to below those which we currently charge or to offer substantial rent abatements, tenant improvements, early termination rights or tenant-favorable renewal options in order to retain tenants when our tenants' leases expire.

Operating and Administrative Expenses. Our operating and administrative expenses generally consist of management fees, maintenance and repairs, real estate taxes, insurance, administrative expenses, electricity and other miscellaneous operating expenses. The majority of maintenance and repair expenses are normally paid by our tenants through periodic maintenance fees. We also incur expenses related to corporate governance, public reporting, and compliance with the various provisions of Mexican securities laws. Increases or decreases in such operating and administrative expenses will impact our overall performance.

Fair value adjustments to property investments. We initially record investment property acquisitions and leasehold improvements at cost, including transaction costs. Investment property acquired in exchange for CBFIs are initially recorded at fair value. Under IFRS, we elected to value our investment properties at fair value at least

annually or upon significant fluctuations in market conditions. Fair values are determined by independent appraisals. Gains and losses in fair value are recorded in the line item “Fair value adjustments to property investments” in our consolidated statement of comprehensive income in the period in which they arise. For the year ended December 31, 2014, we recognized a Ps.4.7 billion gain related to the fair value to property investments. For the nine month period ended September 30, 2015, we recognized a Ps.2.8 billion gain related to the fair value to property investments. Changes in the fair value of our investment properties can have a significant impact on our results of operations.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our Audited Financial Statements, which were prepared under IFRS. Preparation of the financial information in conformity with IFRS requires us to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, as well as the disclosure of our contingent assets and liabilities at the date of the preparation of such financial information. We have based these estimates, judgments and assumptions on the historical experience of operating the related properties as well as on various other factors that we believe to be reasonable under the circumstances. We will continue to use historical experience and other pertinent factors in making these estimates, judgments and assumptions as it relates to our future accounting. Actual results may differ from these estimates under different assumptions or conditions. We believe our critical accounting policies are as follows:

Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimates, that our management has made in the process of applying our accounting policies and that have the most significant effect on the amounts recognized in our Audited Financial Statements.

Lease classification

Leases are classified based on the extent to which risks and rewards incidental to ownership of a leased asset accrue to us or our tenant, as determined by the commercial terms and conditions of the transaction rather than the form of the agreement. We have determined, based on an evaluation of the terms and conditions of each arrangement, that we retain all the significant risks and rewards of ownership of these properties and thus account for leases as operating leases.

Business combinations and acquisitions of assets and liabilities

We apply judgment when determining whether an acquisition of an investment property or a portfolio of investment properties is a business combination or an asset acquisition. Particularly, we consider the following criteria:

- i) The number of properties acquired.
- ii) The extent to which significant processes are acquired and the extent to which ancillary services are provided by the acquiree (including maintenance, cleaning, security, bookkeeping and other property services).
- iii) Whether the acquiree has allocated its own staff to manage the property and/or to deploy any processes (including all relevant administration such as invoicing, cash collection, provision of management information to the entity’s owners and tenant information).

This determination can have a significant impact in the accounting for the initial and subsequent recognition of assets and liabilities acquired.

Income taxes

In order to continue to maintain our FIBRA status for Mexican federal income tax purposes, we are required to meet various requirements, including annually distributing at least 95% of our net taxable income. We apply judgment in determining whether we will continue to qualify for FIBRA tax status. No current or deferred income taxes have been accounted for in our consolidated financial statements.

Key source of estimation uncertainty

Valuation of investment properties is a key source of estimation uncertainty. A revision to our estimates can have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next fiscal year, including our investment properties.

Valuation of investment properties

In order to estimate the fair value of our investment properties, management, with the assistance of an independent appraiser, selects the appropriate valuation techniques given the particular circumstances of each property and valuation. Critical assumptions relating to the estimates of the fair value of investment properties include contractual rental payments, expected future market rental payments, renewal rates, maintenance requirements, discount rates that reflect current market uncertainties, capitalization rates and recent investment property prices. If there is any change in these assumptions or regional, national or international economic conditions, the fair value of our property investments may change materially.

Results of Operations

The results of operations set forth below are derived from the Audited Financial Statements and Unaudited Financial Statements.

The following table sets forth portfolios we acquired during the nine months ended September 30, 2015 and the years ended 2014, 2013 and 2012 which have impacted our income and expenses and may have impacted the comparability of our financial information in each of those periods:

Portfolio⁽¹⁾	Acquisition date (Execution of public deed)	Acquisition type
CuautiPark II	September 30, 2015	Investment properties
Oregon	June 12, 2015	Investment properties
Indiana	June 9, 2015	Investment properties
Buffalo	April 17, 2015	Investment properties
Kansas	April 30, 2015	Investment properties
Florida	February 27, 2015	Investment properties
Utah	March 4, 2015	Investment properties
Samara	December 16, 2014	Investment properties
P-4 (Insurgentes 1571)	September 24, 2014	Investment properties
P-4 (Insurgentes 476)	September 24, 2014	Investment properties
R-15 (Península Vallarta)	July 16, 2014	Investment properties
R-15 (Galerías Guadalajara)	July 16, 2014	Investment properties
La Viga	July 23, 2014	Investment properties
Hotel Centro Histórico	July 7, 2014	Investment properties
Corporativo San Mateo	June 25, 2014	Investment properties
California	April 29, 2014	Investment properties
Maine	February 14, 2014	Investment properties
Eight Offices	December 20, 2013	Investment properties
Apolo	December 18, 2013	Business acquisition ⁽²⁾
Colorado	January 31, 2014	Investment properties
Vermont	November 4, 2013	Investment properties
Posadas	October 1, 2013	Investment properties
Parque Empresarial Cancún	September 9, 2013	Investment properties
UAG	September 3, 2013	Investment properties
Pace	March 22, 2013	Investment properties
TM	July 1, 2013	Association Agreement ⁽³⁾
G-30	January 1, 2013	Investment properties
Morado	August 1, 2012	Investment properties
Rojo	April 27, 2012	Investment properties
Azul	March 22, 2012	Investment properties

- (1) Does not include properties under development or future development (such as Tanara Aguascalientes and Terreno Cancún).
(2) This acquisition has been determined by our management team, in their professional judgment, to be a business combination and not a purchase of assets.
(3) We acquired the right to receive 49% of the revenues, net lease operating expenses, administrative and financing expenses, generated by this portfolio.

Comparison of the Nine Months Ended September 30, 2015 to the Nine Months Ended September 30, 2014

The following table shows our revenues and expenses for the nine-month periods ended September 30, 2015 and 2014:

Consolidated Statements of Comprehensive Income Data	Nine Months Ended September 30,	
	2015	2014
	<i>(Ps. in thousands)</i>	
Lease revenues	6,789,539	5,102,562
Maintenance fees revenues	692,016	509,609
Dividend revenues from beneficiary rights	105,211	87,996
Administration revenues	19,583	—
Management fees	(455,833)	(351,535)
Operating expenses	(488,420)	(386,393)
Maintenance expenses	(754,488)	(594,982)
Property tax	(181,293)	(120,087)
Insurance	(55,410)	(64,334)
Interest expense	(1,951,797)	(1,562,215)
Interest income	371,170	269,848
Administrative platform amortization	(146,238)	(146,238)
Executive compensation plan	(269,640)	(420,716)
Bank fees	(49,798)	(153,703)
Foreign exchange loss, net	(3,489,456)	(397,819)
Fair value adjustments to property investments and investments in trust rights	2,837,712	1,665,075
Consolidated net and comprehensive income	2,972,858	3,437,068
Basic net income per CBFI	0.9951	0.8919
Diluted net income per CBFI	1.1165	1.0780

Lease Revenues: Lease revenues increased by Ps.1,687.0 million, or 33.1%, to Ps.6,789.5 million for the nine months ended September 30, 2015, from Ps.5,102.6 million for the nine months ended September 30, 2014. This increase was primarily due to (i) additional lease revenue due to the acquisition of portfolios, (ii) an increase in lease revenue from our existing portfolio as a result of higher occupancy rates and inflation-based rent adjustments and (iii) depreciation of the Peso in relation to the U.S. Dollar as 31.9% of our lease agreements are denominated in U.S. Dollars in terms of ABR.

Maintenance Fees Revenues: Maintenance fees revenues increased by Ps.182.4 million, or 35.8%, to Ps.692.0 million for the nine months ended September 30, 2015, from Ps.509.6 million for the nine months ended September 30, 2014. This increase was primarily due to (i) additional maintenance fees revenue due to the acquisition of portfolios and the completion of construction of development properties and (ii) an increase in maintenance fees revenues in respect of our existing portfolio as a result of higher occupancy rates.

Dividend Revenues from Beneficiary Rights: Dividend revenues from beneficiary rights, which include revenues from our 49% interest in the lease revenue from Torre Mayor, which we acquired on July 1, 2013, represented an increase of Ps.17.2 million, from Ps.88.0 million for the nine months ended September 30, 2014, to Ps.105.2 million for the nine months ended September, 30, 2015, primarily due to the net income of Torre Mayor, in addition to the impact of the depreciation of the exchange rate on such net income.

Administration Fees: During the nine months ended September, 30, 2015, we recorded Ps.19.6 million of administration fees revenues in accordance with the terms of the management agreement between our F1 Management Subsidiary and Helios, our Real Estate Development Vehicle created earlier this year.

Management Fees: Management fees, which include fees payable to our Advisor, our Property Managers, consultants and other professionals, increased by Ps.104.3 million or 29.7%, to Ps.455.8 million for the nine months ended September 30, 2015, from Ps.351.5 million for the nine months ended September 30, 2014. This increase was primarily due to an increase in advisory fees as a result of the growth of the net value of our portfolio resulting from our acquisition of additional properties.

Operating Expenses: Operating expenses increased by Ps.102.0 million, or 26.4%, to Ps.488.4 million for the nine months ended September 30, 2015, from Ps.386.4 million for the nine months ended September 30, 2014. This increase was primarily due to (i) leasing administrator fees, (ii) expenses incurred in connection with the recovery of value-added taxes, and (iii) expenses related to the appraisals of certain properties.

Maintenance Expenses: Maintenance expenses increased by Ps.159.5 million, or 26.8%, to Ps.754.5 million for the nine months ended September 30, 2015 from Ps.595.0 million for the nine months ended September 30, 2014. This increase was primarily due to the growth of our portfolio resulting from our acquisition of additional properties. The amount of maintenance expenses paid is comparable to the maintenance income received from our tenants. The majority of maintenance and repair expenses are ordinarily paid by our tenants through periodic maintenance fees.

Property Tax: Expenses related to property tax increased by Ps.61.2 million, or 51.0%, to Ps.181.3 million for the nine months ended September 30, 2015, from Ps.120.1 million for the nine months ended September 30, 2014. This increase was primarily due to the growth of our portfolio resulting from our acquisition of additional properties.

Insurance: Expenses related to insurance policies decreased by Ps.8.9 million, or 13.9%, to Ps.55.4 million for the nine months ended September 30, 2015, from Ps.64.3 million for the nine months ended September 30, 2014. This decrease was primarily due to changes and adjustments in the conditions of the insurance policies related to 2013 and 2014 acquisitions, which were adjusted during 2014.

Amortization of Administrative Platform: The administrative platform acquired as part of the Apolo Portfolio acquisition in December 2013 will be amortized over a 20-year period. The acquisition value of the platform was Ps.2.5 billion.

Executive Compensation Plan: As of September 30, 2015 the estimated expense relating to the executive compensation plan amounted to Ps.269.6 million, considering the price of our CBFIs as of September 30, 2015. We record as an expense, on a straight-line basis, beginning on the date of grant and through the vesting period, an estimate of the value of CBFIs that may eventually be awarded. At the end of the year, Fibra Uno will revise and adjust the estimate of the number and value of CBFIs that it expects will be awarded, based on metrics developed by independent qualified experts.

Interest Expense: Interest expense, which includes interest paid and interest provision, increased by Ps.389.6 million, or 24.9% to Ps.2.0 billion for the nine months ended September 30, 2015, from approximately Ps.1.6 billion for the nine months ended September 30, 2014. This increase was primarily due to (i) interest incurred on debt we assumed in connection with our portfolio acquisitions and (ii) the Ps.10.0 billion Peso Notes issued in February 2015.

Interest Income: Interest income increased by Ps.101.3 million, or 37.5%, to Ps.371.2 million for the nine months ended September 30, 2015, from Ps.269.8 million for the nine months ended September 30, 2014. This increase was primarily due to our investment of the proceeds from our Peso Notes issued on February 2015 in government securities.

Amortization of Bank Fees: During the nine month period ended September 30, 2015, a total of Ps.49.8 million in bank fees was amortized. This amount represents a 67.6% decrease from the Ps.153.7 million amortized

during the nine months ended September 30, 2014, when prepayments of bank loans resulted in the accelerated amortization of fees originally intended to be amortized over the life of the loans being prepaid.

Foreign Exchange Loss, Net: Foreign exchange loss, net represented a loss of Ps.3.5 billion for the nine months ended September 30, 2015, compared to a loss of Ps.397.8 million for the nine months ended September 30, 2014. This increase in foreign exchange loss, was primarily due to the effects of the depreciation of the Peso in relation to the U.S. Dollar on our debt denominated in foreign currency. Between January 2, 2015 and September 30, 2015, the exchange rate between the Peso and the U.S. Dollar increased from Ps.14.7414 to US\$1.00 to Ps.17.0771 to US\$1.00, a 15.8% increase, compared with a 3.1% increase during the corresponding period in 2014 (from Ps.13.10843 to US\$1.00 on January 2, 2014, to Ps.13.4891 on September 30, 2014).

Fair Value Adjustments to Investment Properties: Under IFRS, we assess fair value of our investment properties at least annually or upon significant fluctuations in market conditions. Fair value adjustments to investment properties represented an increase of Ps.1.2 billion, or 70.4%, to a gain of Ps.2.8 billion for the nine months ended September 30, 2015 from a gain of Ps.1.7 billion for the nine months ended September 30, 2014. This increase was primarily due to increases in the fair value of the properties in our portfolio.

Net and Comprehensive Income: Consolidated net and comprehensive income decreased by Ps.464.2 million, or 13.5%, to Ps.3.0 billion for the nine months ended September 30, 2015, from Ps.3.4 billion for the nine months ended September 30, 2014, as a result of the factors described above, primarily the foreign exchange loss on our U.S. Dollar denominated debt.

Comparison of the Year Ended December 31, 2014 to the Year Ended December 31, 2013

The following table shows our revenues and expenses for the years ended December 31, 2014 and 2013:

Consolidated Statements of Comprehensive Income Data	Year Ended December 31,	
	2014	2013
	<i>(Ps. in thousands)</i>	
Lease revenues.....	6,989,751	3,566,311
Maintenance fees revenues	707,842	237,479
Dividend revenues from beneficiary rights	124,387	100,312
Management fees	(490,832)	(328,187)
Operating expenses	(697,168)	(312,108)
Maintenance expenses	(807,394)	(240,042)
Property tax	(155,104)	(57,308)
Insurance	(84,179)	(26,762)
Interest expense	(2,019,111)	(757,588)
Interest income	430,494	680,573
Amortization of administrative platform	(194,984)	—
Executive compensation plan	(530,280)	—
Foreign exchange (loss) gain, net	(2,222,097)	(16,426)
Other (expenses) income, net	-	(1,491,323)
Fair value adjustments to property investments	4,659,760	7,720,462
Consolidated net and comprehensive income	5,711,085	9,075,393
Basic net income per CBFI (Real Estate Trust Certificates)	2.3264	5.7895
Diluted net income per CBFI	1.7517	4.4511

Lease Revenues: Lease revenues increased by Ps.3.4 billion, or 96.0%, to Ps.7.0 billion for the year ended December 31, 2014, from Ps.3.6 billion for the year ended December 31, 2013. This increase was primarily due to (i) additional lease revenue due to the acquisitions of portfolios and the completion of construction of development properties and (ii) an increase in lease revenue in respect of our existing portfolio as a result of higher occupancy rates and inflation-based rent adjustments.

Maintenance Fees Revenues: Maintenance fees revenues increased by Ps.470.4 million, or 198.1%, to Ps.707.8 million for the year ended December 31, 2014, from Ps.237.5 million for the year ended December 31, 2013. This increase was primarily due to (i) additional maintenance fees revenue due to the acquisition of portfolios and the completion of construction of development properties and (ii) an increase in maintenance fees revenues in respect of our existing portfolio as a result of higher occupancy rates.

Dividend Revenues from Beneficiary Rights: Dividend revenues from beneficiary rights, which include revenues from our 49% interest in the lease revenue from Torre Mayor, which we acquired on July 1, 2013, represented a gain of Ps.24.1 million for the year ended December 31, 2014, primarily due to the increase in income received from Torre Mayor.

Management Fees: Management fees, which include fees payable to our Advisor, our Property Managers, consultants and other professionals, increased by Ps.162.6 million or 49.6%, to Ps.490.8 million for the year ended December 31, 2014, from Ps.328.2 million for the year ended December 31, 2013. This increase was primarily due to an increase in advisory fees as a result of the growth of the net value of our portfolio resulting from our acquisition of additional properties.

Operating Expenses: Operating expenses, net from amortization of bank fees increased by Ps.221.9 million, or 71.9%, to Ps.530.6 million for the year ended December 31, 2014, from Ps.308.7 million for the year ended December 31, 2013. This increase was primarily due to (i) leasing administrator fees, (ii) expenses incurred in connection with the recovery of value-added taxes, and (iii) expenses related to the appraisals of certain properties. Included within operating expenses for the years ended December 31, 2014 and 2013 were amortization of bank fees. Amortization of bank fees increased by Ps.163.2 million, or 4805.6%, to Ps.166.5 million for the year ended December 31, 2014, from Ps.3.4 million for the year ended December 31, 2013. This increase was primarily due to the amortization of previously capitalized fees that were recorded during 2014 because of the repayment of bank loans during the year.

Maintenance Expenses: Maintenance expenses increased by Ps.567.4 million, or 236.4%, to Ps.807.4 million for the year ended December 31, 2014 from Ps.240.0 million for the year ended December 31, 2013. This increase was primarily due to the growth of our portfolio resulting from our acquisition of additional properties. The amount of maintenance expenses paid is comparable to the maintenance income received from our tenants. The majority of maintenance and repair expenses are ordinarily paid by our tenants through periodic maintenance fees.

Property Tax: Expenses related to property tax increased by Ps.97.8 million, or 170.6%, to Ps.155.1 million for the year ended December 31, 2014, from Ps.57.3 million for the year ended December 31, 2013. This increase was primarily due to the growth of our portfolio resulting from our acquisition of additional properties.

Insurance: Expenses related to insurance policies increased by Ps.57.4 million, or 214.5%, to Ps.84.2 million for the year ended December 31, 2014, from Ps.26.8 million for the year ended December 31, 2013. This increase was primarily due to the growth of our portfolio resulting from our acquisition of additional properties.

Interest Expense: Interest expense, which includes interest paid and interest provision, increased by Ps.1.3 billion, or 166.5% to Ps.2.0 billion for the year ended December 31, 2014, from Ps.757.6 million for the year ended December 31, 2013. This increase was primarily due to (i) interest incurred on debt we assumed in connection with our portfolio acquisitions and (ii) the Peso Notes issued in December 2013 and USD Notes issued in January 2014.

Interest Income: Interest income decreased by Ps.250.1 million, or 36.7%, to Ps.430.5 million for the year ended December 31, 2014, from Ps.680.6 million for the year ended December 31, 2013. This decrease was primarily due to our maintaining a high level of cash in interest bearing accounts during 2013 in anticipation of the Apolo Portfolio acquisition in December 2013.

Amortization of Administrative Platform: The administrative platform acquired as part of the Apolo Portfolio acquisition in December 2013 will be amortized over a 20-year period. The acquisition value of the platform was Ps.2.5 billion.

Executive Compensation Plan: As of December 31, 2014 the estimated expense relating to the executive compensation plan amounted to Ps.530.3 million, considering the price of our CBFIs as of December 31, 2014. We record as an expense, on a straight-line basis during the period of granting, an estimation of the CBFIs that may eventually be awarded. At the end of the year, Fibra Uno will revise and adjust the estimate of the number and value of CBFIs that it expects will be awarded, based on metrics developed by independent qualified experts.

Foreign Exchange (Loss) Gain, Net: Foreign exchange (loss) gain, net represented a loss of Ps.2.2 billion for the year ended December 31, 2014, compared to a loss of Ps.16.4 million for the year ended December 31, 2013. This decrease was primarily due to the effects of the depreciation of the Peso in relation to the U.S. Dollar on our debt denominated in foreign currency. The value of the Peso with respect to the U.S. Dollar has fallen 11.2% from January 1 to December 31, 2014 according to the exchange rate published by Mexican Federal Official Gazette.

Other Expenses, Net: Other expenses, net during the year ended December 31, 2013 related to the costs of acquisition of the Apolo portfolio. As there were no business acquisitions during the year ended December 31, 2014, no such costs were incurred.

Fair Value Adjustments to Investment Properties: Under IFRS, we assess fair value of our investment properties at least annually or upon significant fluctuations in market conditions. Fair value adjustments to investment properties for the year ended December 31, 2014 represented a gain of Ps.4.7 billion, 39.6% less than the gain of Ps.7.7 billion for the year ended December 31, 2013. This gain was primarily due to (i) acquisitions made at the end of 2013 and during 2014, (ii) progress in the development of certain properties in our Development Portfolio during 2014 and (iii) the positive effect on fair value of the properties in our portfolio. As noted below, the gain for the year ended December 31, 2013 included an adjustment of Ps.2.7 billion relating to the acquisition of the Apolo Portfolio.

Net and Comprehensive Income: Consolidated net and comprehensive income decreased by Ps.3.4 billion, or 37.1%, to Ps.5.7 billion for the year ended December 31, 2014, from Ps.9.1 billion for the year ended December 31, 2013, as a result of the factors described above, primarily the foreign exchange loss on U.S. Dollar denominated debt, increased interest expense and our executive compensation plan.

Comparison of the Year Ended December 31, 2013 to the Year Ended December 31, 2012

The following table shows our revenues and expenses for the years ended December 31, 2013 and 2012:

Consolidated Statements of Comprehensive Income Data	Year Ended December 31,	
	2013	2012
	<i>(Ps. in thousands)</i>	
Lease revenues	3,566,311	1,372,696
Maintenance Fees revenues	237,479	180,523
Dividend revenues from beneficiary rights.....	100,312	—
Management Fees.....	(328,187)	(178,730)
Operating Expenses.....	(312,108)	(104,391)
Maintenance Expenses	(240,042)	(181,641)
Property Tax.....	(57,308)	(1,468)
Insurance	(26,762)	(20,584)
Interest expense	(757,588)	(185,678)
Interest income	680,573	131,920
Foreign exchange (loss) gain, net	(16,426)	71,554
Other (expenses) income, net	(1,491,323)	41,062
Fair value adjustments to property investments.....	7,720,462	148,995
Consolidated net and comprehensive income	9,075,393	1,274,258
Basic Net Income per CBFI (Real Estate Trust Certificates).....	5.7895	1.7151
Diluted Net Income per CBFI.....	4.4511	1.3329

Lease Revenues: Lease revenues increased by Ps.2.2 billion, or 159.8%, to Ps.3.6 billion for the year ended December 31, 2013, from Ps.1.4 billion for the year ended December 31, 2012. This increase was primarily due to (i) additional lease revenue due to the acquisitions of portfolios and (ii) an increase in lease revenue in respect of our portfolio as a result of higher occupancy rates and inflation-based rent adjustments.

Maintenance Fees Revenues: Maintenance fees revenues increased by Ps.57.0 million, or 31.6%, to Ps.237.5 million for the year ended December 31, 2013, from Ps.180.5 million for the year ended December 31, 2012. This increase was primarily due to (i) additional maintenance fees revenue due to the acquisition of portfolios and the completion of construction of development properties and (ii) an increase in maintenance fees revenues in respect of our portfolio as a result of higher occupancy rates.

Dividend Revenues from Beneficiary Rights: Dividend revenues from beneficiary rights, which include revenues from our 49% interest in the lease revenue from Torre Mayor, which we acquired on July 1, 2013, represented a gain of Ps.100.3 million for the year ended December 31, 2013, primarily due to income received in respect of this property.

Management Fees: Management fees, which include fees payable to our Advisor, our Property Managers, consultants and other professionals, increased by Ps.149.5 million or 83.6%, to Ps.328.2 million for the year ended December 31, 2013, from Ps.178.7 million for the year ended December 31, 2012. This increase was primarily due to an increase in advisory fees as a result of the growth of the net value of our portfolio resulting from our acquisition of additional properties.

Operating Expenses: Operating expenses, net from amortization of bank fees increased by Ps.204.3 million, or 195.7%, to Ps.308.7 million for the year ended December 31, 2013, from Ps.104.4 million for the year ended December 31, 2012. This increase was primarily due to (i) leasing administrator fees, (ii) expenses incurred in connection with the recovery of value-added taxes, and (iii) expenses related to the appraisals of certain properties. Included within operating expenses for the years ended December 31, 2013 and 2012 were amortizations of bank fees. Amortization of bank fees increased by Ps.2.8 million, or 535.8%, to Ps.3.4 million for the year ended December 31, 2013, from Ps.0.5 million for the year ended December 31, 2012. This increase was primarily due to the amortization of previously capitalized fees that were recorded during 2013 because of the repayment of bank loans during the year.

Maintenance Expenses: Maintenance expenses increased by Ps.58.4 million, or 32.2%, to Ps.240.0 million for the year ended December 31, 2013 from Ps.181.6 million for the year ended December 31, 2012. This increase was primarily due to the growth of our portfolio resulting from our acquisition of additional properties. The amount of maintenance expenses paid is comparable to the maintenance income received from our tenants. The majority of maintenance and repair expenses are ordinarily paid by our tenants through periodic maintenance fees.

Property Tax: Expenses related to property tax increased by Ps.55.8 million, or 3,803.8%, to Ps.57.3 million for the year ended December 31, 2013, from Ps.1.5 million for the year ended December 31, 2012. This increase was primarily due to the growth of our portfolio resulting from our acquisition of additional properties (including Apolo, Vermont, G-30, Cancún Parque Empresarial, UAG, Posadas, Pace and Eight Office Portfolios).

Insurance: Expenses related to insurance policies increased by Ps.6.2 million, or 30.0%, to Ps.26.8 million for the year ended December 31, 2013, from Ps.20.6 million for the year ended December 31, 2012. This increase was primarily due to the growth of our portfolio resulting from our acquisition of additional properties.

Interest Expense: Interest expense, which includes interest paid and interest provision, increased by Ps.571.9 million, or 308% to Ps.757.6 million for the year ended December 31, 2013, from approximately Ps.185.7 million for the year ended December 31, 2012. This increase was primarily due to the interest incurred on the debt we assumed in connection with our portfolio acquisitions, entry into the Deutsche Bank bridge loan and the issuance of the Peso Notes.

Interest Income: Interest income increased by Ps.548.7 million, or 415.9%, to Ps.680.6 million for the year ended December 31, 2013, from Ps.131.9 million for the year ended December 31, 2012. This increase was primarily due to our investment of the proceeds from our second follow-on offering and from our Peso Notes in government securities.

Foreign Exchange Gain Net: Foreign exchange gain net changed to a loss of Ps.16.4 million for the year ended December 31, 2013, from a gain of approximately Ps.71.6 million for the year ended December 31, 2012. This change was primarily due to the effects of the depreciation of the Peso in relation to the U.S. Dollar on our debt denominated in foreign currency.

Other Expenses Net: Other expenses, net during the year ended December 31, 2013 represented a loss of Ps.1.5 billion, compared to a gain of Ps.41.1 million for the year ended December 31, 2012. This increase in

expenses was primarily due to the transaction costs incurred in connection with the acquisition of the Apolo portfolio during 2013. During 2012 there were no business acquisitions.

Fair Value Adjustments to Investment Properties: Under IFRS, we assess fair value of our investment properties at least annually or upon significant fluctuations in market conditions. Fair value adjustments to investment properties represented an increase of Ps.7.6 billion or 5,081.7% to a gain of Ps.7.7 billion for the year ended December 31, 2013 from a gain of Ps.149.0 million for the year ended December 31, 2012. This increase was primarily due to (i) acquisitions made during the year, including the adjustment of Ps.2.7 billion from the acquisition of the Apolo Portfolio, (ii) progress in the development of certain properties in our development portfolio during the year, and (iii) the positive effect on fair value of properties in the portfolio.

Net and Comprehensive Income: Consolidated net and comprehensive income increased by Ps.7.8 billion, or 612.2%, to Ps.9.1 billion for the year ended December 31, 2013, from Ps.1.3 billion for the year ended December 31, 2012, as a result of the factors described above.

Liquidity and Capital Resources

Our short-term liquidity requirements consist primarily of funds to pay for operating expenses and other expenditures directly associated with our properties, including:

- fees payable under the advisory agreement, services agreements with our Leasing Administrators and the property management agreement with our Management Subsidiary;
- principal payments on outstanding indebtedness;
- interest expense on outstanding indebtedness;
- anticipated and unanticipated capital expenditures, tenant improvements and leasing commissions; and
- future distributions expected to be paid to holders of our CBFIs.

We intend to satisfy our short-term liquidity requirements through cash provided by our operations. We believe our rental revenue, net of operating expenses, will generally provide cash inflows to meet our debt service obligations, pay general and administrative expenses and fund regular distributions.

Our long-term liquidity requirements consist primarily of funds to pay for property acquisitions and any associated value-added taxes, construction projects, renovations, expansions and other non-recurring capital expenditures that need to be made periodically. In addition, our long-term liquidity requirements include the USD Notes and the Peso Notes. We intend to satisfy our long-term liquidity requirements through various sources of capital, including existing working capital, cash provided from operations and borrowings. See “—Financing” for a more detailed discussion of our borrowings.

We intend to maintain our indebtedness so that we will be capable of operating in an efficient and flexible manner that will allow us to compete effectively and implement our growth and business plan over time. We plan on financing acquisitions with the most advantageous sources of capital available at the time of acquisition, which may include borrowings under credit lines, the assumption of existing indebtedness on acquired properties, the proceeds from issuances of equity and debt, and the issuance of CBFIs to sellers that may prefer CBFIs as payment.

As of September 30, 2015, our working capital was positive Ps.928.4 million, due to a higher cash balance than our short-term debt maturities and accounts payable related to our property acquisitions.

Our properties will require periodic capital expenditures and renovations to remain competitive. We intend to invest a total of approximately Ps.800 million over the next five years to enhance the quality of the properties in our portfolio. In addition, we will incur development costs relating to the construction and development of our

Development Portfolio. See “—Properties Under Development” for a more detailed description of the properties under development. In addition, acquisitions, redevelopments, remodeling or expansions of properties will require significant capital outlays. We may not be able to fund such capital improvements solely from net cash provided by operations because we must distribute annually at least 95% of our net taxable income to qualify as a FIBRA. As a result, our ability to fund capital expenditures, acquisitions, remodeling, expansions or property redevelopment through retained earnings is very limited. Consequently, we expect to rely heavily upon the availability of debt or equity capital for these purposes. If we are unable to obtain the necessary capital on favorable terms, or at all, our financial condition, liquidity, results of operations and prospects could be materially and adversely affected.

Financing

As of September 30, 2015, we had total consolidated indebtedness of Ps.47.7 billion (US\$2.8 billion), of which Ps.12.1 billion (US\$706.3 million) was secured indebtedness, and our subsidiaries had no outstanding indebtedness. As of September 30, 2015, 48.6% of our indebtedness was denominated in Mexican Pesos and 51.4% was denominated in U.S. Dollars.

We believe that we are well positioned to obtain and utilize additional debt financing to grow our business. We intend to finance future acquisitions and developments using the remaining amounts available under our credit lines and a combination of the issuance of equity and debt securities in the capital markets, mortgage indebtedness and construction loans from local or international banks.

Our trust agreement provides that we will have a maximum leverage ratio of 50.0% of the appraised value of our properties and that we will maintain a debt service coverage ratio of at least 1.20x. Each ratio is measured prior to the incurrence of any additional debt or the assumption of any debt in connection with a property acquisition. As of September 30, 2015, our leverage ratio (as measured by total debt to total assets) was 30.5%. Our secured leverage ratio (as measured by total secured debt to total assets) as of September 30, 2015, was 7.7%.

As of September 30, 2015, our ratio of unencumbered assets to unsecured indebtedness was 352.5%.

Additionally as of September 30, 2015, our debt service coverage ratio was 2.1x, and our interest coverage ratio was 2.9x. Under our trust agreement, our technical committee is responsible for establishing our borrowing policies for each fiscal year. We are under no contractual restrictions with third parties to maintain the leverage or coverage ratios required by our trust agreement. Our technical committee may revise our borrowing policies, including our leverage and debt service coverage ratios, by vote of a majority of its members, including a majority of the independent members, and we may amend our trust agreement by vote of 85% of the holders of our CBFIs.

Notwithstanding the foregoing, we regularly review our borrowing strategy in light of market conditions, our changing asset mix and the availability of funding. We currently plan to refinance our liabilities through offerings of debt securities in local and international capital markets and, from time to time, we will seek to improve our maturity profile and reduce our cost of borrowing.

The table below sets forth the details of our outstanding debt as of September 30, 2015 and December 31, 2014:

	As of	
	September 30, 2015	December 31, 2014
Total Debt⁽¹⁾	<i>(Ps. in thousands)</i>	
GEREM (Morado)	6,608,109	6,864,068
GEREM (G-30)	1,376,663	1,677,482
Banamex (G-30)	218,938	358,153
Metlife (G-30)	385,828	393,368
Bancomex (Vermont)	1,331,510	1,190,587
GEREM (Vermont)	915,074	812,592
Metlife (Hilton) ⁽²⁾	-	454,922
HSBC MXN (Samara)	960,471	995,278
HSBC USD (Samara)	264,460	236,390
Peso Notes (5.5 year)	6,850,058	4,350,058
Peso Notes (10 year)	2,000,000	2,000,000
Peso Notes (15 year)	2,260,346	2,243,566
Peso Notes (10.5 year)	7,500,000	-
USD Notes (10 year and 30 year)	17,077,100	14,734,800
Total Debt	47,748,556	36,311,306
Less - transaction costs	(428,701)	(390,672)
Less - current debt (includes current portion of long term debt)	(7,208,183)	(1,791,924)
Total Borrowings	40,111,672	34,128,710

(1) As of September 30, 2015, all bank debt was secured by 49 properties, which are valued at approximately Ps.31.6 billion. The Peso Notes and the USD Notes are all unsecured.

(2) This credit line was repaid in April 2015.

Credit Lines and Other Indebtedness

Morado Portfolio Acquisition Loan Assumptions

In August 2012, in connection with the acquisition of the Morado Portfolio, we assumed five loans from GE Real Estate México, S. de R.L. de C.V., or GEREM, which at the time of assumption were in the amount of Ps.8.3 billion. The GEREM loans are secured by (i) 12 properties of the Morado Portfolio, and (ii) the lease collection rights associated with such properties. As of September 30, 2015, there was a total of Ps.6.6 billion outstanding under these loans which were denominated in both U.S. Dollars and Pesos. As of September 30, 2015, US\$287.3 million (approximately Ps.4.9 billion) of the U.S. Dollar-denominated loans were outstanding, with interest payable ranging from 3.1% to 30-day LIBOR plus 259 basis points, and Ps.1.7 billion (approximately US\$99.7 million) of the Peso-denominated loans were outstanding, with interest payable of 6.16%. Borrowings under this credit line must be repaid by July 1, 2016 as required under the terms of the credit line.

G-30 Portfolio Acquisition Loan Assumptions

In connection with the acquisition of the G-30 Portfolio, we assumed loans from GEREM, Inbursa, Banamex and Metlife (of which as of September 30, 2015, only the GEREM, Banamex and Metlife loans were still outstanding, as the Inbursa loan was fully repaid during 2014). As of September 30, 2015, the aggregate outstanding balance of this indebtedness was Ps.2.0 billion (approximately US\$116.0 million) as follows: (i) GEREM, Ps.1.4 billion with a fixed rate of 7.75%; borrowings under this credit line must be repaid by October 1, 2016; (ii) Banamex, Ps.218.9 million with an interest rate of 30-day LIBOR plus 190 basis points for the U.S. Dollar-denominated portion and 28-day TIIE plus 190 basis points for the Peso denominated portion; borrowings under this credit line must be repaid by February 13, 2021; and (iii) Metlife, Ps.385.8 million with a fixed rate of 10.11%; borrowings under this credit line must be repaid by February 19, 2016. These loans are secured by (i) 11 properties in the G-30 Portfolio and (ii) the lease collection rights associated with these properties.

Vermont Portfolio Acquisition Loan Assumptions

In connection with the acquisition of the Vermont Portfolio, we assumed loans from GEREM and Bancomext. As of September 30, 2015, the outstanding balance of this indebtedness was US\$131.6 million (approximately Ps.\$2.2 billion) as follows: (i) GEREM US\$53.6 million, with an interest rate of 90-day LIBOR plus

345 basis points. Borrowings under this credit line must be repaid by July 1, 2018; (ii) Bancomext US\$78.0 million with a fixed interest rate of 4.89%. Borrowings under this credit line must be repaid by November 3, 2020.

Samara Acquisition Loan Assumptions

In connection with the acquisition of the Samara Portfolio, we assumed loans from HSBC. As of September 30, 2015, the outstanding balance of this indebtedness was Ps.1.2 billion (approximately US\$71.7 million) as follows: (i) US\$15.5 million with an interest rate of 30-day LIBOR plus 200 basis points and (ii) Ps.960.5 million with an interest rate of TIE plus 200 basis points. Borrowings under this credit line must be repaid by September 15, 2021.

USD Notes

On January 30, 2014, we sold in the international market US\$1.0 billion of senior unsecured notes. The USD Notes were issued in two tranches: US\$600 million of senior unsecured 5.250% notes due December 15, 2024 and US\$400 million of senior unsecured 6.950% notes due January 30, 2044.

The indentures governing the USD Notes contain covenants that, among other things, limit the incurrence of debt by us, and permit us to consolidate or merge with, or transfer all or substantially all of our assets to, another person only if any such transaction complies with certain requirements. The indentures permit a maximum 60% total leverage ratio, and a 40% secured debt leverage ratio. In addition, the indentures require a minimum debt service ratio of 1.5 to 1.0 on a pro forma basis after giving effect to the incurrence of additional debt. The indentures governing the USD Notes contain customary events of default for this type of security.

Peso Notes

On December 16, 2013, we issued and sold in the Mexican market Ps.4.4 billion of senior unsecured TIE plus 80 basis points notes due June 10, 2019, Ps.2.0 billion of senior unsecured 8.40% notes due December 4, 2023, and 425,700,000 senior unsecured inflation-protected 5.09% notes due November 27, 2028, equivalent, as of September 30, 2015, to Ps.2.3 billion. On February 2, 2015, we issued and sold Ps.7.5 billion of senior unsecured 6.99% notes due July 23, 2025, and reopened the issuance of senior unsecured TIE plus 80 notes due June 10, 2019, to sell an additional Ps.2.5 billion. Accordingly, the outstanding balance of our TIE plus 80 basis points notes was, as of September 30, 2015, Ps.6.9 billion.

We refer to the notes issued on December 16, 2013, and on February 2, 2015, collectively, as the Peso Notes. As of September 30, 2015 the total gross proceeds from the issuance of Peso Notes was Ps.18.6 billion (US\$1.1 billion).

The indenture for the Peso Notes contains customary events of default for this type of security and covenants substantially similar to those contained in the indentures for the USD Notes.

The following table sets forth the schedule of repayment obligations of our long term indebtedness as of September 30, 2015:

	Repayment Obligations as of September 30, 2015⁽¹⁾
	<i>(Ps. in thousands)</i>
2016	1,515,564
2017	985,052
2018	6,999,244
2019	153,319
2020	2,049,748
2021 and thereafter.....	28,837,446
Total long-term indebtedness⁽²⁾	40,540,373

⁽¹⁾ As applicable, each period commences on October 1 of the preceding year and the end date of each period is September 30.

⁽²⁾ Gross total long-term indebtedness net of transaction costs was Ps.40.1 billion.

Properties Under Development

Our Development Portfolio is comprised of 12 properties that we expect, upon completion, will comprise an aggregate of approximately 957,536 square meters of GLA. Our Development Portfolio includes five properties, portions of which, amounting to approximately 467,605 square meters of GLA, have already been developed and leased or are available to be leased and are therefore also accounted for in our Stabilized Portfolio. As of September 30, 2015, the stabilized portions of these five properties constituted 6.8% of our Stabilized Portfolio and had an occupancy rate of approximately 79.9%. These five properties are also included in our Stabilized Portfolio. As of September 30, 2015, our Development Portfolio included:

- Three retail properties that we expect, upon completion, will comprise approximately 154,207 square meters of GLA, of which a portion of one retail operating unit, comprising 23,397 square meters of GLA, has already been developed with in-place lease agreements or are available to be leased;
- Five industrial properties that we expect, upon completion, will comprise approximately 622,829 square meters of GLA, of which portions of three industrial operating units (San Martin Obispo I, San Martin Obispo II and La Purísima), comprising 421,670 square meters of GLA (6.2% of our Stabilized Portfolio), have already been developed with in-place lease agreements or are available to be leased; and
- Four office properties that we expect, upon completion, will comprise approximately 180,500 square meters of GLA, of which portions of one office operating unit (La Viga), comprising 22,538 square meters of GLA (0.3% of our Stabilized Portfolio), have already been developed with in-place lease agreements or are available to be leased.

Below is a table summarizing the properties under development in the Development Portfolio:

Portfolio	Property	Property Type	Current GLA (m²)	Final GLA (m²)	Amount Invested to Date (Ps. in thousands)⁽¹⁾	Estimated Investment Amount Pending (Ps. in thousands)
Diana	La Viga.....	Office	22,538	102,000	1,263,370	22,500
G-30	Diana.....	Office	-	31,500	1,300,000	-
G-30	Berol.....	Industrial	-	100,000	1,198,247	99,753
G-30	Gustavo Baz I.....	Industrial	-	70,000	680,100	356,400
G-30	Xochimilco I.....	Retail	23,397	30,430	437,000	13,000
G-30	Torre Latino.....	Office	-	35,000	1,275,862	84,138
G-30	Mariano Escobedo.....	Office	-	12,000	175,000	225,000
G-30	San Martin Obispo I.....	Industrial	158,322	163,081	765,931	34,069
G-30	San Martin Obispo II.....	Industrial	64,558	84,748	587,620	142,380
Apolo	La Purísima.....	Industrial	198,790	205,000	564,231	75,769
Apolo	Revolución.....	Retail	-	27,810	289,123	59,029
Tanara	Tlalpan.....	Retail	-	95,967	1,136,672	191,971
Total	12 properties		467,605	957,536	9,673,156	1,304,009

⁽¹⁾ “Amount Invested” excludes acquisition costs.

We expect total development costs of the 12 properties in our Development Portfolio to be approximately Ps.11.0 billion (US\$642.8 million), which represents the estimated fixed costs under the construction and development agreements we entered into to complete the construction and development of such properties. As of the date of this offering memorandum, we have incurred approximately Ps.9.7 billion (US\$566.4 million) in development costs. Any costs or expenses the contractors may incur beyond such fixed costs will be their responsibility. For more information relating to the Development Portfolio, see “Business and Properties—The Development Portfolio.”

Distribution Policy

We conduct our operations so as to be taxed as a FIBRA under Articles 187 and 188 of the Mexican Income Tax Law. The Mexican Income Tax Law requires that a FIBRA distribute annually at least 95% of its net taxable income. For more information, see “Taxation Certain Mexican Federal Income Tax Considerations.” To satisfy the requirements to qualify as a FIBRA, we intend to pay distributions equal to at least 95% of our net taxable income to holders of our CBFIs.

For the year ended December 31, 2012, we paid cash distributions in the aggregate amount of Ps.1.1 billion in respect of the year ended December 31, 2012. Of this amount, Ps.995.5 million was classified for income tax purposes as an ordinary dividend and Ps.109.0 million as a return of capital.

For the year ended December 31, 2013, we paid cash distributions in the aggregate amount of Ps.3.0 billion in respect of the year ended December 31, 2013. Of this amount, Ps.1.9 billion was classified for income tax purposes as an ordinary dividend and Ps.1.1 billion as a return of capital.

For the year ended December 31, 2014, we paid cash distributions in the aggregate amount of Ps.4.8 billion in respect of the year ended December 31, 2014. Of this amount, Ps.2.0 billion was classified for income tax purposes as an ordinary dividend and Ps.2.8 billion as a return of capital.

For the nine months ended September 30, 2015, we paid cash distributions in the aggregate amount of Ps.4.4 billion. Of this amount, Ps.1,457.6 million was classified for income tax purposes as an advance on the distribution of net taxable income and Ps.2,920.2 million as a return of capital.

Inflation

Substantially all of our leases contain provisions designed to mitigate the adverse impact of inflation. These provisions generally increase rental rates during the terms of the leases either at fixed rates or indexed escalations (based on the Mexican Consumer Price Index or other measures). We may be adversely impacted by inflation with respect to the leases that do not contain indexed escalation provisions. In addition, most of our leases require the tenant to pay an allocable share of operating expenses, including common area maintenance costs. This may reduce our exposure to increases in costs and operating expenses resulting from inflation, assuming our properties remain leased and tenants fulfill their obligations to reimburse us for such expenses.

Seasonality

We do not consider our business to be subject to material seasonal fluctuations.

Quantitative and Qualitative Disclosures About Market Risk

Our future income, cash flows and fair values relevant to financial instruments depend upon prevailing market interest rates. Market risk is the exposure to loss resulting from changes in interest rates, foreign currency exchange rates, commodity prices and equity prices. The primary market risks to which we believe we could be exposed are interest rate risk and foreign currency exchange rate risk. Many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors that are beyond our control contribute to interest rate risk and exchange rate risk. We may in the future engage in hedging.

As of September 30, 2015, we had Ps.47.7 billion of indebtedness outstanding, of which Ps.37.7 billion, or 79.0%, is subject to fixed interest rates and Ps.10.0 billion, or 21.0%, is variable rate debt.

If interest rates on our variable debt were to decrease/increase by 100 basis points, and all other variables were to hold constant, our interest expense on our variable rate debt for the nine months ended September 30, 2015 and for the fiscal years ended December 31, 2014 and 2013, would decrease/increase approximately Ps.100.1 million, Ps.363 million and Ps.344 million, respectively. Interest rate risk amounts were determined by considering the impact of hypothetical interest rates on our financial instruments. These analyses do not consider the effect of any change in overall economic activity that could occur in that environment. Further, in the event of a change of

that magnitude, we may take actions to further mitigate our exposure to the change. However, due to the uncertainty of the specific actions that would be taken and their possible effects, these analyses assume no changes in our financial structure.

We conduct transactions denominated in U.S. Dollars. Additionally, we have outstanding debt in U.S. Dollars incurred in connection with the issuance of the USD Notes and assumed in connection with certain acquisitions. Therefore, we are exposed to changes in exchange rates between the Mexican Peso and the U.S. Dollar. We believe foreign currency risk is naturally hedged by U.S. Dollar-denominated revenues.

If exchange rates had been one Mexican Peso per U.S. Dollar higher or lower and all other variables were held constant, our net income for the nine months ended September 30, 2015 and for the years ended December 31, 2014 and 2013 would have decreased or increased by Ps.1.5 billion, Ps.1.6 billion and Ps.671.7 million, respectively.

Contractual Obligations

Borrowings

The following tables set forth our contractual obligations for our borrowings with agreed repayment periods based on the terms of our outstanding loan contracts. The tables have been prepared based on the undiscounted cash flows of borrowings based on the earliest date on which we are required to pay such obligations. The tables include cash flows related to both interest and principal. To the extent that interest is based on a variable rate, the undiscounted amount is derived from the spot interest rates at the end of the reporting period.

As of September 30, 2015				
	Up to 1 year	1 to 5 years	More than 5 years	Total
	<i>(Ps. in thousands)</i>			
Borrowings (includes interest and principal)	10,982,065	19,563,459	44,730,427	75,275,951
As of December 31, 2014				
	Up to 1 year	1 to 5 years	More than 5 years	Total
	<i>(Ps. in thousands)</i>			
Borrowings (includes interest and principal)	3,737,182	21,852,532	31,789,727	57,379,441
As of December 31, 2013				
	Up to 1 year	1 to 5 years	More than 5 years	Total
	<i>(Ps. in thousands)</i>			
Borrowings (includes interest and principal)	7,560,182	25,018,267	9,582,898	42,161,347

As of September 30, 2015, interest amounts payable in future periods, based on the terms of our outstanding loan agreements, totaled approximately Ps.27.5 billion and are included in the above table. As of December 31, 2014 and 2013, interest amounts payable in future periods, based on the terms of our outstanding loan agreements, totaled approximately Ps.21.0 billion and Ps.7.7 billion, respectively, and are included in the above table.

Capital lease agreements

We own the leasing rights to Plaza Central pursuant to an agreement with *Fideicomiso para la Construcción y Operación de la Central de Abasto de la Ciudad de México*, or FICEDA, a trust created for the construction and operation of a wholesale distribution center in Mexico City (Federal District), to use, develop and lease the property, and to receive all of the lease revenue in respect of the leases for the property, until December 2055. In accordance with the terms of the agreement, we are required to distribute 10% of the gross revenues accruing from our commercial use of the property to FICEDA.

We own the right to operate and collect lease revenues from the Plaza Langosta shopping center located in a maritime terminal and port until October 6, 2023. In accordance with the terms of the agreement, we are required to distribute 1.6% of the gross revenues arising from our commercial use of the property to the *Administración Portuaria Integral de Quintana Roo*, the port authority.

INDUSTRY OVERVIEW

COMMERCIAL REAL ESTATE MARKET

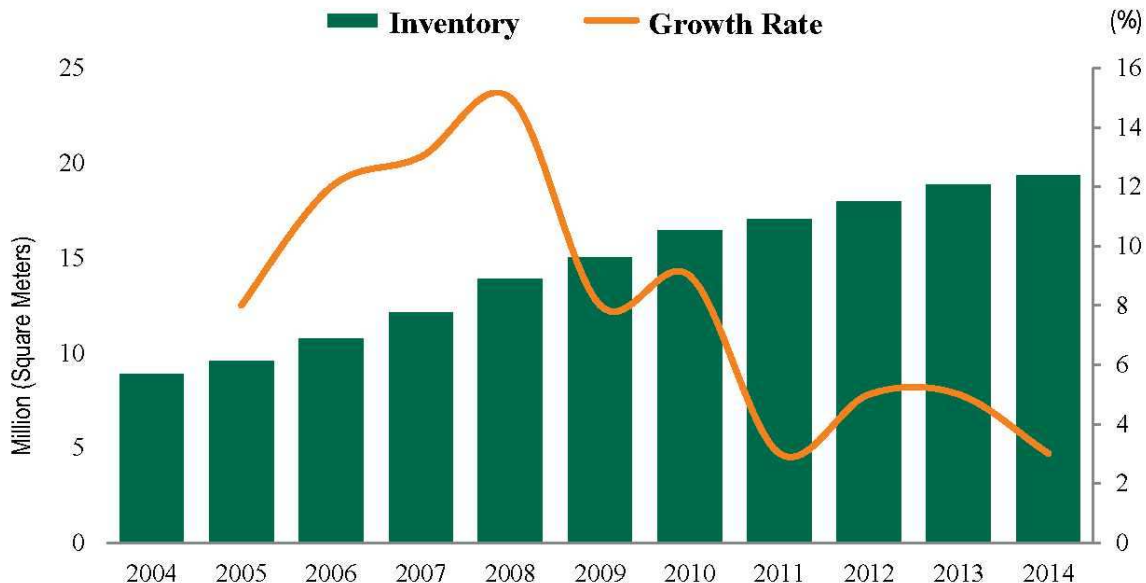
2014 was a year of major structural reforms in Mexico. According to the Mexican Instituto Nacional de Estadística y Geografía, the national agency responsible for preparing and publishing census, statistical and similar data, or INEGI, the national GDP grew at an annual rate of 2.1% during the year. Although the Consumer Confidence Index (ICC) deteriorated during 2014, it has recovered in 2015 and during the first quarter of 2015 increased between 4% and 7%.

According to the Mexican Asociación Nacional de Tiendas de Autoservicio y Departamentales, the national association of self-service and department stores, or ANTAD, during the first quarter of 2015 retail sales grew at a 5% rate, reflecting the strengthening of domestic consumption and contributing to a positive outlook for the commercial sector.

Over the past five years, the Mexican retail sector has experienced significant and dynamic growth driven largely by the arrival of new national brands and the expansion of national retailers in an environment of strengthened institutions, developing new forms of financing (such as FIBRAs, CKDs, etc.) and increasing opportunities for a growing middle class.

At the end of 2014, the national inventory of shopping centers with leasable net area of over 10,000 square meters reached 19.3 million square meters, distributed among 661 shopping centers.

Historical Retail Space Inventory, Annually



Source: CBRE, Inc. ("CBRE") Research, 2014.

2014 proved to be dynamic for the commercial sector in Mexico, as 14 new shopping centers with a net leasable area of more than 10,000 square meters were put into operation, and two existing shopping centers opened additional areas to the public, all of which resulted in the addition of more than 515,000 square meters to the inventory of shopping malls and an annual growth rate of 3%.

It is expected that during 2015 more than 900,000 square meters of commercial space will be added to this inventory, which would represent an annual growth of about 5%, the largest increase in the last four years.

As the following table shows, during 2014 several major international brands made their debut in the Mexican market.

Major New Brands in the Mexican Market, 2014

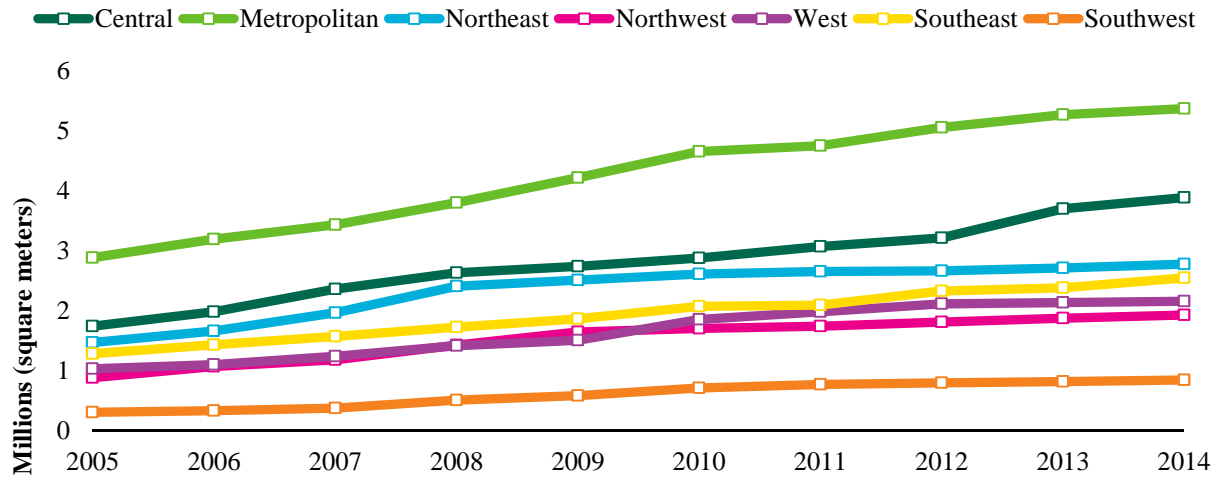
Brand	Country of Origin	Location	City
Prada	Italy	Av. Masaryk	Mexico City
Banana Republic	United States	Paseo Interlomas	Mexico City
The Cheesecake Factory	United States	Galerías Guadalajara	Guadalajara
Chaps	United States	Paseo Interlomas	Mexico City
Maison Kayser	France	Paseo de la Reforma	Mexico City
Etam	France	Parque Lindavista	Mexico City
Chico's	United States	Perisur	Mexico City
Offcorss	Colombia	Parques Toreo	Mexico City
Bonpoint	France	Av. Masaryk	Mexico City
Dr. Martens	United Kingdom	Colima Av.	Mexico City
Hyundai	Korea	Various	Mexico City
Bally	Switzerland	Av. Masaryk	Mexico City
El Ganso	Spain	Antara	Mexico City
UGG	United States	Antara	Mexico City
Kate Spade	United States	Antara	Mexico City
Rolls Royce	United Kingdom	Av. Campos Eliseos	Mexico City
Aston Martin	United Kingdom	Av. Goldsmith	Mexico City
Eurekakids	Spain	Antea	Querétaro
Loft	United States	Antea	Querétaro
Playboy	United States	Av. Paseo del Moral	León
Lefties	Spain	Galerías Toluca	Toluca

Source: CBRE Research, 2014.

Mexico City remains the preferred area to start operations in the country, although Querétaro has become a new option because of the quality of the commercial space available and its sophisticated consumer demand.

Mexico remains one of the most attractive markets in Latin America for international luxury brands. During 2014, brands such as Prada, Rolls Royce, Bally, etc., made incursions into the Mexican market, settling into already established shopping areas, as is the case of Masaryk Avenue.

Evolution of Inventory of the Country



Source: CBRE Research, 2014

During the past two years, the central region has added the most retail space to its inventory; however, the metropolitan area continues to be the area with the most inventory in Mexico with over 5.2 million square meters.

The most significant growth over the next three years is expected to occur in the metropolitan area and the northwest, as currently these two areas account for almost 75% of national construction.

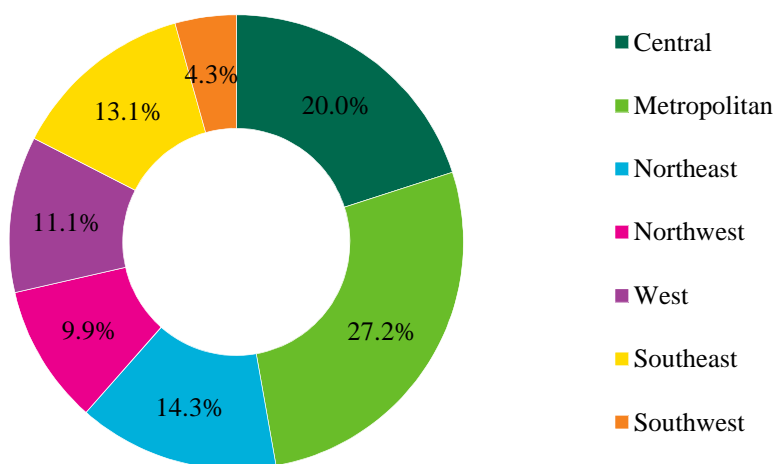
Density of Shopping Centers by State, 2014

Source: CBRE Research, 2014.

The states with the largest metropolitan areas of the country, such as the Federal District, State of Mexico, Nuevo León and Jalisco, have greater density of shopping centers; however, states with medium-sized cities such as Baja California, Guanajuato, Veracruz and Puebla have a number of malls that makes them stand out from the rest of the country.

For 2015, we expect an increase in the density of shopping centers in the Federal District and Nuevo León, which accounted for 50% of the increase in inventory in 2014.

Distribution of the National Inventory by Zone, 2014



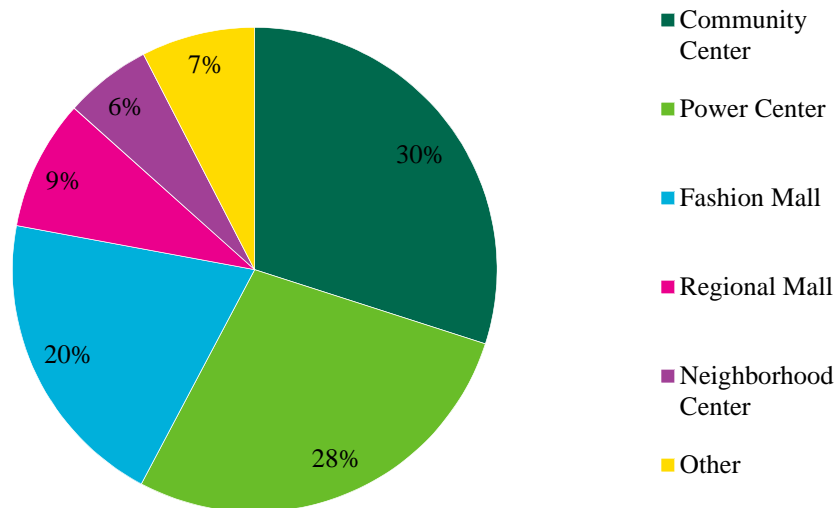
Source: CBRE Research, 2014.

The Metropolitan and Central areas are still the regions of the country with the highest number of malls. During 2014, inventory in these areas grew by more than 215,000 square meters. In contrast, the Southeast has only 4.3% of the national inventory and, although it has been growing in recent years, it is still well below Mexico's other regions.

In terms of their contribution to the national inventory of space available, we expect that during 2015 the contributions of the Metropolitan Area and the Northeast will increase, while the Southeast's will decrease.

There are currently important projects for the Southern region which, if they were to become a reality, would energize the sector in this area and could constitute the foundation for future growth.

Distribution of Inventory by Type of Mall, 2014



Source: CBRE Research, 2014.

Shopping centers seeking to meet basic purchasing needs, such as power centers and community centers, remain prevalent in Mexico with nearly 60% of the total inventory. The anchor tenants of most of these centers are “self-service” stores.

There is currently in Mexico a tendency towards mixed developments and a better commercial infrastructure. Accordingly, the mixed-use format, such as in the case of the Fashion Mall and the Regional Mall, is expected to have a greater presence in the national inventory over the next several years.

Shopping Centers in Construction by Zone, Q1 2015

Area	Malls in Construction	Total Construction (square meters)
Center	8	274,726
Metropolitan	16	707,533
Northeast	10	417,025
Northwest	2	59,000
West	2	28,599
Southeast	1	13,000
Southwest	2	55,000
National	41	1,554,883

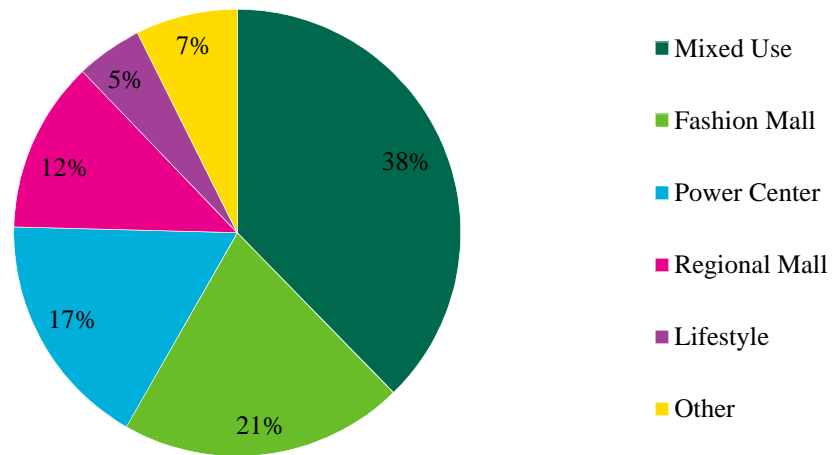
Source: CBRE Research, 2014.

The Metropolitan area has almost 50% of the total construction of shopping centers nationwide, reflecting the dynamic growth of the commercial real estate industry following the arrival of new brands and the development of new equity investment instruments such as FIBRAS and CKDs.

The Northwest region reflects particularly the Monterrey Metropolitan Area (MMA), which has all of the shopping centers that the region has.

While the Southeast and West regions have the lowest levels of construction, developers such as Gicsa and Fibra Uno have projects for the region which, if carried to fruition, could make their levels similar to those of the Central region.

Types of Shopping Centers under Construction, Q1 2015



Source: CBRE Research, 2014

Currently, there is a strong tendency to build spaces that, in addition to delivering a shopping experience, provide added value to the consumer. Accordingly, the construction taking place in large and medium cities aims at new spaces similar to the Fashion Mall and the Regional Mall (*i.e.*, large and diversified spaces with leading commercial brands).

Mixed-use space has become a trend nationwide because, in addition to providing shoppers with diversified macro space areas, it allows investors higher rates of return on capital.

Rent Price Range of Retail Space by Type, Q1 2015 (Ps./square meter/month)



Source: CBRE Research, 2014.

Rent prices are largely determined by the type of space and the size of the leasehold. The highest prices are typically charged at large format shopping centers, although in recent months outlet and mixed-use spaces have seen rents rise, while small shopping malls, community centers and neighborhood centers have experienced relatively stable rent prices.

Although during 2014 prices generally remained stable with a slight upward trend, it is expected that the reduction of vacancies, as a result of the entry of new brands during 2015, will result in rent price increases in large shopping centers, such as Fashion Mall and Regional Mall, outlet and mixed-use centers.

The price ranges presented in the chart are generic, but at certain malls, mainly in large cities, prices for food court and small spaces with strategic locations, may exceed the upper limits of the ranges shown.

RETAIL SECTOR TRENDS IN MEXICO

With 1.55 million square meters under construction, of which approximately 900,000 square meters are estimated to be incorporated during 2015, we expect the inventory of available retail space to have a growth of between 4% and 5% in 2015.

With a significant number of projects mainly in larger cities, we expect that around 800,000 square meters of retail space will begin construction during 2015.

Mixed-use malls are expected to begin to take hold in large and medium cities in the country, hence the shopping centers outside Mexico City and Querétaro will become more sophisticated. Fashion malls, entertainment centers and regional malls are expected to become increasingly predominant in the inventory of available retail space.

We expect vacancies at shopping centers of the Fashion mall, Regional and Super-regional mall variety to decrease due to the arrival of new international brands to the Mexican market.

The following table sets forth information with respect to the average rent per square meter for retail space (on a U.S. Dollar basis) and vacancy rates for retail space in certain Mexican and other Latin American markets as of June 30, 2015.



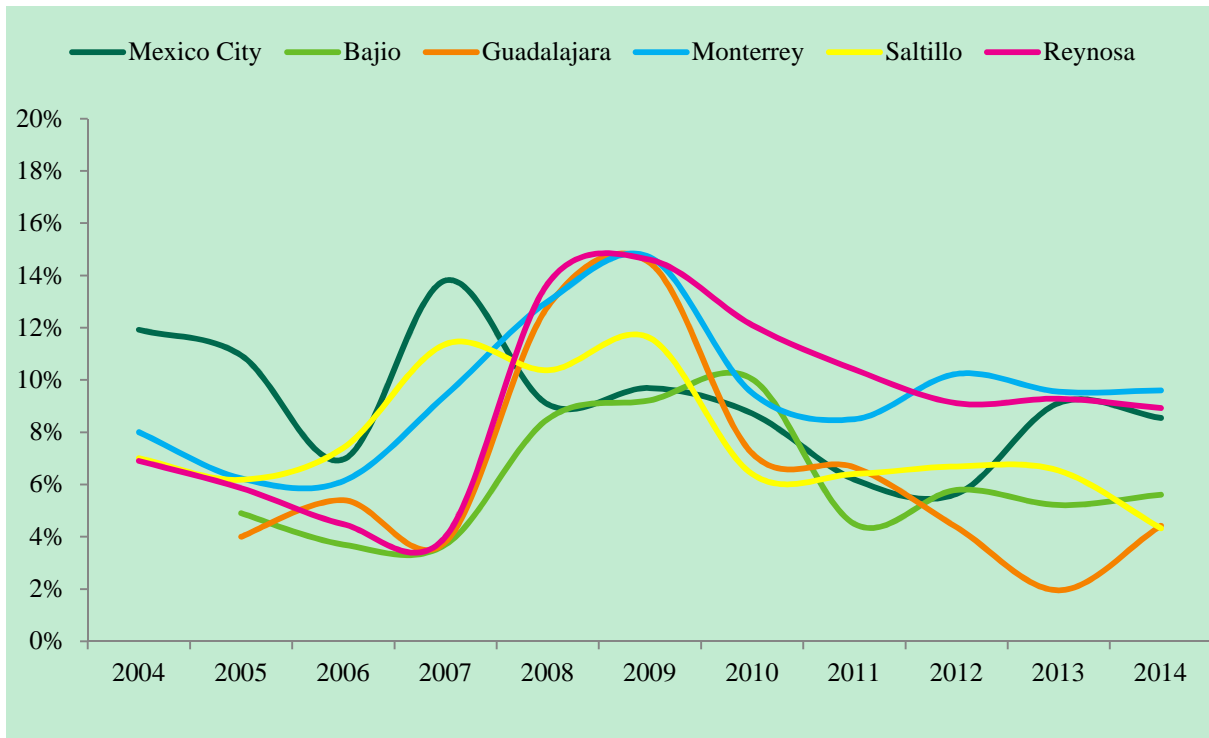
INDUSTRIAL REAL ESTATE MARKET

Industrial activity in Mexico and strong demand for distribution services has driven growth and increased investment from the logistics and transportation industries. According to CBRE, the manufacturing boom that Mexico has experienced over the last two years has resulted in the central region of the country becoming not only a manufacturing hub, but also one of the most important logistic centers in Latin America.

Additionally, the Bajío region has grown to become one of the most important industrial corridors for the automotive industry in Mexico, and in 2014, inventories in the region grew by approximately 30%. The main factor driving this growth was the opening of new automotive assembly plants in the region, which attracted a significant number of suppliers requiring expansion of existing industrial facilities and promoted the construction of new industrial parks.

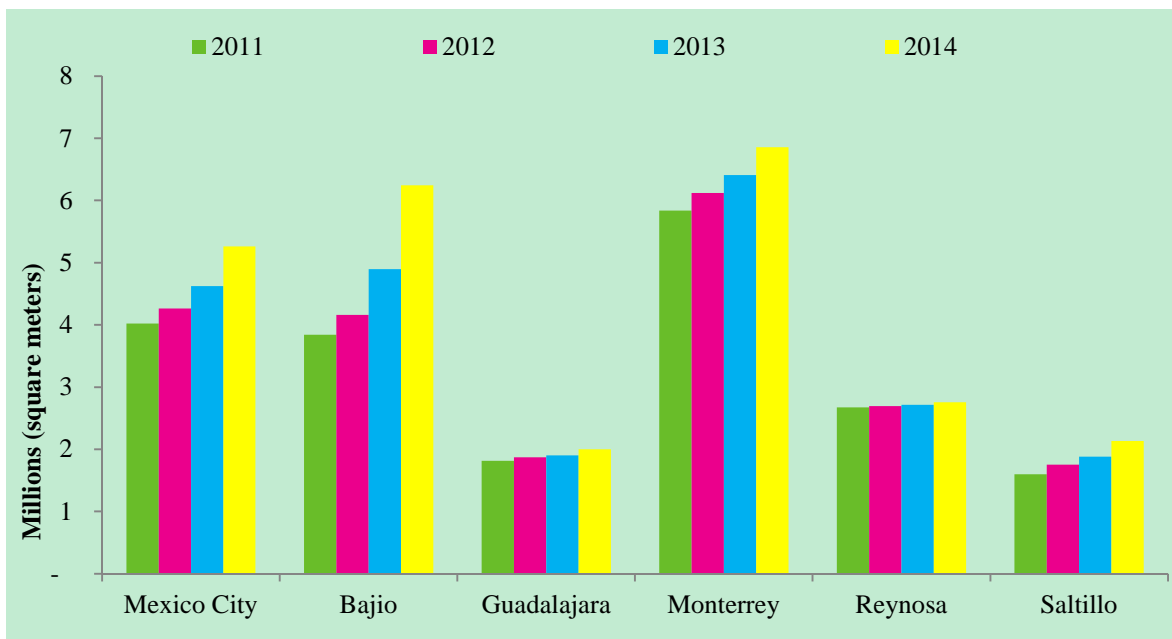
Industrial activity in the Northeast region of the country has continued to grow, as evidenced by speculative construction resuming in Monterrey and custom construction principally in Saltillo driven mainly by demand for Class "A" space from the industrial sectors, such as automotive, logistics and metal.

Annual Change in the Vacancy Rate



Source: CBRE Research, 2014.

Annual Change in Industrial Inventory in Industrial Zones



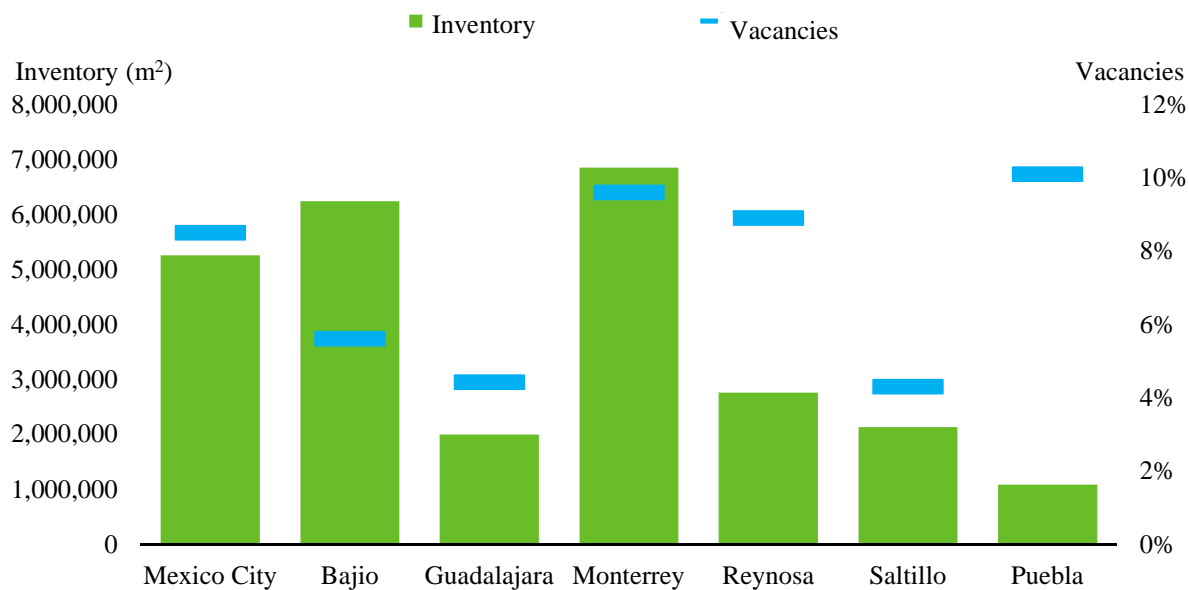
CBRE Research, 2014.

Highest and Lowest Prices (US\$/square meters/month) in Mexico's Principal Markets during the Q1 2015



Source: CBRE Research, 2015.

Inventory Levels and Vacancies in Mexico's Principal Markets, Q1 2015



Source: CBRE Research, 2015.

Construction in Mexico, 2014

Source: CBRE Research, 2014

Note: Circumference of each circle in chart relates to level of construction (square meters) in the indicated areas.

Mexico City

The industrial real estate market in the Metropolitan Area of Mexico City (MAMC) saw significant growth in 2014, driven mainly by businesses in the logistics sector. By the end of 2014, there were approximately 5.3 million square meters of industrial Class “A” space in the MAMC, representing an increase of almost 14% (633,000 square meters) from 2013. The most important corridors in MAMC are Cuautitlán, Tultitlán and Tepotzotlán, representing approximately 45%, 17% and 14% of the MAMC’s inventory, respectively.

The vacancy rate for the industrial real estate market in Mexico City declined 8.54% on a year over year basis at the end of 2014. The decline in the vacancy rate was mainly due to the high levels of marketing, which resulted in nearly every new square meter of industrial space being leased in short order.

Over the last 10 years prices in the MAMC have been stable, trending around US\$5.00 per square meter per month. There have been periods of higher and lower prices during the last ten years, with prices falling in 2010 down to an average of US\$4.71 per square meter per month and raising in 2012 up to an average of US\$5.70 per square meter per month.

The year 2014 was characterized by the market quickly absorbing new inventory, leasing more than 600,000 square meters. The ability to lease such a significant portion of new inventory had not been seen since 2008 when the MAMC absorbed approximately 660,000 square meters. The MAMC’s low unemployment rate and high levels of marketing of the new inventory contributed to the significant uptake of the new inventory.

During 2014, there was approximately 742,000 square meters of industrial real estate under construction, primarily in three corridors of Mexico City with the Cuautitlán, Tepotzotlán and Tultitlan corridors each accounting

for approximately 56%, 21% and 14% of the construction, respectively. In Iztapalapa and Naucalpan there was no construction of industrial Class “A” space. During 2014, among the construction 29 of the properties were speculative construction. Of those 29 properties, by the end of the year 21 of the properties were completed and 8 are still under construction.

Toluca

During 2014 the level of inventory in Toluca increased by nearly 20%, or over 180,000 square meters, closing the year with a total level of inventory of approximately 1.1 million square meters of Class “A” industrial space. The boom of industrial growth in this market began in 2012 and has been primarily driven by the development of the automotive industry.

Toluca is an attractive market for investors because of its convenient location relative to Mexico City, Mexico’s northern markets and the Bajío region.

The vacancy rate in Toluca closed the year at 10.5%, representing a decrease of just over 4% as compared to the rate at the end of 2013.

Rent prices grew steadily during 2014, starting the year at an average of approximately US\$4.80 per square meters per month and closing the year at an average of approximately US\$4.98 per square meters per month. The year-end average price is the highest average price in Toluca’s history. The increase in the average price is being driven by the construction of large high-quality buildings that are being leased at prices slightly above those of the broader market.

The first half of 2014 was the strongest period of the year for the industrial real estate market in Toluca as 62% of the total area of square meters leased during the year, or 151,000 square meters, were leased during the first half of the year. During 2014, nearly 244,000 square meters were leased in this market, which is more than triple the amount leased during 2013. The most important tenants in this market are those in the automotive and logistics sectors.

Bajío

The inventory of Class “A” industrial space in Bajío grew by 28% during 2014, or 1.3 million square meters, closing the year with a total of 6.2 million square meters. Within the Bajío region, the states of Aguascalientes and Guanajuato experienced the highest levels of growth, recording inventory growth rates of 45 and 25%, respectively.

In terms of vacancies, at the end of 2014 there was a total of 350,000 square meters that were vacant, an increase of 100,000 square meters as compared to 2013. In comparing the vacancy rates for 2014 and 2013, a factor offsetting the increase in vacant space is the increased level of inventory. Overall the vacancy rate increased by 2%, with the greatest increase experienced in the Querétaro corridor, which, along with the Guanajuato corridor, was the site of speculative construction. Rental prices in the Bajío region have been stable primarily because of the active role played by developers who work to keep vacancy rates stable and also because of the similarity of product offerings in the region’s sub-markets, which results in prices and vacancy rates trending together across the sub-markets. At the end of 2014 the reported average price of industrial space in the Bajío region was approximately US\$3.99 per square meter per month.

Although the market in 2013 absorbed a record level of new inventory, in 2014 the market absorbed an additional 1.3 million square meters, doubling the figure from 2013 and representing a new annual record. Driving this uptake was the development of custom designed properties for tenants in the automotive sector.

At the end of 2014, the Bajío region was responsible for the greatest amount of construction in Mexico, with a reported one million square meters under construction. Of that total, 72% of the construction was being developed on a speculative basis and the remaining 28% was custom designed for specific tenants.

Monterrey

During 2014 the industrial inventory in the Monterrey area grew to 6.9 million square meters, representing an increase of approximately 7% from 2013.

At the end of the year there were approximately 657,000 square meters of vacant space, resulting in a vacancy rate of 9.6%. Within the metropolitan area of Monterrey, the sub-market with the highest amount of vacant space is Apodaca, with 230,000 square meters available.

The metropolitan area of Monterrey ended 2014 with an availability rate (existing space and space under construction) of 10.1%, which represents approximately 712,000 square meters.

During 2014, a total of 540,000 square meters of industrial space were leased, which is the most that has been leased in a single year during the last four years. Compared to 2013, when 302,000 square meters of space were absorbed into the market, the market experienced an increase of almost 97,000 square meters with nearly 400,000 square meters of space being absorbed by the market.

By the end of 2014, 204,000 square meters of industrial spaces were under construction, of which 143,000 square meters were custom designed for specific tenants. The remaining construction was speculative construction and expansion of existing properties, each category contributing 55,000 and 6,000 square meters, respectively.

During 2014, 437,000 square meters of new industrial space were added to the market's inventory. Of that total, 208,000 square meters were custom designed spaces, accounting for 48% of the total increase for the year, 197,000 square meters were speculative construction, approximately 45% of the total increase for the year, and expansions of existing buildings contributed approximately 32,000 square meters to the annual increase, or approximately 7%.

Juárez

Since 1969, some of the most important manufacturers in the world have located their facilities in Juárez. There is a particularly strong presence from businesses in the automotive, medical, household supplies and electronics sectors. At the end of 2014, the city's inventory of industrial space exceeded 5.7 million square meters, representing an increase of 2% compared to 2013.

Within Juárez's industrial market, the level of investment in construction projects doubled in 2014 compared to 2013. During the fourth quarter of 2014, the positive market activity continued in the industrial real estate market as 8 new projects commenced construction and 14 new leases and sales were carried out.

The vacancy rate for Class "A" industrial space decreased during the year to 5.0%, representing a return to pre-recession levels. With a limited inventory available in Class "A" spaces, the market has begun to see a recovery in the Class "B" market.

Four of Juárez's seven sub-markets observed decreases in their vacancy rates during the fourth quarter of 2014. The declining vacancy rates in these sub-markets were driven by their positive net absorption.

Since the third quarter of 2012, Juárez's industrial market has continued its recovery evidenced by nine consecutive quarters of positive net absorption and a corresponding decrease in the vacancy rate from the record high of 14.9%.

Net absorption in 2014 was greater than 157,000 square meters, of which 51,000 square meters were absorbed in the fourth quarter. Consequently, the vacancy rate dropped to 8.8%, a level that had not been reached since 2008.

Saltillo

At the end of 2014, the level of inventory of industrial Class “A” in Saltillo reached 2.1 million square meters, representing an increase of 13.4% compared to 2013.

At the end of 2014, the Saltillo market had a vacancy rate of 4.4%, representing 102,000 square meters. The availability rate (which includes existing spaces and construction) was 13.4%. As a result of the level of construction activity in Saltillo, the market’s vacancy rate occasionally exceeds the availability rate.

Industrial activity in the area of Saltillo has increased during the last two years, with over 300,000 square meters of gross absorption of industrial space by the market in 2014, a record for the market. Net absorption also reached a record during the 2014, reaching 283,000 square meters.

At the end of 2014, 14 industrial projects were under construction in this market, representing a total of 187,000 square meters. Of these projects, 63% are custom designed spaces, 36% are speculative construction and the remaining 1% were expansions of existing buildings.

Reynosa

At the end of 2014, the inventory of Class “A” industrial space rose 1.4%, an increase of approximately 39,000 square meters over the previous year, reaching a total of 2.75 million square meters.

At year end the availability rate reached 9.3%, rising from the 9.1% rate observed at the end of 2013. At the end of 2014, there was a total of 260,000 square meters that were available.

The amount of vacant space decreased during 2014 to 246,000 square meters from 251,000 square meters that were vacant at the end of 2013 (a decrease of approximately 9%). Within the market, the highest vacancy rate is in the Pharr Bridge sub-market which has a vacancy rate of 12.6% and also had the greatest amount of vacant space at year end.

The average price per square meter during 2014 in Reynosa’s industrial zone was US\$3.66 per square meter per month in 2013. The sub-market with the highest price was Poniente with an average price of US\$3.88 per square meter.

Net absorption during 2014 was approximately 45,000 square meters, an increase of approximately 29,000 square meters over the previous year’s net absorption of 16,000 square meters. During the year the vacancy rate for the industrial zone remained stable, closing the year at 8.9%, representing a decrease of approximately 0.4% compared to the rate observed in 2013.

Guadalajara

With the addition of nearly 100,000 square meters of industrial space, mainly driven by a new facility for Plexus Electronics and speculative development in the El Salto corridor, Guadalajara’s inventory grew by 5% during 2014. Over the course of the year, the most significant increases in inventory occurred in the Zapopan Norte and El Salto corridors.

At the end of 2014, the availability rate of Guadalajara reached 4.4%, which is twice the rate that had been observed at the end of 2013. This increase is primarily attributed to new construction and existing properties becoming vacant in the Zapopan Norte corridor.

The specialization of the Guadalajara industrial market has resulted in rent prices continuing to be among the country’s highest. In 2014, the average price per square meter of industrial space reached US\$4.69 per square meter, continuing the trend of the last 5 years that has seen an average annual increase of 3%.

During 2014, the market absorbed only 46,000 square meters, a decrease of almost 30,000 square meters from 2013. This decrease was caused by existing properties becoming vacant and properties in the market more generally being unable to attract tenants.

Companies in the food, lumber and medical sectors that utilize industrial space for storage and logistics have been the most significant tenants in this market.

Tijuana

Tijuana is one of the most long-standing industrial regions in Mexico, with a significant contingent of companies producing medical equipment and a growing share of producers of consumer electronics.

It is expected that in 2015 this industrial real estate market will continue to recover, driven primarily by custom designed and speculative construction.

Tijuana's industrial real estate market ended 2014 positively observing decreases in the vacancy rate and with significant amounts of space being absorbed by the market. The level of gross absorption during 2014 was 50% higher than that of 2013. With the uptick in absorption during 2014 and a low level of speculative construction ongoing, it is expected that rental prices will begin to face upward pressure during 2015.

Tijuana is a mature market that serves as a manufacturing hub for companies in the medical equipment industry and is one of the most established industrial centers in Mexico.

INDUSTRIAL MARKET TRENDS IN MEXICO

In Mexico City, given the size of the market and with the constant demand from both domestic and international companies to establish themselves in the city, the current outlook is that the market will continue to generate a variety of new industrial construction projects, especially speculative construction. The average rental price for industrial space is expected to maintain the gradual upward trend and is expected to approach US\$5.50 per square meter per month over the course of 2015 as there are ongoing construction projects that contemplate prices above this level.

With construction of almost one million square meters underway and new businesses looking for space to develop in the Bajío region, it is expected that the region's inventory will grow between 25% and 30% during 2015. Additionally, with similar economic fundamentals in place to those that existed during 2014, it is expected that rental prices in 2015 will remain stable and will average approximately US\$4.00 per square meter per month.

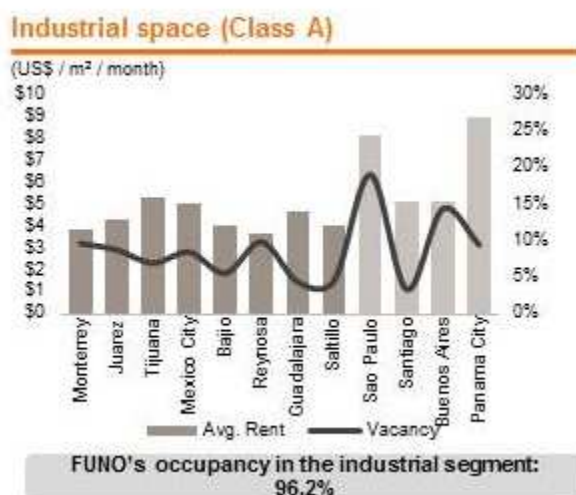
It is expected that the inventory of Class "A" industrial space in the metropolitan area of Monterrey will exceed 7 million square meters during 2015, which would represent a growth rate of almost 3%. The drivers for this growth are expected to be the automotive, food, beverage and logistics sectors.

It is expected that the inventory of Juarez will increase by approximately 200,000 square meters during 2015. Rental prices are expected to remain stable with a slight upward trend. The starting price would be expected to remain stable in the first quarter and a slight upward trend to eventually reach US\$5.00 per square meter per month.

It is expected that the average rental price of industrial space in Reynosa will move to a range of between US\$3.60 per square meter per month to US\$3.70 per square meter per month due to the lack of new industrial spaces coming to market and the organic recovery of the city.

As there is little speculative construction ongoing in Guadalajara, it is expected that vacancy rates will follow a downward trend until reaching a level of between 3% and 4%. Rental prices for industrial space are expected to remain stable with a slight upward trend during the year, ultimately reaching a level of between US\$4.70 and US\$5.00 per square meter per month.

The following table sets forth information with respect to the average rent per square meter for industrial space (on a U.S. Dollar basis) and vacancy rates for industrial space in certain Mexican and other Latin American markets as of June 30, 2015.



OFFICE PROPERTY MARKET

Mexico City

During 2014, the inventory of Class A and A+ office space in Mexico City grew 5.5% with respect to 2013 and reached 4.5 million square meters, doubling in size during the last decade. Over the next three years, it is expected to grow by 27% to reach 6 million square meters.

Rent prices have remained stable with a slight upward trend in the last two years, as a result of a higher quality supply and growing demand.

Evolution of the Inventory, Prices, New Offer and Vacancies, annually (US\$/month)



Source: CBRE Research, 2014.

The vacancy rate of office space in 2014 was 8.21%, the lowest in the past three years.

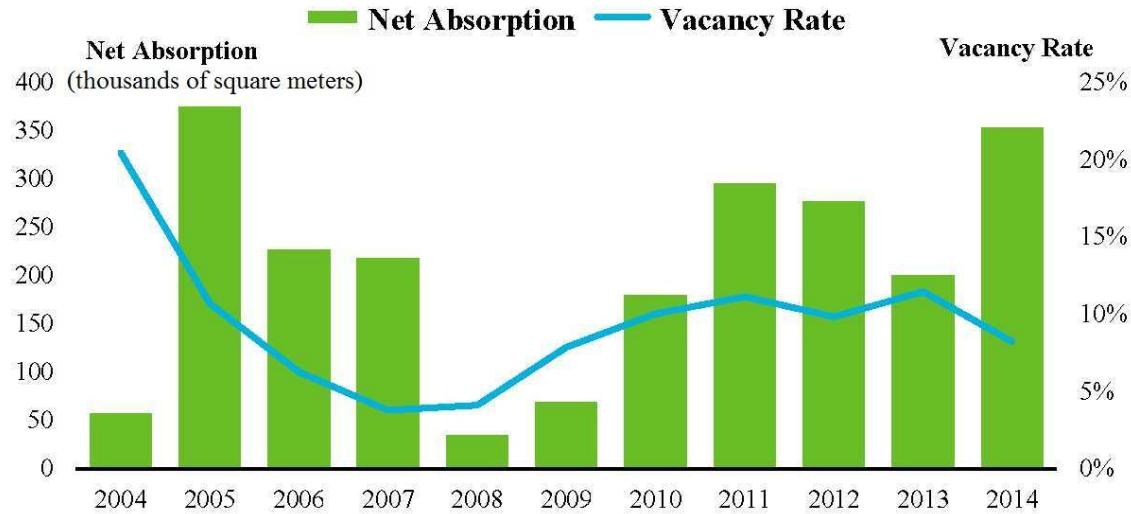
The new supply of office space that will be incorporated in the next three years amounts to 1.4 million square meters.

The availability rate that includes space under construction is 25.4% and reflects 1.4 million square meters under construction, 200,000 of which are already subject to leasing arrangements (approximately 15% of the total).

New projects and new offer have also expanded the supply in alternative submarkets in Mexico City. In Santa Fe, three projects added almost 40,000 square meters: Infiniti, Patio Santa Fe and Blu, two of them becoming part of the inventory already fully pre-leased. For the next three years, more than 80 thousand square meters currently under construction are expected to become available.

The new offer has been characterized by quality and efficiency, which has resulted in higher rent prices. That trend has been the case in Forum Naucalpan, Perinorte and Peripheral Diamond Interlomas.

Net Absorption and Vacancy Rate, Annual



Source: CBRE Research, 2014.

During 2014, the main new entries occurred in central submarkets as Polanco, Insurgentes and Lomas Palmas, with tenant profiles that include government entities and information technology and financial sector industries.

We expect increased net absorption during 2015 due to the existence of pre-leased space for nearly 200,000 square meters as is the case, among others, of BBVA Corporate in Reforma, Torre Virreyes in Las Lomas and Torre Diana also in Reforma.

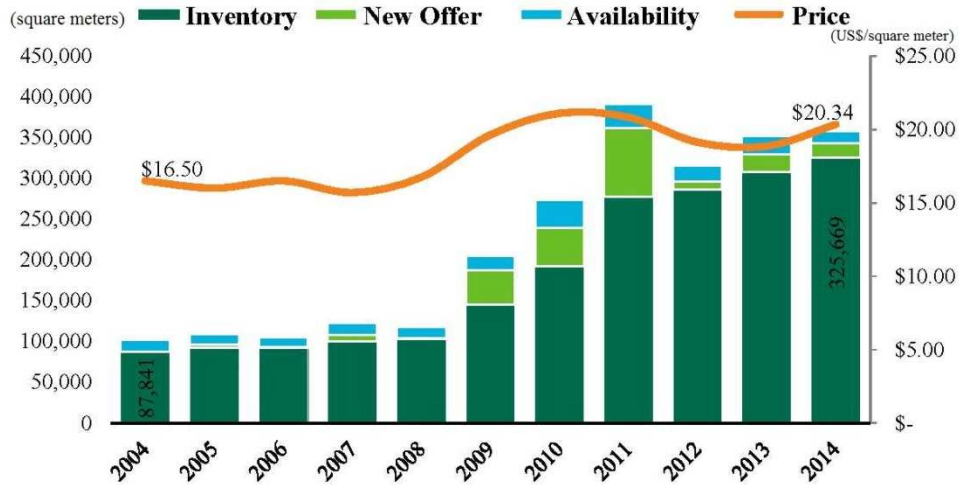
Guadalajara

During 2014, we observed a trend towards mixed-use developments, as evidenced by more than three projects of this type under construction with an aggregate of almost 23,000 square meters.

The market reached a more mature stage, with high-end projects and more institutionalized marketing processes.

Three new projects represent a new phase in the office space market in Guadalajara: Torre 1500 Américas, Sania and Two Views Corporate Tower.

Evolution of the Inventory, Prices, New Offer and Vacancies, annually (US\$/month)



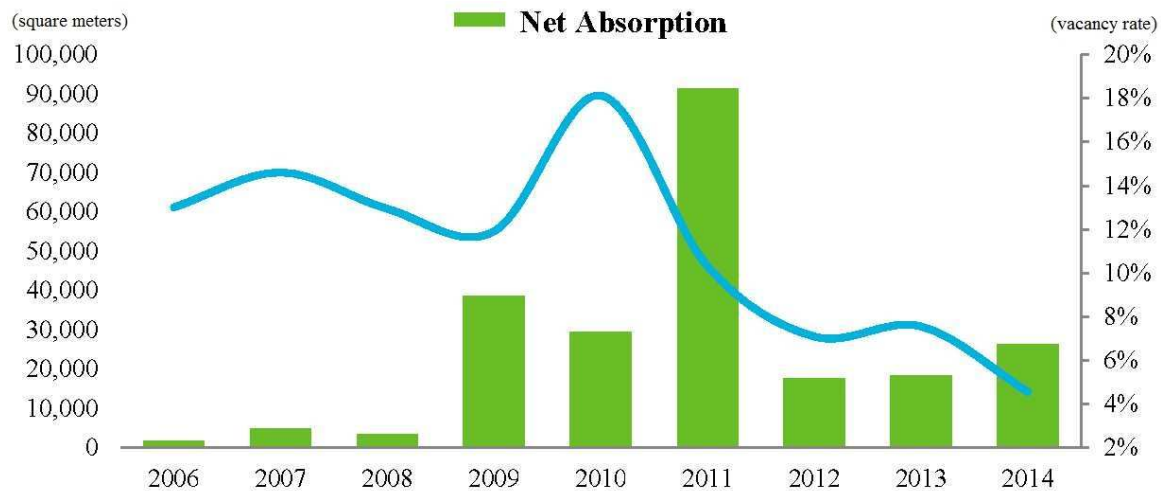
Source: CBRE Research, 2014.

2014 was a strong year for the corporate sector of Guadalajara. New developments were launched, new enterprises opened in the region and the city consolidated its status as one of the most important job markets, all of which makes Guadalajara an important corporate market at the national level, and the most outstanding in the Western region of the country.

During 2014, three new buildings were completed, adding 17,836 square meters of new supply, which brought the total inventory to 325,000 square meters.

At the end of 2014, vacancies in Guadalajara reached 15,000 square meters (10,000 square meters less than at the end of 2013), and the availability rate was 4.5% (3 percentage points lower than at the end of 2013).

Net Absorption and Vacancy Rate, Annual



Source: CBRE Research, 2014.

Absorption in 2014 was higher than in any of the preceding two years, driven mainly by technology companies eager to establish a presence in this area of Mexico. There were a total of 26,000 square meters of office space rented or sold during 2014.

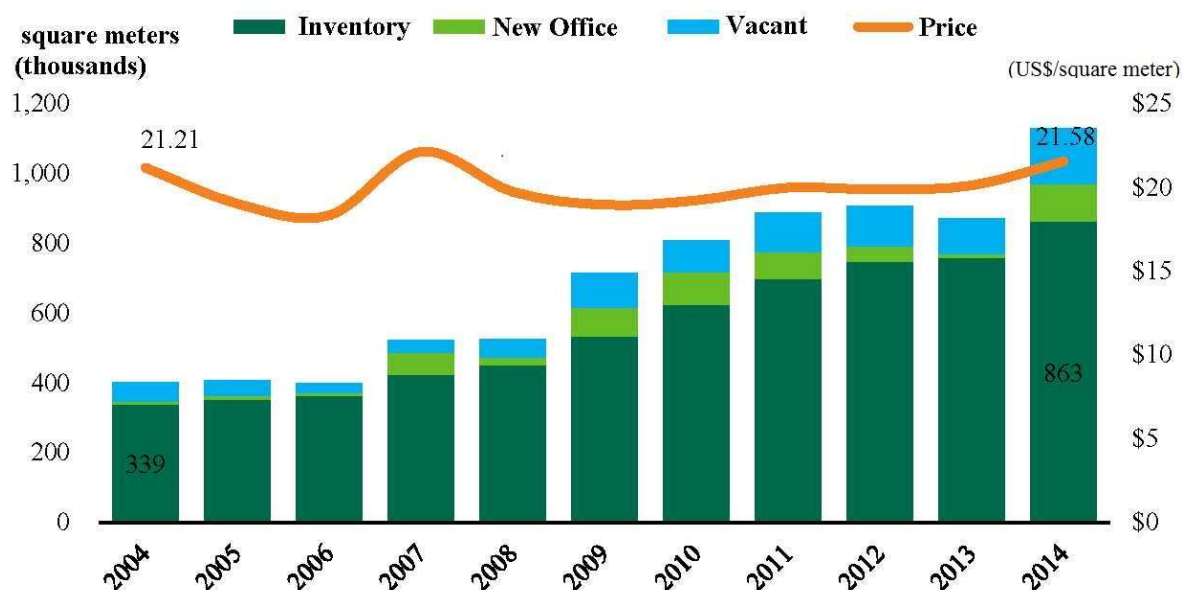
Monterrey

Gross absorption reached 51,000 square meters during 2014, substantially the same level as in 2013. The main contributor was the automotive sector, which captured more Class A and A+ office space in Monterrey than any other industry.

At the end of 2014 there were of almost 215,000 square meters of Class A and A+ office space under construction, more than 70% of which was represented by two developments: Valle Oriente with 37.81% of the total, and Margáin-Gomez Morin with 34.28%.

More than 100,000 square meters of space Class A and A+ were completed during 2014, including buildings such as Pavilion F, Tower Sofia, Aurum, North Tower St. Mary, St. Jerome Corporate and New South.

Evolution of the Inventory, Prices, New Offer and Vacancies, annually (US\$/month)



Source: CBRE Research, 2014.

The inventory of Class A and A+ office space at the end of 2014 reached 863,000 square meters, more than 105,000 of which were added during the year. This represents an annual increase of almost 14%. Of the new space added during 2014, 33,000 square meters were Class A, and 72,000 square meters were Class A+.

After giving effect to the addition of new space during 2014 described above, vacancies at the end of the year exceeded 160,000 square meters.

Rental prices increased during 2014 to an average of US\$21.58 per square meter from an average of US\$20.15 per square meter in 2013. The average asking rent in buildings Class A and A+ during 2014 was US\$21.58 per square meter, which represents an increase of 7.1% with respect to 2013 (when the average asking price was US\$20.15 per square meter).

During 2014, the availability rate was 30.69%, representing a decrease of 2.48% with respect to 2013. At the end of 2014, 330,000 square meters were available.

Net Absorption and Vacancy Rate, Annual



Source: CBRE Research, 2014.

The cumulative net absorption in 2014 reached almost 46,000 square meters, higher than the 26,000 square meters for 2013.

Vacancies at the end of 2014 reached 160,000 square meters, which represents an increase of almost 60% with respect to the vacancies at the end of 2013 (100,000 square meters). This outcome was mainly the result of the significant inflow of new supply.

OFFICE MARKET TRENDS IN MEXICO

We estimate that the inventory of Mexico City will grow 13% in 2015 due to the addition of more than half a million square meters, and that the availability rate will increase about 4% reflecting almost 600,000 square meters being offered.

Based on existing construction levels and estimated delivery times, for 2015 we expect nearly 48,000 square meters to be added in Guadalajara, thereby growing the inventory by 12%. We expect that, as a result of the new investments planned in the metropolitan area of Guadalajara and the positive outlook that developers envision, absorption in 2015 will remain positive and have an increase compared to 2014.

It is expected that, during 2015, the inventory of office space Class A and A+ in Monterrey will reach 950,000 square meters. Consequently, it is expected that the vacancy rate will increase to a range between 18.5% and 19.5%.

It is also expected that new buildings will come to market in Monterrey at average rental rates in the range of US\$21 to US\$22 per square meter per month.

The following table sets forth information with respect to the average rent per square meter for office space (on a U.S. Dollar basis) and vacancy rates for office space in certain Mexican and other Latin American markets as of June 30, 2015.

Office space (Class A)



FUNO's occupancy in the office segment 91.0%

ABOUT FIBRAS

General

A “FIBRA” is an investment vehicle dedicated to the acquisition and development of real estate in Mexico intended for leasing (and possible subsequent sale) or the acquisition of the right to receive lease revenue from real estate or to provide financing for such purposes using real estate as collateral. A FIBRA has similarities to a real estate investment trust, or REIT, in the United States, as described below. In accordance with Mexican law, a FIBRA must be established by contract as a trust and is the vehicle for issuing the CBFIs.

The introduction of FIBRAs in Mexico, and the establishment of the tax regime applicable to FIBRAs in 2004, as an investment vehicle (through the securities it issues) represents a new kind of security available to investors (both individuals and entities). The legal structure of a FIBRA is due to certain reforms enacted over the past several years to (i) various provisions of the Mexican tax laws and regulations, (ii) operating, trading and other Mexican regulations, (iii) the investment regime of the Mexican pension fund administrators (*Administradoras de Fondos para el Retiro*, or *AFORES*) permitting the investment in FIBRAs by Mexican pension funds, and (iv) annual tax regulations issued by the Ministry of Tax (*misceláneas fiscales*).

In particular, regulations under the investment regime for the AFORES have classified FIBRAs as “structured instruments.” As a result, Mexican mutual funds specializing in retirement funds (*Sociedades de Inversión Especializada en Fondos para el Retiro*, or *SIEFORES*) may direct resources to CBFIs issued by FIBRAs, pursuant to their investment limitations (for *SIEFORES* 1 and 2, a maximum of 10%, and for *SIEFORES* 3 and 4, a maximum of 7% of their net assets, observing their diversification criteria provided in Order 15-19 of the Retirement Savings System National Commission (*CONSAR*)). In addition, certain private Mexican pension funds, subject to compliance with the applicable provisions of Article 188 of the Mexican Income Tax Law, may invest up to 10% of their reserves in CBFIs issued by FIBRAs.

The macroeconomic stability of the Mexican economy in recent years has facilitated the development of income-producing properties in Mexico, mainly in major and mid-size cities.

Comparison of Certain Aspects of FIBRAs and REITs

The rules and regulations governing FIBRAs under Mexican law have similar, as well as certain analogous, but nonetheless different, characteristics with the rules and regulations governing REITs under U.S. federal income tax law. The table below highlights some of these principal differences:

	Mexican FIBRAs	U.S. REITs
Distributions.....	<ul style="list-style-type: none"> • Must distribute at least 95% of net taxable income to investors annually. 	<ul style="list-style-type: none"> • Must distribute at least 90% of net taxable income, with certain adjustments, to investors annually.
Investment Focus.....	<ul style="list-style-type: none"> • Must invest at least 70% of total assets in real estate or rights derived from it. • Real estate must be leased or held for lease, unless it is in process of being developed. 	<ul style="list-style-type: none"> • Must invest at least 75% of total assets in real estate assets (including equity and debt), government securities and cash. • Must derive at least 75% of gross income from certain real estate related sources, and must derive at least 95% of gross income from such real estate related sources, and other sources of passive income.

	<u>Mexican FIBRAs</u>	<u>U.S. REITs</u>
		<ul style="list-style-type: none"> • Subject to 100% penalty tax on sales of property “primarily held for sale to customers in the ordinary course of business.”
Other Considerations	<ul style="list-style-type: none"> • Properties must be held by the FIBRA and not be sold for at least four years after completion of development or acquisition (if fully developed) in order to retain tax benefits regarding that property. • Mexican resident individuals without business activity are exempt from income tax on the sale of FIBRA-related CBFIs or shares insofar as the corresponding sale is made through the Mexican Stock Exchange or a recognized market, as defined by the Mexican Income Tax Law. • Non-Mexican holders of CBFIs are generally subject to Mexican withholding tax on distributions in respect of a FIBRA’s net taxable income at a rate of 30%, subject to reduction or exemption for certain classes of investors. • Non-Mexican holders of CBFIs are generally not subject to Mexican income or withholding tax on sales of CBFIs, provided such sales are through the Mexican Stock Exchange or a recognized market, as defined in the Mexican Income Tax Law. 	<ul style="list-style-type: none"> • Not more than 25% of assets may consist of stock in taxable REIT subsidiaries, or TRSs. • Non-U.S. holders of REIT shares are generally subject to U.S. federal withholding tax on dividends from a REIT at a 30% rate, subject to reduction under an applicable income tax treaty. • Non-U.S. holders of publicly traded REIT shares generally are not subject to U.S. federal income and withholding tax on sales of such shares.

Certain General Provisions Applicable to Securities Issuers and other Participants of the Securities Market
(Disposiciones de Carácter General Aplicables a las Emisoras de Valores y a otros Participantes del Mercado de Valores)

The General Provisions Applicable to Securities Issuers and other Participants in the Securities Markets (the “General Provisions”) have been amended since their enactment and resulted in changes to, among other things, (i) CBFIs holders’ rights, (ii) technical committee duties, and (iii) leverage restrictions and liquidity requirements applicable to FIBRAs. In accordance with our market vision and the provisions of our trust agreement, our management has implemented all actions necessary to comply with the General Provisions by amending our trust agreement to reflect the amendments.

The amendments to the General Provisions include, among other things, the following:

Actions which Require a Meeting of CBFH Holders: A meeting of CBFH holders will be required to approve any investment or acquisition that: (i) constitutes 20% or more of the value of the Trust Estate (in a single transaction or a series of related transactions occurring in a 12 month period that may be deemed to be one transaction), based on figures at the end of the previous quarter; (ii) constitutes 10% or more of the value of the Trust Estate (in a single transaction or a series of related transactions occurring in a 12 month period that may be deemed to be one transaction), based on figures at the end of the previous quarter and involves (y) entities in which the Trust makes investments, the settlor, the trustee or a party acting in such capacity or (z) that creates a conflict of interest; (iii) results in the issuance of additional CBFHs or otherwise increases the number of CBFHs outstanding; (iv) amends the compensation arrangement or management commissions or which otherwise favors the manager of the Trust Estate, members of the technical committee or its equivalent, or any third party administrator; and (v) alters the acquisition policy or results in the assumption of loans, credits or other financing.

With respect to items (ii) and (iv) above, a CBFH holder belonging to either of the categories referred to in items (y) and (z) of (ii), or who is acting as manager, shall abstain from voting on the applicable matters before the CBFH holders' assembly meeting; however such abstention shall not affect the quorum required to hold the CBFH holders' assembly meeting.

The CBFH holders may remove and replace the administrator of the Trust Estate at a CBFH holders' assembly meeting. FIBRAs may set the percentage of CBFH holders required for such removal, but such percentage may not exceed 66%. Our trust agreement was amended to expressly include such removal by 66% or more of our outstanding CBFHs.

Technical Committee Duties. The Technical Committee shall approve: (i) the acquisition or disposition of assets or properties that are valued at 5% or more of the Trust Estate (in a single transaction or a series of related transactions occurring in a 12 month period that may be deemed to be one transaction), based on figures at the end of the previous quarter; and (ii) revisions to operating policies with respect to related entities in which the Trust makes investments, the settlor, the trust estate administrator or any party to whom such functions are entrusted. Each acquisition or disposition with such related entities or that represents a conflict of interests shall require the affirmative vote of the majority of the independent members of the Technical Committee. In any case, the acquisition or disposition with a related entity must be conducted at market value.

When FIBRAs obtain credit facilities, loans or financings, a committee, the majority of whose members are independent members of the Technical Committee, must be assigned the power to monitor and establish mechanisms that allow such committee to verify that the execution of the credit facilities, loans or financings comply with the provisions of the applicable laws and regulations.

Provisions for incurring or assuming loans. When loans, credit or financings are assumed or incurred and the interests in the Trust Estate are pledged as collateral, a committee or subcommittee (the majority of the members of which must be independent members of the Technical Committee) will be appointed and will be granted the authority to oversee such incurrence or assumption, and will confirm that the incurrence or assumption of such loans, credits and financing are in accordance with applicable law.

When the assets of the Trust Estate are pledged as collateral in connection with the assumption or incurrence of loans, credit or financings, the value of the security interest must be disclosed and cannot exceed 50% of the book value of the assets of the Trust Estate. If this limit is exceeded, the FIBRA cannot assume additional debt with the assets of the Trust Estate as collateral until the limit is adjusted, except to extend the maturity of debt through refinancing. Such refinancing may not increase the indebtedness of the Trust Estate.

If the issuer exceeds the limit mentioned in the immediately preceding paragraph, the administrator of the Trust Estate must present to the CBFHs Holders' meeting a report describing the situation and a corrective plan, which is required to include the terms and deadlines relating to reaching compliance with such limit. Prior to submission at the CBFHs Holders' meeting, the plan must be approved by a majority of the independent members of the Technical Committee. Such approval must be obtained within 20 business days from the date on which the non-compliance became known. The corrective plan should also contemplate ongoing compliance with the regulatory limits.

A FIBRA shall establish a minimum debt service coverage ratio when incurring or assuming any loans, credit or financings. This ratio will be calculated according to Annex AA of the General Provisions and cannot be below 1.0. If the minimum debt service coverage ratio falls below 1.0, the FIBRA cannot assume additional debt with the Trust Estate as collateral, except to extend the maturity of debt through refinancing. Such refinancing may not increase the indebtedness of the Trust Estate.

BUSINESS AND PROPERTIES

Overview

We are a Mexican FIBRA that acquires, owns, develops, constructs, leases and operates a broad range of real estate properties in Mexico, including industrial, retail and office properties. As of September 30, 2015, we were the largest public real estate company in Mexico and in Latin America in terms of number of properties, annual revenues and market capitalization, and we believe that our portfolio represents one of the largest and highest quality portfolios of industrial, retail and office properties in Mexico and Latin America. Our objective is to generate attractive returns through investment in income-producing real estate properties that have the potential for capital appreciation.

We are formed as a Mexican trust and conduct our operations so as to qualify to be taxed as a FIBRA under Articles 187 and 188 of the Mexican Federal Income Tax Law (*Ley del Impuesto Sobre la Renta*), or the Mexican Income Tax Law. In order to qualify to be taxed as a FIBRA, we must distribute annually at least 95% of our net taxable income and at least 70% of our assets must be invested in real estate held for lease, among other requirements. For a detailed description of FIBRAs, see “About FIBRAs.”

Since we issued and sold the USD Notes into the international market in January 2014 we have continued growing significantly. In connection with that offering we presented information and results available as of and for the nine months ended September 30, 2013. Our total GLA as of September 30, 2015 was 6.8 million square meters, which represents an increase of 106% from the total GLA of 3.3 million square meters as of September 30, 2013. Our total assets and investment properties (as shown in the table below) have grown from Ps.67,327 million (US\$3,942.5 million) and Ps.47,580 million (US\$2,786.2million) as of September 30, 2013 to Ps.157,424 million (US\$9,218.4 million) and Ps.144,726 million (US\$8,474.9 million) as of September 30, 2015, increases of 134% and 204%, respectively.

While growing our asset base we have also grown our revenues and NOI from Ps.3,149 million (US\$184.4 million) and Ps.2,610 million (US\$152.9 million) for the twelve-month period ended September 30, 2013 to Ps.9,728 million (US\$569.7 million) and Ps.7,837 million (US\$458.9 million) for the twelve-month period ended September 30, 2015, increases of 209% and 190% respectively. Our ratio of total debt to total assets decreased from 34.3% as of September 30, 2013 (on a pro forma basis giving effect to the issuance of the USD Notes on January 30, 2014) to 30.5% as of September 30, 2015.

The following table sets forth certain information with respect to our results as of or for the twelve-month periods ended September 30, 2013 and September 30, 2015.

	As of or for the twelve-month period ended September 30,	
	2013	2015
Total Properties	319	484
Stabilized Properties	306	477
Properties Under Development	13	12
GLA (square meters)	3,248,497	6,833,280
Occupancy	96.2%	94.5%
Investment Properties	Ps. 47,580 million ⁽¹⁾	Ps. 144,726 million ⁽²⁾
Last Twelve Month Revenue	Ps. 3,149 million	Ps. 9,728 million
Last Twelve Month Net Operating Income	Ps. 2,610 million	Ps. 7,837 million
Equity	59.9% ⁽³⁾⁽⁴⁾	67.9% ⁽⁴⁾
Long-term liabilities	33.7% ⁽³⁾⁽⁴⁾	26.0% ⁽⁴⁾
Short-term liabilities	6.4% ⁽³⁾⁽⁴⁾	6.1% ⁽⁴⁾
Investment properties	88.1% ⁽³⁾⁽⁵⁾	89.9% ⁽⁵⁾
Other assets	9.5% ⁽³⁾⁽⁵⁾	6.9% ⁽⁵⁾
Cash & equivalents	2.4% ⁽³⁾⁽⁵⁾	3.3% ⁽⁵⁾

⁽¹⁾ Includes Investment properties and Investment in fiduciary rights and other assets.

⁽²⁾ Includes Investment properties and Investments in associates.

(3) Calculated on a pro forma basis giving effect to the issuance and sale of the USD Notes on January 23, 2014.

(4) Calculated as a percentage of total liabilities and equity.

(5) Calculated as a percentage of total assets.

Properties

Since our initial offering in March 2011, we have grown our initial portfolio consisting of 17 properties, comprising 0.7 million square meters of GLA that we acquired in our formation transaction, or our Initial Portfolio, to a portfolio that included, as of September 30, 2015: (i) 477 stabilized properties, or our Stabilized Portfolio, 472 of which are fully stabilized and five of which contain portions of GLA that have been leased or are available to be leased and portions that are under development, and (ii) 12 properties in various stages of development or expansion, or our Development Portfolio, which includes the five properties in our Stabilized Portfolio, portions of which are under development, and seven other properties fully under development. Our Stabilized Portfolio includes 495 operating units (313 retail, 102 industrial and 80 office), comprising 6.8 million square meters of GLA (2.8 million square meters of retail, 3.4 million square meters of industrial and 0.7 million square meters of office). We expect that, upon completion, our Development Portfolio will add approximately 489,931 square meters of GLA to our Stabilized Portfolio.

Our portfolio is diversified by asset type, geography and tenant base, providing investors with exposure to a broad range of properties throughout Mexico. Our portfolio is located in 30 Mexican states (i.e., all states except Zacatecas) and in Mexico City (Federal District). The properties in our portfolio are primarily situated in convenient locations, on or near main freeways and primary avenues, in markets that have generally exhibited favorable demographic trends such as strong population and income growth. As of September 30, 2015, our Stabilized Portfolio had an occupancy rate of approximately 94.5% based on GLA, and included:

- 313 retail operating units with an aggregate of approximately 2.8 million square meters of GLA (40.6% of our Stabilized Portfolio), with an occupancy rate of approximately 92.9% based on GLA.
- 102 industrial operating units with an aggregate of approximately 3.4 million square meters of GLA (49.1% of our Stabilized Portfolio), with an occupancy rate of approximately 96.4% based on GLA.
- 80 office operating units with an aggregate of approximately 0.7 million square meters of GLA (10.3% of our Stabilized Portfolio), with an occupancy rate of approximately 91.8% based on GLA.

Our Development Portfolio is comprised of 12 properties that we expect, upon completion, will comprise an aggregate of approximately 957,536 square meters of GLA. Our Development Portfolio includes five properties, portions of which, amounting to approximately 467,605 square meters of GLA, have already been developed and leased or are available to be leased. As of September 30, 2015, the stabilized portions of these five properties constituted 6.8% of our Stabilized Portfolio and had an occupancy rate of approximately 79.9%. These five properties are also included in our Stabilized Portfolio. As of September 30, 2015, our Development Portfolio included:

- Three retail properties that we expect, upon completion, will comprise approximately 154,207 square meters of GLA, of which a portion of one retail operating unit, comprising 23,397 square meters of GLA, has already been developed with in-place lease agreements or are available to be leased;
- Five industrial properties that we expect, upon completion, will comprise approximately 622,829 square meters of GLA, of which portions of three industrial operating units (San Martin Obispo I, San Martin Obispo II and La Purísima), comprising 421,670 square meters of GLA (6.2% of our

Stabilized Portfolio), have already been developed with in-place lease agreements or are available to be leased; and

- Four office properties that we expect, upon completion, will comprise approximately 180,500 square meters of GLA, of which portions of one office operating unit (La Viga), comprising 22,538 square meters of GLA (0.3% of our Stabilized Portfolio), have already been developed with in-place lease agreements or are available to be leased.

We believe we have a stable and diversified tenant base. As of September 30, 2015, we had approximately 6,500 independent lease agreements with approximately 2,700 tenants in a wide range of industries, including the industrial, retail, corporate and government sectors. As of September 30, 2015, our ten largest tenants by GLA occupied approximately 29.8% of the occupied GLA of our Stabilized Portfolio, and our ten largest tenants by ABR represented approximately 30.6% of the ABR attributable to our portfolio. A leading multi-national retailer accounted for 11.6% of the occupied GLA of our portfolio and 9.6% of the ABR attributable to our portfolio. However, no other tenant accounted for more than 2.9% of the occupied GLA of our portfolio or 7.9% of the ABR attributable to our portfolio. We believe that the diversity of our tenant base will help minimize our exposure to economic fluctuations in any one industry or economic sector or with respect to any single tenant. We believe the properties in our portfolio are also distinguished by the quality of our tenants, which include some of the leading companies in Mexico and in their respective industries, as well as international companies with a presence in Mexico.

As of September 30, 2015, the weighted average remaining term of our leases, by GLA, was approximately 4.5 years, excluding statutory leases (defined below). On a sector-by-sector basis, the weighted average remaining term of our leases, by GLA, for our retail, industrial and office properties was approximately 6.3, 3.3 and 3.6 years, respectively, in each case excluding statutory leases.

The lease agreements with certain of our tenants have expired and have not been formally renewed. Instead, under the local laws of the Mexican state in which an applicable property is located, generally these tenants are permitted to continue to occupy the property pursuant to the terms of the most recently expired lease agreement, including obligations to pay rent in the same amounts and with the same frequency. We refer to these arrangements as statutory leases. The notice period for termination of a statutory lease by us will depend on the laws of the applicable state in Mexico in which the property is located. As of September 30, 2015, approximately 5.3% of the occupied GLA of our portfolio, or 344,910 square meters of GLA, was subject to statutory leases, accounting for approximately 6.1% of our ABR, which provides us with the flexibility to negotiate new leases and to potentially increase rental rates where market conditions permit.

We also believe that we have well-staggered lease expirations. As of September 30, 2015, no more than 15.5% of our leases by GLA or 14.1% of our leases by ABR were scheduled to expire in any one year for the years ending December 31, 2015 through 2019. As of September 30, 2015, leases representing 48.8% of GLA and 43.1% of ABR were scheduled to expire in 2019 or thereafter (not including statutory leases).

In addition, substantially all our leases contain automatic inflation adjustment provisions with respect to base rent. As of September 30, 2015, 68.1% of our ABR was payable in Mexican Pesos and 31.9% of our ABR was payable in U.S. Dollars. We believe that in addition to well-staggered lease expirations and contractual annual inflation adjustments, the structure of our leases, which primarily provide for fixed rent payments and are primarily payable in Pesos, further contributes to the stability of the cash flows provided by our portfolio.

Our Portfolio

The following table sets forth information with respect to our Stabilized Portfolio as of September 30, 2015:

Type	No. of Properties	No. of Operating Units	No. of Lease Agreements	GLA	% of Total GLA	Occupancy Rate (As % of GLA)	ABR as of September 30, 2015 (Ps. in thousands)	% of Total ABR	Monthly Rent (Ps.) per square meter of occupied GLA ⁽⁵⁾
Retail ⁽¹⁾	302	313	5,855	2,774,091	40.6%	92.9%	5,175,247	50.7%	167.34
Industrial ⁽²⁾ ...	101	102	376	3,356,790	49.1%	96.4%	2,749,351	26.9%	70.82
Office ⁽³⁾	74	80	317	702,400	10.3%	91.8%	2,281,961 ⁽⁴⁾	22.4%	295.05 ⁽⁴⁾
Total	477	495	6,548	6,833,280	100%	94.5%	10,206,559	100%	130.65

⁽¹⁾ Includes properties leased to operate as a hotel, which represent approximately 1.4% of our total ABR.

⁽²⁾ Includes properties leased to operate as a hotel, which represent approximately 0.1% of our total ABR.

⁽³⁾ Includes properties leased to operate as a hotel, which represent approximately 0.3% of our total ABR.

⁽⁴⁾ On July 1, 2013, we acquired the TM Portfolio, which includes the beneficial rights to 49% of the equity interests, along with corresponding rights to lease revenue, net of operating, administrative and financing expenses, in trusts that own a 55-story office building known as Torre Mayor and two adjacent properties located in Mexico City. As we hold the rights to receive 49% of the lease revenue attributable to the entire TM Portfolio, the calculation of GLA for office includes 100% of the GLA of the TM Portfolio, but the calculation of ABR for office includes only 49% of the rents of the TM Portfolio.

⁽⁵⁾ To calculate the monthly rent per square meter of occupied GLA, we include 100% of the occupied GLA of the TM Portfolio.

The following table sets forth information with respect to the lease expirations of the properties in our Stabilized Portfolio as of September 30, 2015, assuming the tenants do not exercise their renewal option, if any, which may include contractually agreed upon renewal options and, a statutory right to retain possession of a property after the expiration of a lease applicable under the local laws of the Mexican state in which a property is located:

Year⁽¹⁾	No. of Expiring Leases	GLA⁽²⁾ of Expiring Leases (m²)	% of Total GLA⁽²⁾ of Expiring Leases	ABR⁽³⁾ of Leases Expiring within the Year (Ps. in thousands)	% of Total ABR⁽³⁾ of Leases Expiring within the Year	Monthly rent (Ps.) per square meter of occupied GLA⁽⁴⁾
2015	626	333,746	5.2%	1,314,466	12.9%	273.7
2016	1,677	781,312	12.1%	1,245,002	12.2%	132.8
2017	1,156	844,142	13.1%	1,184,742	11.6%	117.0
2018	834	1,001,377	15.5%	1,438,739	14.1%	119.7
2019	357	577,714	8.9%	848,781	8.3%	122.4
Thereafter.....	967	2,573,837	39.9%	3,548,928	34.8%	114.9
Statutory Leases ⁽⁵⁾	931	344,910	5.3%	625,900	6.1%	151.2
Total.....	6,548	6,457,039	100.0%	10,206,559	100.0%	131.7

(1) Data presented in this table is based on the signing date of the applicable lease agreement. However, certain lease agreements commence once the property is delivered, rather than the date on which the lease agreement is signed. As a result, lease agreements for properties that may have not been delivered as of September 30, 2015 may expire at a later date than indicated in this table.

(2) Refers to square meters of occupied GLA.

(3) ABR refers to the monthly base rent as of September 30, 2015 multiplied by 12.

(4) To calculate the monthly rent per square meter of occupied GLA, we include 100% of the occupied GLA of the TM Portfolio.

(5) Lease agreements that have expired but continue to pay rent.

Market Opportunity

We believe we are well positioned to identify and take advantage of opportunities in the Mexican real estate market that we expect to arise as the Mexican economy continues to expand. From a macroeconomic perspective, we believe that Mexico will continue to enjoy stability, which has provided and will continue to provide us with diverse alternatives to fund our growth. We also believe that the projected demographic dynamics that are driving the growth of the economically active segments of the population in Mexico will continue fueling consumer demand in cities and regions where availability of suitable commercial properties is low and where, as the members of our senior management team have done in the past, we will be able to continue investing resources to develop and acquire value-oriented assets.

The competitive advantages that we believe differentiate us from other FIBRAS in Mexico are built not only on the many years of experience of our senior management team, which we have successfully leveraged, but also from our position as market leaders and continual innovators. We believe our comprehensive business platform is a highly effective investment mechanism for responding to real estate market fundamentals, whether they are related to the macroeconomic environment, the dynamics of the global real estate market or local market structures.

Real Estate Market Fundamentals		Our Capabilities	
Economic Stability.....	Mexico's fiscal and monetary policies as well as a sound banking and financial system have provided solid stability in the Mexican real estate market and access to long-term financing.	» Access to Capital	Our capacity for executing our business plan provides us with access to both equity and debt capital markets and has enabled, and we believe will continue to enable, us to obtain additional financing on a cost competitive basis.
Demographics	Mexico's demographic transition towards a more economically active population base is fueling consumer demand.	» Target Markets.....	Part of our investment and development strategy includes targeting underserved and stabilized markets with growing

Real Estate Market Fundamentals		Our Capabilities	
Geography	Mexico continues to be strategically positioned to benefit from global trade, tourism and emerging consumer flows.	» Locations.....	middle-income populations in Mexico. Our well-located property base provides exposure to the most dynamic trends in the retail, industrial and office subsectors.
Competition	Significant local knowledge is required to operate effectively in the Mexican real estate market.	» Expertise/Scale	Our senior management team's combined experience exceeds 40 years and distinguishes us from our competitors.
Investment Opportunities...	Relatively fragmented markets with limited access to capital may trigger the opportunity to acquire high quality assets	» Sourcing Capabilities	Our senior management team has a proven track record of sourcing and consummating successful acquisitions in various sectors, including the retail, industrial and office subsectors.
Convergence	Mexican real estate prices and rent levels are below most Latin American comparables and are expected to converge.	» Internal Growth	We can generate additional cash flow from our portfolio by stabilizing our development properties and by expanding, and maximizing the potential income from, our stabilized properties.
Relative Scarcity.....	Investors seeking to allocate funds in the Mexican real estate market are limited by the scarcity of investment vehicles and/or products.	» Financial Differentiation..	We are the first investment vehicle structured as a FIBRA, and we are the largest and most liquid FIBRA issuing securities in the public market in Mexico with a large participation of international investors.

Our Competitive Strengths

We believe we have the following competitive strengths:

- ***Broadly diversified portfolio with high quality tenants.*** Our portfolio is diversified by currency, asset type, geography, tenant base and lease maturity, which enables us to mitigate currency, geography, tenant and lease maturity concentration risks while allowing for increased cash-flow stability. We believe that the diversification of our portfolio by both asset type and geography allows us to benefit from broad growth trends in Mexico without dependence on the performance of any specific industry or any given city or regional economy in Mexico. We believe that our properties are also distinguished by the quality of our tenants, many of which are among the leading companies in Mexico and in their respective industries, which include, among others, the retail, financial, education and entertainment industries, as well as international companies with a presence in Mexico. As of September 30, 2015, our ten largest tenants by GLA occupied approximately 29.8% of the occupied GLA of our Stabilized Portfolio, and our ten largest tenants by ABR represented approximately 30.6% of the ABR attributable to our portfolio. A leading multi-national retailer accounted for 11.6% of the occupied GLA of our portfolio and 9.6% of the ABR attributable to our portfolio. However, no other tenant accounted for more than 2.9% of the occupied GLA of our portfolio or 7.9% of the ABR attributable to our portfolio. We believe the size, diversity and quality of our portfolio enables us to provide tenants with a broad range of real estate solutions to support their business operations. As existing and prospective tenants seek to lease space, we are uniquely positioned to present them with a range of options across property types and geographies. We also believe that the lack of significant lease expirations in any one year will help contribute to the stability of our cash flow. As of September 30, 2015, no more than 15.5% of our leases by GLA or 14.1% of our leases by ABR were scheduled to expire in any one year for the years ending December 31, 2015 through 2019.
- ***Consolidator with proven ability to execute growth strategy and generate value.*** We believe we have demonstrated the ability to execute our business plan, which includes a growth strategy based on raising and efficiently deploying significant amounts of capital in a variety of real estate assets

that have the capacity to generate income and the potential for appreciation. Since our initial public offering in early 2011, we have grown to become the largest public real estate company in Mexico and in Latin America in terms of number of properties, revenues and market capitalization. In that period, we have grown our initial portfolio of 17 properties with 20 operating units to a portfolio that included, as of September 30, 2015, 477 stabilized properties with 495 operating units, comprising 6.8 million square meters of GLA. As a result of our proven ability to execute transactions and the breadth of relationships of our Advisor's senior management team, we are able to generate substantial deal flow and have an extensive pipeline of potential acquisitions. Accordingly, we believe we will have numerous opportunities to continue to make accretive acquisitions that will result in the generation of value and drive growth in revenues and cash flow.

- ***Compelling acquisition and development pipeline to deliver further growth.*** We intend to continue to expand our portfolio and generate additional cash flow by capitalizing on both internal and external growth opportunities. Since our initial offering in March 2011, we have continued our expansion, completing over 34 portfolio acquisitions for approximately Ps.104.5 billion that comprise approximately 6.0 million square meters of GLA. As of September 30, 2015, we were developing or expanding 12 properties that we expect, upon completion, will comprise an aggregate of approximately 957,536 square meters of GLA (portions of five of these properties, representing approximately 467,605 square meters of GLA, are currently either leased or available to be leased). As our development and expansion projects are completed, we expect to generate additional cash flow from our existing portfolio by leasing the space at market rates. In addition to organic growth from our existing portfolio, we intend to continue to expand our portfolio through selective acquisitions and developments. We believe that our reputation as a preferred counterparty, which has been established through our proven ability to execute transactions, has enabled us to generate an extensive pipeline of potential acquisitions and developments from third parties. In addition, our relationship with E-Group and our Advisor provides an additional source of attractive potential acquisitions and developments. We believe that our right of first refusal to acquire future real estate investment opportunities sourced by the Relevant Principals of E-Group and certain properties that are currently majority-owned by the El-Mann Family and the Attié Family, as well as the breadth of relationships our Advisor's senior management team has established throughout the Mexican real estate industry, will continue to generate a steady source of attractive investment opportunities through which we can grow our business. See “— Relationship with E-Group and Certain Related Parties.”
- ***Experienced management team.*** Our Management Subsidiary's and Advisor's management teams are led by Messrs. André El-Mann Arazi, their Chief Executive Officer and Isidoro Attié Laniado, their Executive Vice President of Strategy and Finance. Additionally, our Management Subsidiary's management team includes Mr. Gonzalo Robina Ibarra, its Deputy Chief Executive Officer, and six vice presidents, Gerardo Vargas Ateca, its Vice President of Finance, Jorge Pigeon Solórzano, its Vice President of Markets and Investor Relations, Javier Elizalde Vélez, its Vice President of Treasury, Ignacio Tortoriello, its Vice President of Administration and Information Technology, Alfonso Arceo, its Vice President of Property Management and Alejandro Chico P., its Vice President of Legal Affairs. Messrs. André El-Mann Arazi, Isidoro Attié Laniado and Gonzalo Robina Ibarra have experience in many diverse aspects of the Mexican real estate industry and have operated in a variety of business and economic cycles, Mr. Gerardo Vargas Ateca has over 30 years of experience in finance, corporate and investment banking and private banking, Mr. Pigeon Solórzano has over 20 years of experience in investment banking and capital markets, Mr. Elizalde Vélez has over 18 years of experience in finance and corporate banking and Mr. Chico has over 20 years of experience in the practice of law. We believe our management team has a strong reputation and track record in the Mexican real estate market.
- ***Attractive capital structure.*** We believe that we are well-positioned to grow our business due to our growth-oriented, attractive capital structure. Since our initial public offering in 2011, we have demonstrated the ability to access multiple sources of financing. For example, we have been able to raise an aggregate of Ps.67.3 billion in equity capital through follow-on offerings of our real estate trust certificates (*certificados bursátiles fiduciarios inmobiliarios*), or our CBFIs, and in

December 2013 and January 2014 we were able to execute the first domestic and international debt offerings in the capital markets by a FIBRA, comprising, respectively, the sale of Ps.8.5 billion peso-denominated notes, or Peso Notes, and US\$1 billion dollar-denominated notes, or USD Notes. The issuance of the Peso Notes, as of the date of issuance, was the largest debut debt capital market issuance for a non-governmental entity in Mexico, and the issuance of the USD Notes made us the first FIBRA to access the international debt capital markets. On February 2, 2015, we issued and sold Ps.7.5 billion of senior unsecured 6.99% notes due July 23, 2025, and reopened our existing series of senior unsecured TIEE plus 80 notes due June 10, 2019 and sold an additional Ps.2.5 billion of notes of that series. As of September 30, 2015, we also had Ps.12.1 billion of financing through credit facilities, which has been further supplemented by our entering, on July 29, 2015, into a five-year, dual-currency, revolving credit facility with aggregate fundings committed thereunder in the amounts of Ps.7.0 billion and US\$360 million. On October 16, 2015, we executed an amendment to the revolving credit agreement to include an additional international financial institution with a commitment of US\$50 million. Accordingly, following the amendment, we had U.S. Dollar-denominated funding committed thereunder in the amount of US\$410 million. We have also been able to utilize our CBFIs as acquisition currency to acquire properties in exchange for CBFIs. As a result of our ability to obtain financing from a broad range of sources, we have been able to grow our business while maintaining what we consider to be a conservative leverage ratio (as measured by total debt to total assets) of 30.5% as of September 30, 2015. We also believe that our capital structure benefits from long-dated and diversified debt maturities of up to 30 years. As of September 30, 2015, our outstanding indebtedness had a weighted average maturity of 9.6 years and approximately 79.0% of our total indebtedness was fixed-rate indebtedness, which helps reduce our exposure to changes in interest rates. As we grow our business, we believe that our enhanced access to capital as a public company in Mexico from a variety of different sources and our conservative approach to leverage will continue to provide us with a significant advantage over our competitors in acquiring and developing properties that meet our investment objectives.

Our Business Objectives, Achievements and Growth Strategies

Our primary business objectives are to: (i) continue our growth as the leading public owner, developer and operator of retail, industrial and office properties in Mexico; (ii) increase our cash flow from our properties; (iii) maintain our properties in optimal condition to preserve their long-term value; and (iv) generate attractive returns through investments in income-producing real estate properties that have the potential for capital appreciation. Our business strategy consists of the following principal elements:

- ***Increase our presence in urban markets with high consumption levels and economic activity.*** We will continue to invest in properties and portfolios located in prime locations within urban markets with high consumption levels and economic activity. In pursuing this strategy, we target stable markets with in-place infrastructure, robust population and business growth, and above-average household income. In particular, we intend to continue to expand and consolidate our presence in metropolitan areas such as Mexico City, Toluca, Guadalajara, Monterrey and Cancún, which are areas that have generally exhibited favorable trends in population and income growth.
- ***Target medium-sized metropolitan areas that exhibit high demographic growth where we have the opportunity to provide underserved segments of the population with new entertainment and retail options.*** In addition to continuing to expand our presence in established urban markets, we also intend to pursue opportunities in medium-sized metropolitan areas in Mexico that exhibit high demographic growth where we have the opportunity to provide underserved segments of the population with new entertainment and retail options. We generally target cities with populations between 300,000 to 500,000. Our Advisor has an established track record of consummating innovative projects in underpenetrated markets in Mexico, and we expect to continue to benefit from its substantial experience and expertise as we execute in these markets.

- ***Continue to source and capitalize on opportunities to acquire assets.*** We intend to continue to grow our business by acquiring properties that best meet our acquisition criteria and that will enhance our portfolio. We will seek to capitalize on the substantial deal flow that our Advisor's senior management team has generated on our behalf. Many of these opportunities have been and continue to be sourced from third parties, who we believe have come to view us as a preferred counterparty due to our proven ability to execute transactions. In addition, our relationship with E-Group provides an additional source of attractive potential acquisitions. Accordingly, we believe we will have numerous opportunities to continue to make accretive acquisitions that will further drive growth in revenues and cash flow. We seek to utilize our strong balance sheet and liquidity position, as well as our Advisor's in-depth market knowledge and expertise, to execute transactions and capitalize on opportunities.
- ***Capitalize on opportunities to generate additional cash flow from our portfolio.*** In addition to growth through the expansion of our portfolio, we also seek to increase the cash flow from the properties we currently own. We seek to capitalize on internal growth opportunities through the following strategies:
 - ***Development Portfolio.*** As of September 30, 2015, we were developing 12 properties that we expect, upon completion, will comprise an aggregate of approximately 957,536 square meters of GLA (portions of four of these properties, representing approximately 467,605 square meters of GLA, have already been developed and are currently either leased or available to be leased). As the land available for future expansion is developed, we expect to generate additional revenue by leasing such space at market rates. As of September 30, 2015, the stabilized portions of these five properties constituted an aggregate of approximately 467,605 square meters of developed GLA (6.8% of our Stabilized Portfolio), and had an occupancy rate of approximately 79.9%. These five properties are also included in our Stabilized Portfolio.
 - ***Rent increases.*** Substantially all of our existing lease agreements contain contractual increases in rent that are tied to inflation. As a result, we expect that our rental revenue will continue to grow at least in line with inflation in Mexico through the realization of these contractual increases in rent.
 - ***Potentially increasing rental rates as current leases expire.*** We believe that we can grow the rental revenue from our portfolio by increasing rental rates as current lease agreements with below-market rents expire and by renegotiating new lease agreements at current market rates.
 - ***Gross Leasable Area Available.*** We seek to generate additional rental revenue from our GLA available through the leasing of unoccupied spaces. As of September 30, 2015, we had approximately 376,241 square meters of unoccupied GLA available for leasing that we expect will generate additional rental revenue as tenants for these spaces are identified.
- ***Maintain relationships with high quality tenants.*** We seek to continue our close relationships with internationally, nationally and regionally recognized tenants by making our commitment to superior tenant service one of our highest priorities. We believe internationally, nationally and regionally recognized tenants provide more predictable property-level cash flows as they are typically higher credit quality tenants that generate stable revenues. Our tenants include established multinational and domestic companies and range from brand-name retailers to leading manufacturers to government agencies. We seek to provide our tenants with a broad range of real estate solutions to support their business operations. Due to the size, diversity and quality of our portfolio, we are able to present tenants with a range of options across asset types and geographies as they seek to lease space. We also maintain open lines of communication with our tenants so that we can be responsive to their needs and provide a level of service that we believe is superior to other landlords in our markets. This regular communication also allows us to gain valuable

insights with respect to current and future market trends. Prior to expanding into a particular market, we seek to gauge our current tenants' desire to expand into that area with the goal of obtaining lease commitments in connection with our planned developments. We believe our focus on tenant relationships not only helps us retain existing tenants, attract new tenants and replace departing tenants quickly and efficiently, but also facilitates our focused growth.

Our Portfolio

The table below sets forth relevant information with respect to the properties in our portfolio as of September 30, 2015:

Property	Property Type	GLA ⁽¹⁾ m ²	% of Total GLA	Occupancy Rate % ⁽²⁾	No. of Lease Agreements ⁽³⁾	Annualized Base Rent ⁽⁴⁾ (Ps.in thousands)	Portfolio	State
Via Morelos 300	Industrial	53,262	0.78%	89.41%	14	34,602	Initial	State of Mexico
Lerma I	Industrial	72,697	1.06%	99.24%	21	37,837	Initial	State of Mexico
Vallejo 2000	Retail	10,298	0.15%	93.20%	7	11,373	Initial	Federal District
La Joya I	Industrial	59,320	0.87%	100.00%	4	39,904	Initial	State of Mexico
Diamante	Industrial	23,805	0.35%	100.00%	2	23,335	Initial	State of Mexico
Rentimex	Office	7,339	0.11%	100.00%	6	21,660	Initial	Federal District
Parque Celaya	Retail	20,404	0.30%	98.61%	117	47,875	Initial	Guanajuato
Americas Chetumal	Retail	35,232	0.52%	99.02%	104	50,917	Initial	Quintana Roo
Americas Tuxtla	Retail	16,592	0.24%	97.70%	98	42,981	Initial	Chiapas
Maravillas I	Industrial	70,782	1.04%	100.00%	11	32,059	Initial	State of Mexico
Tlaquepark	Industrial	137,618	2.01%	98.85%	18	99,294	Initial	Jalisco
Plaza Central	Retail	58,027	0.85%	98.59%	151	111,294	Initial	Federal District
Parque Taxco	Retail	16,648	0.24%	69.44%	19	11,935	Initial	Guerrero
Malecon	Retail	80,026	1.17%	81.62%	188	156,154	Initial	Quintana Roo
Tuxtla II	Retail	14,386	0.21%	100.00%	4	17,122	Initial	Chiapas
Toluca Wm	Retail	15,023	0.22%	100.00%	3	28,995	Initial	State of Mexico
Reforma 99	Office	14,032	0.21%	100.00%	1	49,050	Initial	Federal District
Rio De Los Remedios	Industrial	77,351	1.13%	99.43%	32	75,448	Gris	State of Mexico
Cuemanco	Retail	44,641	0.65%	100.00%	44	89,101	Blanco	Federal District
Avenida Central 243	Retail	1,202	0.02%	100.00%	2	1,818	Azul	State of Mexico
Aguascalientes 102	Retail	3,103	0.05%	100.00%	1	1,966	Azul	Aguascalientes
Zapopan Uvm	Retail	74,070	1.08%	100.00%	1	50,736	Azul	Jalisco
Monterrey Dp	Retail	284	0.00%	100.00%	1	685	Azul	Nuevo Leon
Acapulco Bk	Retail	2,088	0.03%	100.00%	1	1,315	Azul	Guerrero
Hermosillo Dia	Industrial	15,959	0.23%	100.00%	1	949	Azul	Sonora
Leones	Office	1,793	0.03%	100.00%	6	5,436	Azul	Federal District
Cofre De Perote	Retail	270	0.00%	100.00%	1	734	Azul	Federal District
Edison Insurgentes	Retail	211	0.00%	100.00%	1	592	Azul	Federal District
Arboledas	Retail	350	0.01%	100.00%	1	1,510	Azul	State of Mexico
Naucalpan Juarez 2	Retail	1,341	0.02%	100.00%	2	2,231	Azul	State of Mexico
Alameda Juarez 30	Retail	1,932	0.03%	77.95%	4	4,357	Azul	Federal District
Pitic City Center	Retail	7,375	0.11%	89.46%	29	15,884	Azul	Sonora
Mexicali Dp	Retail	600	0.01%	100.00%	2	543	Azul	Baja California
Miguel Angel De Quevedo	Retail	462	0.01%	100.00%	1	654	Azul	Federal District
Olivar De Los Padres	Retail	1,354	0.02%	100.00%	3	3,030	Azul	Federal District
Tijuana Starbucks	Retail	813	0.01%	100.00%	1	1,429	Azul	Baja California
Terraza Pedregal	Retail	3,765	0.06%	100.00%	14	16,393	Azul	Federal District
Reforma 222	Office	3,505	0.05%	100.00%	1	19,687	Azul	Federal District
Del Valle Dp	Retail	101	0.00%	100.00%	1	545	Azul	Federal District
Tlahuac Dp	Retail	215	0.00%	100.00%	1	545	Azul	Federal District
Santa Fe Chillis	Retail	369	0.01%	100.00%	1	2,587	Azul	Federal District
Yucatan 23	Office	4,520	0.07%	100.00%	2	6,913	Azul	Federal District
Anillo Periferico	Office	5,812	0.09%	100.00%	1	16,690	Rojo	Federal District

Property	Property Type	GLA ⁽¹⁾ m ²	% of Total GLA	Occupancy Rate % ⁽²⁾	No. of Lease Agreements ⁽³⁾	Annualized Base Rent ⁽⁴⁾ (Ps.in thousands)	Portfolio	State
Rio Amazonas	Office	508	0.01%	100.00%	1	875	Rojo	Federal District
Rio Lerma	Office	513	0.01%	100.00%	1	1,197	Rojo	Federal District
Rio Nazas Rio Amazonas	Office	1,554	0.02%	100.00%	1	3,088	Rojo	Federal District
Insurgentes Monasterios	Office	1,173	0.02%	100.00%	1	4,172	Rojo	Federal District
Insurgentes Sur	Office	1,222	0.02%	100.00%	1	5,140	Rojo	Federal District
Blvd Adolfo Ruiz Cortine	Office	1,257	0.02%	100.00%	1	6,422	Rojo	Federal District
Presidente Mazarik Y A	Office	863	0.01%	100.00%	1	7,358	Rojo	Federal District
Paseo De La Reforma	Retail	511	0.01%	100.00%	1	3,673	Rojo	Federal District
Montecito	Retail	298	0.00%	100.00%	1	1,499	Rojo	Federal District
Av Jose Maria Castorena	Retail	274	0.00%	100.00%	1	718	Rojo	Federal District
Ctral De Abastos C 4 2 L	Retail	213	0.00%	100.00%	1	1,218	Rojo	Federal District
Ctral De Abastos C 4 2 L II	Retail	255	0.00%	100.00%	1	853	Rojo	Federal District
Calzada De Tlalpan 398	Retail	613	0.01%	100.00%	1	1,132	Rojo	Federal District
Av Rio Churubusco	Retail	252	0.00%	100.00%	1	1,277	Rojo	Federal District
Paseo De Las Lilas	Retail	217	0.00%	100.00%	1	839	Rojo	Federal District
Ricardo Flores Magon	Retail	358	0.01%	100.00%	1	1,373	Rojo	Federal District
Av Instituto Politecnico	Retail	352	0.01%	100.00%	1	1,193	Rojo	Federal District
Copernico	Retail	521	0.01%	100.00%	1	821	Rojo	Federal District
Calzada Ignacio Zaragoza	Retail	380	0.01%	100.00%	1	696	Rojo	Federal District
Av Mariano Escobedo	Retail	417	0.01%	100.00%	1	762	Rojo	Federal District
Calzada De Tlalpan 1198	Retail	315	0.00%	100.00%	1	548	Rojo	Federal District
Av Cuauhtemoc	Retail	240	0.00%	100.00%	1	1,396	Rojo	Federal District
Gral Pedro A De Los Sa	Retail	569	0.01%	100.00%	1	1,400	Rojo	Federal District
Calzada De Tlalpan 495	Retail	335	0.00%	100.00%	1	937	Rojo	Federal District
Calz. De Tlalpan	Retail	280	0.00%	100.00%	1	1,144	Rojo	Federal District
Jardin Centenario	Retail	437	0.01%	100.00%	1	1,390	Rojo	Federal District
Jose Ma. Castorena (4 Lo)	Retail	279	0.00%	100.00%	1	818	Rojo	Federal District
Av. Canal De Miramontes	Retail	470	0.01%	100.00%	1	1,264	Rojo	Federal District
Diagonal De San Antonio	Retail	534	0.01%	100.00%	1	1,010	Rojo	Federal District
Cinematografistas Esq. A	Retail	295	0.00%	100.00%	1	371	Rojo	Federal District
P. De La Ref. Esq. R. De	Retail	331	0.00%	100.00%	1	1,705	Rojo	Federal District
Av. M. Ocampo Esq. Mari	Retail	313	0.00%	100.00%	1	1,340	Rojo	Federal District
Francisco I. Madero	Retail	666	0.01%	100.00%	1	861	Rojo	Federal District
Norte 45	Retail	350	0.01%	100.00%	1	758	Rojo	Federal District
Niza	Retail	479	0.01%	100.00%	1	1,390	Rojo	Federal District
Calz. San Juan De Aragon	Retail	498	0.01%	100.00%	1	828	Rojo	Federal District
Av. De Las Palmas	Retail	471	0.01%	100.00%	1	2,648	Rojo	Federal District
Av. Canal De Miramontes II	Retail	776	0.01%	100.00%	1	1,342	Rojo	Federal District
Monte Elbruz Y Blvd. A.	Retail	695	0.01%	100.00%	1	6,382	Rojo	Federal District
Calz. De Guadalupe	Retail	745	0.01%	100.00%	1	1,511	Rojo	Federal District
Venustiano Carranza	Retail	444	0.01%	100.00%	1	489	Rojo	State of Mexico
Prolongacion 5 De Mayo	Retail	255	0.00%	100.00%	1	261	Rojo	State of Mexico
Allende Esq. Agustin De	Retail	348	0.01%	100.00%	1	281	Rojo	State of Mexico
Gpe Victoria Y Leona Vic	Retail	602	0.01%	100.00%	1	1,725	Rojo	State of Mexico
Yucatan Ote.	Retail	364	0.01%	100.00%	1	528	Rojo	State of Mexico
Av. De Los Bosques	Retail	432	0.01%	100.00%	1	1,594	Rojo	State of Mexico
Blvd Interlomas Lote 5 M	Retail	755	0.01%	100.00%	1	2,603	Rojo	State of Mexico

Property	Property Type	GLA ⁽¹⁾ m ²	% of Total GLA	Occupancy Rate % ⁽²⁾	No. of Lease Agreements ⁽³⁾	Annualized Base Rent ⁽⁴⁾ (Ps.in thousands)	Portfolio	State
Av. Lomas Verdes	Retail	1,695	0.02%	100.00%	1	2,500	Rojo	State of Mexico
Av. Morelos	Retail	905	0.01%	100.00%	1	1,297	Rojo	State of Mexico
Av. Americas 1702	Office	1,248	0.02%	100.00%	1	988	Rojo	Aguascalientes
Republica De Puerto Rico	Retail	478	0.01%	100.00%	1	54	Rojo	Aguascalientes
Av. Juarez	Retail	528	0.01%	100.00%	1	485	Rojo	Baja California
Av. Libertad Y Cda. De L	Office	818	0.01%	100.00%	1	960	Rojo	Baja California
Calz.Insurgentes Esq.Cal	Retail	247	0.00%	100.00%	1	216	Rojo	Baja California
Calle B Juarez Y Lazaro	Office	1,256	0.02%	100.00%	1	983	Rojo	Baja California
Calzada Justo Sierra	Retail	424	0.01%	100.00%	1	755	Rojo	Baja California
Av. De Los Heroes Esq. A	Retail	469	0.01%	100.00%	1	748	Rojo	Baja California
Mexicali Sn Luis Rio Col	Retail	589	0.01%	100.00%	1	697	Rojo	Baja California
Morelos 134	Retail	2,297	0.03%	100.00%	1	1,211	Rojo	Baja California
Erasmus Castellanos	Office	1,980	0.03%	100.00%	1	3,571	Rojo	Baja California
Paseo De Los Heroes	Retail	275	0.00%	100.00%	1	1,306	Rojo	Baja California
Blvd. Agua Caliente Esq.	Retail	843	0.01%	100.00%	1	1,474	Rojo	Baja California
Av. Venustiano Carranza	Retail	749	0.01%	100.00%	1	1,272	Rojo	Baja California
Blvd. Diaz Ordaz Esq. Av	Retail	716	0.01%	100.00%	1	1,272	Rojo	Baja California
Av. Cabo San Lucasy Laza	Retail	346	0.01%	100.00%	1	849	Rojo	Baja California Sur
Blvd. Agustin Olachea Y.	Retail	427	0.01%	100.00%	1	301	Rojo	Baja California Sur
Av. Ruiz Cortinez	Retail	500	0.01%	100.00%	1	683	Rojo	Campeche
Calle 28 Esq. Calle 31	Retail	451	0.01%	100.00%	1	698	Rojo	Campeche
17 Calle Ote. Y 11 Av.	Retail	508	0.01%	100.00%	1	581	Rojo	Chiapas
Allende Esq. Agustin Mel	Retail	826	0.01%	100.00%	1	853	Rojo	Chihuahua
Av. Americas Y Simon Bo	Retail	1,734	0.03%	100.00%	1	1,366	Rojo	Chihuahua
16 De Septiembre Y Rep.D	Retail	1,019	0.01%	100.00%	1	1,196	Rojo	Chihuahua
Av. Juarez Norte	Retail	1,672	0.02%	100.00%	1	1,003	Rojo	Chihuahua
Mares Carr Panan.Km 2.5	Retail	215	0.00%	100.00%	1	41	Rojo	Chihuahua
Av. Tecnologico (Soriana	Retail	540	0.01%	100.00%	1	523	Rojo	Chihuahua
Mares Carr Panan. Km 2.5	Retail	215	0.00%	100.00%	1	182	Rojo	Chihuahua
Av. Universidad Y Calle	Retail	788	0.01%	100.00%	1	1,087	Rojo	Chihuahua
Av. Constitucion Esq. 5	Retail	511	0.01%	100.00%	1	431	Rojo	Chihuahua
C. Coronado Esq.Con Alej	Retail	698	0.01%	100.00%	1	185	Rojo	Chihuahua
Av. Benito Juarez	Retail	424	0.01%	100.00%	1	161	Rojo	Chihuahua
Av.Juarez Y Guerrero	Retail	394	0.01%	100.00%	1	223	Rojo	Chihuahua
Benito Juarez	Retail	360	0.01%	100.00%	1	179	Rojo	Coahuila
Matamoras	Retail	483	0.01%	100.00%	1	325	Rojo	Coahuila
Calle Escobedo	Retail	290	0.00%	100.00%	1	136	Rojo	Coahuila
Av.Prog. Esq.Cuauhtemoc	Retail	389	0.01%	100.00%	1	190	Rojo	Coahuila
Blvd.Harold R.Pape Y Bra	Retail	1,312	0.02%	100.00%	1	561	Rojo	Coahuila
Blvd. A. Lopez M. Esq.	Retail	364	0.01%	100.00%	1	212	Rojo	Coahuila
Av.L.Cardenas Esq.Alejo	Retail	420	0.01%	100.00%	1	249	Rojo	Coahuila
Zaragoza 401	Retail	891	0.01%	100.00%	1	556	Rojo	Coahuila
Calz.Francisco I.Madero	Retail	422	0.01%	100.00%	1	285	Rojo	Coahuila
Allende Esq.Lerdo De Tej	Retail	629	0.01%	100.00%	1	534	Rojo	Coahuila
Calle Juarez 71	Retail	564	0.01%	100.00%	1	42	Rojo	Coahuila
Calle Juarez 48-A	Retail	536	0.01%	100.00%	1	203	Rojo	Coahuila
Hidalgo Sur	Retail	373	0.01%	100.00%	1	293	Rojo	Coahuila

Property	Property Type	GLA ⁽¹⁾ m ²	% of Total GLA	Occupancy Rate % ⁽²⁾	No. of Lease Agreements ⁽³⁾	Annualized Base Rent ⁽⁴⁾ (Ps.in thousands)	Portfolio	State
Av. Francisco I. Madero	Office	381	0.01%	100.00%	1	1,338	Rojo	Colima
Medellin E Independenci	Retail	355	0.01%	100.00%	1	330	Rojo	Colima
Calle Constitucion	Retail	923	0.01%	100.00%	1	727	Rojo	Durango
Av.Niños H.De Chapultepe	Retail	240	0.00%	100.00%	1	141	Rojo	Durango
Juarez	Retail	298	0.00%	100.00%	1	698	Rojo	Guanajuato
Aquiles Serdan Y Cuauhte	Retail	420	0.01%	100.00%	1	323	Rojo	Guanajuato
Morelos 109-111	Retail	608	0.01%	100.00%	1	552	Rojo	Guanajuato
Blvd. J. Lopez Portillo	Retail	319	0.00%	100.00%	1	572	Rojo	Guerrero
Av. Costera Miguel Alema	Retail	670	0.01%	100.00%	1	1,101	Rojo	Guerrero
Av. Costera Miguel Alema II	Retail	1,096	0.02%	100.00%	1	2,228	Rojo	Guerrero
Benito Juarez Y Mangos	Retail	665	0.01%	100.00%	1	806	Rojo	Guerrero
Av. Hidalgo	Retail	451	0.01%	100.00%	1	295	Rojo	Jalisco
Av. Americas	Office	480	0.01%	100.00%	1	1,387	Rojo	Jalisco
Lopez Cotilla P.B. Y Mez	Retail	857	0.01%	100.00%	1	1,124	Rojo	Jalisco
Av. Mexico	Retail	380	0.01%	100.00%	1	835	Rojo	Jalisco
Tepeyac Esq. Las Rosas	Retail	253	0.00%	100.00%	1	486	Rojo	Jalisco
Calle Ferrocarril	Retail	1,404	0.02%	100.00%	1	989	Rojo	Jalisco
Av. Lazaro Cardenas	Retail	351	0.01%	100.00%	1	331	Rojo	Jalisco
Av. Americas II	Office	296	0.00%	100.00%	1	625	Rojo	Jalisco
Americas	Office	9,215	0.13%	100.00%	1	19,971	Rojo	Jalisco
Av.Vallarta	Retail	791	0.01%	100.00%	1	1,584	Rojo	Jalisco
Matamoros Sur(Antes M. A	Retail	281	0.00%	100.00%	1	191	Rojo	Jalisco
Av. Lazaro Cardenas II	Retail	337	0.00%	100.00%	1	473	Rojo	Michoacan
Av. Francisco I. Madero II	Retail	724	0.01%	100.00%	1	1,120	Rojo	Michoacan
Jardin Juarez	Retail	529	0.01%	100.00%	1	1,204	Rojo	Morelos
Insurgentes Pte. Esq. H.	Retail	320	0.00%	100.00%	1	526	Rojo	Nayarit
Av.Benito Juarez Pte.	Retail	259	0.00%	100.00%	1	326	Rojo	Nuevo Leon
Prol.Av.Fco I.Madero Ote	Retail	1,501	0.02%	100.00%	1	1,630	Rojo	Nuevo Leon
Dr. Mier Norte	Office	425	0.01%	100.00%	1	198	Rojo	Nuevo Leon
Zaragoza 511	Retail	393	0.01%	100.00%	1	262	Rojo	Nuevo Leon
P. Mier Ote. Torre P. M	Office	2,600	0.04%	100.00%	1	2,096	Rojo	Nuevo Leon
Padre Mier Ote. (17 Ca	Office	239	0.00%	100.00%	1	322	Rojo	Nuevo Leon
Av.Universidad	Retail	890	0.01%	100.00%	1	337	Rojo	Nuevo Leon
P. Mier Ote , Torre P Mi	Office	1,454	0.02%	100.00%	1	1,238	Rojo	Nuevo Leon
P. Mier Ote., Torre P Mi II	Office	857	0.01%	100.00%	1	670	Rojo	Nuevo Leon
P. Mier Ote., Torre P Mi III	Office	856	0.01%	100.00%	1	669	Rojo	Nuevo Leon
P. Mier Ote., Torre P Mi IV	Office	853	0.01%	100.00%	1	667	Rojo	Nuevo Leon
P. Mier Ote., Torre More	Office	765	0.01%	100.00%	1	607	Rojo	Nuevo Leon
P. Mier Ote., Torre More II	Office	763	0.01%	100.00%	1	605	Rojo	Nuevo Leon
P. Mier Ote., Torre More III	Office	732	0.01%	100.00%	1	562	Rojo	Nuevo Leon
P. Mier Ote., Torre P Mi	Office	234	0.00%	100.00%	1	164	Rojo	Nuevo Leon
Padre Mier Ote. (Ofnas A)	Office	1,874	0.03%	100.00%	1	512	Rojo	Nuevo Leon
Av.Revolucion	Retail	1,150	0.02%	100.00%	1	1,332	Rojo	Nuevo Leon
Av. San Jeronimo	Retail	624	0.01%	100.00%	1	1,427	Rojo	Nuevo Leon
Zaragoza Esq. Espinosa	Retail	630	0.01%	100.00%	1	723	Rojo	Nuevo Leon
Av.R.Cortines Esq.Alfons	Retail	890	0.01%	100.00%	1	676	Rojo	Nuevo Leon

Property	Property Type	GLA ⁽¹⁾ m ²	% of Total GLA	Occupancy Rate % ⁽²⁾	No. of Lease Agreements ⁽³⁾	Annualized Base Rent ⁽⁴⁾ (Ps.in thousands)	Portfolio	State
Enrique L.Y Gonzalitos	Retail	524	0.01%	100.00%	1	906	Rojo	Nuevo Leon
Av.Felix U.Gomez	Retail	488	0.01%	100.00%	1	468	Rojo	Nuevo Leon
P.Mier Ote. Planta.Excav	Retail	533	0.01%	100.00%	1	321	Rojo	Nuevo Leon
Av.Universidad Nte (Alfo)	Retail	1,031	0.02%	100.00%	1	1,326	Rojo	Nuevo Leon
L. Cardenas Y Blvd. Acap	Retail	895	0.01%	100.00%	1	1,318	Rojo	Nuevo Leon
Jose Vasconcelos	Office	1,723	0.03%	100.00%	1	3,720	Rojo	Nuevo Leon
Av. Bosques Del Valle,	Office	3,153	0.05%	100.00%	1	5,479	Rojo	Nuevo Leon
Rio Mississippi Ote.	Retail	1,194	0.02%	100.00%	1	1,923	Rojo	Nuevo Leon
C. Doblado Esq. Vasconce	Retail	1,255	0.02%	100.00%	1	1,945	Rojo	Nuevo Leon
Aldama Frente Secundari	Retail	1,381	0.02%	100.00%	1	1,677	Rojo	Nuevo Leon
Manuel Barragan Y Topo C	Retail	425	0.01%	100.00%	1	646	Rojo	Nuevo Leon
Felix Galvan Lopez Carr	Retail	726	0.01%	100.00%	1	1,066	Rojo	Nuevo Leon
Guaymas Esq. 5 De Mayo	Retail	469	0.01%	100.00%	1	305	Rojo	Oaxaca
Independencia Esq. Gmo.	Retail	321	0.00%	100.00%	1	411	Rojo	Puebla
Av. Reforma	Office	655	0.01%	100.00%	1	2,614	Rojo	Puebla
Blvd. Valsequillo Y Av.	Retail	729	0.01%	100.00%	1	1,825	Rojo	Puebla
Av. Prol. Corregidora	Retail	424	0.01%	100.00%	1	1,879	Rojo	Queretaro
16 De Septiembre	Retail	633	0.01%	100.00%	1	1,170	Rojo	Queretaro
Av. 5 De Febrero	Retail	762	0.01%	100.00%	1	1,185	Rojo	Queretaro
Av. Juarez II	Retail	425	0.01%	100.00%	1	692	Rojo	Queretaro
Av. Tulum Lotes 13 Y 14	Retail	404	0.01%	100.00%	1	2,860	Rojo	Quintana Roo
Alvaro Obregon	Retail	613	0.01%	100.00%	1	569	Rojo	Quintana Roo
Av.Hidalgo Esq. J. De Lo	Retail	602	0.01%	100.00%	1	301	Rojo	San Luis Potosi
Av. Venustiano Carranza II	Retail	657	0.01%	100.00%	1	853	Rojo	San Luis Potosi
Av. Industrias Esq. Eje	Retail	274	0.00%	100.00%	1	131	Rojo	San Luis Potosi
Calle 3A. Norte Lote 8 M	Retail	604	0.01%	100.00%	1	290	Rojo	San Luis Potosi
Carr. A Costa Rica	Retail	592	0.01%	100.00%	1	943	Rojo	Sinaloa
Javier Mina	Retail	445	0.01%	100.00%	1	1,067	Rojo	Sinaloa
Av. Vicente Guerrero	Retail	342	0.01%	100.00%	1	292	Rojo	Sinaloa
5 De Mayo Esq. Angel Flo	Office	820	0.01%	100.00%	1	1,738	Rojo	Sinaloa
Carr. Internacional	Retail	617	0.01%	100.00%	1	1,050	Rojo	Sinaloa
Av. Panamericana Esq. Ca	Retail	624	0.01%	100.00%	1	492	Rojo	Sonora
Vicente Guerrero Esq. Av	Retail	1,678	0.02%	100.00%	1	1,654	Rojo	Sonora
Morelos Esq. Miguel Alem	Retail	776	0.01%	100.00%	1	872	Rojo	Sonora
5 De Febrero	Office	2,474	0.04%	100.00%	1	1,659	Rojo	Sonora
Aquiles Serdan Esq. Yañe	Retail	1,924	0.03%	100.00%	1	2,151	Rojo	Sonora
Av B. Juarez Entre Av. J	Retail	3,348	0.05%	100.00%	1	640	Rojo	Sonora
Blvd.L.Encinas J.Esq.Cal	Office	3,237	0.05%	100.00%	1	3,222	Rojo	Sonora
Aguascalientes Y B. Juar	Retail	450	0.01%	100.00%	1	666	Rojo	Sonora
Av. Alvaro Obregon	Retail	300	0.00%	100.00%	1	332	Rojo	Sonora
Miguel Aleman Esq. Garci	Retail	262	0.00%	100.00%	1	146	Rojo	Sonora
Av. B. Juarez Esq. Calle	Retail	825	0.01%	100.00%	1	1,030	Rojo	Sonora
Av. Leandro Adriano	Retail	300	0.00%	100.00%	1	330	Rojo	Tabasco
Morelos Y Calle 12	Office	1,437	0.02%	100.00%	1	801	Rojo	Tamaulipas
Blvd. Lopez Mateos Y Cal	Retail	1,000	0.01%	100.00%	1	615	Rojo	Tamaulipas
Gral. Manuel Glez Esq. S	Retail	505	0.01%	100.00%	1	565	Rojo	Tamaulipas
Calle Sexta Y Luis Cabal	Retail	228	0.00%	100.00%	1	733	Rojo	Tamaulipas

Property	Property Type	GLA ⁽¹⁾ m ²	% of Total GLA	Occupancy Rate % ⁽²⁾	No. of Lease Agreements ⁽³⁾	Annualized Base Rent ⁽⁴⁾ (Ps.in thousands)	Portfolio	State
Reforma Esq. Paseo Colon	Retail	520	0.01%	100.00%	1	516	Rojo	Tamaulipas
Av.Hidalgo	Retail	293	0.00%	100.00%	1	391	Rojo	Tamaulipas
Blvd.Jose Ma. Morelos Es	Retail	811	0.01%	100.00%	1	1,717	Rojo	Tamaulipas
Portes Gil Esq. Avila Ca	Retail	1,860	0.03%	100.00%	1	1,144	Rojo	Tamaulipas
Porfirio Diaz	Retail	605	0.01%	100.00%	1	972	Rojo	Tamaulipas
Av. Fco. I. Madero Esq.	Retail	363	0.01%	100.00%	1	465	Rojo	Tamaulipas
Fray Andres Olmos Esq.E.	Retail	476	0.01%	100.00%	1	928	Rojo	Tamaulipas
Ruiz Cortines Y Av. Las	Retail	382	0.01%	100.00%	1	1,500	Rojo	Veracruz
Hidalgo	Retail	629	0.01%	100.00%	1	1,024	Rojo	Veracruz
Av.I.Zaragoza Esq. Roman	Office	1,878	0.03%	100.00%	1	2,524	Rojo	Veracruz
Jose Ma.Morelos Esq. I.Z	Retail	513	0.01%	100.00%	1	766	Rojo	Veracruz
Jose Ma.Mor. Esq. A.R.Co	Retail	1,192	0.02%	100.00%	1	936	Rojo	Veracruz
Av. Circunvalacion O Laz	Retail	405	0.01%	100.00%	1	1,042	Rojo	Veracruz
Av. Gral. Manuel Avila C	Retail	411	0.01%	100.00%	1	800	Rojo	Veracruz
J. De La Luz Enriquez	Retail	1,462	0.02%	100.00%	1	2,479	Rojo	Veracruz
Calle Hidalgo	Retail	769	0.01%	100.00%	1	869	Rojo	Veracruz
H.Colegio Militar Esq. C	Retail	979	0.01%	100.00%	1	1,694	Rojo	Veracruz
Av.Independencia	Office	1,951	0.03%	100.00%	1	3,427	Rojo	Veracruz
Mario Molina Esq. J.J.He	Office	1,185	0.02%	100.00%	1	1,329	Rojo	Veracruz
Salvador Diaz Miron	Retail	480	0.01%	100.00%	1	559	Rojo	Veracruz
Calle 86-B 639 Manz. 55	Retail	497	0.01%	100.00%	1	124	Rojo	Yucatan
Paseo Montejo (Calle 56	Office	2,461	0.04%	100.00%	1	7,131	Rojo	Yucatan
Calle 56	Office	1,512	0.02%	100.00%	1	1,577	Rojo	Yucatan
Calle 6 X 400 C.C. Pza.	Retail	295	0.00%	100.00%	1	817	Rojo	Yucatan
Calle 86-B 639-4	Retail	309	0.00%	100.00%	1	331	Rojo	Yucatan
Jaime Balmes Plaza Pola	Retail	655	0.01%	100.00%	1	1,918	Rojo	Federal District
Blvd. Lazaro C. Esq. B.	Retail	475	0.01%	100.00%	1	651	Rojo	Baja California
Av. Independencia Norte	Retail	606	0.01%	100.00%	1	398	Rojo	Jalisco
Av. Juarez Esq. Fco. I.	Retail	809	0.01%	100.00%	1	451	Rojo	Nuevo Leon
Av. Independencia(1)	Retail	757	0.01%	100.00%	1	1,488	Rojo	Oaxaca
Avenida 3 Y Calle 5(1)	Retail	969	0.01%	100.00%	1	935	Rojo	Veracruz
Sendero Villahermosa	Retail	22,341	0.33%	85.70%	101	48,884	Sendero Villahermosa	Tabasco
Lerma II	Industrial	118,658	1.74%	100.00%	11	80,258	Verde	State of Mexico
La Isla Cancun	Retail	40,561	0.59%	93.93%	199	326,429	Morado	Quintana Roo
Forum By The Sea	Retail	11,997	0.18%	95.97%	58	65,810	Morado	Quintana Roo
Punta Langosta	Retail	9,015	0.13%	72.09%	69	38,714	Morado	Quintana Roo
Centro Maya	Retail	22,451	0.33%	52.38%	78	27,425	Morado	Quintana Roo
Outlet Cancun	Retail	22,404	0.33%	80.50%	87	44,963	Morado	Quintana Roo
Outlet Guadalajara	Retail	32,014	0.47%	91.86%	149	59,185	Morado	Jalisco
Outlet Monterrey	Retail	36,753	0.54%	74.70%	88	28,589	Morado	Nuevo Leon
Forum Tepic	Retail	44,415	0.65%	95.68%	127	83,679	Morado	Nayarit
Corporativo Blas Pascal	Office	5,366	0.08%	100.00%	6	20,340	Morado	Federal District
Corporativo Insurgentes	Office	6,086	0.09%	77.59%	7	17,727	Morado	Federal District
Corporativo Interlomas	Office	5,642	0.08%	73.98%	11	15,108	Morado	State of Mexico
Corporativo Constitucion	Office	15,738	0.23%	25.68%	2	9,914	Morado	Nuevo Leon
Corporativo Santa Fe	Office	39,279	0.57%	91.22%	40	151,089	Morado	Federal District

Property	Property Type	GLA ⁽¹⁾ m ²	% of Total GLA	Occupancy Rate % ⁽²⁾	No. of Lease Agreements ⁽³⁾	Annualized Base Rent ⁽⁴⁾ (Ps.in thousands)	Portfolio	State
Corporativo Tlalnepantla	Office	50,194	0.73%	85.46%	43	98,041	Morado	State of Mexico
Tultitlan I	Industrial	136,827	2.00%	98.05%	13	94,270	Morado	State of Mexico
Tultitlan II	Industrial	63,736	0.93%	97.39%	9	48,022	Morado	State of Mexico
Torre Mayor	Office	83,971	1.23%	100.00%	1	262,398	Torre Mayor	Federal District
Saltillo (Pace)	Industrial	23,368	0.34%	100.00%	1	19,793	Pace	Coahuila
Chihuahua	Industrial	20,226	0.30%	100.00%	1	16,432	Pace	Chihuahua
Baja California 200	Office	4,934	0.07%	100.00%	7	11,461	G30	Federal District
Plaza Polanco	Office	2,530	0.04%	100.00%	1	9,476	G30	Federal District
Torre Adalid 21	Office	3,906	0.06%	0.00%	0	0	G30	Federal District
La Mexiquense	Industrial	175,318	2.57%	100.00%	7	99,249	G30	State of Mexico
Iztapalapa 547	Industrial	52,117	0.76%	99.08%	12	53,521	G30	Federal District
Lago II	Industrial	149,953	2.19%	100.00%	36	129,285	G30	State of Mexico
Forum Lago	Retail	59,813	0.88%	90.82%	72	56,758	G30	State of Mexico
Torre Platinum	Office	7,019	0.10%	99.09%	7	25,770	G30	Federal District
Tepotzotlán I	Industrial	67,523	0.99%	81.21%	16	37,263	G30	State of Mexico
Ceylan	Industrial	18,380	0.27%	100.00%	4	13,825	G30	State of Mexico
Gustavo Baz 180	Industrial	33,054	0.48%	100.00%	13	34,199	G30	State of Mexico
La Joya III	Industrial	26,037	0.38%	100.00%	3	14,081	G30	State of Mexico
La Joya IV	Industrial	21,798	0.32%	100.00%	1	16,715	G30	State of Mexico
La Palma	Industrial	26,046	0.38%	82.59%	2	12,045	G30	State of Mexico
Palomas	Retail	17,501	0.26%	100.00%	11	14,519	G30	State of Mexico
Maravillas II	Industrial	25,000	0.37%	100.00%	1	50,790	G30	State of Mexico
James Watt	Industrial	78,126	1.14%	100.00%	7	62,140	G30	State of Mexico
Puente Grande II	Industrial	28,443	0.42%	100.00%	4	19,933	G30	State of Mexico
Puente Grande I	Industrial	17,942	0.26%	100.00%	1	18,404	G30	State of Mexico
Tultipark	Industrial	187,663	2.75%	94.79%	11	158,470	G30	State of Mexico
Lago I	Industrial	89,394	1.31%	100.00%	4	75,531	G30	State of Mexico
Americas Playa	Retail	27,598	0.40%	96.74%	158	60,006	G30	Quintana Roo
Purisima	Industrial	198,790	2.91%	100.00%	30	148,966	G30	State of Mexico
San Martin Obispo I	Industrial	158,322	2.32%	98.69%	17	182,710	G30	State of Mexico
San Martin Obispo II	Industrial	64,558	0.94%	96.95%	5	78,641	G30	State of Mexico
Salina Cruz	Retail	33,034	0.48%	97.53%	44	28,047	G30	Oaxaca
Mariano Escobedo 595	Office	6,110	0.09%	100.00%	2	34,580	G30	Federal District
Xochimilco I	Retail	23,397	0.34%	100.00%	3	39,890	G30	Federal District
Parque Empresarial Cancu	Industrial	18,000	0.26%	100.00%	3	14,193	Parque Empresarial Cancú	Quintana Roo
Universidad Autonoma De	Retail	163,000	2.39%	100.00%	1	73,932	Universidad Autónoma De	Jalisco
Montes Urales	Office	16,347	0.24%	100.00%	1	102,783	Utah	Federal District
Torre Diamante Insurgent	Office	21,755	0.32%	99.71%	40	67,218	Florida	Federal District
Reforma 155	Office	4,815	0.07%	41.54%	1	9,888	Posadas	Federal District
Oriente I	Industrial	9,811	0.14%	100.00%	1	13,356	Finsa	Tamaulipas
Ciudad Industrial	Industrial	15,615	0.23%	100.00%	1	17,129	Finsa	Tamaulipas
Oriente II	Industrial	20,720	0.30%	100.00%	1	21,622	Finsa	Tamaulipas
Oriente III	Industrial	18,089	0.26%	100.00%	1	15,149	Finsa	Tamaulipas
Matamoros Norte II	Industrial	19,622	0.29%	100.00%	1	27,442	Finsa	Tamaulipas
Oriente IV	Industrial	15,329	0.22%	100.00%	1	13,025	Finsa	Tamaulipas

Property	Property Type	GLA ⁽¹⁾ m ²	% of Total GLA	Occupancy Rate % ⁽²⁾	No. of Lease Agreements ⁽³⁾	Annualized Base Rent ⁽⁴⁾ (Ps.in thousands)	Portfolio	State
Oriente V	Industrial	11,745	0.17%	100.00%	1	13,123	Finsa	Tamaulipas
Oriente VI	Industrial	6,968	0.10%	100.00%	1	7,578	Finsa	Tamaulipas
Nuevo Laredo	Industrial	23,480	0.34%	100.00%	1	20,219	Finsa	Tamaulipas
Reynosa	Industrial	18,184	0.27%	75.61%	1	9,220	Finsa	Tamaulipas
Villa Florida I	Industrial	10,655	0.16%	100.00%	1	7,117	Finsa	Tamaulipas
Parque Monterrey	Industrial	12,589	0.18%	100.00%	1	17,024	Finsa	Nuevo Leon
Milenium I	Industrial	19,412	0.28%	100.00%	1	21,753	Finsa	Nuevo Leon
Milenium II	Industrial	12,248	0.18%	100.00%	1	15,185	Finsa	Nuevo Leon
Milenium III	Industrial	11,797	0.17%	100.00%	1	18,777	Finsa	Nuevo Leon
Nexus	Industrial	37,107	0.54%	100.00%	1	31,957	Finsa	Nuevo Leon
Puebla I	Industrial	12,483	0.18%	100.00%	1	8,611	Finsa	Puebla
Puebla II	Industrial	14,778	0.22%	100.00%	1	16,962	Finsa	Puebla
Ciudad Victoria	Industrial	23,185	0.34%	100.00%	1	24,953	Finsa	Nuevo Leon
Ciudad Juarez	Industrial	21,066	0.31%	100.00%	1	16,276	Finsa	Chihuahua
Monclova	Industrial	18,722	0.27%	100.00%	1	23,701	Finsa	Coahuila
Saltillo (Finsa)	Industrial	19,375	0.28%	100.00%	1	19,761	Finsa	Coahuila
Morelos	Industrial	4,627	0.07%	100.00%	1	3,727	Finsa	Morelos
Durango	Industrial	23,185	0.34%	100.00%	1	28,096	Finsa	Durango
Oriente VII	Industrial	15,097	0.22%	100.00%	3	14,328	Finsa	Tamaulipas
Cuautitlán Izcalli	Industrial	7,624	0.11%	100.00%	2	9,461	Finsa	State of Mexico
Reynosa Villa Florida II	Industrial	22,297	0.33%	100.00%	2	14,516	Finsa	Tamaulipas
Guadalupe I	Industrial	15,794	0.23%	100.00%	3	14,889	Finsa	Nuevo Leon
Puebla III	Industrial	7,525	0.11%	44.44%	1	3,185	Finsa	Puebla
Puebla IV	Industrial	7,525	0.11%	100.00%	1	6,863	Finsa	Puebla
Ramos Arizpe I	Industrial	19,646	0.29%	100.00%	2	22,773	Finsa	Coahuila
Ramos Arizpe II	Industrial	6,530	0.10%	100.00%	2	6,679	Finsa	Coahuila
Guadalupe II	Industrial	11,301	0.17%	100.00%	2	10,792	Finsa	Nuevo Leon
Matamoros Norte I	Industrial	6,968	0.10%	0.00%	0	0	Finsa	Tamaulipas
Patio Aguascalientes	Retail	4,448	0.07%	100.00%	16	8,661	Apolo	Aguascalientes
Fashion Mall Chihuahua	Retail	53,212	0.78%	86.08%	150	99,053	Apolo	Chihuahua
Patio Claveria	Retail	8,673	0.13%	83.92%	33	22,465	Apolo	Federal District
Mz Santa Fe	Retail	3,621	0.05%	100.00%	2	2,469	Apolo	Sinaloa
Patio Santa Anita	Retail	6,100	0.09%	100.00%	2	7,003	Apolo	Jalisco
Patio Universidad	Retail	23,312	0.34%	99.56%	59	102,180	Apolo	Federal District
Gran Patio Zaragoza	Retail	33,384	0.49%	96.43%	96	52,952	Apolo	Chihuahua
Gran Patio Pachuca	Retail	40,466	0.59%	98.00%	93	66,180	Apolo	Hidalgo
Parques Polanco	Retail	16,928	0.25%	91.98%	56	62,190	Apolo	Federal District
Patio Chimalhuacan	Retail	8,306	0.12%	100.00%	3	13,078	Apolo	State of Mexico
Patio Cuautitlán	Retail	16,659	0.24%	96.63%	14	34,233	Apolo	State of Mexico
Patio Culiacán	Retail	7,309	0.11%	96.78%	8	8,430	Apolo	Sinaloa
Patio Ecatepec	Retail	27,099	0.40%	98.86%	29	38,722	Apolo	State of Mexico
Gm940	Retail	24,522	0.36%	98.22%	8	92,433	Apolo	Nuevo Leon
Patio Guaymas	Retail	19,485	0.29%	91.60%	9	22,294	Apolo	Sonora
Patio Iguala	Retail	6,457	0.09%	100.00%	3	9,566	Apolo	Guerrero
Patio La Cima	Retail	11,382	0.17%	97.00%	10	18,584	Apolo	Jalisco
Patio Obregon	Retail	11,301	0.17%	92.09%	6	8,398	Apolo	Sonora
Gran Patio Patria	Retail	29,150	0.43%	100.00%	29	97,248	Apolo	Jalisco

Property	Property Type	GLA ⁽¹⁾ m ²	% of Total GLA	Occupancy Rate % ⁽²⁾	No. of Lease Agreements ⁽³⁾	Annualized Base Rent ⁽⁴⁾ (Ps.in thousands)	Portfolio	State
Patio Rio Blanco	Retail	6,077	0.09%	100.00%	2	6,830	Apolo	Veracruz
Patio Salamanca	Retail	6,076	0.09%	100.00%	2	6,697	Apolo	Guanajuato
Patio Santa Fe	Retail	76,261	1.12%	97.05%	123	261,102	Apolo	Federal District
Patio Tejeria	Retail	7,785	0.11%	100.00%	12	12,526	Apolo	Veracruz
Gran Patio Texcoco	Retail	46,355	0.68%	99.22%	92	74,909	Apolo	State of Mexico
Gran Patio Tlaxcala	Retail	35,869	0.52%	98.12%	55	56,030	Apolo	Tlaxcala
Gran Patio Tuxpan	Retail	15,839	0.23%	97.82%	3	20,700	Apolo	Veracruz
Patio Valles	Retail	8,073	0.12%	88.47%	2	8,650	Apolo	San Luis Potosi
Patio Xalapa	Retail	11,373	0.17%	100.00%	14	16,370	Apolo	Veracruz
Plaza Cañada Huehuetoca	Retail	21,293	0.31%	82.43%	36	26,423	Apolo	State of Mexico
Patio Cboleley	Retail	12,733	0.19%	70.91%	16	22,416	Apolo	Baja California Sur
Patio Panamericana	Retail	17,394	0.25%	88.55%	7	13,485	Apolo	Chihuahua
Patio Coatzacoalcos	Retail	17,252	0.25%	81.84%	30	23,330	Apolo	Veracruz
Gran Patio Poza Rica	Retail	35,180	0.51%	98.02%	74	59,538	Apolo	Veracruz
Plaza Del Rio	Retail	8,322	0.12%	77.30%	22	10,911	Apolo	Hidalgo
Galerias Diana	Retail	16,979	0.25%	99.95%	47	53,492	Apolo	Guerrero
Patio Tulancingo	Retail	10,650	0.16%	90.22%	36	18,681	Apolo	Hidalgo
Gran Patio Monterrey	Retail	42,879	0.63%	89.64%	69	58,474	Apolo	Nuevo Leon
El Cortijo Ixtapaluca	Retail	55,253	0.81%	92.80%	75	60,163	Apolo	State of Mexico
Patio Ayotla	Retail	22,227	0.33%	81.14%	28	19,903	Apolo	State of Mexico
Patio Manzanillo I	Retail	6,967	0.10%	87.21%	2	8,766	Apolo	Colima
Patio Manzanillo II	Retail	7,115	0.10%	100.00%	2	8,764	Apolo	Colima
Patio Las Pintas	Retail	6,968	0.10%	88.65%	4	8,029	Apolo	Jalisco
Patio Mariano Otero	Retail	6,061	0.09%	100.00%	2	8,420	Apolo	Jalisco
Patio Chilpancingo	Retail	6,175	0.09%	100.00%	2	8,423	Apolo	Guerrero
Patio Interlomas	Retail	22,472	0.33%	100.00%	3	49,258	Apolo	State of Mexico
Americas 833	Office	6,471	0.09%	100.00%	2	15,412	P12	Jalisco
Concepcion Beistegui 13	Office	2,071	0.03%	63.79%	7	3,514	P12	Federal District
Insurgentes Sur 552	Office	8,890	0.13%	100.00%	2	24,471	P12	Federal District
Insurgentes Sur 553	Office	27,898	0.41%	93.47%	16	78,185	P12	Federal District
Insurgentes Sur 1787	Office	4,883	0.07%	73.17%	10	11,090	P12	Federal District
Insurgentes Sur 1811	Office	5,818	0.09%	100.00%	1	25,994	P12	Federal District
Juarez 101	Office	12,228	0.18%	100.00%	1	29,200	P12	Federal District
Revolucion 1877	Office	11,972	0.18%	88.09%	18	25,736	P12	Federal District
Insurgentes Sur 476	Office	9,872	0.14%	93.70%	13	19,048	P12	Federal District
Insurgentes Sur 1571	Office	1,803	0.03%	88.35%	8	4,674	P12	Federal District
Maine Aguascalientes	Industrial	30,843	0.45%	100.00%	1	26,433	Maine	Aguascalientes
Maine Guadalajara	Industrial	15,691	0.23%	100.00%	1	23,381	Maine	Jalisco
Maine Guanajuato	Industrial	20,664	0.30%	100.00%	1	22,671	Maine	Guanajuato
Maine Merida	Retail	26,793	0.39%	94.45%	71	38,324	Maine	Yucatan
Maine San Luis Potosi	Industrial	24,075	0.35%	100.00%	3	17,304	Maine	San Luis Potosi
Maine Tlaquepaque I	Industrial	34,776	0.51%	100.00%	6	31,597	Maine	Jalisco
Av. Universidad 1200	Office	102,000	1.49%	100.00%	1	635,217	Colorado	Federal District
California Ecocentro	Industrial	2,993	0.04%	100.00%	1	4,861	California	Nuevo Leon
California Guadalupe	Industrial	12,087	0.18%	100.00%	1	8,996	California	Nuevo Leon
California Kronos	Industrial	34,457	0.50%	100.00%	1	47,148	California	Nuevo Leon
California Linares	Industrial	5,015	0.07%	100.00%	1	3,480	California	Nuevo Leon

Property	Property Type	GLA ⁽¹⁾ m ²	% of Total GLA	Occupancy Rate % ⁽²⁾	No. of Lease Agreements ⁽³⁾	Annualized Base Rent ⁽⁴⁾ (Ps.in thousands)	Portfolio	State
California Logistik I	Industrial	8,175	0.12%	68.75%	1	4,487	California	San Luis Potosi
California Maquilpark 1	Industrial	8,578	0.13%	100.00%	1	5,567	California	Tamaulipas
California Maquilpark 5	Industrial	13,257	0.19%	71.91%	2	5,861	California	Tamaulipas
California Maquilpark 8	Industrial	8,783	0.13%	100.00%	1	7,516	California	Tamaulipas
California Mbp I	Industrial	7,153	0.10%	100.00%	7	11,733	California	Nuevo Leon
California Mbp II	Industrial	7,730	0.11%	15.78%	1	2,063	California	Nuevo Leon
California Mbp III	Industrial	13,373	0.20%	100.00%	1	28,919	California	Nuevo Leon
California Apodaca I	Industrial	22,624	0.33%	100.00%	1	22,340	California	Nuevo Leon
California Apodaca II	Industrial	9,101	0.13%	85.51%	1	5,910	California	Nuevo Leon
California Parque Santa	Industrial	50,349	0.74%	100.00%	1	70,152	California	Coahuila
California Parque Monter II	Industrial	13,527	0.20%	30.77%	1	4,463	California	Nuevo Leon
California Planta La Per	Industrial	4,459	0.07%	100.00%	1	3,554	California	Chihuahua
California Planta North	Industrial	5,564	0.08%	100.00%	1	4,719	California	Chihuahua
California Planta Paname	Industrial	13,536	0.20%	100.00%	1	9,197	California	Chihuahua
California Planta Parque	Industrial	17,234	0.25%	100.00%	2	12,283	California	Chihuahua
California Tecnocentro I	Industrial	9,811	0.14%	100.00%	3	8,194	California	Nuevo Leon
California Tecnocentro II	Industrial	18,587	0.27%	100.00%	1	8,910	California	Nuevo Leon
California Tecnocentro IV	Industrial	6,703	0.10%	100.00%	1	8,436	California	Nuevo Leon
California Villa Florida	Industrial	13,935	0.20%	100.00%	1	12,129	California	Tamaulipas
California Villa Florida II	Industrial	13,935	0.20%	100.00%	1	12,129	California	Tamaulipas
California Tecnocentro III	Industrial	3,484	0.05%	100.00%	1	2,428	California	Nuevo Leon
California Maquilpark 3	Industrial	10,219	0.15%	0.00%	0	0	California	Tamaulipas
California Maquilpark 4	Industrial	4,500	0.07%	0.00%	0	0	California	Tamaulipas
California Maquilpark 6	Industrial	5,199	0.08%	0.00%	0	0	California	Tamaulipas
California Parque Monter	Industrial	4,024	0.06%	0.00%	0	0	California	Nuevo Leon
Adana Aguascalientes	Retail	23,908	0.35%	69.38%	61	33,796	Adana Aguascalientes	Aguascalientes
La Viga	Office	22,538	0.33%	72.55%	2	25,956	La Viga	Federal District
Galerias Guadalajara	Retail	68,649	1.00%	86.57%	184	205,898	R15	Jalisco
Peninsula Vallarta	Retail	10,765	0.16%	68.80%	31	17,614	R15	Jalisco
CuautiPark II	Industrial	95,274	1.39%	91.05%	10	47,551	R15	State of Mexico
Corporativo San Mateo	Office	5,440	0.08%	100.00%	1	11,397	San Mateo	State of Mexico
Hotel Centro Historico	Retail	40,000	0.59%	100.00%	9	136,104	Hotel Centro Historico	Federal District
Samara	Office	134,060	1.96%	95.91%	157	377,387	Samara	Federal District
Acapulco	Retail	25,127	0.37%	49.13%	57	20,802	Kansas	Guerrero
Chalco	Retail	42,662	0.62%	78.98%	131	53,649	Kansas	State of Mexico
Ecatepec (Kansas)	Retail	24,867	0.36%	76.56%	110	39,807	Kansas	State of Mexico
Hermosillo	Retail	27,500	0.40%	79.40%	151	53,135	Kansas	Sonora
Lincoln	Retail	18,252	0.27%	89.12%	127	48,948	Kansas	Nuevo Leon
Los Cabos	Retail	21,929	0.32%	50.45%	88	26,847	Kansas	Baja California Sur
Matamoros (Kansas)	Retail	27,364	0.40%	67.76%	101	38,283	Kansas	Tamaulipas
Merida	Retail	22,577	0.33%	79.09%	135	40,475	Kansas	Yucatan
Queretaro	Retail	19,081	0.28%	98.26%	183	76,130	Kansas	Queretaro
Saltillo	Retail	37,178	0.54%	98.66%	186	82,884	Kansas	Coahuila
Cumbres	Retail	57,185	0.84%	94.38%	154	111,526	Kansas	Nuevo Leon
Galerias Valle Oriente	Retail	26,131	0.38%	85.26%	153	105,092	Kansas	Nuevo Leon
Centro Comercial Fase I	Retail	4,793	0.07%	100.00%	13	12,205	Mitikah	Federal District

Property	Property Type	GLA ⁽¹⁾ m ²	% of Total GLA	Occupancy Rate % ⁽²⁾	No. of Lease Agreements ⁽³⁾	Annualized Base Rent ⁽⁴⁾ (Ps. in thousands)	Portfolio	State
Cuauhtemoc	Retail	18,717	0.27%	93.62%	75	70,357	Oregon	Federal District
Misterios	Retail	7,971	0.12%	98.75%	10	26,268	Oregon	Federal District
Plaza La Viga	Retail	7,415	0.11%	93.22%	14	16,822	Oregon	Federal District
Acueducto	Retail	9,886	0.14%	100.00%	1	10,817	Indiana	Federal District
Coacalco	Retail	13,066	0.19%	100.00%	1	9,406	Indiana	State of Mexico
Cuautitlán Izcalli (Indiana)	Retail	7,100	0.10%	100.00%	1	8,465	Indiana	State of Mexico
La Villa	Retail	17,053	0.25%	100.00%	1	19,752	Indiana	Federal District
Cuernavaca	Retail	22,692	0.33%	100.00%	1	19,752	Indiana	Morelos
Ecatepec	Retail	11,421	0.17%	100.00%	1	11,757	Indiana	State of Mexico
Guadalajara	Retail	9,093	0.13%	100.00%	1	14,109	Indiana	Jalisco
Lomas Verdes	Retail	8,492	0.12%	100.00%	1	18,811	Indiana	State of Mexico
Lopez Portillo	Retail	14,362	0.21%	100.00%	1	19,752	Indiana	State of Mexico
Tlalpan	Retail	44,828	0.66%	100.00%	1	89,415	Indiana	Federal District
Zaragoza	Retail	10,189	0.15%	100.00%	1	18,341	Indiana	Federal District
Zona Rosa I	Retail	4,676	0.07%	100.00%	1	6,114	Indiana	Federal District
Zona Rosa II	Retail	7,041	0.10%	100.00%	1	12,698	Indiana	Federal District
Total		6,833,280	100.00%	94.49%	6,548	10,206,559		

⁽¹⁾ As of September 30, 2015.

⁽²⁾ Calculated as a percentage of the total GLA as of September 30, 2015.

⁽³⁾ Number of lease agreements per property. A single tenant may have various lease agreements.

⁽⁴⁾ Annualized base rent is calculated as the annualized amount of the monthly rent each tenant has registered in the Company records as of September 30, 2015. In the case of Plaza Central, 10% of the income has to be distributed to the FICEDA.

We believe that the diversity of our tenant base will help minimize our exposure to economic fluctuations in any one industry or economic sector or with respect to any single tenant. We believe that our properties are also distinguished by the quality of our tenants, many of which are among the leading companies in Mexico and in their respective industries, as well as international companies with a presence in Mexico.

Geographic Diversification

The properties in our portfolio are located in 30 Mexican states (every Mexican state except Zacatecas) and in Mexico City (Federal District). Five of these states (State of Mexico, Jalisco, Nuevo León, Tamaulipas and Quintana Roo), together with Mexico City (Federal District), account for 81.09% of our total GLA and 82.4% of our ABR as of September 30, 2015. We believe that the geographic diversification within Mexico of our portfolio will help ensure that we will not depend excessively on any given area or regional economy. The following table presents a summary of our portfolio by state as of September 30, 2015:

State	GLA (m ²)	% of Total GLA	State	Annualized Base Rent (Ps. in thousands)	% of Total ABR
State of Mexico	2,649,624	38.78%	Federal District	3,369,351	33.01%
Federal District	1,099,540	16.09%	State of Mexico	2,394,984	23.47%

State	GLA (m ²)	% of Total GLA	State	Annualized Base Rent (Ps. in thousands)	% of Total ABR
Jalisco	627,173	9.18%	Nuevo Leon	815,139	7.99%
Nuevo Leon	567,974	8.31%	Quintana Roo	788,041	7.72%
Tamaulipas	328,447	4.81%	Jalisco	758,659	7.43%
Quintana Roo	268,299	3.93%	Tamaulipas	284,158	2.78%
Chihuahua	195,112	2.86%	Coahuila	249,508	2.44%
Coahuila	182,200	2.67%	Chihuahua	235,201	2.30%
Veracruz	106,713	1.56%	Veracruz	159,177	1.56%
Sonora	97,518	1.43%	Sonora	113,523	1.11%
Guerrero	76,223	1.12%	Guerrero	110,240	1.08%
Aguascalientes	64,028	0.94%	Hidalgo	95,773	0.94%
Hidalgo	59,438	0.87%	Yucatan	88,779	0.87%
Yucatan	54,444	0.80%	Nayarit	84,206	0.83%
Guanajuato	48,470	0.71%	Queretaro	81,055	0.79%
Nayarit	44,735	0.65%	Guanajuato	78,816	0.77%
Puebla	44,016	0.64%	Aguascalientes	71,899	0.70%
San Luis Potosi	42,460	0.62%	Chiapas	60,685	0.59%
Tlaxcala	35,869	0.52%	Tlaxcala	56,030	0.55%
Baja California Sur	35,435	0.52%	Baja California Sur	50,412	0.49%
Oaxaca	34,260	0.50%	Tabasco	49,214	0.48%
Chiapas	31,487	0.46%	Puebla	40,471	0.40%
Morelos	27,848	0.41%	San Luis Potosi	32,016	0.31%
Durango	24,348	0.36%	Oaxaca	29,840	0.29%
Tabasco	22,641	0.33%	Durango	28,963	0.28%
Queretaro	21,325	0.31%	Morelos	24,683	0.24%
Colima	14,818	0.22%	Colima	19,199	0.19%
Sinaloa	13,746	0.20%	Baja California	17,574	0.17%
Baja California	13,079	0.19%	Sinaloa	15,988	0.16%
Michoacan	1,061	0.02%	Michoacan	1,594	0.02%
Campeche	951	0.01%	Campeche	1,382	0.01%
Total	6,833,280	100.00%	Total	10,206,559	100.00%

Tenant Diversification

As of September 30, 2015, our portfolio had approximately 6,500 independent lease agreements with approximately 2,700 tenants that included national, regional and local companies that represent a variety of

industries, including the industrial, retail, corporate and government sectors, among others. We believe we have a diverse tenant base. As of September 30, 2015, our ten largest tenants by GLA occupied approximately 29.8% of the occupied GLA of our Stabilized Portfolio (approximately 1.9 million square meters), and our ten largest tenants by ABR represented approximately 30.6% of the ABR attributable to our portfolio. A leading multi-national retailer accounted for 11.6% of the occupied GLA of our portfolio and 9.6% of the ABR attributable to our portfolio. However, no other tenant accounted for more than 2.9% of the occupied GLA of our portfolio or 7.9% of the ABR attributable to our portfolio.

The following tables set forth information regarding the distribution of our top tenants by GLA and ABR as of September 30, 2015:

Top 10 Tenants by ABR	ABR as of September 30, 2015 (Ps. 000's)	% of Total ABR	Top 10 Tenants by GLA	GLA (m²) ⁽²⁾	% of Occupied GLA
Retail ⁽¹⁾	974,878	9.6%	Retail ⁽¹⁾	751,299	11.6%
Financial Institution.....	803,604	7.9%	Financial Institution..	185,529	2.9%
Financial Institutions	328,763	3.2%	Education.....	179,899	2.8%
Education	259,188	2.5%	Education.....	163,000	2.5%
Entertainment	195,703	1.9%	Financial Institution..	134,706	2.1%
Restaurants	137,431	1.3%	Entertainment	123,912	1.9%
Hospitality	130,550	1.3%	Logistics	115,983	1.8%
Parking Operator	111,540	1.1%	Retail	105,689	1.6%
Logistics	96,221	0.9%	Department Store	82,677	1.3%
Entertainment.	84,006	0.8%	Consumer Goods	82,039	1.3%
Total 10 Clients	3,121,884	30.6%	Total 10 Clients	1,924,733	29.8%

⁽¹⁾ These retail companies are subsidiaries of Walmart Group and operate under various brands (e.g., Walmart Supercenter, Sam's Club, Superama).

⁽²⁾ Refers to portion of GLA occupied.

Lease Expirations

We take a proactive approach with respect to leasing, maintaining regular contact with tenants and frequently visiting each property. We are in ongoing dialogue with tenants regarding their intentions with respect to the space at existing properties, as well as any plans to expand. We also leverage the market intelligence of our Leasing Administrators as well as our senior management team, building relationships with potential local, regional and national tenants that would complement our current customer base as space becomes available.

We also receive key money revenue from the sale of "lease rights" (the right to lease spaces). A key money payment is a one-time non-reimbursable payment made to us by some entering tenants in our retail properties.

The following table sets forth information with respect to the lease expirations of the properties in our Stabilized Portfolio as of September 30, 2015, assuming the tenants do not exercise their renewal option, if any:

Year⁽¹⁾	No. of Expiring Leases	GLA⁽²⁾ of Expiring Leases (m²)	% of Total GLA⁽²⁾ of Expiring Leases	ABR⁽³⁾ of Leases Expiring within the Year (Ps. in thousands)	% of Total ABR⁽³⁾ of Leases Expiring within the Year
2015.....	626	333,746	5.2%	1,314,466	12.9%
2016.....	1,677	781,312	12.1%	1,245,002	12.2%
2017.....	1,156	844,142	13.1%	1,184,742	11.6%
2018.....	834	1,001,377	15.5%	1,438,739	14.1%
2019.....	357	577,714	8.9%	848,781	8.3%
Thereafter	967	2,573,837	39.9%	3,548,928	34.8%
Statutory Leases ⁽⁴⁾	931	344,910	5.3%	625,900	6.1%
Total.....	6,548	6,457,039	100.0%	10,206,559	100%

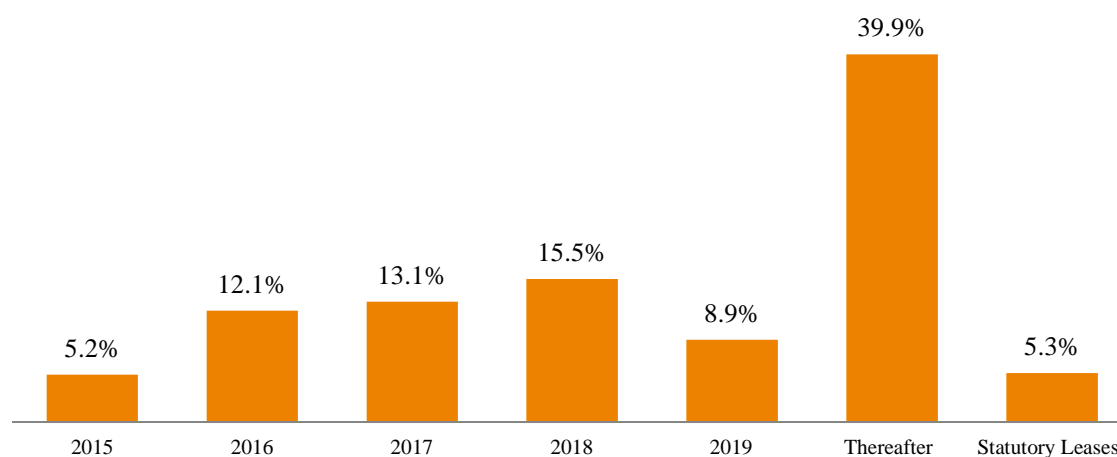
(1) Data presented in this table is based on the signing date of the applicable lease agreement. However, certain lease agreements commence once the property is delivered, rather than the date on which the lease agreement is signed. As a result, lease agreements for properties that may have not been delivered as of September 30, 2015 may expire at a later date than indicated in this table.

(2) Refers to square meters of occupied GLA.

(3) ABR refers to the monthly base rent as September 30, 2015 multiplied by 12.

(4) Lease agreements that have expired but continue to pay rent.

GLA Lease Expirations per Year



In addition to well-staggered lease expirations, we believe the structure of our leases, which primarily provide for fixed rental payments and are primarily payable in Pesos, further contributes to the stability of the cash flows provided by our portfolio.

Asset Types

Retail

Our retail properties have two primary characteristics: (i) they are located in the leading markets of the Mexican southeast, including Quintana Roo and Chiapas, and other important markets in Mexico, including Jalisco, Guanajuato, Mexico City (Federal District) and the State of Mexico; and (ii) the development of these retail properties exemplifies the forward-looking market vision our senior management team applies to its properties and developments.

The following table presents the distribution of the retail operating units in our portfolio by state as of September 30, 2015:

State	GLA (m ²)	% of Total GLA	State	Annualized Base Rent (Ps. in thousands)	% of Total ABR
Federal District	515,076	18.6%	Federal District	1,293,444	25.0%
State of Mexico	482,445	17.4%	Quintana Roo	752,224	14.5%
Jalisco	414,701	15.0%	State of Mexico	653,195	12.6%
Quintana Roo	225,786	8.1%	Jalisco	566,992	11.0%
Nuevo Leon	221,604	8.0%	Nuevo Leon	464,506	9.0%
Chihuahua	113,026	4.0%	Chihuahua	172,740	3.3%
Veracruz	101,699	3.7%	Veracruz	151,897	2.9%
Guerrero	76,223	2.8%	Guerrero	110,240	2.1%
Sonora	75,849	2.7%	Sonora	107,693	2.1%
Hidalgo	59,438	2.1%	Hidalgo	95,773	1.9%
Yucatan	50,471	1.8%	Coahuila	86,648	1.7%
Nayarit	44,735	1.6%	Nayarit	84,206	1.6%
Coahuila	44,211	1.6%	Queretaro	81,055	1.6%
Tlaxcala	35,869	1.3%	Yucatan	80,071	1.6%
Baja California Sur	35,435	1.3%	Chiapas	60,685	1.2%
Oaxaca	34,260	1.2%	Guanajuato	56,145	1.1%
Tamaulipas	34,024	1.2%	Tlaxcala	56,030	1.1%
Aguascalientes	31,937	1.2%	Baja California Sur	50,412	1.0%
Chiapas	31,487	1.1%	Tabasco	49,214	1.0%
Guanajuato	27,806	1.0%	Tamaulipas	46,330	0.9%
Morelos	23,221	0.8%	Aguascalientes	44,478	0.9%
Tabasco	22,641	0.8%	Oaxaca	29,840	0.6%
Queretaro	21,325	0.8%	Morelos	20,956	0.4%
Colima	14,437	0.5%	Colima	17,861	0.4%
Sinaloa	12,926	0.5%	Sinaloa	14,250	0.3%
San Luis Potosi	10,210	0.4%	Baja California	12,060	0.2%
Baja California	9,025	0.3%	San Luis Potosi	10,225	0.2%
Durango	1,163	0.0%	Puebla	2,236	0.0%
Michoacan	1,061	0.0%	Michoacan	1,594	0.0%
Puebla	1,050	0.0%	Campeche	1,382	0.0%
Campeche	951.39	0.0%	Durango	867.02556	0.0%
Total	2,774,091	100.0%	Total	5,175,247	100.0%

The following table sets forth information with respect to the lease expirations of our retail properties as of September 30, 2015, assuming that tenants do not exercise any renewal or early termination rights:

Year	No. of Expiring Leases	GLA of Expiring Leases	% of Total GLA	ABR of Leases Expiring within the Year (Ps. in thousands)	% of Total ABR of Leases Expiring within the Year
2015.....	582	80,412	3.1%	368,339	7.1%
2016.....	1,537	218,809	8.5%	646,259	12.5%
2017.....	1,049	351,344	13.6%	639,669	12.4%
2018.....	738	182,633	7.1%	540,709	10.5%
2019.....	265	103,049	4.0%	274,509	5.3%
Thereafter.....	807	1,527,514	59.3%	2,315,071	44.7%
Statutory Leases	877	113,521	4.4%	390,692	7.6%
Total	5,855	2,577,281	100.0%	5,175,247	100.0%

Industrial

Our industrial properties are located in Aguascalientes, Chiapas, Chihuahua, Coahuila, Mexico City (Federal District), Guanajuato, Jalisco, Morelos, Nuevo León, Puebla, Quintana Roo, San Luis Potosí, Sonora, State of Mexico, Tamaulipas and Veracruz. According to the latest published information from the Mexican National Accounting System, or INEGI, these states accounted for approximately 72% of Mexico's GDP in 2014. These geographic zones represent some of the country's highest demand for warehouse space and have historically presented a scarcity of such space. The properties are distinguished by the quality of their tenants, many of which are leaders in their respective industries, and by their location on or near main freeways and primary avenues, and in some cases near international airports. The properties are recently developed with state-of-the-art technology.

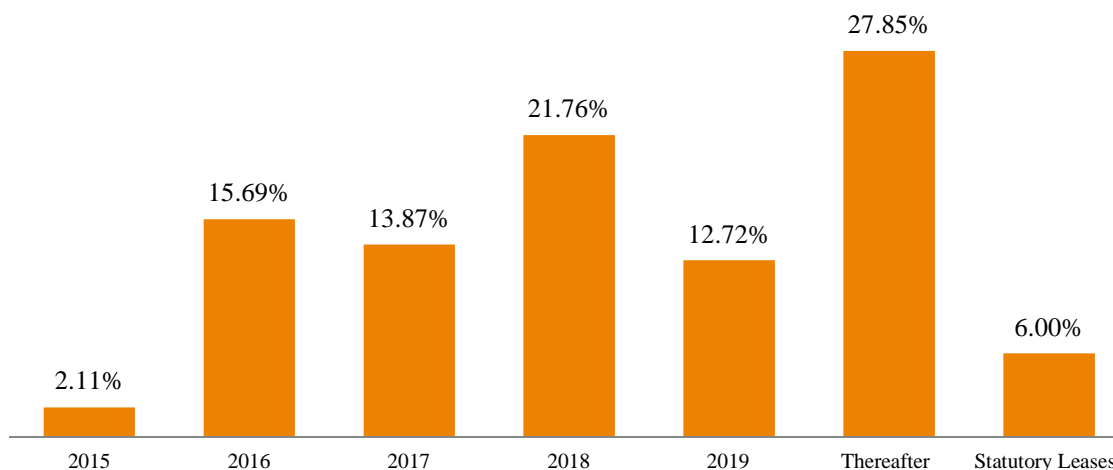
The following table presents the distribution of the industrial operating units in our portfolio by state as of September 30, 2015:

State	GLA (m ²)	% of Total GLA	State	Annualized Base Rent (Ps. in thousands)	% of Total ABR
State of Mexico	2,108,768	62.82%	State of Mexico	1,612,169	58.64%
Nuevo Leon	314,103	9.36%	Nuevo Leon	323,211	11.76%
Tamaulipas	292,985	8.73%	Tamaulipas	237,027	8.62%
Jalisco	188,084	5.60%	Coahuila	162,860	5.92%
Coahuila	137,990	4.11%	Jalisco	154,273	5.61%
Chihuahua	82,086	2.45%	Chihuahua	62,460	2.27%
Federal District	44,934	1.34%	Federal District	43,871	1.60%
Puebla	42,311	1.26%	Puebla	35,620	1.30%
San Luis Potosi	32,250	0.96%	Durango	28,096	1.02%
Aguascalientes	30,843	0.92%	Aguascalientes	26,433	0.96%
Durango	23,185	0.69%	Guanajuato	22,671	0.82%
Guanajuato	20,664	0.62%	San Luis Potosi	21,791	0.79%
Quintana Roo	18,000	0.54%	Quintana Roo	14,193	0.52%
Sonora	15,959	0.48%	Morelos	3,727	0.14%
Morelos	4,627	0.14%	Sonora	949	0.03%
Total	3,356,790	100.00%	Total	2,749,351	100.00%

The following table sets forth information with respect to the lease expirations of our industrial properties as of September 30, 2015, assuming that tenants do not exercise any renewal or early termination rights:

Year	No. of Expiring Leases	GLA of Expiring Leases	% of Total GLA of Leases Expiring within the Year	ABR of Leases Expiring within the Year (Ps. in thousands)	% of Total ABR of Leases Expiring within the Year
2015	11	68,171	2.1%	54,281	2.0%
2016	74	507,755	15.7%	412,414	15.0%
2017	60	448,725	13.9%	402,235	14.6%
2018	61	703,917	21.8%	532,228	19.4%
2019	55	411,613	12.7%	375,214	13.7%
Thereafter	89	901,010	27.9%	860,835	31.3%
Statutory Leases.....	26	194,060	6.0%	112,144	4.1%
Total	376	3,235,250	100.0%	2,749,351	100.0%

GLA (Industrial) Lease Expirations per Year



Office

Our office properties are located in various states in Mexico, including Nuevo León, Mexico City (Federal District) and the State of Mexico. The majority of these properties are occupied by financial institutions, while others are occupied by major Mexican companies, a federal government agency, as well as other transnational corporations.

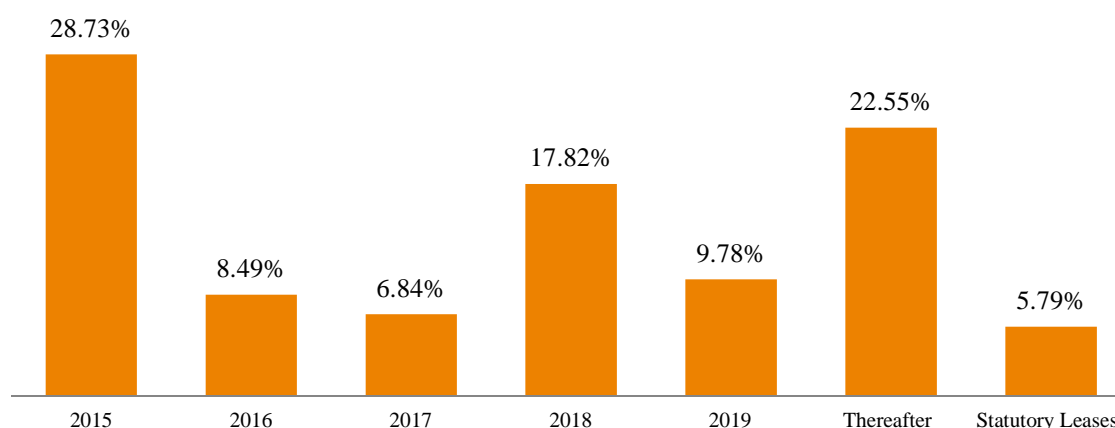
The following table presents the distribution of the office properties in our portfolio by state as of September 30, 2015:

State	GLA (m ²)	% of Total GLA	State	Annualized Base Rent (Ps. in thousands)	% of Total ABR
Federal District	539,529	76.81%	Federal District	2,032,037	89.05%
State of Mexico	58,411	8.32%	State of Mexico	129,620	5.68%
Nuevo Leon	32,267	4.59%	Jalisco	37,395	1.64%
Quintana Roo	24,513	3.49%	Nuevo Leon	27,423	1.20%
Jalisco	24,387	3.47%	Quintana Roo	21,623	0.95%
Sonora	5,711	0.81%	Yucatan	8,709	0.38%
Veracruz	5,014	0.71%	Veracruz	7,280	0.32%
Baja California	4,054	0.58%	Baja California	5,514	0.24%
Yucatan	3,973	0.57%	Sonora	4,881	0.21%
Tamaulipas	1,437	0.20%	Puebla	2,614	0.11%
Aguascalientes	1,248	0.18%	Sinaloa	1,738	0.08%
Sinaloa	820	0.12%	Colima	1,338	0.06%
Puebla	655	0.09%	Aguascalientes	988	0.04%
Colima	381	0.05%	Tamaulipas	801	0.04%
Total	702,400	100.00%	Total	2,281,961	100.00%

The following table sets forth information with respect to the lease expirations of our office properties as of September 30, 2015, assuming that tenants do not exercise any renewal or early termination rights:

Year	No. of Expiring Leases	GLA of Expiring Leases	% of Total GLA of Leases Expiring within the Year	ABR of Leases Expiring within the Year (Ps. in thousands)	% of Total ABR of Leases Expiring within the Year
2015	33	185,163	28.7%	891,845	39.8%
2016	66	54,748	8.5%	186,330	8.2%
2017	47	44,073	6.8%	142,838	6.3%
2018	35	114,827	17.8%	365,802	16.0%
2019	37	63,053	9.8%	199,059	8.7%
Thereafter	71	145,314	22.6%	373,022	16.4%
Statutory Leases	28	37,330	5.8%	123,065	5.4%
Total	317	644,507	100.00%	2,281,961	100.00%

GLA (Office) Lease Expirations per Year



Recent Acquisitions

Utah Portfolio

Pursuant to a public deed dated March 4, 2015, we acquired the Utah Portfolio, which is comprised of one corporate office building located in Mexico City's Reforma-Lomas corridor. The building has 16,347 m² of GLA, and as of September 30, 2015, had an occupancy rate of 100%. The total acquisition price was US\$67.9 million.

Florida Portfolio

Pursuant to a public deed dated February 27, 2015, we acquired a corporate office building located on Mexico City's Insurgentes Sur Avenue, at the intersection with Barranca del Muerto Street. The building has 21,755 m² of GLA, and as of September 30, 2015, had an occupancy rate of 99.7%. The total acquisition price was Ps.640.1 million (US\$40.9 million).

Kansas Portfolio

Pursuant to a public deed dated April 30, 2015, we acquired the Kansas Portfolio, which is comprised of 10 shopping centers, five adjacent pieces of land available for immediate expansion, two shopping centers in process of stabilizing and seven pieces of land for future expansion. The 12 shopping centers (located in Guerrero, Mexico, Sonora, Nuevo León, Baja California Sur, Tamaulipas, Yucatan, Querétaro and Coahuila) have an aggregate 349,835 m² of GLA, and as of September 30, 2015, had an occupancy rate of 80.7%. The total acquisition price was Ps.10,452.1 million (US\$667.4 million).

Buffalo Portfolio

Pursuant to a public deed dated April 17, 2015, we acquired the Buffalo Portfolio, which is comprised of a mixed-use development (office, shopping center and hotel) located in Mexico City and includes the prestigious project known as Mitikah. The most significant component of the Mitikah project, Torre Mitikah, is currently under construction. Only a small portion of the Mitikah project has been completed and it includes 7,147 m² of GLA, and as of September 30, 2015, had an occupancy rate of 100%. When completed we expect the Mitikah project will include a total GLA of 114,048 square meters. The total acquisition price was US\$185 million (Ps.2,820.4 million).

Indiana Portfolio

Pursuant to several public deeds executed in the month of June, 2015, we acquired from the “Grupo ICEL” the Indiana Portfolio, which is comprised of 13 educational buildings located in Mexico City, Mexico, Morelos and Jalisco. The buildings have an aggregate 179,899 m² of GLA, and as of September 30, 2015 had an occupancy rate of 100%. The acquisition was structured as a “Sale and Lease Back” transaction with a 10 year triple-net rental contract, for which we paid Ps.3,190 million (US\$203.7 million).

Oregon Portfolio

Pursuant to a public deed dated June 11, 2015, we acquired the Oregon Portfolio, which is comprised of three shopping centers located in Mexico City that have an aggregate 34,103 m² of GLA, and as of September 30, 2015, had an occupancy rate of 94.7%. The total acquisition price was of approximately Ps.1,626 million (equivalent to 41,390,686 CBFIs).

CuautiPark II Acquisition

Pursuant to a public deed dated September 30, 2015, we acquired the industrial park CuautiPark II located on the Mexico City-Queretaro highway, which has an aggregate 95,274 m² of GLA, and as of September 30, 2015, had an occupancy rate of 91.0%. The aggregate purchase price of Ps.783.5 million (US\$50.0 million) was paid with the issuance of approximately 19.8 million CBFIs and a cash payment of approximately Ps.82.8 million (US\$5.3 million).

The Development Portfolio

We expect the total development costs of the 12 properties comprising our Development Portfolio to be approximately Ps.11.0 billion (US\$642.8 million), of which, as of September 30, 2015, approximately Ps.9.7 billion (US \$566.44 million) had been paid, which represented the fixed costs under the construction and development agreements we entered into to complete the construction and development of such properties. Any costs or expenses the contractors may incur beyond such fixed costs will be their responsibility. For more information on the Development Portfolio, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Properties Under Development.”

The following table sets forth a summary of our Development Portfolio as of September 30, 2015:

Portfolio	Property	Property Type	Current GLA (m ²)	Final GLA (m ²)	Amount Invested to Date (Ps. in thousands) ⁽¹⁾	Estimated Investment Amount Pending (Ps. in thousands)
Diana	La Vega	Office	22,538	102,000	1,263,370	22,500
G-30	Diana	Office	-	31,500	1,300,000	-
G-30	Berol	Industrial	-	100,000	1,198,247	99,753
G-30	Gustavo Baz I	Industrial	-	70,000	680,100	356,400
G-30	Xochimilco I	Retail	23,397	30,430	437,000	13,000
G-30	Torre Latino	Office	-	35,000	1,275,862	84,138
G-30	Mariano Escobedo	Office	-	12,000	175,000	225,000
G-30	San Martin Obispo I	Industrial	158,322	163,081	765,931	34,069
G-30	San Martin Obispo II	Industrial	64,558	84,748	587,620	142,380
Apolo	La Purisima	Industrial	198,790	205,000	564,231	75,769
Apolo	Revolución	Retail	-	27,810	289,123	59,029
Tanara	Tlalpan	Retail	-	95,967	1,136,672	191,971
Total	12 properties⁽²⁾		467,605	957,536	9,673,156	1,304,009

(1) "Amount Invested" excludes acquisition costs.

(2) Excludes the Buffalo Portfolio, which is being jointly developed by us and Helios and which, in the future, may be consolidated with the results of our other properties.

Investment Process

We and our Advisor have developed a comprehensive process for identifying and analyzing acquisition and development opportunities and expect to continue to expand our portfolio through the acquisition of developed properties or through the development of new properties. The investment process may consider a broad range of commercial real estate in Mexico, including, but not limited to, industrial, retail, office and hotel properties, consistent with maintaining our qualification as a FIBRA. We believe we are well-positioned to take advantage of potential opportunities and will benefit from our Advisor's expertise as we identify, underwrite, develop and acquire properties.

Our investment objectives and growth strategy focuses on the following areas:

Value-enhancing acquisitions

- We seek to acquire attractively located industrial, retail and office properties, which are value-enhancing to our portfolio. The properties we will seek to acquire will generally be located in communities that demonstrate strong demographics, population growth and well-established traffic patterns. As part of our growth strategy, we intend to focus on medium-sized metropolitan areas where we have the opportunity to provide underserved segments of the population with new entertainment and retail options.
- We also intend to target properties in prime locations in stable, urban markets with in-place infrastructure, robust populations and economic growth. In particular, we intend to continue to establish our presence in the Mexico City (Federal District), Cancún, Guadalajara, Monterrey, Toluca and other cities in the State of Mexico.
- Our relationship with the Relevant Principals of E-Group, the El-Mann Family and the Attié Family provide us with access to an ongoing pipeline of attractive acquisition opportunities, which may not be available to our competitors.

Opportunistic, value-enhancing development and redevelopment projects

We intend to opportunistically increase the value of existing and future properties through development and redevelopment projects in order to generate long-term recurring cash flow growth and favorable investment returns.

Proactive property management

We seek to leverage our long-standing tenant relationships and the leasing expertise of our Leasing Administrators to induce lease renewals from existing tenants or to execute leases with new tenants, in both circumstances, seeking rent levels which are equal to or higher than the rents we now receive. Through intensive property management, we seek to reduce operating costs in the management of our properties.

In evaluating a particular investment, we may consider a variety of factors, including:

Market and property analysis. Prior to our consummation of an acquisition, we and our Advisor conduct a thorough analysis of the characteristics of the market in which the property is located, and the property itself, including:

- Population density and growth potential;
- Economic dynamics and the tax and regulatory environment of the area;
- Population income trends;
- Regional, market and property specific supply/demand dynamics;
- Existing and potential competition from other property owners and operators;
- Market rents and potential for rent growth;
- Barriers to entry and other property specific sources of sustainable competitive advantage;
- Location, visibility and accessibility of the property;
- Credit quality of in-place tenants and the potential for future rent increases;
- Quality of construction, design, and current physical condition of the asset; and
- Opportunity to increase the property's operating performance and value through better management, focused leasing efforts and/or capital improvements.

Underwriting and due diligence process. Our underwriting process includes an analysis of all available material information about a potential acquisition. Our obligation to close an acquisition generally will be conditioned upon the delivery and verification of certain documents from the seller, as applicable, including:

- Plans and specifications;
- Environmental, geological and soil reports;
- Evidence of marketable title, evidence of existing liens, customary insurance policies (if any), archaeological information and other documents;
- Financial and credit information relating to the property and its tenants; and
- Existing leases, tenant rent collections, operating expenses, real estate taxes, leasing and renewal activity.

Investment approval. Our technical committee will approve any acquisition of real estate (other than those made with a related person or that represents a conflict of interest) that represents up to 19.99% of our assets (in a single transaction or a series of related transactions that may be deemed to be one transaction), based on our financial statements for the most recently completed fiscal quarter. Any acquisition of real estate that represents (i) 20% or greater of our assets or (ii) 10% or greater of our assets made with related persons or that represent a conflict of interest, in either case in a single transaction or a series of related transactions that may be deemed to be one transaction, based on our financial statements for the most recently completed fiscal quarter, must be approved by holders representing a majority of our outstanding CBFIs. In accordance with our conflicts of interest policies, acquisitions of properties from related parties, including the contributors of our initial portfolio, the Relevant Principals of E-Group, the El-Mann Family and the Attié Family, also require the affirmative vote of a majority of the members of our technical committee, including a majority of the independent members of our technical committee. Investments that cannot or do not meet the eligibility requirements may be approved by our technical committee, including a majority of the independent members. See “Policies With Respect to Certain Activities—Investment Policies.”

Development

We believe that our ability to develop and redevelop properties sets us apart from many of our competitors who often depend on a third party to develop properties or focus solely on acquiring already-developed properties. Our Property Managers’ senior management teams have experience in all aspects of the development process, including site selection and analysis, property design and construction management, and we expect to benefit from this expertise. Our Advisor assists us in strategically selecting new sites and implementing cost-effective, architecturally appealing space in desirable areas based on specific data, including visibility and convenience of location, competitive occupancy and rental rates, market saturation, traffic count, barriers to entry and future economic, demographic and migration trends. Our Advisor has expertise in all stages of the development cycle, including sourcing development opportunities; identifying the optimal use of the land or property; internal capabilities with respect to design and engineering as well as relationships with leading firms that provide such services; working with state and local governments on matters such as land use, licenses and permits; access to a construction company, “Parks Desarrolladora,” that is partially owned and controlled by Charles El-Mann Fasja and works mainly for E-Group and its affiliates, and may work for us; and leasing properties.

Our Property Managers’ senior management teams have developed a reputation as a trusted provider of innovative solutions with the ability to execute on a timely and cost-effective basis. Our Property Managers routinely work with existing tenants to develop new properties to meet their expansion plans, or to redevelop existing properties to better serve their business needs. Our Property Managers’ senior management teams are also commonly presented with opportunities to purchase properties from land owners that do not have the financial resources or the development expertise to develop properties.

Real Estate Development Vehicle

On March 12, 2015, we announced the creation of Helios, a Mexican real estate development vehicle designed to maximize our development capabilities while minimizing equity dilution and maintaining prudent leverage levels. On June 26, 2015, Helios announced the conclusion of its capital raising effort with the placement of Ps.6.0 billion CBFIs of the capital-call variety, and the initial capital call thereunder for Ps.1.2 billion. Pursuant to the corresponding trust agreement and a co-investment agreement, we will co-invest in each project undertaken by Helios with at least a 30% ownership interest. Helios is managed by our wholly owned F1 Management Subsidiary pursuant to a management agreement with a five to eight year term (depending upon the extension of Helios’s investment period).

Funding Sources

We intend to finance future acquisitions and developments using our existing sources of financing which consist of a combination of the issuance of equity and debt securities in the local and international capital markets, credit facilities, mortgage indebtedness and construction loans from local or international banks. For more information relating to our funding sources and obligations, see “Management’s Discussion and Analysis of Financial Position and Results of Operations—Financing.”

Disposition of Assets

In order to qualify as a FIBRA, we are subject to various requirements, including the requirement that we may not sell any real estate that is constructed or acquired by us for a period of at least four years following the completion of the construction or acquisition, as applicable, in order to retain the tax benefits attributable to that property. If we were to sell a property during this period, we would be subject to significant adverse tax consequences related to such property, which may make a sale of the property less desirable. See, “Risk Factors—Risks Related to Our Properties and Operations—There are conflicts of interest in our relationship with our Advisor and our Leasing Administrator and their affiliates, including E-Group, and there is no assurance that our policies and procedures will be adequate to address all of the conflicts that may arise, which could result in adverse consequences to us and the holders of the Notes.” In addition, with respect to the properties in our Initial Portfolio, a sale of a property may also trigger payment of municipal taxes, as discussed above under “Risk Factors—Tax Risks—Our real estate acquisitions may be subject to acquisition tax.” While we generally acquire assets with an expectation of holding them for an extended period, we may opportunistically dispose of properties in certain circumstances, such as when:

- we will recognize diversification benefits associated with selling the asset and rebalancing our portfolio;
- returns appear to have been maximized for the asset; and
- redeploying capital into acquisition, development and redevelopment opportunities might offer higher return prospects.

The determination of whether a particular asset should be sold or otherwise disposed of will be made after consideration of relevant factors, including prevailing economic conditions, with a view toward maximizing returns for holders of our CBFIs. See “Policies With Respect to Certain Activities—Disposition Policies.”

Property Management and Leasing Strategy

We believe that focused property management, leasing and customer retention are essential to maximizing operating cash flow and value of our properties. Our Property Managers manage our properties with a view toward creating an environment that fully supports our tenants’ businesses.

Our Property Managers conduct substantially all of our operating and administrative functions, including leasing, acquisitions, development, data processing, finance and accounting. On-site functions such as maintenance, landscaping, sweeping, plumbing and electrical may be performed by our Property Managers or subcontracted to third parties.

We take a proactive approach to property management, maintaining regular contact with tenants and frequently visiting each property. As part of our ongoing property management, our Property Managers closely monitor the financial and overall performance of each property and its tenants as well as changes in local or regional markets. Each property is subject to a planning and budgeting process, which takes into account local market, economic and industry conditions.

Pursuant to the services agreements with our Leasing Administrators, our Leasing Administrators are responsible for (i) invoicing leases and maintenance fees, (ii) collecting rents and maintenance fees on our behalf, (iii) supporting our Property Managers in the negotiation and execution of leases, and (iv) supporting our Property Managers in carrying out all necessary activities to ensure the renewal of our lease agreements. Our Property Managers seek to leverage the market intelligence of our Leasing Administrators and our Advisor, having become familiar with current tenants as well as potential local, regional and national tenants that would complement our current customer base.

Our Property Managers seek to maximize the cash flows at our properties by leasing vacant space, increasing rents as current leases with below market rents expire, and negotiating new leases to reflect increases in rental rates.

Regulation

General

Our properties are subject to various laws, ordinances and regulations. We believe that we have the necessary permits and approvals to operate each of our properties.

Environmental Matters

Our operations are subject to the General Law of Ecological Equilibrium and Environmental Protection (*Ley General del Equilibrio Ecológico y la Protección al Ambiente*), or LGEEPA, which establishes the legal framework which regulates the preservation, restoration and protection of the environment in Mexico. Regulations issued pursuant to LGEEPA encompass areas such as ecological planning, environmental risk and impact assessment, air pollution, natural protected areas, flora and fauna protection, conservation and rational use of natural resources, and soil pollution, among others.

In addition, our operations are also subject to the National Waters Law (*Ley de Aguas Nacionales*), the General Waste Prevention and Management Law (*Ley General para la Prevención y Gestión Integral de los Residuos*), the General Sustainable Forest Development Law (*Ley General de Desarrollo Forestal Sustentable*) and the General Wildlife Law (*Ley General de Vida Silvestre*), and numerous standards known as Official Mexican Standards (*Normas Oficiales Mexicanas*) which complement the environmental regulations.

The Ministry of Environment and Natural Resources (*Secretaría de Medio Ambiente y Recursos Naturales*) and the Attorney General's Office for the Protection of the Environment (*Procuraduría Federal de Protección al Ambiente*) are the federal authorities responsible for overseeing, enforcing, formulating and implementing environmental policies in Mexico, including environmental impact authorizations to engage in certain activities. The National Water Commission (*Comisión Nacional del Agua*) is responsible for administering water supply and wastewater discharges within the federal jurisdiction. In addition, the Mexican state governments may issue specific environmental laws and regulations on those matters falling under their respective jurisdictions which are not expressly reserved for the federal jurisdiction. Local ordinances may also be imposed and applied at a municipal level. These federal and local authorities have the power to bring civil, administrative and criminal proceedings against companies that breach the applicable environmental laws and may halt a non-complying development.

Mexico is a party to many international conventions and agreements on environmental protection. These international conventions, upon ratification by the senate, become a part of Mexican law. Under the North America Agreement on Environmental Cooperation, or NAAEC, a side agreement to NAFTA, each NAFTA country, including Mexico, must ensure that its environmental laws and regulations are duly enforced. While NAAEC does not empower any of the environmental agencies of the three NAFTA partners to enforce the environmental laws of another party, if a NAFTA partner fails to enforce its domestic environmental laws, it may be subject to the dispute mechanism created within the NAAEC, which may lead to monetary penalties, and in some cases, to the suspension of NAFTA benefits.

There are currently no material legal or administrative proceedings pending against us with respect to any environmental matter. We believe that our operations comply in all material respects with all applicable environmental laws and regulations.

Insurance

We carry comprehensive insurance, including property, casualty and business interruption insurance. We do not carry insurance for certain types of losses that may be either uninsurable or not economically insurable, such as losses due to earthquakes, riots or acts of war. According to our internal analysis, as of September 30, 2015, 80%

of the appraised value of the properties in our portfolio was insured (excluding the land value of the properties in our portfolio). There can be no assurance that we will be able to obtain insurance on the uninsured portion of our portfolio. If we were to incur uninsured losses, we would be required to pay for such losses, which could have a material adverse effect on our financial condition and results of operations. See “Risk Factors Risks Related to Our Properties and Operations If we were to incur uninsured or uninsurable losses, or losses in excess of our insurance coverage, we would be required to pay for such losses, which could adversely affect our results of operations, financial condition and our cash flow.”

Capital Expenditure Requirements

We have anticipated an investment of 1% of our net income from leasing in our budget to be allocated to the improvement of all properties in our portfolios.

The budget allocated for such improvements over the next five years totals approximately Ps.800 million, which will be applied as required by each of our properties.

Competition

We compete with numerous acquirers, owners, developers and operators of commercial real estate, many of which own or may seek to acquire properties similar to ours in the same markets in which our properties are located. The principal means of competition are rent charged, location, services provided and the nature and condition of the facility to be leased. If our competitors offer space at rental rates below current market rates, below the rental rates we currently charge our tenants, in better locations within our markets or in higher quality facilities, we may lose potential tenants and we may be pressured to reduce our rental rates to below those which we currently charge in order to retain tenants when our tenants’ leases expire.

Employees

The day-to-day management and administration of our business is conducted by our F1 Management Subsidiary, which was staffed with approximately 558 employees as of September 30, 2015.

Offices

Our principal office is located at Antonio Dovalí Jaime # 70, Tower B, 11th Floor, Col. Zedec Santa Fe, C.P. 01210, México, D.F. Our telephone number is +1 (52) 55 4170-7070.

Legal Proceedings

We, our Advisor, our Property Managers and our Leasing Administrators may from time to time be involved in routine litigation arising in the ordinary course of business.

THE ADVISORY AGREEMENT, THE SERVICES AGREEMENTS AND THE PROPERTY MANAGEMENT AGREEMENTS

General

We manage and operate our portfolio through the following agreements:

Advisory Agreement

On January 20, 2011, we entered into an advisory agreement with our Advisor through which our Advisor assists us in formulating and implementing our investment and financial strategies.

References in this offering memorandum to “our Advisor” refer to Fibra Uno Administración, S.A. de C.V., a *sociedad anónima de capital variable* duly formed under the laws of Mexico.

Services Agreements

(a) Services Agreement with our Leasing Administrator

On January 20, 2011, we entered into a services agreement with our Leasing Administrator, to provide us with certain leasing, billing and collection services, subject to our oversight and supervision, in connection with our properties, except for properties comprising the Morado Portfolio.

References in this offering memorandum to “our Leasing Administrator” refer to F2-Services, S.C., a *sociedad civil* duly formed under the laws of Mexico.

(b) Services Agreement with Morado Leasing Administrator

On August 31, 2012, we entered into a services agreement with the Morado Leasing Administrator, to provide us with all promotion, advertising, consulting and contracting services, as well as the execution of new lease agreements for the properties in the Morado Portfolio.

References in this offering memorandum to “Morado Leasing Administrator” refer to Cabi Inver, S.A. de C.V., a *sociedad anónima de capital variable* duly formed under the laws of Mexico, and, together with our Leasing Administrator, “our Leasing Administrators.”

Property Management Agreements

(a) Property Management Agreement with our F1 Management Subsidiary

On January 20, 2011, we entered into a property management agreement with our F1 Management Subsidiary for the day-to-day management and administration of our business. With regard to the management, operation and maintenance of the Vermont Portfolio, Maine Portfolio, Morado Portfolio and Apolo Portfolio our F1 Management Subsidiary is supported by the entities described below. As of September 30, 2015, our F1 Management Subsidiary was staffed with approximately 558 employees.

References in this offering memorandum to “our F1 Management Subsidiary” refer to F1 Management, S.C., a *sociedad civil* duly formed under the laws of Mexico.

(b) Property Management Agreement with F1 Controladora de Activos, S.C.

On January 14, 2014, our F1 Management Subsidiary entered into a property management agreement with F1 Controladora de Activos, S.C. for the day-to-day property management of the Apolo Portfolio. We are currently in the process of terminating this property management agreement.

(c) Property Management Agreement with Jumbo Administración, S.A.P.I. de C.V.

On August 31, 2012, we entered into a property management agreement with Jumbo Administración, S.A.P.I de C.V., a *sociedad anónima promotora de inversión de capital variable* duly formed under the laws of Mexico to provide all necessary services related to the management, operation and maintenance of the properties comprising the Morado Portfolio.

(d) Property Management Agreement with Finsa Holding, S.A. de C.V.

On August 15, 2013, we entered into a property management agreement with Finsa Holding, S.A. de C.V., a *sociedad anónima de capital variable* duly formed under the laws of Mexico to provide all necessary services related to the management, operation and maintenance of the properties comprising the Vermont Portfolio.

(e) Property Management Agreement with Hines Interests, S.A. de C.V.

On February 18, 2014, we entered into a property management agreement with Hines Interests, S.A. de C.V., a *sociedad anónima de capital variable* duly formed under the laws of Mexico to provide all necessary services related to the management, operation and maintenance of the properties comprising the Maine Portfolio.

(f) Property Management Agreement with GP Servicios Industriales, S.A. de C.V.

On May 1, 2014, we entered into a property management agreement with GP Servicios Industriales, S.A. de C.V., a *sociedad anónima de capital variable* duly formed under the laws of Mexico to provide all necessary services related to the management, operation and maintenance of the properties comprising the California Portfolio.

References in this offering memorandum to “our Property Managers” refer to our Management Subsidiary together with Jumbo Administración, S.A.P.I de C.V., Finsa Holding, S.A. de C.V., Hines Interests, S.A. de C.V. and GP Servicios Industriales, S.A. de C.V.

Officers of our Advisor and Management Subsidiary

Our Management Subsidiary’s and Advisor’s management teams are led by Messrs. André El-Mann Arazi, their Chief Executive Officer and Isidoro Attié Laniado, their Executive Vice President of Strategy and Finance. Additionally, our Management Subsidiary’s management team includes Mr. Gonzalo Robina Ibarra, its Deputy Chief Executive Officer, and six vice presidents, Gerardo Vargas Ateca, its Vice President of Finance, Javier Elizalde Vélez, its Vice President of Treasury, Jorge Humberto Pigeon Solórzano, its Vice President of Markets and Investor Relations, Ignacio Tortoriello, its Vice President of Administration and IT, Alfonso Arceo, its Vice President of Properties Management and Alejandro Chico P., its Vice President of Legal Affairs.

Certain members of our technical committee and officers of our Management Subsidiary, including Messrs. André El-Mann Arazi, Isidoro Attié Laniado, Moisés El-Mann Arazi, Max El-Mann Arazi and Abude Attié Dayán, have an ownership interest in our Advisor and/or our Leasing Administrator. Our Advisor and our Leasing Administrator are exclusively dedicated to our affairs. For a detailed description of our Advisor’s senior management team, see “Management—Our Advisor.”

Advisory Agreement

Under the advisory agreement, our Advisor is responsible for, among other duties, consulting with and advising us and our Property Managers on long-term financial and strategic planning, assisting us in our relationship with investors and strategy and assisting us in the implementation of major decisions including, without limitation, the following:

- (i) providing advice and recommendations to us with respect to acquisitions of real estate consistent with our investment objectives and policies;

- (ii) consulting with us regarding the composition of our portfolio;
- (iii) advising us with respect to our capital structure and capital raising;
- (iv) assisting our Management Subsidiary in the identification, underwriting, selection and acquisition of our properties;
- (v) consulting with our Management Subsidiary with respect to development and redevelopment projects, including advising our Property Managers on site selection and analysis, property design and construction management;
- (vi) assisting our Management Subsidiary in sourcing potential acquisition and development opportunities and otherwise making its network of industry relationships available to us;
- (vii) assisting our technical committee in developing criteria for debt and equity financing that are specifically tailored to our investment objectives;
- (viii) assisting in the preparation of reports and statistical and economic data;
- (ix) recommending and advising on how to define, or whether to request a change of, plans, projects, budget, calendars, policies, that it believes are necessary and convenient for better management, operation, supervision and profitability of our projects;
- (x) recommending and advising our technical committee regarding individuals who could potentially fulfill the functions of supervising, auditing and controlling the acts of the Trustee, service providers, legal advisors and other entities related to us;
- (xi) recommending and advising on how best to present reports on activities regarding internal control and supervision;
- (xii) recommending and advising our technical committee, our Property Managers and our Leasing Administrators on the development of their activities and the fulfillment of their obligations towards the Trustee;
- (xiii) recommending to our Property Managers how best to organize and prepare the inventory of our projects, including the characteristics of each property or acquisition;
- (xiv) recommending, advising and presenting the necessary plans under which the following acts will be implemented: (i) control and supervision of our fiscal obligations; and (ii) ensuring compliance with our obligations, especially with regards to CBFI-related obligations and those derived from the Mexican Securities Market Law and any related dispositions;
- (xv) advising regarding the activities related to supervising the internal and external auditors, as well as the legal advisors, and other technical and service providers to the Trustee;
- (xvi) recommending all of the policies and guidelines required to process licenses, permits, and other necessary authorizations for the projects;
- (xvii) providing advice regarding (i) management, operations, promotion, organization, planning, direction, supervision, representation, control, directing, commercialization, import, export and (ii) judicial, accounting, fiscal, administrative, financial, economic, technical, architectural, engineering and construction, regarding any projects and us; and
- (xviii) otherwise performing all tasks necessary to perform its services provided to us under the advisory agreement.

Reports

The advisory agreement requires our Advisor to furnish the Trustee and our technical committee with monthly reports, as well as any information that the Trustee or our technical committee may reasonably request.

Advisory Fee

In accordance with the terms of the advisory agreement, our Advisor is entitled to receive an annual fee in an amount equal to 0.50% of the undepreciated book value of our assets less any outstanding indebtedness, plus any applicable value-added taxes. The first three installments, payable in respect of the quarters ended March 31, June 30 and September 30 of each year, will be provisional payments calculated as described above (but expressed quarterly) based on the financial statements for such quarter. The fourth installment will be a definitive, final payment in respect of the fiscal year calculated based on the audited financial statements for such year. The amount payable as the fourth installment will represent the annual fee calculated as described above, less the installment payments previously made in respect of the first three quarters of the year. To the extent that the sum of the installment payments made in respect of the first three quarters of the year exceeds the amount payable as the fourth installment, our Advisor will be required to repay the difference in cash to us.

In addition, as consideration for advising us and our Management Subsidiary in the contribution and acquisition of properties in accordance with the terms of the advisory agreement, subject to approval by our technical committee, our Advisor is entitled to receive a sourcing and advisory fee in an amount equal to 3% of the value of any property contributed to or acquired by us (which includes any fee payable by us or our Advisor to real estate brokers hired in connection with such contribution or acquisition), to be paid in cash or with CBFIs, as may be agreed between the Advisor and the technical committee, of the value of any property contributed to or acquired by us (which includes any fee payable by our Advisor or us to real estate brokers hired in connection with such contribution or acquisition), other than the 17 properties we acquired as part of our formation transactions and other than contributions or acquisitions from a related party, payable (one time, either in cash or in CBFIs determined on a case-by-case basis) at the closing of any such contribution or acquisition. With respect to acquisitions or contributions of properties in which Relevant Principals of E Group have ownership interests, the sourcing and advisory fee will only apply to the value of the portion of the property that is not owned by any Relevant Principal of E Group. In addition, the contribution or acquisition from Relevant Principals of E Group will be subject to the prior approval of our technical committee, including a majority of the independent members of our technical committee. The sourcing and advisory fee may be increased by our technical committee, with the affirmative vote of a majority of the independent members.

Term

The initial term of the advisory agreement expires on January 19, 2016 (the fifth anniversary of the date of entry into the agreement) and will be automatically renewed for one-year terms thereafter, unless previously terminated as described below.

Removal of Advisor; Termination

Our Advisor may be removed (i) for “cause,” or (ii) by resolution of the holders of at least 66% of our outstanding CBFIs. The advisory agreement may be terminated by us or by our Advisor upon 90 days’ prior written notice without the payment of a termination fee following the initial five-year term. The advisory agreement will also terminate upon the termination of the property management agreement with our F1 Management Subsidiary or the services agreement with our Leasing Administrator other than for “cause.” If the advisory agreement is terminated due to a termination by us of the property management agreement with our Management Subsidiary or the services agreements with our Leasing Administrator other than for “cause” during the initial five-year term, the termination fee described below shall be payable to our Advisor.

Upon completion of our initial offering and our formation transactions, the contributors of our Initial Portfolio placed all of the CBFIs held by them in a control trust. Upon the completion of the offering, approximately 18.8% of our outstanding CBFIs will be held in the control trust, which is controlled by a technical committee

consisting of five members. Four of the members of our technical committee, including Messrs. Moisés El-Mann Arazi, André El-Mann Arazi, Isidoro Attié Laniado and Max El-Mann Arazi, have an ownership interest in our Advisor and, so long as the control trust holds 15% or more of our outstanding CBFIs, they will be able to cause the control trust to prevent the removal of our Advisor other than for “cause.”

As defined in our trust agreement, “cause” (“*Conducta de Destitución*”) means, with respect to any person, (A) a final, non-appealable judgment that declares such person liable for willful misconduct, bad faith or inexcusable negligence in respect of its duties (each, as construed under Mexican law), (B) any criminal conduct (under Mexican law) or intentional non-compliance with law by such person, as it relates to our trust agreement or its business, (C) significant non-compliance by such person with our trust agreement, or any agreement derived from our trust agreement, (D) the bankruptcy of such person, or (E) a resolution of the holders of at least 66% of our CBFIs exercising the removal right (*facultad de remoción*) pursuant to our trust agreement to remove or substitute our Leasing Administrator or Advisor.

Termination Fee

In the event our Advisor is removed other than for “cause,” by resolution of the holders of at least 66% of our outstanding CBFIs on or prior to the expiration of the initial five-year term, our Advisor will be entitled to receive a termination fee equal to five times the annual fee payable under the advisory agreement, less the amount of any annual fees previously paid to our Advisor for services rendered. In addition, if the advisory agreement is terminated due to a termination of the property management agreement with our Management Subsidiary or a termination by us of the services agreement with our Leasing Administrator other than for “cause,” the termination fee described above shall be payable to our Advisor. If our Advisor resigns, is removed for “cause,” or is removed after the initial term, our Advisor will not be entitled to a termination fee. The termination fee will be payable within 15 days of such termination and, in the event the audited annual financial statements are not available, the fee will be calculated based on our financial statements for the most recently completed quarter.

Liability and Indemnification

The advisory agreement provides that our Advisor will not assume any responsibility other than to render the services called for thereunder, and will not be liable for any errors of judgment made in good faith unless such errors constitute a breach of its obligations thereunder in a manner that lacks diligence, honesty and good faith.

Governing Law; Submission to Jurisdiction

The advisory agreement is in the Spanish language and is governed by Mexican law. The advisory agreement provides that the parties thereto have submitted to the jurisdiction of the courts of Mexico City (Federal District) in connection with any controversy arising from the interpretation of or non-compliance with the advisory agreement.

Services Agreement with our Leasing Administrator

Pursuant to the services agreement with our Leasing Administrator, our Leasing Administrator will be responsible for, among other duties:

- (i) invoicing leases and maintenance fees;
- (ii) collecting rents and maintenance fees on our behalf;
- (iii) supporting our F1 Management Subsidiary in the negotiation and execution of leases;
- (iv) supporting our F1 Management Subsidiary in carrying out all necessary activities to ensure the renewal of our lease agreements; and

- (v) otherwise performing all tasks necessary to perform its services provided to us under the services agreement with our Leasing Administrator.

Our Leasing Administrator performs these functions for all properties other than those in the Morado Portfolio.

Reports

The services agreement requires our Leasing Administrator to furnish the Trustee, our technical committee and our F1 Management Subsidiary with monthly reports, as well as any information that the Trustee or our technical committee may reasonably request.

Services Fee

In accordance with the terms of the services agreement with our Leasing Administrator, our Leasing Administrator will be entitled to receive a monthly fee in an amount equal to 2.0% of the lease payments actually received under the leases on our properties for the previous month, plus any applicable value-added taxes.

Term

The initial term of the services agreement with our Leasing Administrator expires on January 19, 2016 (the fifth anniversary of the date of entry into the agreement) and will be automatically renewed for one-year terms thereafter, unless previously terminated as described below.

Removal of Leasing Administrator; Termination

Our Leasing Administrator may be removed (i) for “cause,” or (ii) by resolution of holders of at least 66% of our outstanding CBFIs. The services agreement may also be terminated by us or by our Leasing Administrator upon 90 days’ prior written notice following the initial term, and will also terminate upon a termination of the advisory agreement or the property management agreement with our Management Subsidiary in each case, other than for “cause.”

Termination Fee

If our Leasing Administrator is removed before the end of its initial term under the services agreement other than for “cause,” by resolution of holders of at least 66% of our outstanding CBFIs on or prior to the expiration of the initial term, our Leasing Administrator will be entitled to receive a termination fee, payable within 15 days of such termination, equal to 60 times the monthly fee payable under the services agreement (calculated as the average of the monthly fees paid to our Leasing Administrator in the six months prior to such termination), less the amount of any monthly fees previously paid to our Leasing Administrator for services rendered. This termination fee will also be payable in the event that the property management agreement with our Management Subsidiary is terminated or the advisory agreement is terminated other than for “cause” during the initial five-year or two-year period, as the case may be. If our Leasing Administrator resigns, is removed for “cause,” or is removed after the expiration of the initial term, our Leasing Administrator will not be entitled to a termination fee.

Liability and Indemnification

The services agreement provides that our Leasing Administrator will not assume any responsibility other than to render the services called for thereunder, and will not be liable for any errors of judgment made in good faith unless such errors constitute a breach of its obligations thereunder in a manner that lacks diligence, honesty and good faith.

Governing Law; Submission to Jurisdiction

The services agreement with our Leasing Administrator is in the Spanish language and is governed by Mexican law. The services agreement with our Leasing Administrator provides that the parties thereto have submitted to the jurisdiction of the courts of Mexico City (Federal District) in connection with any controversy arising from the interpretation of or non-compliance with this services agreement.

Services Agreement with Morado Leasing Administrator

On August 31, 2012, we entered into a services agreement with Morado Leasing Administrator, to provide us with all promotion, advertising, consulting and contracting services, as well as the execution of new lease agreements over the properties in the Morado Portfolio. These services include, but are not limited to: (i) rendering all the marketing activities necessary to promote and maintain the properties leased; (ii) carrying out all the advertising campaigns related to the properties; (iii) negotiating, hiring and supervising the activities of the independent holders or brokers that promote the lease of the properties; (iv) negotiating and executing new lease agreements; and (v) as applicable, extending the existing lease agreements, each in accordance with the policies, terms, periods and conditions authorized by our technical committee.

Under the terms of the services agreement, we will pay Morado Leasing Administrator the equivalent of 5% of the rental amount under each new lease agreement (not including renewals or extensions of existing lease agreements) we enter into with tenants of the Morado Portfolio as a result of their involvement, for a period of up to five years starting on the effective date of the lease agreement.

Each of the property management agreement and the services agreement has a mandatory term of 7.5 years for each party to the agreement, effective as of September 1, 2012.

Property Management Agreement with F1 Management Subsidiary

Under the property management agreement with F1 Management Subsidiary, our F1 Management Subsidiary is generally responsible for the day-to-day general management and administration of our business. With regard to the management, operation and maintenance of the Vermont Portfolio, Maine Portfolio and Morado Portfolio our F1 Management Subsidiary is supported by the entities described below. Our F1 Management Subsidiary is responsible for, among other duties, the following matters:

- (i) reviewing revenues and expenses;
- (ii) cash management and treasury functions;
- (iii) preparing financial statements and reviewing tax filings and in-house audit and tax compliance functions;
- (iv) supervising our external auditors and legal counsel;
- (v) human resources activities;
- (vi) overseeing compliance with applicable securities and securities exchange requirements;
- (vii) investor relations activities;
- (viii) sourcing and conducting due diligence on property acquisition and development opportunities and consulting with our Advisor with respect thereto;
- (ix) negotiating for the acquisition, financing, refinancing and development of our properties (including matters relating to governmental approvals and zoning requirements), with the assistance of our Advisor and pursuant to the instructions of our technical committee;
- (x) negotiating for and coordinating the disposition of our properties;

- (xi) submitting property acquisition and disposition proposals to our technical committee and holders of our CBFIs;
- (xii) determining when to renovate, alter, develop or redevelop our properties and coordinating any such renovations, alterations, developments and redevelopments, including selecting, contracting with and overseeing architects, engineers, contractors and materials providers;
- (xiii) initiating and coordinating property maintenance, including painting and carpeting, and designing and overseeing tenant improvements;
- (xiv) overseeing utilities services;
- (xv) negotiating insurance coverage for our properties and handling insurance claims;
- (xvi) performing advertising and marketing functions, including retaining and overseeing independent real estate brokers for our properties;
- (xvii) preparing maintenance programs (i.e., any studies, plans, reports, projects, licenses, budgets and calendars relating to the renovation and maintenance of our properties so as to ensure they are properly operating and functioning) and their respective budgets and having our technical committee revise and approve them;
- (xviii) informing tenants of any increase in maintenance fees, according to the budgets approved by our technical committee;
- (xix) supervising, monitoring, maintaining and when applicable, improving the security systems of our properties;
- (xx) establishing rules for the use, lease, improvement and maintenance of our properties;
- (xxi) setting general terms and conditions for our Leasing Administrators' negotiations for leases of our properties, and reviewing and approving all leases prior to execution by our Leasing Administrators on our behalf;
- (xxii) directing and supervising litigation, evictions and other legal matters arising from our properties;
- (xxiii) supervising our Leasing Administrators in their billings and collections, including compiling our Leasing Administrators' financial work into our tax and financial records; and
- (xxiv) otherwise performing all tasks necessary to perform its services provided to us under the property management agreements.

Fees

In accordance with the terms of the property management agreement with F1 Management Subsidiary, our F1 Management Subsidiary is entitled to receive a monthly fee in an amount equal to 1% of the lease payments actually received under the leases on our properties for the previous month, plus any applicable value-added taxes. Our F1 Management Subsidiary is entitled to receive all maintenance fees, plus any applicable value-added taxes collected from tenants, which shall be used solely for the payment of maintenance expenses of the properties. We expect any surplus income generated by our F1 Management Subsidiary to be periodically distributed to us, as sole owner of our F1 Management Subsidiary.

Term

The initial term of the property management agreement with our F1 Management Subsidiary expires on January 19, 2016 and will be automatically renewed for one-year terms thereafter.

Termination

The property management agreement with F1 Management Subsidiary may be terminated by us or by our F1 Management Subsidiary upon 90 days' prior written notice following the initial term. The property management agreement with our F1 Management Subsidiary will also terminate upon the termination of the advisory agreement or the services agreement with our Leasing Administrator. Termination of the property management agreement with our F1 Management Subsidiary will result in the termination of the services agreement with our Leasing Administrator and the advisory agreement.

Liability and Indemnification

The property management agreement provides that our F1 Management Subsidiary will not assume any responsibility other than to render the services called for thereunder, and will not be liable for any errors of judgment made in good faith unless such errors constitute a breach of its obligations thereunder in a manner that lacks diligence.

Governing Law; Submission to Jurisdiction

The property management agreement with F1 Management Subsidiary is in the Spanish language and is governed by Mexican law. This property management agreement provides that the parties thereto have submitted to the jurisdiction of the courts of Mexico City (Federal District) in connection with any controversy arising from the interpretation of or non-compliance with this property management agreement.

Property Management Agreement with Jumbo Administración, S.A.P.I. de C.V.

On August 31, 2012, we entered into a property management agreement with Jumbo Administración, S.A.P.I. de C.V., a subsidiary of the contributors of the Morado Portfolio, to provide all necessary services related to the management, operation and maintenance of the properties comprising the Morado Portfolio. These services include, but are not limited to: (i) invoicing and collecting rent, maintenance fees and other benefits in accordance with the lease agreements; (ii) negotiating and executing lease agreements and, as applicable, extensions to the lease agreements, in accordance with the policies, terms and conditions established by our technical committee; (iii) carrying out all actions necessary to comply with all the obligations and to exercise all of the rights arising from the lease agreements; (iv) selecting and contracting for personnel services for the maintenance and oversight of the real estate property assets; (v) managing and protecting our real estate property assets as strategic assets; (vi) overseeing the real estate property assets; (vii) carrying out the advertising campaigns for the real estate property assets; and (viii) carrying out all actions necessary to maintain the real estate property assets in compliance with all obligations under and to exercise all the rights arising from the ownership or holding thereof.

Under the terms of the property management agreement, we will pay Jumbo Administración, S.A.P.I. de C.V. an amount equal to the sum of (i) 3.0% of the revenue collected from the Morado Portfolio; (ii) the total amount of the maintenance fees, advertising fees and services charged to the tenants and users of the properties, in accordance with their respective lease agreement; and (iii) 0.5% per year over the contribution value of the real estate property assets contributed to the Trust, payable per quarter in arrears.

The agreements that we have executed for the management of the Morado Portfolio have a mandatory term of 7.5 years for each party thereto, effective as of September 1, 2012.

In addition, for the management of the Morado Portfolio, we will continue receiving services from our Advisor, our Leasing Administrator and our F1 Management Subsidiary.

Property Management Agreement with Hines Interests, S.A. de C.V.

On February 18, 2014, we entered into a property management agreement with Hines Interests, S.A. de C.V. to provide all necessary services related to the management, operation and maintenance of the properties comprising the Maine Portfolio. These services include, but are not limited to: (i) invoicing and collecting rent,

maintenance fees and other benefits in accordance with the lease agreements; (ii) monitoring the managing and operation of the real estate property assets comprising the Maine Portfolio; (iii) rendering services to tenants in accordance with the terms set forth in the lease agreements; (iv) maintaining records and files of the lease agreements; (v) handling complaints and requests from tenants; (vi) conducting and supervising the operation and managing activities of the real estate property assets, including but not limited to, security services, preventive maintenance programs and preservation of the real estate property assets; (vii) supervising the performance of improvements that are necessary in the real estate property assets and to carry out any and all acts in order to comply with all its obligations and to exercise all rights arising from the lease agreements; (viii) selecting and contracting personnel services for the maintenance and oversight of the real estate property assets; (ix) carrying out the management and reporting of financial activities related to the properties; (x) carrying out the advertising campaigns for the real estate property assets; and (xi) carrying out all actions necessary to maintain the real estate property assets in compliance with all obligations under and to exercise all the rights arising from the ownership or holding thereof.

Under the terms of the property management agreement, we will pay Hines Interests, S.A. de C.V. Ps.1.6 million annually, plus any applicable value-added taxes.

The agreement that we have executed for the management of the Maine Portfolio has a mandatory term of two years and may be renewed for one-year terms thereafter; however, the agreement may be terminated by us upon 60 days' prior written notice following the initial term or by Hines Interests, S.A. de C.V. upon 90 days' prior written notice following the initial term.

In addition, for the management of the Maine Portfolio, we will continue receiving services from our Advisor, our Leasing Administrator and our F1 Management Subsidiary.

Property Management Agreement with Finsa Holding, S.A. de C.V.

On August 15, 2013, we entered into a property management agreement with Finsa Holding, S.A. de C.V. to provide all necessary services related to the management, operation and maintenance of the properties comprising the Vermont Portfolio. These services include, but are not limited to: (i) invoicing and collecting rent, maintenance fees and other benefits in accordance with the lease agreements; (ii) monitoring the management and operation of the real estate property assets comprising the Vermont Portfolio; (iii) maintaining records and files of the lease agreements; (iv) conducting annual reviews of insurance policies regarding the real estate property assets; (v) conducting and supervising the operation and managing activities of the real estate property assets, including but not limited to, security services, preventive maintenance program and preservation of the real estate property assets; (vi) conducting surveillance operations and preparing reports on the performance of the real estate property assets; (vii) rendering services to tenants in accordance with the terms set forth in the lease agreements; (viii) handling relations and communication with tenants; (ix) supervising the performance of improvements that are necessary in the real estate property assets and to carry out any and all acts in order to comply with all its obligations and to exercise all rights under the lease agreements; (x) selecting and contracting for personnel services for the maintenance and oversight of the real estate property assets; (xi) carrying out the management and reporting of financial activities related to the real estate property assets; (xii) overseeing the real estate property assets; and (xiii) carrying out all actions necessary to maintain the real estate property assets in compliance with all obligations under and to exercise all the rights arising from the ownership or holding thereof.

Under the terms of the property management agreement, we will pay Finsa Holding, S.A. de C.V. an amount equal to the sum of 3% of the revenue collected from the Vermont Portfolio.

The agreement that we have executed for the management of the Vermont Portfolio has a mandatory term of two years and may be renewed two times for two-year terms each; however, the agreement may be terminated by us or by Finsa Holding, S.A. de C.V. upon 60 days' prior written notice following the initial term.

In addition, for the management of the Vermont Portfolio, we will continue receiving services from our Advisor, our Leasing Administrator and our F1 Management Subsidiary.

Property Management Agreement with GP Servicios Industriales, S.A. de C.V.

On May 1, 2014, we entered into a property management agreement with GP Servicios Industriales, S.A. de C.V. to provide all necessary services related to the management, operation and maintenance of the properties comprising the California Portfolio. These services include, but are not limited to: (i) invoicing and collecting rent, maintenance fees and other benefits in accordance with the lease agreements; (ii) monitoring the management and operation of the real estate property assets comprising the California Portfolio; (iii) maintaining records and files of the lease agreements; (iv) conducting annual reviews of insurance policies regarding the real estate property assets; (v) conducting and supervising the operation and managing activities of the real estate property assets, including but not limited to, security services, preventive maintenance program and preservation of the real estate property assets; (vi) conducting surveillance operations and preparing reports on the performance of the real estate property assets; (vii) rendering services to tenants in accordance with the terms set forth in the lease agreements; (viii) handling relations and communication with tenants; (ix) supervising the performance of improvements that are necessary in the real estate property assets and to carry out any and all acts in order to comply with all its obligations and to exercise all rights under the lease agreements; (x) selecting and contracting for personnel services for the maintenance and oversight of the real estate property assets; (xi) carrying out the management and reporting of financial activities related to the real estate property assets; (xii) overseeing the real estate property assets; and (xiii) carrying out all actions necessary to maintain the real estate property assets in compliance with all obligations under and to exercise all the rights arising from the ownership or holding thereof.

Under the terms of the property management agreement, we will pay GP Servicios Industriales, S.A. de C.V. an amount equal to Ps.395,950 on a monthly basis plus any applicable value-added taxes.

The agreement that we have executed for the management of the California Portfolio has a mandatory term of one year and, as of the date of this offering memorandum, is being renewed.

In addition, for the management of the California Portfolio, we will continue receiving services from our Advisor, our Leasing Administrator and our F1 Management Subsidiary.

MANAGEMENT

Members of Our Technical Committee

Our technical committee consists of 12 main members (four of whom are independent members) and 11 alternate members (four of whom are independent members). As of the date of this offering memorandum, we are in the process of searching for two new members of our technical committee, one of which is expected to be an independent member, which would result in our technical committee having 14 main members, five of whom would be independent. The name and age of the persons who serve as main members of our technical committee, who are appointed pursuant to our trust agreement, are set forth below:

Main members	<u>Age</u>
Moisés El-Mann Arazi	62
André El-Mann Arazi	51
Isidoro Attié Laniado	46
Elías Sacal Micha	66
Max El-Mann Arazi	56
Abude Attié Dayán	73
Amín Guindi Hemsani	53
Jaime Kababie Sacal	66
Ignacio Trigueros*	64
Alfredo Achar Tussie*	74
Rubén Goldberg*	67
Herminio Blanco*	65

* Independent member

Biographical information

The following sets forth biographical information for the main members of our technical committee. For biographical information on Messrs. André El-Mann Arazi and Isidoro Attié Laniado, see “Our Advisor.”

Moisés El-Mann Arazi is the Chairman of our technical committee. Mr. Moisés El-Mann Arazi is one of the founding members of E-Group and has headed E-Group for more than 30 years, with a long-term vision for the conceptualization and marketing of the projects in which E-Group participates. E-Group currently has vertically integrated real estate transactions and has developed and operated approximately 170 real estate projects in different industry sectors and geographical areas of Mexico.

Elías Sacal Micha has been involved in E-Group since it was founded, and for 30 years has focused his efforts in operating, maintaining and marketing real estate properties, playing an essential role in servicing E-Group’s clients and real estate projects.

Max El-Mann Arazi has been involved in E-Group since it was founded, focusing on acquiring and managing the real estate properties, overseeing the properties’ construction and building relationships with the relevant authorities. Mr. Max El-Mann Arazi has been involved for more than 30 years in retail sales, playing an essential role in servicing E-Group’s clients and real estate projects.

Abude Attié Dayán is the founder of Tiendas Melody, a leading Mexican business specialized in women’s apparel, and has promoted other businesses in various sectors as a shareholder of companies such as Corpofin (financing), Insignia Life (life insurance), The Powerwise Group (energy saving), Presencia en Medios (advertisement) and Sare (housing), among others, as well as participated in a number of charitable projects. Mr. Attié Dayán has been involved in the real estate business since the 1970s, investing in and developing a series of projects in the retail, housing, offices and industry sectors.

Amín Guindi Hemsani has 20 years of experience as an investor and a partner in real estate development projects in the retail, industrial and office sectors. Mr. Guindi Hemsani has served as the Vice President of Grupo Kimex, S.A. de C.V., a producer of packaging, resins and textiles. Mr. Guindi Hemsani received a degree in business administration from the University of Anáhuac, Mexico.

Jaime Kababie Sacal has more than 20 years of experience as an investor and partner in real estate development projects in the retail, industry and office sectors. For more than 25 years, he has also been involved in the production of polyethylene products, including packages and wrappers. Since 1998, Mr. Kababie Sacal has participated in real estate projects with the El-Mann family.

Ignacio Trigueros Legarreta is an independent member of our technical committee and a professor in the Department of Economics of the Centro de Análisis e Investigación Económica del Instituto Tecnológico Autónomo de México, or ITAM. Mr. Trigueros also serves as a Director of ITAM, a member of the board of directors of Evercore Casa de Bolsa, S.A. de C.V. and an Advisor of the Investment Committee of Afore XXI. He has substantial experience in academics and economic research. He has also served as an advisor to various governmental units. Mr. Trigueros received a degree in economics from ITAM and a PhD in economics from the University of Chicago.

Alfredo Achar Tussie is an independent member of our technical committee and is the Corporate CEO and Chairman of the Board of Directors of Comercial Mexicana de Pinturas, COMEX. Throughout the years, he has been involved in the promotion of social development in Mexico by starting social programs in which national companies jointly participate with international companies as well as the three levels of government and the benefited population itself, through the following associations: Fundación ProEmpleo Productivo, A.C., Fundación Activa A.C., Trust Privado ProVivAh and Camproduce, A.C. Mr. Achar is a board member of various commercial, real estate, social assistance and credit companies, such as the Asociación Mexicana de Instituciones de Asistencia Privada, la Fundación Mexicana para el Desarrollo Rural, Valorium, Institución de Fondos de Inversión, el Banco Nacional de México and Banca Mifel.

Rubén Goldberg Javkin is an independent member of our technical committee and a Senior Director and Partner of Goldberg, Alerhand y Asociados, S.C. (investment bank) and Chairman of the Advisory Committee of Galileo Total Return Fund, LP (fund administration). He has over 35 years of experience in investment, commercial and corporate banking, and has advised various businesses in the chemical, textile, consumer product and financial industries, among others, as well as philanthropic and educational organizations. Mr. Goldberg received a public accountant degree from the Universidad Nacional Autónoma de México and an MBA from the Wharton School at the University of Pennsylvania.

Herminio Blanco Mendoza is an independent member of our technical committee and the President and General Director of Soluciones Estratégicas Consultoría, a business specializing in international commercial consulting. Mr. Blanco previously served as Secretary of Trade and Industry of Mexico and as Mexico's Chief Negotiator of NAFTA, and has advised and served on the boards of directors of various businesses, including Mitsubishi Corporation, Banorte Grupo Financiero Banorte and Mittal Steel US. He was previously an assistant professor at Rice University in the United States and at the Colegio de México. Mr. Blanco received a degree in economics from the Instituto Tecnológico y de Estudios Superiores de Monterrey and a PhD in economics from the University of Chicago.

Executive Officers of Our Management Subsidiary

The day-to-day management and administration of our business is conducted by our Management Subsidiary. The following table sets forth the names, ages and positions of the executive officers of our Management Subsidiary:

Name	Age	Position
André El-Mann Arazi	51	Chief Executive Officer
Isidoro Attié.....	46	Executive Vice President of Strategy and Finance
Gonzalo Robina Ibarra.....	54	Deputy Chief Executive Officer
Gerardo Vargas Ateca	57	Vice President of Finance
Javier Elizalde Vélez	43	Vice President of Treasury
Jorge Pigeon Solórzano	46	Vice President of Markets and Investor Relations
Ignacio Tortoriello.....	58	Vice President of Administration and Information Technology

Alfonso Arceo	44	Vice President of Property Management
Alejandro Chico P	40	Vice President of Legal Affairs

For biographical information on Messrs. André El-Mann Arazi and Isidoro Attié Laniado, please see “Our Advisor.”

Gonzalo Robina Ibarra is our Management Subsidiary’s Deputy Chief Executive Officer. Mr. Robina Ibarra has over 30 years of experience in the real estate market. Before joining our Management Subsidiary, he was the founder and president of MexFund, a private investment fund, and oversaw its growth from an initial portfolio of three properties in 2007 to a portfolio of 23 properties at the time it was acquired by us in 2012. Previously, he was the Chairman of Fénix Capital Group, a real estate fund owned by Deutsche Bank, which owned approximately 7,000 properties and managed approximately 14,000 properties in Mexico. Mr. Robina Ibarra has also worked at Grupo GICSA as Commercial Director in charge of the development of industrial and office properties. Mr. Robina, has requested relief against charges brought against him for abandonment of fiscal domicile (*desocupación de domicilio fiscal*) related to notification in 2009 to the tax authorities regarding a change in fiscal domicile of a company unrelated to Fibra Uno as he believes the charges to be without merit.

Gerardo Vargas Ateca is our Management Subsidiary’s Vice President of Finance. Mr. Vargas Ateca has served as CEO of Banking Products and Treasury for Grupo Monex, CEO of Corporate and Investment Banking, Global Head of Investment Banking and Managing Director of Markets and Distribution in Mexico and Latin America for BBVA Bancomer, Director of Finance for Gruma, Deputy Director of Finance and Treasury of Pemex, CEO for Operadora de Bolsa Serfin, Director of Corporate and Investment Banking of Grupo Financiero Santander Serfin, Director or Operations of the Banking Savings Protection Fund, Director of Equity Research and Deputy Treasury Director and Corporate Director of Market Risk of Banamex. He has over 30 years of experience in finance, private banking and corporate and investment banking. Mr. Vargas Ateca received a degree in Economics from the Instituto Tecnológico Autónomo de México and graduate studies in Economics at the University of Chicago.

Javier Elizalde Vélez is our Management Subsidiary’s Vice President of Treasury. Mr. Elizalde Vélez has served as Director of Corporate Banking at BBVA Bancomer since 2002. He has over 18 years of experience in finance and corporate investment banking. Mr. Elizalde Vélez received a degree in business administration from the Instituto Tecnológico de Estudios Superiores de Monterrey.

Jorge Humberto Pigeon Solórzano is our Management Subsidiary’s Vice President of Markets and Investor Relations. Before joining us, he was Managing Director and head of Equity Capital Markets Mexico at Banco Santander Mexicano from 2007 until joining our Management Subsidiary in September 2013. Mr. Pigeon Solórzano has over 20 years of experience with investment banks and capital markets. He has a graduate degree in civil engineering from the Universidad Iberoamericana.

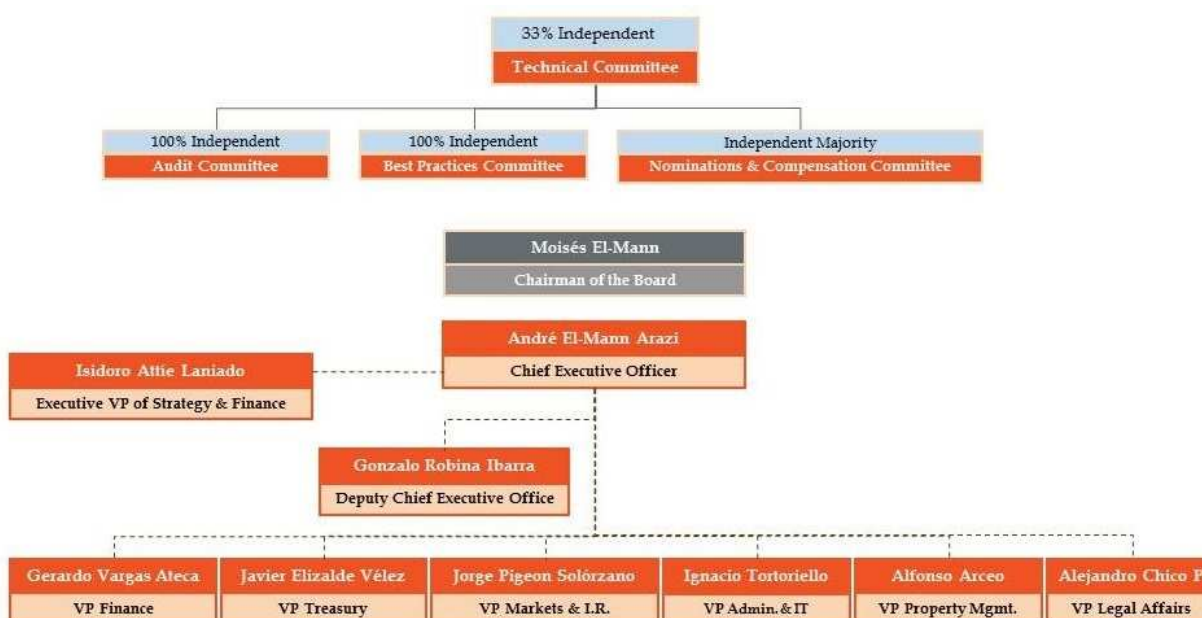
Ignacio Tortoriello is our Management Subsidiary’s Vice President of Administration and Information Technology. He has more than 30 years of broad experience in management, business development, process implementation, logistics technology, supply chain management, consulting and entrepreneurship. Mr. Tortoriello has worked in companies such as Cemex, Opciones Toga, Comex, and family-related enterprises. He has played key leadership roles in structuring client-oriented strategies and controls, and has been able to build efficient, committed, and multi-tasking teams through his career. Mr. Tortoriello holds a BS in Economics from Instituto Tecnológico Autónomo de México, and earned his Masters in Business Administration from IPADE.

Alfonso Arceo is our Management Subsidiary’s Vice President of Property Management. Mr. Arceo has over 17 year of experience in the operation and management of real estate properties. Before joining Fibra Uno, Mr. Arceo served as Vice President of Operations for MRP where he developed and implemented their necessary procedures and processes manuals for an institutional operation. Mr. Arceo has a Business Administration degree from the Universidad Anahuac and a Masters in Business Administration from the Instituto de Empresa in Madrid.

Alejandro Chico P. is our Management Subsidiary’s Vice President of Legal Affairs. Mr. Chico was previously a Partner at Jones Day and has work experience in Mexico and the United States of America. Mr. Chico

has over 20 years of experience in the practice of law and a law degree from the Universidad Anáhuac and a Master of Laws degree from the University of Miami.

The chart below details our experienced management team:



E-Group

Prior to our initial public offering in 2011, our properties were owned and managed by E-Group, certain members of which comprise our senior management team. With over 30 years of experience in the Mexican real estate market, E-Group is a group of Mexican individuals and entities, including trusts created by individuals and companies, that is vertically integrated and dedicated to the acquisition, development, rental and operation of various types of commercial real estate projects in Mexico, including industrial, retail, office and mixed-use projects. The origin of E-Group dates back to the 1970s, when members of the El-Mann family commenced operations as the franchisee of a Mexican brand of paints and related products. As the franchise expanded, E-Group faced a shortage of well-located commercial properties that met its quality standards and offered reasonable rents. As a result, E-Group began acquiring and developing land and properties which, on occasion, were larger than the space needed for its stores and could be leased to other businesses. Recognizing the opportunity in the Mexican commercial real estate market, E-Group transitioned its business to focus on real estate, expanding its portfolio of properties throughout the 1980s and, in the early 1990s, developed its first industrial facility. Today, E-Group provides full service real estate operations, having developed and operated more than 170 projects in different sectors of the Mexican real estate industry and different geographic areas of Mexico.

Certain members of E-Group participate in our management and operations, and we believe that our relationship with E-Group provides us with significant advantages in sourcing, evaluating, underwriting, acquiring, developing, leasing and managing properties. Our Management Subsidiary, our Advisor and our Leasing Administrator have access to E-Group’s vertically integrated real estate platform, deep industry relationships, market intelligence and execution capabilities. We believe that our relationship with E-Group provides us with access to an extensive pipeline of potential acquisitions.

Pursuant to our trust agreement and the contribution agreements relating to the Initial Portfolio, Messrs. Moussa “Moisés” El-Mann Arazi, Max El-Mann Arazi, André El-Mann Arazi, Elías Sacal Micha, Abud “Abude” Attié Dayán, Isidoro Attié Laniado, Isaac Attié Laniado, Amín Guindi Hemsani, Alberto Guindi Hemsani, Jaime Kababie Sacal, Rafael Kababie Sacal, Salomón Kababie Sacal and Moisés Kababie Sacal, whom, so long as they hold, through the control trust, individually or together with the other members of their respective families, an

aggregate of at least 3% of our outstanding CBFIs, we refer to as the Relevant Principals of E-Group, have agreed to provide us with a right of first refusal to purchase any future real estate investment opportunity sourced by any of them, to the extent such opportunity involves industrial, office, retail or mixed-use properties, so long as the control trust holds at least 15% of our outstanding CBFIs. In addition, the El-Mann Family and the Attié Family (each as defined herein) have agreed to provide us with a right of first refusal to purchase any industrial, retail, office, hotel or mixed-use property that, as of January 10, 2011, was majority-owned by them, either collectively or separately. For a more detailed description of the rights of first refusal, see “Certain Relationships and Related Transactions.” We believe that this access to future real estate investment opportunities sourced by the Relevant Principals of E-Group and certain properties that are currently majority-owned by the El-Mann Family and the Attié Family, as well as the long-standing relationships that our senior management team has established with key tenants and the local brokerage and investor communities, will generate an ongoing source of attractive investment opportunities through which we can grow our business.

Our Technical Committee

Currently, our technical committee is comprised of 12 members (four of whom are independent) and their respective alternate members. Pursuant to the terms of our trust agreement, the management of our business is vested in our technical committee, which may have up to 21 main members. Our trust agreement allows for an alternate member to serve in place of each elected main member if such main member is unable to attend a meeting of our technical committee. As explained in more detail below, our technical committee is elected or ratified each year at the annual meeting of holders of our CBFIs.

Under Mexican law at least 25% of the main members of our technical committee and their respective alternates are required to be independent members as construed under Mexican legal requirements. As of September 30, 2015, four of the 12 main members were independent members, representing 33.33% of the main membership of our technical committee. The independent members of our technical committee were appointed for their expertise, capacity and professional prestige, and are required to be able to carry out their functions free of conflicts of interest and without regard to personal, patrimonial or economic interests.

The determination of whether a member of our technical committee is independent takes into account, among other things, his or her relationship with the relevant contributors or related parties to such contributors. Notwithstanding the foregoing, a person may not be an independent member if such person is:

- (i) a director or employee of us, our Advisor, our Leasing Administrator, our Settlor or any Specified Contributor, or any entity that forms part of their respective business groups, including their examiners, including any person or entity that has held such position during the preceding 12 months;
- (ii) any person who has significant influence or mandatory power over us, our Advisor, our Leasing Administrator, our Settlor or any Specified Contributor;
- (iii) a shareholder that forms a part of a group of persons that have control over us, our Advisor, our Leasing Administrator, our Settlor or any Specified Contributor;
- (iv) a client, servicer, supplier, debtor, lender, partner, counselor or employee of an entity that is also a client, servicer, supplier, debtor or lender of us, our Advisor, our Leasing Administrator, our Settlor or any Specified Contributor, if: (A) in the case of a client, servicer or supplier, the total sales of such client, servicer or supplier that are derived from us, our Advisor, our Leasing Administrator, our Settlor or any Specified Contributor represent more than 10% of the total sales during the preceding 12 months of such client, servicer or supplier, (B) in the case of a debtor, the amount of credit owed by such debtor to our Settlor, our Advisor or our Leasing Administrator represents greater than 15% of the assets of our Settlor, our Advisor or our Leasing Administrator, or of that debtor, or (C) in the case of a lender, the amount of credit extended by such lender to our Settlor, our Advisor or our Leasing Administrator represents greater than 15% of the assets of our Settlor, our Advisor or our Leasing Administrator, or of that lender;

- (vi) a director or employee of any lessee of any of our properties that represents 10% or more of our ABR, who has held such position during the preceding 12 months;
- (vii) any external auditors of us or our Advisor or our Leasing Administrator, that has held such position during the preceding 12 months (in accordance with Article 24 of the Mexican Securities Market Law); and
- (viii) any person who has a family relationship, of blood, affinity or civil up to fourth grade or by affinity up to fourth grade, and also spouses or domestic partners recognized under Mexican law (*la concubina o el concubinario*), of any of person referred to in the foregoing subclauses (i) through (vi).

Election of Technical Committee

Pursuant to our trust agreement, at each meeting of holders of our CBFIs for the election of our technical committee, any holder, or group of holders, with 10% of our outstanding CBFIs has the right to appoint a main member (and his or her respective alternate member) to our technical committee. As long as the contributors of the properties constituting our portfolio hold 15% or more of the outstanding CBFIs through the control trust, they will have the right to appoint a number of the members of our technical committee (and their respective alternates) equal to at least half of the total number of members of our technical committee at such time, plus one additional member (effectively ensuring that, during such time, the contributors are able to appoint a majority of the members of our technical committee). The contributors of the properties constituting our portfolio also have the ability, in their discretion, to exclusively appoint members of our technical committee not considered to be independent members. Holders of our CBFIs that meet such ownership thresholds will be required to submit to Deutsche Bank México, S.A., *Institución de Banca Múltiple, División Fiduciaria* (or any entity appointed as a successor thereto), or the Trustee, evidence of such ownership prior to a meeting of holders of our CBFIs.

The initial contributors, through a control trust, appointed the chairman of our technical committee, who is a member of our technical committee. The secretary (who may not be a member of our technical committee) was appointed by the technical committee in accordance with our trust agreement. CI Banco, S.A., *Institución de Banca Múltiple* (or any entity appointed as a successor thereto), as provided in our trust agreement, acts as the common representative of the holders of our CBFIs, or the Common Representative. The Common Representative may attend (but not participate in) meetings of our technical committee.

Removal of Members

The appointment of the main members of our technical committee and their respective alternates may generally only be revoked by the holders of our CBFIs that originally appointed them. Such holders may at any time revoke such appointment by notifying the Trustee in accordance with the procedures described above under “Election of Technical Committee.” The appointment of the main members of our technical committee and their respective alternates may be revoked by holders of our CBFIs other than the holders that originally appointed such members only in a meeting of holders of our CBFIs at which the appointment of all members of our technical committee is revoked, in which case, the substituted persons could be appointed during the following 12 months from their revocation.

The death, incapacity or resignation of a member of our technical committee will result in the automatic and immediate revocation of such person’s membership on our technical committee, and the holders of our CBFIs that originally appointed such member will appoint a new member within the following five days or will be considered to have waived their right to appoint a new member to our technical committee until such appointment has been made.

Meetings

Our technical committee meets in regular meetings in accordance with the calendar approved in the first meeting of our technical committee of each year, and in extraordinary meetings when necessary for its functions,

upon request of one of its main members to the other main members of our technical committee. Any of the members of our technical committee may request that the secretary of our technical committee call a meeting of our technical committee, with at least five days' prior notice. Such request must briefly indicate the matters to be resolved in such meeting. Extraordinary meetings of our technical committee may be called by the secretary of our technical committee, including upon request of a member of our technical committee, as described above, with at least three days' prior notice. Such notice shall be given to all the members of our technical committee, our Advisor and the Trustee in writing indicating the agenda for, and the place, date and time of the meeting. Such notice will not be necessary when all the main members of our technical committee are gathered.

Meetings of our technical committee may be held by conference telephone call or any other means that allows communication among participants in the meeting in real time and which may be recorded. The secretary of our technical committee will confirm in writing the presence of the members participating by conference telephone call or such other means for purposes of constituting a quorum.

The quorum for a meeting of our technical committee is a majority of the main members or their respective alternates, as applicable. Each member of our technical committee has one vote. Resolutions of our technical committee may be adopted by a majority vote of the members present, except for instances where our trust agreement also requires the affirmative vote of the majority of the independent members of our technical committee. Our technical committee may act without a meeting by adopting resolutions with the unanimous written consent of all the main members or their respective substitutes. In addition, the members of our technical committee can enter into agreements regarding their voting rights. In the event that the opinion of a majority of the independent members differs from that of the majority of the members of our technical committee, such difference of opinion must be disclosed via EMISNET (*Sistema Electrónico de Comunicación con Emisoras de Valores*), which is an electronic communication platform established by the Mexican Stock Exchange.

Authority of Our Technical Committee

Our technical committee is authorized to instruct our Trustee to take any action in connection with our operations not expressly reserved to holders of our CBFIs. Our technical committee has certain duties which may not be delegated, which include, among other things: authorizing issuances of our CBFIs, whether public or private and whether within or outside of Mexico; advising and instructing the Trustee on the sale or cancellation of CBFIs, with the prior opinion of our Management Subsidiary; appointing legal, tax and accounting advisors, and instructing the Trustee to hire such advisors; establishing and amending the policies pursuant to which our assets will be invested, subject to and in accordance with our trust agreement (including the eligibility requirements described in "Policies with Respect to Certain Activities—Investment Policies"); analyzing and, where applicable, approving, together with the affirmative vote of a majority of the independent members, possible investments that could not or do not meet the eligibility requirements; approving any transaction (other than those made with a related person or that represent a conflict of interest) representing up to 19.99% of our assets (in a single transaction or a series of related transactions that may be deemed to be one transaction), based on our financial statements for the preceding quarter; approving our policies with respect to related parties, as well as authorizing transactions with related parties, including our Advisor, our Leasing Administrator, our Settlor, any of the Relevant Principals of E-Group, the El-Mann Family, the Attié Family, the members of our technical committee or any other related party, for which the affirmative vote of the majority of the independent members will also be required; appointing a substitute advisor for us, with the opinion of our practices committee, in the event our Advisor's appointment is revoked or our Advisor is unable to carry out its duties; appointing a substitute for our Property Managers, with notice to the Trustee, in the event our property management agreements are terminated or if our Property Managers are unable to carry out their duties; establishing our accounting policies, with the prior opinion of our audit committee; approving our internal controls and internal audit rules, with the prior opinion of our audit committee; approving, with the prior opinion of our audit committee, our financial statements for a consideration at a meeting of holders of our CBFIs; approving, together with the vote of a majority of the independent members, amendments to the eligibility requirements; establishing our leverage policies described under "Policies with Respect to Certain Activities—Leverage Policies"; establishing disposition policies with respect to our assets, subject to and in accordance with the provisions of our trust agreement, which disposition policies are described under "Policies with Respect to Certain Activities—Disposition Policies"; approving our distribution policies, and any particular distributions exceeding 95% of our net taxable net income; establishing our audit committee and practices committee, each of which will be exclusively comprised of independent members; appointing and removing, with our audit committee's

recommendation, our external auditor; instructing the Trustee to disclose certain statutory events referenced in the Mexican Securities Market Law, including all agreements whose purpose is contrary to an opinion of our audit committee or practices committee; and reviewing the compliance by our Management Subsidiary of its obligations under our trust agreement under the property management agreements with the Management Subsidiary.

Compensation

While members of our technical committee do not have a right to compensation for acting in such capacity, the independent members are permitted to receive payment in cash or in kind if agreed to by the holders of our CBFIs at a meeting of such holders.

Committees of Our Technical Committee

Audit Committee

Our technical committee is responsible for appointing the chairman and the members of our audit committee. As required by applicable law, each of the three members of our audit committee must be an independent member. Each of the three members of our audit committee was appointed upon completion of our initial offering.

Our audit committee is responsible, among other things, for (i) evaluating our external auditors and analyzing their reports, (ii) analyzing our financial statements and discussing them with appropriate personnel, and based thereon assessing whether to recommend their approval to our technical committee, (iii) informing our technical committee of its view as to our internal controls and internal audit system including any irregularities that may be detected, (iv) requesting and obtaining independent expert opinions, (v) investigating non-compliance with operating and accounting guidelines and policies or with our internal controls or internal audit system, (vi) informing our technical committee of any important irregularities it may encounter and proposing remedial measures, (vii) calling meetings of holders of our CBFIs and requesting matters to be added to the agenda as it considers necessary, (viii) verifying compliance by our Advisor and the Trustee with resolutions of holders of our CBFIs and technical committee, (ix) verifying the implementation of internal control mechanisms and their compliance with applicable law, (x) requiring our Property Managers, our Leasing Administrators, the Trustee or their respective officers or employees involved in their management and operation, to prepare reports describing the preparation of financial statements, and (xi) holding periodic meetings with relevant directors of our Property Managers, our Advisor, our Leasing Administrators, the Common Representative and the Trustee.

Practices Committee

Our technical committee is responsible for appointing the chairman and the members of our practices committee. Our practices committee adopts its resolutions by majority vote. As required by applicable law, each of the three members of our practices committee is an independent member. Each of the three members of our practices committee was appointed upon completion of our initial offering.

Our practices committee is responsible, among other things, for (i) providing opinions to our technical committee with regard to transactions that our practices committee is involved in with related parties and Relevant Principals of the E-Group, (ii) providing opinions to our technical committee with regard to the value of the transactions that our technical committee is involved in carrying out its duties, (iii) providing recommendations to our technical committee as to what reports it should request from our Advisor or the Trustee to carry out its duties, (iv) advising our technical committee in carrying out its duties under our trust agreement, (v) presenting to our technical committee market studies relating to sectors to which our properties and assets belong, and providing recommendations as appropriate, and (vi) requesting and obtaining independent expert opinions.

Nominations and Compensation Committee

Our CBFIs holders voted at our 2014 annual CBFIs holders' assembly meeting to create a compensation committee to administer the 2014 Plan and to perform certain other functions. For a description of the 2014 Plan see

“Management—Our Advisor—2014 Equity Incentive Compensation Plan.” The 2014 annual CBFi holder’s assembly meeting granted the technical committee the power to create a compensation committee. Our technical committee members voted at our March 2015 technical committee meeting to delegate the authority and powers planned for the compensation committee to the nomination committee, in particular the powers regarding to the Equity Incentive Compensation Plan, and also approved the change of the name of the nomination committee to the nomination and compensation committee and ratified the appointment of the existing nomination committee members. Our CBFi holders voted at our 2015 annual CBFi holders’ assembly meeting to ratify the nominations and compensation committee members’ appointment.

Our nominations and compensation committee is responsible for, among other things: (i) searching, analyzing and evaluating candidates for election or appointment as independent members of our technical committee; (ii) proposing to the assembly of holders of CBFis individuals who, in the committee’s opinion and based on their satisfaction of the independence requirements under the Mexican Securities Market Law, may join our technical committee as independent members, or when applicable, as substitute members to such independent members; (iii) monitoring and reviewing all matters relating to the independence of the independent members of our technical committee, including any issues involving potential conflicts of interest; (iv) proposing to the assembly of holders of CBFis or our technical committee, as appropriate, the remuneration, if any, paid to members of the technical committee; (v) considering our audit committee’s opinion on the removal of members of our technical committee, when it submits such opinion to the assembly of holders of CBFis; (vi) with respect to the authority and powers in relation to the Equity Incentive Compensation Plan (1) reviewing and approving the corporate goals and objectives relevant to the compensation of our senior management team in accordance with the 2014 Plan, (2) evaluating the performance of our senior management team in light of such goals and objectives and approving compensation of such persons based on such evaluation, (3) reviewing and approving grants and awards under any future incentive-based compensation plans and equity-based plans; and (vii) any other duties assigned to it by the assembly of holders of CBFis or our technical committee. Our nominations and compensation committee will support its nominations of independent members to our technical committee by certifying, to the satisfaction of the assembly of holders of CBFis, the independence, experience and professional prestige of the candidates, and also taking into account that these individuals are able to perform their duties free from conflicts of interest, and without being subject to personal, property-based or economic interests that may pose conflicts with our interests.

The assembly of holders of CBFis is responsible for appointing the members of our nominations and compensation committee, which is comprised of five members. A majority of the members of our nominations committee are independent members of our technical committee. Members of our nominations and compensation committee hold office until the later to occur of (i) one year from the date of their appointment and (ii) such time as their replacement has been appointed and is prepared to serve as a member of our nominations and compensation committee. Our nominations and compensation committee shall meet at any time upon notice from the chairman or secretary of our technical committee or any two members of our technical committee. The quorum for a meeting of our nominations and compensation committee is a majority of its members, and resolutions of our nominations and compensation committee are valid when adopted by the affirmative vote of at least a majority of the members present. The assembly of holders of CBFis may, in its discretion, accept or reject the recommendations of our nominations and compensation committee, and any dispute regarding the effect of the recommendations made by our nominations and compensation committee shall be resolved at an extraordinary meeting of holders of CBFis.

In relation to the committee’s powers regarding the Equity Incentive Compensation Plan, our senior management will propose to the nomination and compensation committee annual compensation for our senior management team and employees of our Management Subsidiary. After due consideration, the nomination and compensation committee will make recommendations to our technical committee regarding the level of compensation for our senior management team and employees of our Management Subsidiary. Our technical committee will review the compensation recommendation and will provide final approval to any compensation under the 2014 Plan.

Duty of Care and Duty of Loyalty of Members of our Technical Committee

Our trust agreement imposes a duty of care and a duty of loyalty on members of our technical committee by reference to Mexican Securities Market Law and its provisions applicable to board members of Mexican publicly-

traded companies (*Sociedades Anónimas Bursátiles*), as there is not a specific set of rules applicable to the members of a technical committee of a FIBRA.

According to Mexican Securities Market Law, the duty of care consists of acting in good faith and in our best interests. For such purpose, members of our technical committee are required to obtain the necessary information from our Advisor, the external auditors or any other person in order to be prepared to act in our best interests. The duty of care is discharged, principally, by attending our committee meetings and disclosing material information obtained by the relevant member of our technical committee at such meetings. Failure to act with care by members of our technical committee makes them jointly liable for damages and losses caused to us and our subsidiaries.

The duty of loyalty consists primarily of maintaining the confidentiality of information received in connection with the performance of duties and abstaining from discussing or voting on matters where a member of our technical committee has a conflict of interest. In addition, the duty of loyalty is violated if a holder, or group of holders, of our CBFIs is knowingly favored or if, without the express approval of our technical committee, a director takes advantage of a corporate opportunity. The duty of loyalty is also violated by (i) failing to disclose to the audit committee and the external auditors any irregularities that a member of our technical committee may encounter in the performance of his or her duties and (ii) disclosing information that is false or misleading or omitting to register any transaction in our records that could affect our financial statements. The violation of the duty of loyalty would make the relevant members of our technical committee jointly liable for damages and losses caused to us and our subsidiaries; this liability would also arise if damages and losses are caused as a result of benefits obtained by the member or members or third parties, as a result of actions of such members of our technical committee.

Liability actions for damages and losses resulting from the violation of the duty of care or the duty of loyalty may be exercised solely for our benefit and may be brought by us or by holders representing 5% or more of our CBFIs and if applicable criminal actions may only be brought by the Mexican Ministry of Finance, after consulting with the CNBV.

As a safe harbor for members of our technical committee, the liabilities specified above (including criminal liability) will not be applicable if the member, acting in good faith, (i) complied with applicable law, (ii) made the decision based upon information provided by our Advisor or third-party experts, the capacity and credibility of which could not be subject to reasonable doubt and (iii) selected the most adequate alternative in good faith or if the negative effects of such decision could not have been foreseeable.

Our Advisor

Our technical committee is responsible for ensuring that we have an advisor at all times, and has appointed our Advisor in accordance with our trust agreement. In consideration for its services to us, our Advisor will be entitled to advisory fees under the advisory agreement. See “The Advisory Agreement, the Services Agreements and the Property Management Agreements.”

The following table sets forth the names, ages and positions of our Advisor’s executive officers:

Name	Age	Position
André El-Mann Arazi	51	Chief Executive Officer
Isidoro Attié Laniado.....	46	Executive Vice President of Strategy and Finance

André El-Mann Arazi is the Chief Executive Officer of our Advisor and our Management Subsidiary. Mr. André El-Mann Arazi is one of the founding members of E-Group and has 30 years of experience in real estate development and management. He has experience acquiring, developing and raising capital to fund real estate projects throughout various real estate sectors, including through joint ventures. Mr. André El-Mann Arazi also serves as a member of the board of directors of BBVA Bancomer’s Metropolitan Board, as well as an advisor to each of E-Group’s portfolio companies.

Isidoro Attié Laniado is the Executive Vice President of Strategy and Finance of our Advisor and our Management Subsidiary. Mr. Attié Laniado joined E-Group in 2006, where he has been involved in the development of new projects and acquisition of new properties. Mr. Attié Laniado has been a managing partner of E-Group and a key contributor to its growth and success. Previously, Mr. Attié Laniado acted as Chief Financial Officer of Melody, an apparel business within his family business, which was later sold to a leading private equity firm.

2014 Equity Incentive Compensation Plan

We have implemented an employee compensation plan, or the 2014 Plan, which was approved at our CBFIs holders' assembly meeting on April 4, 2014. We believe the 2014 Plan better aligns the interests of our senior management and the employees of our Management Subsidiary with those of the holders of our CBFIs. This plan replaces the performance bonus plan approved by our technical committee on April 23, 2013 (which had not been implemented). To assist us in the implementation of the 2014 Plan, we hired Pablo Persson Errejon of Persson Human Resources Strategists, an independent consultant with experience in designing employee compensation plans.

The compensation plan has the following characteristics:

Size of the 2014 Plan. The plan is limited to 5% of the CBFIs outstanding after giving effect to the capital increases proposed for the year 2014 (162,950,664 CBFIs).

Objectives of the 2014 Plan: The plan is structured to (i) reward performance, (ii) retain talent and (iii) align the interests of our CBFIs holders with those of our senior management and employees of our Management Subsidiary.

Term of the 2014 Plan: The term of the plan is 10 years, commencing April 4, 2014.

Governance of the Plan. Our senior management will propose to the compensation committee annual compensation for our senior management team and employees of our Management Subsidiary. After due consideration, the compensation committee will make recommendations to our technical committee regarding the level of compensation for our senior management team and employees of our Management Subsidiary. Our technical committee will review the compensation recommendation and will provide final approval to any compensation under the 2014 Plan. Our compensation committee is responsible for, among other things, (1) reviewing and approving the corporate goals and objectives relevant to the compensation of our senior management team in accordance with the 2014 Plan, (2) evaluating the performance of our senior management team in light of such goals and objectives and approving compensation of such persons based on such evaluation, (3) reviewing and approving grants and awards under any future incentive-based compensation plans and equity-based plans and (4) performing other functions or duties deemed appropriate by our technical committee. The compensation committee is comprised exclusively of independent members of our technical committee. Currently, the members of the compensation committee are Herminio Blaco, Rubén Goldberg and Ignacio Trigueros. The compensation committee enables us to maintain an objective evaluation of the level of compensation for our senior management team and the senior management team of our Advisor.

Key characteristics of the compensation plan: The recommendations made by both our senior management and the compensation committee will be made on the following basis:

(a) Certain Definitions

- a. "Fully Diluted FFO/CBFI" means the funds generated from operations without considering the expense attributable to the CBFIs issued pursuant to the 2014 Plan divided by the number of outstanding CBFIs (including the CBFIs to be issued pursuant to the 2014 Plan during the year of calculation of this ratio).
- b. "Fully Diluted Dividend per CBFI" means the dividends or distributions (for taxable income and capital return, as the case may be) divided by the number of outstanding CBFIs (including the CBFIs to be issued pursuant to the 2014 Plan during the year of calculation of this ratio).

- c. “Yield of the CBFIs vs. IPC” means, the yield of the CBFIs, without considering dividends, measured against the Mexican Stock Exchange’s, or BMV, Index of Prices and Quotations, or IPC yield, without considering dividends for a period from January 1st to December 31st of the year in which the measurement is performed.
- (b) Up to 10% of the CBFIs available under the 2014 Plan may be granted each year (except that more than 10% of such CBFIs may be granted as set forth below).
- (c) If options are granted pursuant to the 2014 Plan, these options may not be offered at an exercise price below market price at the time the grant is made.
- (d) 20% of the CBFIs available to be issued under the 2014 Plan in each year are to be used as retaining bonuses.
- (e) The remaining 80% of the CBFIs available to be issued under the 2014 Plan in each year are to be granted in accordance with the following:
- Fully Diluted FFO/CBFI shall have a weight of 40% of the applicable rate set forth below.
 - Fully Diluted Dividend per CBFI shall have a weight of 30% of the applicable rate set forth below.
 - Yield of the CBFIs vs. IPC shall have a weight of 30% of the applicable rate set forth below.
- (f) If in any year CBFIs available to be issued under the 2014 Plan in that year are not granted, these CBFIs may be used in subsequent years, but no more than 20% of the total CBFIs allocated for distribution under the 2014 Plan may be delivered in any one year.
- (g) The weights described above will be applied to the applicable rates set forth below:

Fully Diluted FFO/CBFI

Growth above inflation in basis points	Applicable Rate
Up to 100	20%
Up to 200	40%
Up to 300	60%
Up to 400	80%
Up to 500	100%

Fully Diluted Dividend per CBFI

Growth above inflation in basis points	Applicable Rate
0	20%
50	40%
100	60%
150	80%
200	100%

Yield of the CBFIs vs. IPC	
Yield Spread	Applicable Rate
0	20%
200	40%
300	60%
400	80%
500	100%

The number of CBFIs to be granted will be determined by the sum of the products of the above weights and applicable rates.

POLICIES WITH RESPECT TO CERTAIN ACTIVITIES

The following is a discussion of certain of our investment, disposition, financing and other policies. These policies have been determined by our technical committee and, in general, may be amended or revised from time to time by our technical committee without a vote of holders of our CBFIs.

Investment Policies

Investment in Real Estate or Interests in Real Estate

Our investment objective is to provide attractive risk-adjusted returns to holders of our CBFIs over the long-term through stable distributions of our net taxable income (*Resultado Fiscal*), as determined by our technical committee, and capital appreciation. We intend to achieve this objective by selectively assembling a diversified portfolio of high quality, income-producing commercial properties in Mexico. As of September 30, 2015, our portfolio was comprised of: (i) 477 stabilized properties, 472 of which are fully stabilized and five of which contain portions of GLA that have been leased or are available to be leased and portions that are under development, and (ii) 12 properties in various stages of development or expansion, which includes the five properties in our Stabilized Portfolio portions of which are fully under development, and seven other properties under development. Our Stabilized Portfolio includes 495 operating units (313 retail, 102 industrial and 80 office), comprising 6.8 million square meters of GLA (2.8 million square meters of retail, 3.4 million square meters of industrial and 0.7 million square meters of office). For a discussion of our properties and our strategic objectives, see “Business and Properties.”

We intend to expand our portfolio and grow our business over time by acquiring properties with a focus on attractive current cash flow, or the potential for attractive cash flow through development and redevelopment activities, and the potential for long-term capital appreciation. In accordance with our trust agreement, any property that we may acquire must satisfy certain eligibility requirements as follows:

- the property must be intended for leasing;
- the property must be located in Mexico;
- the property must pertain, among others, to the sub-sectors of office, retail, industrial, hotels and tourist centers;
- a favorable due diligence opinion on the property must be prepared by attorneys, accountants, architects and other specialists, depending on the characteristics of the property;
- a report of the business reasons for the acquisition must be prepared by our Management Subsidiary; and
- a pricing report that supports the proposed price of the acquisition must be prepared by an independent third party; the property must have valid insurance in accordance with industry standards at the time of acquisition; and if the property is owned by a related party, a majority of the members of our technical committee and a majority of the independent members of our technical committee must approve the acquisition. For a description of our policies with respect to related party transactions, see “Conflicts of Interest.”

These eligibility requirements may be amended or waived from time to time by our technical committee upon the affirmative vote of a majority of the independent members of our technical committee.

Subject to the eligibility requirements described above, as we grow our business we may diversify in terms of property locations, size and market, and we do not have any limit on the amount or percentage of our assets that may be invested in any one property or any one geographic area within Mexico. We intend to acquire and hold properties for long-term investment. We may also develop, redevelop, expand and improve properties, including the

properties in our portfolio. We intend to operate our business, including engaging in future investment, development and redevelopment activities, in a manner that is consistent with the maintenance of our status as a FIBRA for Mexican federal income tax purposes. We intend to obtain appraisals for our properties on an annual basis.

Our technical committee will approve any acquisition of real estate (other than those made with a related person or that represents a conflict of interest) that represents up to 19.99% of our assets (in a single transaction or a series of related transactions that may be deemed to be one transaction), based on our financial statements for the most recently completed fiscal quarter. Any acquisition of real estate that represents 20% or more of our assets (in a single transaction or a series of related transactions that may be deemed to be one transaction), based on our financial statements for the most recently completed fiscal quarter, must be approved by holders representing a majority of our outstanding CBFIs. In accordance with our conflicts of interest policies, acquisitions from or co-investments with related parties, including the contributors, the Relevant Principals of E-Group, the El-Mann Family and the Attié Family will also require the affirmative vote of a majority of the independent members of our technical committee and the affirmative vote of a majority of the members of our technical committee. Investments that cannot or do not meet the eligibility requirements may be approved by our technical committee, including a majority of the independent members.

Subject to our conflicts of interest policies described below, we may acquire properties from, or sell properties to, related parties, including members of our technical committee, officers of our Advisor, the Relevant Principals of E-Group, the El-Mann Family and the Attié Family. As we grow our business, we believe that our relationship with E-Group will provide us with access to an extensive pipeline of potential acquisitions. Pursuant to our trust agreement and the contribution agreements relating to our Initial Portfolio, so long as the control trust holds at least 15% of our outstanding CBFIs, the Relevant Principals of E-Group have agreed to provide us with a right of first refusal to purchase any future real estate investment opportunity sourced by any of them, to the extent such opportunity involves industrial, office, retail or mixed-use properties.

In addition, pursuant to our trust agreement, the El-Mann Family and the Attié Family have agreed to provide us with a right of first refusal to purchase any industrial, retail, office, hotel or mixed-use property that as of January 10, 2011 was majority-owned by them, either collectively or separately. The process for exercising this right is the same as the process for exercising our right of first refusal with respect to future real estate investment opportunities sourced by the Relevant Principals of E-Group, as described below; provided, that, if our technical committee declines to exercise our right of first refusal, and the El-Mann Family and the Attié Family negotiate with any third party, price and terms that are more favorable to such party than those that were previously offered to our technical committee, the El-Mann Family and the Attié Family must notify our technical committee of such revised terms, and the technical committee will then have the opportunity to acquire the relevant property from the El-Mann Family and the Attié Family on such revised terms as described above, subject to the approval of a majority of the independent members of our technical committee. For a more detailed description of the rights of first refusal and the reversion rights, see “Certain Relationships and Related Transactions.”

We also may participate with third parties in property ownership, through joint ventures, partnerships or other types of co-ownership. These types of investments may permit us to own interests in larger assets without unduly restricting our diversification and, therefore, providing us with flexibility in structuring our portfolio. We may co-invest with the Relevant Principals of E-Group in any property, as long as our ownership interest in such property is at least 50%. Any such co-investment will be made with the approval of our technical committee, including a majority of the independent members of our technical committee, which if approved will determine the terms and conditions of such co-investment (including termination and dispute-resolution provisions). Except for our investment in the TM Portfolio, we do not currently anticipate that we will enter into a joint venture, partnership or other co-ownership arrangement where we do not own a controlling interest.

We may acquire properties that are subject to existing mortgage financing and other indebtedness, and we may incur new indebtedness or refinance indebtedness when we acquire properties, subject to compliance with our leverage policies as described below under “Leverage Policies.” Debt service on such financing or indebtedness will have a priority over any distributions with respect to our CBFIs.

Disposition Policies

We do not currently intend to dispose of any of the properties in our portfolio, although we reserve the right to do so if our technical committee determines that such action would be in the best interests of holders of our CBFIs.

In accordance with our trust agreement, our technical committee is responsible for establishing disposition policies with respect to our assets. Our disposition policies are as follows: the Trustee may implement the disposition of any asset: (i) that has suffered or is suffering a negative impact on its value or in the generation of income that negatively and significantly impacts the value of our assets, (ii) that ceases to be compatible with our strategic objectives, (iii) whose best use is other than leasing, (iv) whose value will be maximized by such disposition, and (v) other important reasons established by our technical committee; for any sale of any real estate representing up to 19.99% of our assets (in a single transaction or a series of related transactions that may be deemed to be one transaction), based on our financial statements for the preceding quarter, the Trustee may perform such sale but only with the prior approval of our technical committee and, for any sale of any real estate representing greater than 5% but less than 20% of our assets, including the majority vote of the independent members of our technical committee; for any sale of real estate representing 20% or greater of our assets (in a single transaction or a series of related transactions that may be deemed to be one transaction), based on our financial statements for the preceding quarter, approval of holders representing a majority of our outstanding CBFIs is required; and for any sale of properties proposed to occur prior to a four-year statutory period under Article 187 of the Mexican Income Tax Law, the following conditions must be met: (i) our Advisor must submit a request to our technical committee to effect such sale, (ii) compliance with the disposition policy applicable to our properties, (iii) the majority vote of the members of our technical committee must be obtained, and (iv) the majority vote of the independent members of our technical committee must be obtained. Once these conditions are met, our technical committee will determine the price and conditions of the sale, will notify the Trustee, the Relevant Principals of E-Group and, if the property was contributed to us, the relevant contributors, of such price and conditions for purposes of such contributors' reversion right, which must be exercised within ten business days of notice; see "Certain Relationships and Related Transactions."

Pursuant to our trust agreement and the contribution agreements relating to our Initial Portfolio, the Relevant Principals of E-Group will have a right of first refusal with respect to all of our properties so long as the control trust holds at least 15% of our outstanding CBFIs. Pursuant to this right, in the event we decide to sell any of our properties, and, if applicable, the relevant contributors and tenants with rights of first refusal with respect to such property have declined to exercise such rights, these persons, collectively through a common representative, will have a right of first refusal to acquire such property from us. In addition, pursuant to our trust agreement and the contribution agreements relating to our Initial Portfolio, the Azul Portfolio, the Morado Portfolio and the G-30 Portfolio, for so long as the contributors of such properties hold any CBFIs issued to them in connection with the contributions of such portfolios, they will have reversion rights (equivalent to the right to repurchase the property), solely with respect to the properties contributed by them. Pursuant to these reversion rights, in the event we decide to sell a contributed property or upon a termination of our trust agreement, the relevant contributors have the right to re-acquire such property in its entirety from us. If the holders of these rights of first refusal and reversion rights exercise their rights to acquire or re-acquire a property from us, any such transaction will be subject to the prior approval of our technical committee, including the approval of at least a majority of the independent members of our technical committee. In addition, if we choose to sell or are required to sell any of our properties, the reversion right of the relevant contributors and the rights of first refusal granted to the Relevant Principals of E-Group as described above could reduce the value of the property sold. See "Risk Factors Risks Related to Our Properties and Operations—Our ability to dispose of our properties is restricted, including by rights of first refusal, and these restrictions could reduce the value of any property sold, impair our liquidity or operating flexibility if sales of such properties were necessary to generate capital or otherwise." For a more detailed description of the rights of first refusal and the reversion rights, see "Certain Relationships and Related Transactions."

The contributors of the properties in the G-30 Portfolio, Azul Portfolio, Morado Portfolio, Tepotzotlán Portfolio and our Initial Portfolio, including certain members of our technical committee and officers of our Management Subsidiary and our Advisor, may be influenced as to the desirability of a proposed disposition by the tax consequences to them under Mexican law resulting from the disposition of a certain property. See "Risk Factors Risk Related to Our Relationship with Our Advisor, Our Leasing Administrators and Our Property Managers—There are conflicts of interest in our relationship with our Advisor and our Leasing Administrator and their affiliates,

including E-Group, and there is no assurance that our policies and procedures will be adequate to address all of the conflicts that may arise, which could result in adverse consequences to us and the holders of the Notes.”

Leverage Policies

Under our trust agreement, our technical committee is responsible for establishing our leverage policies. Currently, our leverage policies, as determined by our technical committee, with respect to any of our assets or a proposed investment in real estate, are as follows:

- (i) our borrowings may not be in an amount that would cause us to exceed the lower of (A) a 50% Loan to Value (as defined below) ratio with respect to all our properties (including any proposed investment), or (B) a Debt Service Coverage Ratio (as defined below) equal to 1.20x for the 12 months following such investment;
- (ii) for purposes of issuing debt instruments in the securities markets, privately or publicly, we will obtain proposals of terms and conditions therefor by at least two banking or financial institutions, and our technical committee will decide by majority vote the proposal it deems more favorable to us;
- (iii) the leverage limits set forth in subclause (i) above may not be amended other than by the majority of the members of our technical committee, including a majority of the independent members; and
- (iv) for properties acquired with existing debt, our Advisor is required to ensure that the outstanding debt related to such property is adjusted to levels established in our policies within 12 months, absent which our technical committee, with the prior opinion of our practices committee, will seek a resolution.

As used above, “Loan to Value” ratio means, with respect to a property, the amount (expressed as a percentage) that the outstanding debt secured by such property bears in relation to the estimated value of such property, and “Debt Service Coverage Ratio” means the net operating income of the trust for the prior fiscal year, divided by the sum of principal and interest payments due on our outstanding borrowings for such period. As of September 30, 2015, our leverage ratio (as measured by total debt to total assets) was 30.5% of our assets and our debt service coverage ratio was 2.1x.

Subject to the leverage policies described above, we intend, when appropriate, to employ prudent amounts of leverage as a means of providing additional funds for the acquisition, development, redevelopment, improvement and expansion of properties. The amount of leverage we will deploy for particular investments will depend upon our Advisor’s and our technical committee’s assessment of a variety of factors, which may include the anticipated liquidity and price volatility of the assets in our portfolio, the potential for losses, the availability and cost of financing the assets, our opinion of the creditworthiness of our financing counterparties, the health of the Mexican economy and credit markets and our outlook for the level, slope and volatility of interest rates. We believe that our leverage policies are appropriate for an entity whose assets are primarily real estate.

Our technical committee must approve the incurrence of any indebtedness that would cause our leverage to exceed 80% of the leverage limits established by our technical committee. Our technical committee shall have the authority to approve the financing of any acquisition or series of related acquisitions that represent up to 19.99% of our assets, and the holders representing a majority of our outstanding CBFIs shall have the authority to approve the financing of any acquisition or series of related acquisitions that represent 20% or more of our assets, in each case based on our financial statements for the most recently completed fiscal quarter. Our leverage policies may be modified from time to time in light of then-current economic conditions, relative costs of debt and equity capital, market values of our properties, general conditions in the market for debt and equity securities, fluctuations in the market price of our CBFIs, growth and acquisition opportunities and other factors. Accordingly, we may in the future increase or decrease our ratio of indebtedness beyond the limits described above. If these policies were changed, we could become more highly leveraged, resulting in an increased risk of default on our obligations and a related increase in debt service requirements that could adversely affect our financial condition and results of

operations and our ability to make distributions to holders of our CBFIs. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources.”

Conflicts of Interest Policies

Under our trust agreement, our technical committee is responsible for approving our policies with respect to related parties. In accordance with our trust agreement, the affirmative vote of a majority of the members of our technical committee as well as a majority of the independent members of our technical committee is required prior to us entering into any material contract, transaction or relationship with a related party, including our Advisor, our Leasing Administrator, our Settlor, the Relevant Principals of E-Group, the El-Mann Family, the Attié Family, the members of our technical committee or any other person or party who may have a conflict of interest. We are subject to conflicts of interest arising out of our relationship with our Advisor and our Leasing Administrator and their respective affiliates, including E-Group, and we will enter into transactions with related parties. See “Certain Relationships and Related Transactions.” We cannot assure you that our policies will succeed in eliminating the influence of such conflicts. If they are not successful, decisions could be made that might fail to reflect fully the interests of all holders of our CBFIs. See “Risk Factors Risks Related to Our Relationship with Our Management Subsidiary, Our Advisor and Our Leasing Administrator—There are conflicts of interest in our relationship with our Advisor and our Leasing Administrator and their affiliates, including E-Group, and there is no assurance that our policies and procedures will be adequate to address all of the conflicts that may arise, which could result in adverse consequences to us and the holders of the Notes.”

Policies with Respect to Other Activities

Subject to certain formalities required under Mexican law, including obtaining any necessary governmental authorizations, we have authority to offer new CBFIs in exchange for property and to repurchase or otherwise acquire our CBFIs in the open market or otherwise, and we may engage in such activities in the future. Our trust agreement does not contemplate the issuance of preferred CBFIs by us. See “Description of Our CBFIs and Certain Provisions of Our Trust Agreement and Mexican Law.”

We have not engaged in trading, underwriting or agency distribution or sale of securities of other issuers and do not intend to do so. At all times, we make investments in such a manner as to qualify as a FIBRA for Mexican federal income tax purposes, unless, due to circumstances or changes in Mexican tax rules and regulations, our technical committee determines that it is no longer in our best interest to qualify as a FIBRA. We have not made any loans to third parties, although we may in the future, in terms of Mexican law, make loans to third parties limited to business purposes.

We make available to holders of our CBFIs audited annual financial statements and annual reports. See “Available Information.”

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Advisory Agreement, Services Agreement and Property Management Agreements

We entered into (i) an advisory agreement with our Advisor, (ii) a services agreement with our Leasing Administrator, and (iii) a property management agreement with our Management Subsidiary. For a detailed description of these agreements, see “The Advisory Agreement, the Services Agreements and the Property Management Agreements.”

On November 12, 2012, an independent member of our technical committee proposed to the technical committee that it should consider authorizing a bonus to the staff members of our Advisor, and also consider the circumstances under which such a bonus would be issued. Should our technical committee decide to issue bonuses to staff members of our Advisor, it would require the approval of the technical committee, including the vote of the majority of the independent members of the technical committee.

In addition, we have entered into a portfolio management agreement with Jumbo Administración, S.A.P.I. de C.V., a subsidiary of the contributors of the Morado Portfolio, on August 31, 2012, to provide all necessary services related to the management, operation and maintenance of the properties comprising the Morado Portfolio. For a detailed description of this agreement, see “The Advisory Agreement, the Services Agreements and the Property Management Agreements—General—Property Management Agreements—Property Management Agreement with Jumbo Administration, S.A.P.I. de C.V.”

Certain members of our technical committee are also officers of, and have an ownership interest in, our Advisor and our Leasing Administrator. As a result, the advisory agreement between us and our Advisor, and the services agreement between us and our Leasing Administrator were negotiated between related parties, and their terms, including fees and other amounts payable, may not be as favorable to us as if they had been negotiated with unaffiliated third parties. See “Conflicts of Interest” and “Risk Factors—Risks Related to Our Relationship with Our Advisor, Our Leasing Administrators and Our Property Managers—The advisory agreement with our Advisor, the property management agreement with our Management Subsidiary and the services agreement with our Leasing Administrator were not negotiated on an arm’s length basis and their terms may not be as favorable to us as if they had been negotiated with unaffiliated third parties.”

Formation Transactions Contribution and Acquisition of Properties

We were formed as a Mexican trust on January 10, 2011 under registration number F/1401. We completed our initial public offering in Mexico and a related international offering, or our initial offering, on March 24, 2011, pursuant to which we raised aggregate gross proceeds of Ps.3.6 billion (US\$210.8 million), including proceeds received in connection with the Mexican underwriters’ and initial purchasers’ exercise of their over-allotment option. In connection with our initial offering, we engaged in a series of formation transactions that consolidated a portfolio of 17 properties. As part of the formation transactions, the owners of 13 properties (including certain members of our technical committee and officers of our Advisor) contributed their interests in such properties to us in exchange for 224,337,349 CBFIs and the owners of three properties (including certain members of our technical committee and officers of our Advisor) sold such properties to us for Ps.3.8 billion (US\$222.5 million) in cash as well as 14,457,831 CBFIs for our Chetumal property.

The amount of cash and CBFIs that we paid or issued in exchange for this portfolio was determined prior to the date of the initial offering by the existing owners of the properties and the members of our technical committee at such time, based on a cash flow analysis, a capitalization rate analysis, an independent third-party appraisal and an analysis of recent comparable market transactions. No single factor was given greater weight than any other in valuing the properties, and the values attributed to the properties do not necessarily bear any relationship to the book value for the applicable property. The consideration we paid for the interests in these properties in our formation transactions was not negotiated at arm’s length and may exceed the fair market value of such interests.

Rights of First Refusal

Pursuant to our trust agreement and the contribution agreements relating to our Initial Portfolio, so long as the control trust holds at least 15% of our outstanding CBFIs, the Relevant Principals of E-Group have agreed to provide us with a right of first refusal to purchase any future real estate investment opportunity sourced by any of them, to the extent such opportunity involves industrial, office or retail properties, and are required to notify our technical committee of their intention to acquire any property that complies with substantially all of the eligibility requirements for investment by us contained in our trust agreement, within ten business days of their determination of such intention. The Relevant Principals of E-Group must include in such notification certain specified information, provided the information is available, including the material terms of the potential acquisition, the intended use of the property and the price of the property. After receiving such notification from the Relevant Principals of E-Group, our technical committee will have ten business days to notify the Relevant Principals of E-Group in writing of its affirmative decision for us to acquire the property in question, and we will have 30 days following the delivery of the notice to consummate the acquisition. If our technical committee fails to notify the Relevant Principals of E-Group of our intent to exercise our right of first refusal or acquire the property within the time allotted, we will be deemed to have declined our right to exercise the right of first refusal, in which case the Relevant Principals of E-Group may acquire such property. The decision to exercise our right to acquire such property will be made upon the affirmative vote of a majority of the members of our technical committee, including a majority of the independent members of our technical committee.

In addition, pursuant to our trust agreement, the El-Mann Family and the Attié Family have agreed to provide us with a right of first refusal to purchase any industrial, retail, mixed-use or office property that, as of January 10, 2011, was majority-owned by them, either collectively or separately. The process for exercising this right is the same as the process for exercising our right of first refusal with respect to future real estate investment opportunities sourced by the Relevant Principals of E-Group, as described above; provided, that, if our technical committee declines to exercise our right of first refusal, and the El-Mann Family and the Attié Family negotiate with any third party, price and terms that are more favorable to such party than those that were previously offered to our technical committee, the El-Mann Family and the Attié Family must notify our technical committee of such revised terms, and the technical committee will then have the opportunity to acquire the relevant property from the El-Mann Family and the Attié Family on such revised terms as described above, subject to the approval of a majority of the independent members of our technical committee.

Reversion Rights

Pursuant to our trust agreement and the contribution agreements relating to our Initial Portfolio, the Azul Portfolio and the Morado Portfolio, for so long as the contributors of such properties hold any CBFIs issued to them in connection with the contributions of such portfolios, they will have reversion rights (equivalent to the right to repurchase the property), solely with respect to the properties contributed by them. In addition, pursuant to the contribution agreements for the G-30 Portfolio, the contributors of such properties have reversion rights solely with respect to the properties that comprise the G-30 Portfolio. Pursuant to these reversion rights, in the event we decide to sell a contributed property or upon a termination of our trust agreement, the relevant contributors will have the right to re-acquire such property in its entirety from us.

In the event that we decide to sell a property in our Initial Portfolio, a majority of the independent members of our technical committee will be required to approve the sale, the price and the conditions of the sale. Once the price and conditions of the sale of the property have been determined, our technical committee will notify such terms and conditions to the Trustee and the relevant contributors. The relevant contributors will have ten business days to notify us in writing of their intent to exercise the right of first refusal and acquire the property from us, and we will have 30 days following the delivery of the notice to consummate the acquisition. If any contributors decline to exercise their reversion rights with respect to a property, the reversion rights with respect to such property in its entirety may be exercised by the remaining relevant contributors. If the relevant contributors fail to notify us of their intent to exercise their right to acquire the property within the time allotted, such relevant contributors will be deemed to have declined their right to exercise the reversion rights, in which case our technical committee will notify the Relevant Principals of E-Group of such offer and its terms and conditions to allow the Relevant Principals of E-Group the opportunity to exercise their rights of first refusal with respect to such property. To the extent that we negotiate price, terms and conditions with any third party that are more favorable to such party than those that

were previously offered to the relevant contributors, we must notify the relevant contributors of such revised terms and they will have the opportunity to acquire the relevant property from us on such revised terms as described above, subject to the approval of a majority of the independent members of our technical committee.

In addition, pursuant to the documentation relating to the acquisition of the G-30 Portfolio, the contributors of such portfolio have reversion rights solely with respect to the properties that comprise the G30 Portfolio. Pursuant to these rights, in the event we decide to sell a property in the G-30 Portfolio, contributors of such portfolio will have the right to re-acquire such property in its entirety from us. If the contributors of the G-30 portfolio exercise their rights to re-acquire a property from us, any such transaction will be subject to the prior approval of our technical committee. In addition, if we choose to sell any of the properties in the G-30 Portfolio, the reversion right of the contributors of the G-30 Portfolio as described above could reduce the value of the property sold.

Rights of First Refusal of the Relevant Principals of E-Group with Respect to Our Properties

Pursuant to our trust agreement and the contribution agreements relating to our Initial Portfolio, the Relevant Principals of E-Group will have a right of first refusal with respect to all of our properties so long as the control trust holds at least 15% of our outstanding CBFIs. In the event that we decide to sell a property and, if applicable, the relevant contributors and tenants with rights of first refusal with respect to such property have declined to exercise such rights, the technical committee will notify the Trustee and the Relevant Principals of E-Group of the sale, the price and the conditions of the sale, as approved by a majority of the independent members of our technical committee. The process for exercising this right of first refusal is the same as the process for exercising the reversion rights with respect to the properties in our Initial Portfolio, as described above. In the case of the properties in our Initial Portfolio, this right of first refusal will be subordinated to the reversion right described above. In addition, if we choose to sell or are required to sell any of our properties, the reversion right of the relevant contributors and the rights of first refusal granted to the Relevant Principals of E-Group as described above could reduce the value of the property sold. See “Risk Factors-Risks Related to Our Properties and Operations-Our ability to dispose of our properties is restricted, including by rights of first refusal, and these restrictions could reduce the value of any property sold, impair our liquidity or operating flexibility if sales of such properties were necessary to generate capital or otherwise.”

Tenant Rights of First Refusal with Respect to Our Properties

Some of our tenants, pursuant to lease agreements or by law, have a right of first refusal to purchase the property from us upon a sale by us of such property in the future, which right will have priority over the right of first refusal of the Relevant Principals of E-Group and may have priority over the contributors’ reversion rights.

Conflicts of Interest

We are subject to conflicts of interest arising out of our relationship with our Advisor and our Leasing Administrator and their respective affiliates, including E-Group. Specifically, certain of the non-independent members of our technical committee are also officers of, and have ownership interests in, our Advisor and our Leasing Administrator. Our advisory agreement, property management agreements and services agreement were negotiated between related parties and their terms, including fees and other amounts payable, may not be as favorable to us as if they had been negotiated on an arm’s-length basis with unaffiliated third parties. In addition, certain of our Advisor’s officers have a controlling interest in and are Relevant Principals of E-Group. We pursue a similar strategy to E-Group and may compete with E-Group for investment opportunities. As a result, there may be conflicts in allocating assets that are suitable for us and E-Group. We and our Advisor have established certain policies and procedures to address potential conflicts of interest.

In accordance with our trust agreement, the affirmative vote of a majority of the members of our technical committee as well as the affirmative vote of a majority of the independent members of our technical committee is required prior to us entering into any material contract, transaction or relationship with a related party, including our Advisor, our Leasing Administrator, our Settlor, the Relevant Principals of E-Group, the El-Mann Family, the Attié Family, the members of our technical committee or any other person or party who may have a conflict of interest.

In addition, to address the potential conflicts of interest that may arise when an investment opportunity is suitable for both us and E-Group, pursuant to our trust agreement and the contribution agreements relating to our Initial Portfolio, so long as the control trust holds at least 15% of our outstanding CBFIs, the Relevant Principals of E-Group have agreed to provide us with a right of first refusal to purchase any future real estate investment opportunity sourced by any of them, to the extent such opportunity involves industrial, office, retail or mixed-use properties. In addition, pursuant to our trust agreement, the El-Mann Family and the Attié Family have agreed to provide us with a right of first refusal to purchase any industrial, retail, office, hotel or mixed-use property that, as of January 10, 2011, was majority-owned by them, either collectively or separately. In accordance with our trust agreement, so long as the control trust holds at least 15% of our outstanding CBFIs, the Relevant Principals of E-Group are required to notify our technical committee of their intention to acquire any property that complies with substantially all of the eligibility requirements for investment by us contained in our trust agreement, within ten business days of their determination of such intention. The Relevant Principals of E-Group must include in such notification certain specified information, provided the information is available, including the material terms of the potential acquisition, the intended use of the property and the price of the property. After receiving such notification from the Relevant Principals of E-Group, our technical committee will have ten business days to notify the Relevant Principals of E-Group in writing of its affirmative decision for us to acquire the property in question, and we will have 30 days following the delivery of the notice to consummate the acquisition. If our technical committee fails to notify the Relevant Principals of E-Group of our intent to exercise our right of first refusal to acquire the property within the time allotted, we will be deemed to have declined our right to exercise the right of first refusal, in which case, the Relevant Principals of E-Group may acquire such property. If we elect to exercise our right to acquire such property, such acquisition will be upon the affirmative vote of a majority of the members of our technical committee, including a majority of the independent members of our technical committee. For a more detailed description of the rights of first refusal, including the right of first refusal provided to us by the El-Mann Family and the Attié Family, see “Certain Relationships and Related Transactions.”

Pursuant to our trust agreement and the contribution agreements relating to our Initial Portfolio, the Relevant Principals of E-Group will have a right of first refusal with respect to all of our properties so long as the control trust holds at least 15% of our outstanding CBFIs. Pursuant to this right, in the event we decide to sell any of our properties, and, if applicable, the relevant contributors and tenants with rights of first refusal with respect to such property have declined to exercise such rights, these persons, collectively through a common representative, will have a right of first refusal to acquire such property from us. In addition, pursuant to our trust agreement and the contribution agreements relating to our Initial Portfolio, the Azul Portfolio and the Morado Portfolio, for so long as the contributors of such properties hold any CBFIs issued to them in connection with the contributions of such portfolios, they will have reversion rights (equivalent to the right to repurchase the property), solely with respect to the properties contributed by them. In addition, pursuant to the contribution agreements for the G-30 Portfolio, the contributors of such properties have reversion rights solely with respect to the properties that comprise the G-30 Portfolio. Pursuant to these rights, in the event we decide to sell any such property or upon a termination of our trust agreement, the relevant contributors will have the right to re-acquire such property in its entirety from us. If the holders of these rights of first refusal and reversion rights exercise their rights to acquire or re-acquire a property from us, any such transaction will be subject to the prior approval of our technical committee, including the approval of at least a majority of the independent members of our technical committee. In addition, if we choose to sell or are required to sell any of our properties, the reversion right of the relevant contributors and the rights of first refusal granted to the Relevant Principals of E-Group as described above could reduce the value of the property sold. For a more detailed description of the rights of first refusal and the reversion rights, see “Certain Relationships and Related Transactions.”

As of September 30, 2015, the contributors of Initial Portfolio collectively owned approximately 19.92% of our outstanding CBFIs and have the ability to substantially influence us. Upon completion of our initial offering and our formation transactions, the contributors placed all of the CBFIs held by them in a control trust. The control trust is controlled by its technical committee, which is comprised of Messrs. Moisés El-Mann Arazi, André El-Mann Arazi, Isidoro Attié Laniado, Abude Attié Dayán, and Max El-Mann Arazi, each of whom is appointed by Mr. André El-Mann Arazi. Pursuant to the terms of our trust agreement, the contributors, through the control trust and so long as they hold 15% or more of our outstanding CBFIs through the control trust, will be able to appoint a majority of the members of our technical committee and will be able to control certain actions to be taken by us that require the approval of holders of more than 85% of our outstanding CBFIs, including, but not limited to, amendments to certain provisions of our trust agreement, the approval of significant corporate transactions such as our liquidation of

our assets, the termination of our trust agreement and our existence as a trust, and the delisting of our CBFIs from the National Securities Registry of the Mexican Stock Exchange, in each case without regard to whether the other holders of our CBFIs believe that a particular action is in their best interest.

We cannot assure you that any of our policies will succeed in eliminating the influence of such conflicts. If they are not successful, decisions could be made that might fail to reflect fully the interests of holders of our CBFIs. See “Risk Factors Risks Related to Our Relationship with Our Advisor, Our Leasing Administrators and Our Property Managers—There are conflicts of interest in our relationship with our Advisor and our Leasing Administrator and their affiliates, including E-Group, and there is no assurance that our policies and procedures will be adequate to address all of the conflicts that may arise, which could result in adverse consequences to us and the holders of the Notes.”

Certain members of our technical committee and the officers of our Advisor, our Leasing Administrator and our Management Subsidiary sold or contributed the properties in our portfolio. Because of our desire to maintain our relationships with the members of our technical committee and the officers of our Advisor, our Leasing Administrator and our Management Subsidiary with whom we have entered into the contribution agreements and purchase and sale agreements in connection with our formation transactions, we may choose not to enforce, or may enforce less vigorously, our rights under these agreements. See “Risk Factors Risks Related to Our Organization and Structure—We may pursue less vigorous enforcement of the agreements pursuant to which we acquired our Initial Portfolio and the advisory agreement, the property management agreements, the services agreement and other agreements because of conflicts of interest with certain of our members of our technical committee.”

The Control Trust

Upon completion of our formation transactions, the initial contributors and the sellers of Chetumal who received CBFIs transferred all of the CBFIs received by them in exchange for the properties that comprise our Initial Portfolio to a control trust agreement governed by Mexican law and in the Spanish language. Pursuant to the control trust agreement, (i) the contributors and the sellers of Chetumal who receive CBFIs transferred, and the Trustee of the control trust acquired, the ownership of, and title to, the CBFIs issued according to the control trust agreement and to all agreements related to the control trust, (ii) the Trustee manages and administers the brokerage account according to the instructions provided by the technical committee of the control trust, (iii) the Trustee exercises its economic and corporate rights that correspond to it as holder of the CBFIs, also according to the instructions provided by the technical committee of the control trust, and (iv) when applicable, the Trustee will transfer the corresponding CBFIs to the contributors, by depositing them into the brokerage account.

Also pursuant to the control trust agreement, for the period starting on March 18, 2013 and ending on March 17, 2016, no more than 50% of such CBFIs originally contributed to the control trust may be transferred.

If our Advisor or our Leasing Administrator are removed for reasons other than for “cause,” as defined in our trust agreement, the lock-up provisions described above will no longer apply and the technical committee of the control trust will then be allowed to authorize the transfer to the relevant contributors and minority sellers of Chetumal who receive CBFIs of any remaining CBFIs from the control trust.

The Trustee will not implement any instruction provided by the technical committee of the control trust that contravenes any of the aforementioned obligations.

PRINCIPAL HOLDERS

The following table sets forth certain information with respect to those persons and entities that have an economic interest in our outstanding CBFIs as of October 31, 2015.

Owner⁽¹⁾	Number of CBFIs Owned	Percentage of All CBFIs
Control Trust	613,878,185	20.13%

- ⁽¹⁾ The members of our technical committee and officers of our Advisor and our Management Subsidiary own their CBFIs indirectly through the control trust. The control trust is controlled by a technical committee consisting of four members comprised of Messrs Moisés El-Mann Arazi, Isidoro Attié Laniado, Abude Attié Dayán, and Max El-Mann Arazi. As of September 30, 2015, a total of 3,040,340,391 CBFIs were outstanding. As of October 31, 2015, a total of 3,048,838,488 CBFIs were outstanding. See “Summary—Relationship with E-Group and Certain Related Parties.”

DESCRIPTION OF OUR CBFIS AND CERTAIN PROVISIONS OF OUR TRUST AGREEMENT AND MEXICAN LAW

Set forth below is certain information concerning our CBFIs and a brief summary of certain provisions of our trust agreement and Mexican law. The description does not purport to be complete and is qualified in its entirety by reference to our trust agreement and Mexican law. Unless otherwise indicated, this description gives effect to our capitalization after this combined offering.

General

We were formed as a trust on January 12, 2011, under the laws of Mexico. Our principal office is located at Antonio Dovalí Jaime # 70, Tower B, 11th Floor, Col. Zedec Santa Fe, C.P. 01210, Mexico, D.F. Our telephone number is +(5255) 4170 7070. A copy of our trust agreement has been filed with the CNBV and with the Mexican Stock Exchange and is available for review at the Mexican Stock Exchange.

Our trust agreement provides that our main business purposes are the acquisition and development of real estate for leasing, the acquisition of real estate lease rights, and granting loans for such purposes which may be secured or guaranteed by such assets. We intend to continue to selectively acquire a portfolio of high quality, income-producing commercial properties in Mexico.

Pursuant to our trust agreement, in order to fulfill our purposes, the Trustee will have certain powers, at the direction of our technical committee, which include, among other things: (i) conducting offerings of our CBFIs, (ii) opening and maintaining necessary accounts as provided by our trust agreement for the conduct of our business, (iii) effectuating investments in properties on our behalf, and administering and maintaining such investments, (iv) delivering distributions to holders of our CBFIs, (v) collecting, receiving and managing rents on our properties, (vi) execute the advisory agreement with our Advisor, the services agreement with our Leasing Administrators and the property management agreements with our Property Managers, any subsequent amendments thereto, and, upon instruction of our technical committee and/or our Management Subsidiary, any other agreements in accordance with the purposes of our trust, (vii) hiring and removing legal counsel, accountants, and other experts as provided in our trust agreement, (viii) preparing and making all tax filings on our behalf, and liaising with tax authorities and agencies as necessary, (ix) take necessary actions, subject to the instruction of our technical committee or the assembly of holders of our CBFIs, as applicable, to ensure that we are not treated as a PFIC for U.S. federal income tax purposes, (x) granting general and special powers of attorney as required for the realization of our business purposes, in accordance with our trust agreement, (xi) applying for and obtaining any loans in connection with our acquisition or development of properties, (xii) carrying on the liquidation process of us in the event our trust agreement is terminated, (xiii) giving access to our Advisor, our Management Subsidiary, our Leasing Administrator and the Common Representative to any information relating to us or our trust agreement, and (xiv) in general, perform its obligations diligently and in a timely manner, in accordance with our trust agreement and other applicable legal provisions.

CBFIs

Our trust agreement provides that the Trustee may issue CBFIs from time to time pursuant to and in accordance with our trust agreement and applicable Mexican legal requirements. Our CBFIs are listed on the Mexican Stock Exchange under the symbol "FUNO11." Our CBFIs have no nominal value, and may be issued to, paid for and held by either Mexican or non-Mexican investors. Our CBFIs do not grant holders rights over the real estate properties that form part of our assets.

As of October 31, 2015, 3,696,871,959 CBFIs have been issued, 3,048,838,488 of these are outstanding, 13,193,287 of these have been cancelled and 634,840,184 are in treasury.

Subject to the provisions of our trust agreement regarding the restrictions on ownership and transfer of our CBFIs, holders of our CBFIs are entitled (i) to receive cash distributions from such CBFIs, as and when authorized by our technical committee, and (ii) to ratably receive proceeds from the sale of our assets legally available for distribution to holders of our CBFIs in the event of our liquidation, dissolution or winding up after payment of or

adequate provision for all our known debts and liabilities, all in accordance with Mexican legal requirements. Holders of our CBFIs are not entitled to directly use our properties.

Our CBFIs do not represent any interest in or obligation of our Advisor, our Leasing Administrator, E-Group, the Trustee, the Common Representative or any of their affiliates. Further, our CBFIs are not a deposit or other obligation of any bank, are not an insurance policy of any insurance company and are not insured or guaranteed by the U.S. Federal Deposit Insurance Corporation, any other (U.S. or Mexican) governmental agency or any insurance company. Our CBFIs will not benefit from any insurance guaranty association coverage or any similar protection.

Changes in CBFIs, Other Securities, Pre-emptive Rights, Redemption and Lock-ups

We may issue our CBFIs from time to time, in accordance with the Mexican Securities Market Law and our trust agreement, as instructed by our technical committee, pursuant to which, in accordance with applicable Mexican law, our CBFIs will be issued. We will also be required to satisfy as certain formalities required under Mexican law, including obtaining any necessary governmental authorizations. Our trust agreement does not impose a limit on the number of CBFIs we are authorized to issue.

Pursuant to our trust agreement, we may issue CBFIs with different rights, other types of securities, including those set forth in the Mexican Securities Market Law, such as debt securities, subject to compliance with the provisions of our trust agreement and Mexican law.

Holders of our CBFIs do not have pre-emptive or preferential rights for the acquisition of additional CBFIs that we may issue. Our CBFIs are not subject to redemption by us.

As part of our regular acquisitions, the sellers or assignors of the properties we acquire that receive our CBFIs as consideration agree to certain lock-ups to either (i) guarantee obligations under the contribution or purchase agreements, as applicable, or (ii) to avoid excessive public float as a consequence of the sale of our CBFIs in the market. With respect to the Oregon Portfolio, the contributors agreed not to sell more than 160,000 CBFIs per day for a period of 60 days and no more than 70,000 CBFIs per day after such period. With respect to the Samara Property, some members of the control trust, as contributors, agreed not to dispose of part of their CBFIs for a period of up to 540 days and the other contributors, that are not members of the control trust, agreed not to dispose of part of their CBFIs for a period of up to 270 days.

The Common Representative

Our trust agreement appoints CI Banco, S.A., *Institución de Banca Múltiple* (or any entity appointed as a successor thereto) as the common representative, or the Common Representative, of the holders of our CBFIs collectively (and not individually). In addition to the obligations provided in our CBFIs, our trust agreement and the other documents of this combined offering, the Common Representative will act in accordance with the instructions provided by the majority of the holders of our CBFIs.

Our trust agreement provides that the Common Representative's obligations will include, among other things, the following (in addition to any rights and obligations it may have under applicable Mexican law): (i) executing the CBFIs after verifying they comply with all applicable legal requirements, (ii) verifying the execution of our trust agreement, (iii) verifying the existence of our trust assets and that they are duly insured, (iv) verifying our compliance with the use of proceeds from the offering, (v) verifying the compliance of the Trustee, our Advisor, our Property Managers and our Leasing Administrators with their obligations under our trust agreement and of any other person in accordance with agreements executed to accomplish the purposes of our trust agreement, (vi) notifying the CNBV, the Mexican Stock Exchange and Indeval with respect to any delay by the Trustee in complying with its obligations, (vii) calling and presiding over a meeting of the holders of our CBFIs as required under our trust agreement or applicable law, or when it considers it necessary or advisable to receive ratification of its actions, (viii) verifying the subscription, in representation of the holders of our CBFIs, of all the documents and agreements executed with the Trustee in connection with our trust agreement and our CBFIs, (ix) taking all actions needed to preserve the rights of holders of our CBFIs jointly (including actions relating to payments holders are

entitled to receive), (x) acting as intermediary between the Trustee and holders of our CBFIs for purposes of delivering to such holders any amounts due to them under our trust agreement and for any other required matter, (xi) exercising its rights and complying with its obligations established in our CBFIs, our trust agreement and other documents to which it is a party, (xii) requesting from the Trustee, our Advisor, our Property Managers and our Leasing Administrators all information and documentation (including information relating to our financial condition) it needs to carry out its duties as the Common Representative set forth in our trust agreement (in the understanding that the Trustee and our Advisor will provide all reasonably requested information and documentation), (xiii) furnishing to holders of our CBFIs copies of reports delivered to the Common Representative by the Trustee and our Advisor, (xiv) publishing notices of delivery of cash distributions to the holders and inform Indeval and the Mexican Stock Exchange, at least six business days in advance, about such cash distributions, as well as inform Indeval and the Mexican Stock Exchange, at least ten business days in advance, of the quantity and the date of the distribution, (xv) performing all necessary acts to maintain the eligibility and validity of our trust, (xvi) abstaining from engaging in activities that are contrary to any of the provisions of our trust agreement or applicable law as well as perform all activities necessary to enable parties related to us to exercise their rights, and (xvii) performing all necessary acts to preserve our rights.

In addition, the Common Representative will not be required to make any out-of-pocket payment in order to satisfy any legal or financial requirements applicable to the CBFIs. If, for any given reason, the Trustee, underwriter or any third party, or any conflict that involves these parties, prevents the making of any necessary payment of the CBFIs, the Common Representative will inform holders of our CBFIs of the situation, and in conformity with any resolutions passed by holders of our CBFIs, the Common Representative will be allowed to grant rights or confer powers to any given individual or group of individuals so that they can effectuate the necessary payments. The Common Representative will not be responsible for the authenticity of the documents or information provided to it by the Trustee, our Property Managers, our external auditor, our Advisor or our Leasing Administrators, such as financial reports, property evaluations, debt/loan documents, portfolio information or any other document related to any issuance that the Common Representative may require and that it itself did not prepare.

Our trust agreement provides that all actions taken by the Common Representative on behalf of holders of our CBFIs under our trust agreement, our CBFIs, or under applicable law, will be binding upon and be deemed to be accepted by holders of our CBFIs.

The Common Representative may be removed by holders of our CBFIs at an extraordinary meeting called for that purpose (as long as a quorum equal to at least 75% of the outstanding CBFIs is obtained), but such removal will not be effective until a new Common Representative has been appointed and accepted such appointment. The Common Representative may resign from its role only under circumstances qualified by a judge, as provided by Mexican law.

Our Assets

Our trust agreement provides that our assets will be comprised of, among other things: (i) our portfolio, (ii) our rights to the leases on the properties in our portfolio, and (iii) the net proceeds of any offerings.

The Trustee

The Trustee's obligations include, among other things: (i) providing our external auditor with information needed to conduct its annual audit of our financial statements, (ii) delivering a monthly report setting forth information required by our trust agreement to the Common Representative, our external auditor, our Advisor, our technical committee, our practices committee and our audit committee, (iii) providing information to holders of our CBFIs as requested to enable them to comply with their tax obligations, (iv) verifying compliance by our external auditors with the terms of their engagement, (v) consulting with our technical committee with respect to any matters not provided for in our trust agreement, by notifying our technical committee in a manner that enables them to reach a decision within a reasonable time and (vi) complying, on behalf of the holders of our CBFIs, with all tax-related laws, including the Mexican Income Tax Law and the Mexican Flat Tax Law, considering the information provided to it by our tax and accounting advisor. Our technical committee may call a meeting of holders of our CBFIs to reach such a decision. For those matters requiring prompt attention and with respect to which a meeting of holders

of our CBFIs is therefore not called, our technical committee is required to resolve such matters promptly, in consultation with our practices committee and our audit committee (as needed).

Our trust agreement provides that the Trustee and our Management Subsidiary will only be liable with respect to the accounts opened under our trust agreement in instances of negligence, fraud or bad faith (as construed under Mexican legal standards).

The Trustee may be removed by our technical committee following a request from our Advisor or the Common Representative, but such removal will not be effective until a new trustee has been appointed.

Our Advisor has the right to request our technical committee to substitute the Trustee in the event it has shown the existence of an event constituting cause for removal, as set forth our trust agreement.

The Trustee may resign, but only for an “important cause,” as defined by Mexican law. In such case, the Trustee must inform our technical committee and the Common Representative, and our technical committee must, within ten days of such notice, inform the Trustee of the identity of the institution that will replace it. The outgoing Trustee’s resignation will not be effective until a new trustee has accepted its appointment.

In the event the Trustee is removed or resigns, the new trustee shall be a financial institution of recognized solvency, prestige and with experience in managing similar trusts, as determined by our technical committee and complying with our policy on conflict of interest.

Restrictions on Ownership of Our CBFIs

Pursuant to our trust agreement, no person may individually, or together with other persons, acquire ownership or beneficial ownership, directly or indirectly, of 10% or more of our outstanding CBFIs (whether executed in one or more transactions that result in such persons holding individually, or together with such other persons, such percentage), without the prior approval of a majority of the members of our technical committee, including a majority of the independent members of our technical committee. This authorization shall be made in writing and prior to the acquisition, and will be required regardless of whether the acquisition of CBFIs is through a private or public offering, directly or indirectly, in or outside of the securities market or through any other means, in Mexico or abroad.

The foregoing ownership limitation applies to our CBFIs, as well as any security or instrument we may issue whose underlying assets are CBFIs, and any other document that relates to rights of our CBFIs. In addition, the foregoing ownership limitation applies to (i) the purchase or sale of any rights that correspond to our CBFIs, (ii) any agreement that limits or results in the transfer of any of rights of holders of our CBFIs, other than those set forth in our trust agreement, (iii) any CBFIs held by one or more persons acting together as a group and (iv) acquisitions that one or more interested parties purport to make, acting as a group, association of persons or consortium.

Furthermore, our trust agreement provides that any purchase or sale of our CBFIs that is not in compliance with the foregoing limitations will be null and void, and that any person determined by our technical committee to have acquired our CBFIs in violation of the anti-takeover provisions of our trust agreement will not be able to vote such CBFIs nor exercise any rights derived from them, other than economic rights.

Meetings of Holders of our CBFIs and Voting Rights

The Common Representative is obligated to summon a general ordinary meeting at least once a year (no later than March) in order to, among other things, approve our financial statements for the prior fiscal year and appoint members of our technical committee and determine their compensation (if any). Meetings of holders of our CBFIs may also be called by our technical committee and our audit committee through the Common Representative. The Common Representative is required to preside over a meeting of holders of our CBFIs.

In addition, any holder, or group of holders, representing at least 10% of our outstanding CBFIs has the right to request the Common Representative to call a meeting of holders of our CBFIs to discuss the matters

indicated in the request. If the Common Representative fails to call a meeting within 15 calendar days following receipt of the request, such holder(s) may request that the call be made by a competent court (in the Trustee's domicile, in the first instance).

Meetings of holders of our CBFIs may also be called by the Trustee through the Mexican Stock Exchange. The call for such meeting must be made at least ten calendar days prior to the date of the meeting.

Calls for meetings of holders of our CBFIs by the Common Representative must be published in the Official Gazette and in a newspaper of general circulation in the Trustee's domicile, at least ten calendar days prior to the date of the meeting. Calls for meetings of holders of our CBFIs must set forth the place, date and time of the meeting, and the relevant agenda. To attend a meeting, holders must deposit the deposit receipts issued by Indeval, as well as the list of holders issued by the relevant securities market.

Any holder, or group of holders, representing 10% or more of the outstanding CBFIs has the right, which may only be exercised once in respect of a meeting, to postpone the meeting for three days with respect to a vote on any matter to which such holder(s) do not consider themselves sufficiently informed.

Minutes of meetings of holders of our CBFIs will be issued by the president and secretary of the meeting, will be added to the attendance list and are required to be signed by the holders present at the meeting.

Voting

Subject to the provisions of our trust agreement regarding the restrictions on ownership and transfer of our stock, each outstanding CBFI entitles the holder to one vote on all matters submitted to a vote of holders, including the election of members of our technical committee. Pursuant to our trust agreement, any holder, or group of holders, has the right to appoint a main member for each 10% of our outstanding CBFIs held and his or her respective alternate member to our technical committee. The contributors of the properties in our Initial Portfolio, through a control trust and as long as the control trust holds 15% or more of the outstanding CBFIs, will have the right to appoint the majority of the members of our technical committee. See "Management Our Technical Committee Election of Technical Committee." In order to attend a meeting of holders of our CBFIs, holders must be registered in our stock registry, or submit appropriate evidence of the title to their CBFIs.

Holders of our CBFIs may enter into voting agreements for purposes of voting at a meeting of holders of our CBFIs. However, such voting agreements must be notified to the Trustee by its constituent holders within five business days, and any such voting agreements involving 10% or more of our CBFIs require the prior approval of our technical committee. Voting agreements are permitted to contain agreements to refrain from appointing a particular member of our technical committee.

Except for those meetings described below as extraordinary meetings of holders of our CBFIs, all other meetings will be ordinary meetings.

The quorum for an ordinary meeting of holders of our CBFIs in response to a first call therefor is at least 50% of the outstanding CBFIs, and resolutions may be taken by holders of a majority of our CBFIs present. If a quorum is not met in response to a first call for a meeting, a subsequent meeting may be called at which resolutions may be taken by the holders of a majority of our CBFIs present, regardless of the percentage of outstanding CBFIs represented at such meeting. The quorum for an extraordinary meeting of holders of our CBFIs whose purpose is to (i) remove the Common Representative, (ii) appoint a new Common Representative, or (iii) convey or grant an extension to the Trustee or to propose an amendment to the public deed, or the Mexican Issuance Deed, will be more than 85% of the outstanding CBFIs.

Resolutions may be adopted by holders of our CBFIs by majority vote, except that the required votes will be more than 85% of the outstanding CBFIs for extraordinary meetings of holders of our CBFIs whose purpose is to (i) amend certain provisions of our trust agreement, (ii) terminate our trust agreement (and our existence as a trust), (iii) liquidate our assets, or (iv) delist our CBFIs from the National Securities Registry of the Mexican Stock Exchange.

Holders of our CBFIs may be represented at a meeting by an attorney in fact as their proxy.

Registration and Transfer

Our CBFIs are registered with the National Securities Registry of the Mexican Stock Exchange, as required under the Mexican Securities Market Law and regulations issued by the Mexican Stock Exchange. Our CBFIs are evidenced by global certificates. Holders will hold their CBFIs indirectly, in book entry form through brokers, banks, other financial entities or other entities approved by the Mexican Stock Exchange that maintain accounts with Indeval, or Indeval Participants.

Indeval is the holder of record in respect of all CBFIs held in book-entry form. Indeval will issue certifications to any Indeval Participant who may request them. Only those persons holding CBFIs as registered holders through any relevant Indeval Participants will be recognized as holders of our CBFIs, subject to our trust agreement and Mexican law.

The transfer of CBFIs must be registered in our stock registry. Transfers of CBFIs deposited with Indeval will be registered in book entry form pursuant to the Mexican Securities Market Law.

Distributions

In accordance with our trust agreement, we intend to distribute to holders of our CBFIs, *pro rata*, 95% of our net taxable income each fiscal year, as long as certain requirements are met, including the approval of our technical committee of (i) the financial statements on which such distributions will be based, and (ii) the amount of the distribution, with the prior opinion of our audit committee. Distributions of other than 95% of our net taxable income will also require the approval of a majority of the independent members of our technical committee. Currently, distributions have been made quarterly and this practice will continue as long as there are funds sufficient for that purpose. Our technical committee has the power to determine our distribution policy and, if needed, modify it. We intend to pay regular quarterly distributions equal to at least 95% of our net taxable income to holders of our CBFIs.

Term and Termination

Our trust agreement provides that we, as a trust, will have the necessary term for compliance of our purposes and we, as a trust, may be terminated in the event such compliance becomes impossible. In particular, our trust agreement (and we as a trust) will be terminated (i) by judicial order, decree or other legal decision in the event the competent authorities or laws determine that it (and we as a trust) should be terminated, (ii) upon our expiration as a trust, which according to Article 394 of the Mexican General Law on Negotiable Instruments and Credit Operations, will occur after 50 years but may be renewed after this period by request, and (iii) at a meeting of holders of our CBFIs upon the affirmative vote of more than 85% of the outstanding CBFIs.

Liquidation

Upon our dissolution, one or more liquidators must be appointed by an extraordinary meeting of holders of our CBFIs to wind up our affairs. All fully paid and outstanding CBFIs will be entitled to participate equally in any distribution upon liquidation.

Upon termination of our trust agreement (and us, as a trust), the liquidation process with respect to our assets will proceed as follows: (i) our technical committee will appoint a liquidator within 15 business days of the occurrence of one of the events that would cause such termination (as described under “Term and Termination”), and will grant such liquidator certain powers and obligations, including all powers and obligations of our Advisor (and our Advisor will cease to have such powers and obligations), (ii) the liquidator is required to perform all necessary and/or convenient acts to protect the rights of holders of our CBFIs and maintain our assets, as well as cancelling the registration of our CBFIs in the National Securities Registry of the Mexican Stock Exchange and any other registry within or outside of Mexico, and (iii) pay our outstanding obligations and distribute any remaining amounts of our assets to the holders of our CBFIs *pro rata*.

In connection with the liquidation of our assets, the liquidator is required to observe certain procedures described in, and perform such liquidation in accordance with, our trust agreement.

Minority Protections Under Our Trust Agreement

Our trust agreement contains a number of minority protections. These minority protections include provisions that permit:

- any holder, or group of holders, to appoint a main member for each 10% of our outstanding CBFIs held and his or her respective alternate member in our technical committee;
- any holder, or group of holders, representing 10% of our outstanding CBFIs to request Common Representative call a meeting of holders of our CBFIs; any holder, or group of holders, representing 10% of our outstanding CBFIs that are represented at a meeting of holders of our CBFIs to postpone the meeting for three days with respect to a vote on any matter to which such holder(s) do not consider themselves sufficiently informed;
- any holder or group of holders, representing at least 20% of our outstanding CBFIs to contest and suspend any holders' resolution, subject to certain requirements under Mexican law; and
- any holder or group of holders, representing at least 15% of our outstanding CBFIs to exercise "responsibility actions" against the Management Subsidiary for a breach of its obligations.

In addition, our trust agreement provides for certain corporate governance requirements, including the requirement to elect independent (as construed under Mexican legal requirements) members, and to maintain an audit committee and practices committee to oversee our management.

Anti-Takeover Provisions

Subject to certain exceptions, our trust agreement provides that any person who individually, or together with other persons, wishes to acquire beneficial ownership of our CBFIs, directly or indirectly, in one or more transactions that result in such persons holding individually, or together with such other persons, CBFIs representing 10% or more of our outstanding CBFIs, must obtain the prior approval of a majority of the members of our technical committee, including a majority of the independent members of our technical committee, before undertaking the transaction.

The foregoing ownership limitation applies to our CBFIs, as well as any security or instrument we may issue whose underlying assets are CBFIs, and any other document that relates to rights of our CBFIs. In addition, the foregoing ownership limitation applies to (i) the purchase or sale of any rights that correspond to our CBFIs, (ii) any agreement that limits or results in the transfer of any of the rights of holders of our CBFIs, other than those set forth in our trust agreement, and (iii) any CBFIs held by one or more persons acting together as a group.

Furthermore, our trust agreement provides that any purchase or sale of our CBFIs that is not in compliance with the foregoing limitations will be null and void, and that any person determined by our technical committee to have acquired our CBFIs in violation of the anti-takeover provisions of our trust agreement will not be able to vote such CBFIs nor exercise any rights derived from them, other than economic rights.

A potential acquirer must obtain the prior approval of our technical committee before undertaking any of the transactions described above. To obtain such approval, the potential acquirer must deliver to our Management Subsidiary, with a copy to our technical committee and the Trustee, a written authorization request that contains certain details about the transaction. After receiving this request, our technical committee may submit the potential acquirer's request to holders of our CBFIs at an extraordinary meeting of holders of our CBFIs. Such request must include, among other things: (i) the number of CBFIs proposed to be acquired, (ii) the identity and nationality of the acquirer and of its owners, (iii) the characteristics of the potential acquirer, such as whether it is a competitor of ours, as well as its financial solvency and reputation, (iv) the origin of the funds to be used for the acquisition, and (v)

whether or not such acquirer intends to seek to acquire ownership or control of 30% or more of our outstanding CBFIs (whether through acquisition, voting agreements or otherwise).

Other Provisions

Governing Law; Submission to Jurisdiction

Our trust agreement is in the Spanish language and is governed by Mexican law. Our trust agreement provides that the parties thereto have submitted to the jurisdiction of the courts of Mexico City (Federal District) in connection with any controversy arising from the interpretation of or non-compliance with our trust agreement.

Amendments to Our Trust Agreement

Our trust agreement may only be amended pursuant to an agreement between the contributors and the Common Representative, and will require the consent of the holders of a majority of our CBFIs as well as the presence of the Trustee, except that amendments of certain provisions of our trust agreement (relating to the parties to our trust agreement, our assets, our purposes, issuance of our CBFIs, obligations of the Common Representative, meetings of holders of our CBFIs, our technical committee, our audit committee, our practices committee, our Management Subsidiary, investment in real estate, distributions, reversion rights, liquidation of assets and transfer of CBFIs) require the vote of more than 85% of our outstanding CBFIs.

Our trust agreement provides that if at any time our Advisor has been removed or the contributors collectively cease to have control over at least 15% of our outstanding CBFIs, the Common Representative is required to call a meeting of holders of our CBFIs no later than the month following the occurrence of one of such events for the purpose of amending our trust agreement as recommended by our practices committee. Resolutions adopted at such a meeting will be valid if they receive the affirmative vote of holders of a majority of our outstanding CBFIs.

External Auditor

Our external auditor is Galaz, Yamazaki, Ruiz Urquiza, S.C., a member of Deloitte Touche Tohmatsu Limited. However, our technical committee may appoint a different external auditor at any time.

Our external auditor's obligations will include, among other things: (i) delivering an annual audit report to the Trustee, our Advisor, our audit committee and the Common Representative, during the first 20 business days of each year, and (ii) verifying the information in the Trustee's monthly report against the amounts received in the accounts, and notifying the Trustee, the Common Representative and our audit committee of any discrepancies.

The external auditor may be removed by our technical committee upon the recommendation of our audit committee, but such removal will not be effective until a new external auditor has been appointed.

Accounting Advisor

Our tax and accounting advisor is De la Paz, Costemalle-DFK.

Tax Advisor

Our tax advisor is González Luna, Moreno y Armida, S.C.

DESCRIPTION OF THE NOTES

We will issue US\$300,000,000 in aggregate principal amount of 5.250% Senior Notes due 2026 (the “Notes”). We will issue the Notes under an indenture (the “Indenture”) to be entered into by and among the Issuer and U.S. Bank National Association, as Notes Trustee (which term includes any successor as trustee under the indenture), paying agent and transfer agent. Copies of the Indenture, including the forms of Notes, are available for inspection during normal business hours at the office of the Notes Trustee. The Notes Trustee or any other paying agent, as applicable, will also act as transfer agent and registrar if we issue certificates for the notes in definitive registered form.

This Description of the Notes is a summary of the material provisions of the Notes and the Indenture. You should refer to the Indenture for a complete description of the terms and conditions of the Notes and the Indenture, including our obligations and your rights.

You will find the definitions of capitalized terms used in this section under “—Certain Definitions.” For purposes of this section of this offering memorandum, when we refer to:

- “we,” “us,” “our” or “the Issuer,” we mean TRUST F/1401, also known as Fibra Uno, a trust organized under the laws of the United Mexican States qualified as a *fideicomiso de inversión en bienes raíces*, and not its Subsidiaries; and
- the “Notes,” we mean the Notes offered pursuant to this offering memorandum and, unless the context otherwise requires, any additional notes, as described below in “—General.”

General

The Notes will:

- be our direct, senior unsecured obligations (junior to certain obligations that are preferred by statute);
- the Notes will be initially limited to an aggregate principal amount of US\$300,000,000;
- mature at 100% of their principal amount outstanding on January 30, 2026;
- rank equally with each other and all of our other unsecured and unsubordinated indebtedness from time to time outstanding;
- be effectively subordinated to any secured indebtedness of ours to the extent of such security and structurally subordinated to indebtedness and other liabilities of any of our subsidiaries now existing or that we may form in the future;
- not be guaranteed by any of our Subsidiaries;
- not be subject to any sinking fund provision and not be convertible or exchangeable for any equity interest in the Issuer or any Subsidiary;
- be issued in denominations of US\$200,000 and integral multiples of US\$1,000; and
- be represented by one or more registered notes in global form and may be exchanged for notes in definite form only in limited circumstances.

As of September 30, 2015, we had total consolidated indebtedness of Ps.47.7 billion (US\$2.8 billion), of which 25.3% was secured indebtedness, and our subsidiaries had no outstanding indebtedness. As of September 30, 2015, on an as adjusted basis after giving effect to the issuance of Notes, we would have had total consolidated

indebtedness of Ps.52.9 billion (US\$3.1 billion), of which Ps.12.1 billion (US\$706.3 million) would have been secured by 49 properties.

Principal and Interest

The Notes will bear interest at 5.250% per annum from December 3, 2015 or from the immediately preceding interest payment date to which interest has been paid, payable semi-annually in arrears on January 30 and July 30 of each year, commencing on July 30, 2016, each such date being referred to as an “interest payment date,” to the persons in whose name the Notes are registered in the security register at the close of business 15 calendar days prior to such interest payment date, each such date being referred to as a “regular record date.” Interest on the Notes will be computed on the basis of a 360-day year of twelve 30-day months.

Any interest not punctually paid or duly provided for on any interest payment date with respect to the Notes will forthwith cease to be payable to the holder on the applicable regular record date and may either be paid to the person in whose name such Note is registered at the close of business on a special record date for the payment of such interest to be fixed by the Notes Trustee, notice of which shall be given to the holder of such Note not less than ten days prior to such special record date, or may be paid at any time in any other lawful manner, as more particularly described in the Indenture.

If any interest payment date or maturity falls on a day that is not a business day, the required payment shall be on the next business day as if it were made on the date such payment was due and no interest shall accrue on the amount so payable for the period from and after such interest payment date or maturity, as the case may be. A “business day” means any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions in The City of New York or in Mexico City (*Distrito Federal*) are required or authorized by law, regulation or executive order to close.

Payments of principal and interest in respect of each global note will be paid by wire transfer of immediately available funds to DTC. Payments of principal and interest in respect of any certificated notes will be made by U.S. dollar check drawn on a bank in the United States and mailed to the holder of such note at its registered address. Upon application by the holder of at least US\$1.0 million in aggregate principal amount of Notes to the specified office of the Notes Trustee or any paying agent not less than 15 days before the due date for any payment in respect of the Notes, such payment may be made by transfer to a U.S. dollar account maintained by the payee with a bank in The City of New York.

All payments will be subject in all cases to any applicable tax or other laws and regulations, but without prejudice to the provisions of “—Additional Amounts.” No commissions or expenses will be charged to the holders in respect of such payments.

Subject to any applicable abandoned property law, the Notes Trustee and the paying agents will pay to us upon our request any monies held by them for the payment of principal or interest that remains unclaimed for two years, and, thereafter, holders entitled to such monies must look to us for payment as our and their general creditors. After the return of such monies by the Notes Trustee or the paying agents to us, neither the Notes Trustee nor the paying agents shall be liable to the holders in respect of such monies.

Further Issuances

We will initially issue an aggregate of US\$300,000,000 of Notes, but may, subject to the limitations set forth under “—Covenants,” issue an unlimited principal amount of the Notes under the Indenture. We may, without your consent, issue additional Notes (the “additional notes”) in one or more transactions, which have substantially identical terms (other than issue price, issue date and date from which the interest will accrue) as the Notes issued on the issue date. Such additional notes may be issued in one or more series and with the same or different CUSIP numbers; *provided, however*, that unless such additional notes are issued under a separate CUSIP number, either such additional notes are part of the same “issue” for U.S. federal income tax purposes or are issued pursuant to a “qualified reopening” for U.S. federal income tax purposes. Any additional notes of a series will be consolidated and form a single class with the other Notes of such series issued on the issue date, so that, among other things, holders

of any additional notes will have the right to vote together with holders of such series of Notes issued on the issue date as one class.

Form, Denomination and Title

The notes will be in registered form without coupons attached in amounts of US\$200,000 and integral multiples of US\$1,000 in excess thereof.

Notes sold in offshore transactions in reliance on Regulation S will be represented by one or more permanent global notes in fully registered form without coupons deposited with a custodian for and registered in the name of a nominee of DTC. Notes sold in reliance on Rule 144A will be represented by one or more permanent global notes in fully registered form without coupons deposited with a custodian for and registered in the name of a nominee of DTC. Beneficial interests in the global notes will be shown on, and transfers thereof will be effected only through, records maintained by DTC and its direct and indirect participants, including Euroclear and Clearstream Luxembourg. Except in certain limited circumstances, definitive registered notes will not be issued in exchange for beneficial interests in the global notes.

Title to the Notes will pass by registration in the register. The registered holder of any Note will (except as otherwise required by law) be treated as its absolute owner for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it, writing on, or theft or loss of, the definitive note issued in respect of it) and no person will be liable for so treating the holder.

Transfer of Notes

The certificated, non-global notes may be transferred in whole or in part in an authorized denomination upon the surrender of the note to be transferred, together with the form of transfer endorsed on it duly completed and executed, at the specified office of the registrar or the specified office of any transfer agent. Each new note to be issued upon exchange of notes or transfer of notes will, within three business days of the receipt of a request for exchange or form of transfer, be mailed or otherwise provided to, at the risk of, the holder entitled to the note to such address as may be specified in such request or form of transfer.

The Notes will be subject to certain restrictions on transfer as more fully set out in the Indenture. See “Transfer Restrictions.” Transfer of beneficial interests in the global notes will be effected only through records maintained by DTC and its participants, including Euroclear and Clearstream Luxembourg.

Transfers will be effected without charge by, or on our behalf of, the registrar or the transfer agents, but upon payment, or the giving of such indemnity or security as the registrar or the relevant transfer agent may require, in respect of any tax or other governmental charges which may be imposed in relation to it. We are not required to transfer or exchange any Note selected for redemption.

No holder may require the transfer of a Note to be registered during the period of 15 days ending on the due date for any payment of principal or interest on that Note.

Additional Amounts

The Issuer will make payments of, or in respect of, principal, premium (if any) and interest on the Notes free and clear of, and without withholding or deduction for or on account of any present or future tax, levy, impost, duty, assessment or other governmental charge whatsoever and wherever imposed, assessed, levied or collected (“Taxes”), unless such withholding or deduction is required by law.

If the Issuer or paying agent is required to deduct or withhold any amount in respect of Taxes for the account of Mexico (or any political subdivision thereof or any authority therein or thereof having the power to tax) or, if and only if the Issuer has consolidated, merged, amalgamated or combined with, or transferred or leased its assets substantially as an entirety to, any person and as a consequence thereof such person becomes the successor obligor to the Issuer (and references herein to the Issuer shall include any such successor obligor) in respect of

payments on the Notes, for the account of the jurisdiction under the laws of which the successor person in relation to the relevant payment is organized or resident for tax purposes (or any political subdivision thereof or any authority therein or thereof having the power to tax) (each, a “Relevant Taxing Jurisdiction”), the Issuer will pay to a holder of such Notes such additional amounts (“Additional Amounts”) as may be necessary so that the net amount received by such holder will not be less than the amount such holder would have received if such Taxes had not been withheld or deducted, it being understood that for tax purposes the payment of such Additional Amounts will be deemed and construed as additional interest. The foregoing obligation to pay Additional Amounts to any holder of Notes, however, will not apply to or in respect of:

- (a) any Taxes that would not have been so imposed, assessed, levied or collected but for the fact that the holder or beneficial owner of the note (or a fiduciary, settlor, beneficiary, member or shareholder of, or possessor of a power over, such holder, if such holder is an estate, trust, partnership or corporation) is or has been a domiciliary, national or resident of, or engaging or having been engaged in a trade or business or maintaining or having maintained a permanent establishment or being or having been physically present in, a Relevant Taxing Jurisdiction or otherwise having or having had some present or former connection with a Relevant Taxing Jurisdiction other than the mere holding or ownership of, or the collection of principal of, and premium (if any) or interest on, a Note;
- (b) any Taxes that would not have been so imposed, assessed, levied or collected but for the fact that, where presentation is required in order to receive payment, the Note was presented more than 30 days after the date on which such payment became due and payable or was provided for, whichever is later, except to the extent that the holder or beneficial owner thereof would have been entitled to Additional Amounts had the Note been presented for payment on any day during such 30-day period;
- (c) any estate, inheritance, gift, sales, stamp, transfer, excise, or personal property or similar Taxes;
- (d) any Taxes that are payable otherwise than by deduction or withholding from payments on or in respect of the applicable note;
- (e) any Taxes that would not have been so imposed, assessed, levied or collected but for the failure by the holder or the beneficial owner of the Note (i) to provide any certification, identification, information, documentation or other evidence concerning the nationality, residence or identity of the holder or the beneficial owner or its connection with the Relevant Taxing Jurisdiction or (ii) to make any valid, applicable or timely declaration or claim or satisfy any other reporting, information or procedural requirements relating to such matters if compliance is required by statute, rule, regulation or administrative practice of the Relevant Taxing Jurisdiction as a condition to relief, reduction or exemption from such Taxes and the Issuer has given the holders of Notes at least 30 days’ written notice prior to the first payment date with respect to which such certification, identification, information, documentation or reporting requirement is required to the effect that holders will be required to provide such information and identification;
- (f) any withholding or deduction imposed on a payment to or for the benefit of an individual that is required to be made pursuant to European Council Directive 2003/48/EC or any other Directive on the taxation of savings implementing the conclusion of the ECOFIN council meeting of November 26-27, 2000 or any law implementing or complying with, or introduced in order to conform to, such Directive;
- (g) any withholding or deduction that is imposed on the Note that is presented for payment, where presentation is required, by or on behalf of a holder who would have been able to avoid such withholding or deduction by presenting such note to another paying agent in a member state of the European Union;
- (h) any payment on the Note to a holder that is a fiduciary, a partnership, a limited liability company or any person other than the sole beneficial owner of any such payment to the extent that a beneficiary or settlor with respect to such fiduciary, a partner of such partnership, a member of such limited liability company, or the beneficial owner of the payment would not have been entitled to the Additional Amounts had the beneficiary, settlor, partner, member or beneficial owner been the holder of the Note; or

- (i) any combination of the Taxes and/or withholdings or deductions described in (a) through (h) above.

The exceptions to the obligations to pay Additional Amounts stated in (e) above will not apply if the provision of information, documentation or other evidence described in (e) would be materially more onerous, in form, in procedure or in the substance of information disclosed, to a holder or beneficial owner of a Note (taking into account any relevant differences between U.S. and the Relevant Taxing Jurisdiction's law, regulations or administrative practice) than comparable information or other reporting requirements imposed under U.S. tax law, regulations and administrative practice (such as IRS Forms W-8BEN and W-9).

The exceptions to the obligations to pay Additional Amounts stated in (e) above will not apply if, with respect to taxes imposed by Mexico or any political subdivision or taxing authority thereof, Article 166, Section II, of the Mexican income tax law (or a substantially similar successor of such Article, whether included in any law or regulation) is in effect, unless (a) the provision of the information, documentation or other evidence described in (e) above is expressly required by statute, regulation, or official administrative practice in order to apply Article 166, Section II, of the Mexican income tax law (or a substantially similar successor of such Article, whether included in any law or regulation), (b) the Issuer cannot obtain the information, documentation or other evidence necessary to comply with the applicable laws and regulations on its own through reasonable diligence and without requiring it from holders, and (c) the Issuer, as applicable, otherwise would meet the requirements for application of Article 166, Section II, of the Mexican income tax law (or a substantially similar successor of such Article, whether included in any law or regulation).

In addition, (e) above does not and shall not be construed to require that any person, including any non-Mexican pension fund, retirement fund, financial institution or any other holder or beneficial owner of a Note, register with the Mexican Ministry of Finance and Public Credit to obtain eligibility for an exemption from, or a reduction of, Mexican withholding tax.

If the Issuer maintains a paying agent with respect to the Notes in any member state of the European Union, the Issuer will maintain a paying agent in at least one member state that will not be obliged to withhold or deduct taxes pursuant to any law implementing European Council Directive 2003/48/EC or any other Directive implementing the conclusions of the ECOFIN Council meeting of November 26-27, 2000 on the taxation of savings income, provided there is at least one member state that does not require a paying agent to withhold or deduct pursuant to such Directive.

Unless otherwise stated, references in any context to the payment of principal of, and premium, if any, or interest on, any Note, will be deemed to include payment of Additional Amounts to the extent that, in such context, Additional Amounts are, were or would be payable in respect thereof.

Optional Redemption

We may redeem on one or more occasions some or all of the Notes before they mature.

If we redeem the Notes more than 90 days prior to the maturity date, the redemption price will equal the greater of (i) 100% of the principal amount of the Notes to be redeemed or (ii) the sum of the present values as of the date of redemption of the remaining payments of principal and interest that would have been payable in respect of such principal had such redemption not been made (exclusive of any interest accrued and unpaid to the date of redemption) discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30 day months) at the applicable Treasury Rate plus 45 basis points, plus, in either case, accrued and unpaid interest, if any, to the date of redemption. If we redeem the Notes 90 days or fewer prior to the maturity date, the redemption price will equal 100% of the principal amount of the Notes to be redeemed plus accrued interest to the redemption date.

Notes called for redemption become due on the date fixed for redemption (the "Redemption Date"). Notices of redemption will be mailed by first-class mail at least 30 but not more than 60 days before the Redemption Date to each holder of Notes to be redeemed at its registered address. The notice of redemption for the Notes will state the amount to be redeemed. On and after the Redemption Date, interest ceases to accrue on any Notes that are

redeemed. If less than all the Notes are redeemed at any time, the Notes Trustee will select Notes by lot or on a pro rata basis or by any other method that the Notes Trustee deems fair and appropriate.

For purposes of determining the optional redemption price, the following definitions are applicable:

“Comparable Treasury Issue” means the United States Treasury security selected by the Independent Investment Banker as having a maturity comparable to the remaining term (“remaining life”) of the Notes that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Notes.

“Comparable Treasury Price” means, with respect to any redemption date, (i) the average of five Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest Reference Treasury Dealer Quotations, or (ii) if the Independent Investment Banker is unable to obtain at least five such Reference Treasury Dealer Quotations, the average of all Reference Treasury Dealer Quotations obtained by the Independent Investment Banker.

“Independent Investment Banker” means one of the Reference Treasury Dealers appointed by the Issuer from time to time to act as the “Independent Investment Banker.”

“Reference Treasury Dealer” means Credit Suisse Securities (USA) LLC, HSBC Securities (USA) Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated and primary U.S. government securities dealers in New York City (a “Primary Treasury Dealer”) designated by Santander Investment Securities Inc. or its affiliates which are primary United States government securities dealers, and one other nationally recognized investment banking firm that is a Primary Treasury Dealer selected from time to time by the Issuer; *provided, however*, that if any of the foregoing shall cease to be a Primary Treasury Dealer, the Issuer shall substitute therefor another nationally recognized investment banking firm that is a Primary Treasury Dealer.

“Reference Treasury Dealer Quotation” means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Independent Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Banker by such Reference Treasury Dealer at 3:30 p.m., New York City time, on the third business day preceding that redemption date.

“Treasury Rate” means, with respect to any redemption date, the rate per annum equal to the semiannual equivalent yield to maturity (computed as of the third business day immediately preceding that redemption date) of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for that redemption date.

Redemption for Tax Reasons

The Notes are redeemable by the Issuer, in whole but not in part, upon not less than 30 nor more than 60 days’ notice as provided for herein, at 100% of the principal amount of the Notes plus accrued and unpaid interest and Additional Amounts, if any, to, but excluding, the applicable redemption date at the Issuer’s option at any time prior to their maturity if due to a Change in Tax Law (as defined below):

(a) the Issuer, in accordance with the terms of the Notes, has, or would, become obligated to pay any Additional Amounts to the holders or beneficial owners of the Notes in excess of a 4.9% rate as of the date of issuance of the Notes (determined without reference to any interest, fees, penalties or other additions to tax), or, in the case of a successor obligor, the rate as of the date such person became a successor obligor; and

(b) the Issuer cannot avoid such obligation by taking reasonable measures available to it; provided, however, that the notice of redemption will not be given earlier than 90 days prior to the earliest date on which the Issuer would be obligated to pay any such Additional Amounts if a payment in respect of the Notes were then due and at the time such notice is given, such obligation to pay Additional Amounts remains in effect.

Prior to the giving of any such notice of redemption, the Issuer must deliver to the Notes Trustee (A) an officers' certificate stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred and (B) an opinion of independent counsel of recognized standing with respect to tax matters of the Relevant Taxing Jurisdiction to the effect that the Issuer has, or would, become obligated to pay such Additional Amounts as a result of such Change in Tax Law.

For the purposes hereof, "Change in Tax Law" shall mean (a) any changes in, or amendment to, any law of a Relevant Taxing Jurisdiction (including any rules, regulations or rulings promulgated thereunder) or any amendment to or change in the application or official interpretation (including judicial or administrative interpretation) of such law, which change or amendment becomes effective or, in the case of an official interpretation, is announced, on or after the date of issuance of the notes or (b) if the Issuer consolidates, merges, amalgamates or combines with, or transfers or leases its assets substantially as an entirety to, any person that is incorporated or tax resident under the laws of any jurisdiction other than a Relevant Taxing Jurisdiction as of the date of such transaction and as a consequence thereof such person becomes the successor obligor to the Issuer in respect of Additional Amounts that may become payable (in which case, for purposes of this redemption provision, all references to the Issuer shall be deemed to be and include references to such person), any change in, or amendment to, any law of the jurisdiction of incorporation or tax residence of such person or any successor entity, or any political subdivision or taxing authority thereof or therein for purposes of taxation (including any regulations or rulings promulgated thereunder) or any amendment to or change in the application or official interpretation (including judicial or administrative interpretation) of such law, which change or amendment becomes effective or, in the case of an official interpretation, is announced, on or after the date of such consolidation, merger, amalgamation, combination or other transaction.

Repurchase at the Option of Holders Upon a Change of Control Triggering Event

Upon the occurrence of a Change of Control Triggering Event, each holder of Notes will have the right to require the Issuer to repurchase all or any part of such holder's Notes pursuant to the offer described below (the "Change of Control Offer") at a purchase price (the "Change of Control Purchase Price") equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the purchase date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date).

Within 30 days following any Change of Control Triggering Event, the Issuer shall send, by first-class mail, with a copy to the Notes Trustee, to each holder of Notes, at such holder's address appearing in the register, a notice stating:

- (1) that a Change of Control Triggering Event has occurred and a Change of Control Offer is being made pursuant to the covenant entitled "Repurchase at the Option of Holders Upon a Change of Control Triggering Event" and that all notes validly tendered will be accepted for payment;
- (2) the Change of Control Purchase Price and the purchase date, which shall be, subject to any contrary requirements of applicable law, a business day no earlier than 30 days nor later than 60 days from the date such notice is mailed;
- (3) the circumstances and relevant facts regarding the Change of Control Triggering Event; and
- (4) the procedures that holders of Notes must follow in order to validly tender their Notes (or portions thereof) for payment and the procedures that holders of Notes must follow in order to withdraw an election to tender Notes (or portions thereof) for payment.

The Issuer will not be required to make a Change of Control Offer following a Change of Control Triggering Event if a third party makes the Change of Control Offer in the manner, at the times and otherwise in compliance with the requirements set forth in the Indenture applicable to a Change of Control Offer made by the Issuer and purchases all Notes validly tendered and not withdrawn under such Change of Control Offer.

The Issuer will comply, to the extent applicable, with the requirements of Section 14(e) of the Exchange Act and any other securities laws or regulations in connection with the repurchase of notes pursuant to a Change of Control Offer. To the extent that the provisions of any securities laws or regulations conflict with the provisions of this covenant, the Issuer will comply with the applicable securities laws and regulations and will not be deemed to have breached its obligations under this covenant by virtue of such compliance.

The Issuer's obligation to make an offer to repurchase the Notes as a result of a Change of Control Triggering Event may be waived or modified at any time prior to the occurrence of such Change of Control Triggering Event with the written consent of the holders of a majority in principal amount of the Notes. See "— Amendments, Supplements and Waivers."

For the purposes of the foregoing:

"Attié Family" means, collectively, Messrs. Abud Attié Dayán (who also uses the name Abude Attié Dayán), Isidoro Attié Laniado and Isaac Attié Laniado.

"Change of Control" means the occurrence of any one of the following events:

- (i) the Relevant Families, directly or through the Control Trust, cease to have direct or indirect control over the management or the policies of the Issuer or the Manager or the power to elect or designate for election the majority of the technical committee of the Issuer, whether through ownership, agreement or any other manner;
- (ii) the adoption of any plan or proposal for the liquidation or dissolution of the Issuer, whether or not otherwise in compliance with the Indenture; or
- (iii) the sale, conveyance, assignment, transfer, lease or other disposition of all or substantially all of the assets of the Issuer, determined on a consolidated basis, to any "person" or "group" (as such terms are used for purposes of Sections 13(d) and 14(d) of the Exchange Act) other than to the Issuer or any of its Subsidiaries, whether or not otherwise in compliance with the Indenture.

"Change of Control Triggering Event" means the occurrence of a Change of Control that results in a Rating Decline.

"Control Trust" means Trust 1228/2011, with Banca Mifel, S.A., Institución de Banca Múltiple, Grupo Financiero Mifel as trustee, or any successor thereto.

"El-Mann Family" means, collectively, Messrs. Moussa El-Mann Arazi (who also uses the name Moisés El-Mann Arazi), Max El-Mann Arazi, André El-Mann Arazi and Elías Sacal Micha.

"Fitch" means Fitch Inc., or any successor thereto.

"Investment Grade" means a rating equal to or higher than BBB- (or the equivalent) by Fitch, Baa3 (or the equivalent) by Moody's or the equivalent rating from any replacement rating agency appointed by the Issuer in accordance with the definition of "Rating Agency".

"Manager" means F1 – Management, S.C. or any successor thereto.

"Moody's" means Moody's Investors Service, Inc., or any successor thereto.

"Rating Agency" means each of Fitch and Moody's, provided that if either of Fitch or Moody's ceases to rate the Notes or fails to make a rating on the notes publicly available, the Issuer will appoint a replacement for such Rating Agency for the Notes that is a "nationally recognized statistical rating organization" as defined under Section 3(a)(62) of the Exchange Act.

“Rating Date” means the date which is 90 days prior to the earlier of (i) a Change of Control and (ii) public notice of the occurrence of a Change of Control.

“Rating Decline” means, in connection with a Change of Control Triggering Event, the occurrence on or within six months after the date of public notice of the occurrence of a Change of Control (which period will be extended so long as the rating of the Notes is under publicly announced consideration for possible downgrade by either of the Rating Agencies) of any of the events listed below:

- (a) in the event the Notes are rated by both Fitch and Moody’s on the Rating Date as Investment Grade, the rating of the Notes by either Rating Agency shall be below Investment Grade; or
- (b) in the event the Notes are rated below Investment Grade by either or both of the Rating Agencies on the Rating Date (i) the rating of the Notes by a Rating Agency assigning an Investment Grade rating shall be decreased below Investment Grade or (ii) the rating of the Notes by a Rating Agency assigning a non-Investment Grade rating shall be decreased by one or more gradations (in each case, including gradations within rating categories as well as between rating categories).

“Relevant Families” means all and/or any of the immediate family members of the Attié Family and the El-Mann Family, including any spouse, parents, siblings, and lineal descendants, estates and heirs, or any trust or other investment vehicle for the primary benefit of any of the foregoing.

Certain Covenants

The Indenture will contain the following covenants in addition to customary covenants regarding maintenance of office or agency and payment of taxes and claims.

Limitations on Incurrence of Debt

Limitation on Outstanding Debt. We will not, and will not permit any of our Subsidiaries to, Incur any Debt if, immediately after giving effect to the Incurrence of the additional Debt and any other Debt Incurred since the end of the Latest Completed Quarter prior to the Incurrence of the additional Debt and the application of the net proceeds of the additional Debt and such other Debt, Total Outstanding Debt would exceed 60% of the sum of (without duplication) (i) Total Assets as of the end of such Latest Completed Quarter and (ii) the total price of any real estate assets acquired, and the total amount of any securities offering proceeds received (to the extent that such proceeds were not used to acquire real estate assets or used to reduce Debt) by us or any Subsidiary since the end of such Latest Completed Quarter.

Limitation on Secured Debt. We will not, and will not permit any of our Subsidiaries to, Incur any Secured Debt if, immediately after giving effect to the Incurrence of the additional Secured Debt and any other Secured Debt Incurred since the end of the Latest Completed Quarter prior to the Incurrence of the additional Secured Debt and the application of the net proceeds of the additional Secured Debt and such other Secured Debt, the aggregate principal amount of all outstanding Secured Debt is greater than 40% of the sum of (without duplication) (i) Total Assets as of the end of such Latest Completed Quarter and (ii) the total price of any real estate assets acquired, and the total amount of any securities offering proceeds received (to the extent that such proceeds were not used to acquire real estate assets or used to reduce Debt) by us or any Subsidiary since the end of such Latest Completed Quarter.

Debt Service Test. We will not, and will not permit any of our Subsidiaries to, Incur any Debt if, immediately after giving effect to the Incurrence of the additional Debt, the ratio of Consolidated Income Available for Debt Service to Annual Debt Service for the period consisting of the four consecutive fiscal quarters most recently ended prior to the date on which such additional Debt is to be incurred shall have been less than 1.50 to 1.00 on a pro forma basis after giving effect to the Incurrence of the additional Debt and to the application of the net proceeds therefrom, and calculated on the assumption, without duplication, that:

- such additional Debt to be Incurred after such four-quarter period and any other Debt Incurred by us or any of our Subsidiaries from the first day of that four-quarter period to the date of determination, which was outstanding at the date of determination, had been Incurred at the beginning of that period and continued to be outstanding throughout that period, and the application of the net proceeds of that Debt (including to repay or retire Debt) had occurred at the beginning of that period;
- the repayment or retirement of any other Debt repaid or retired by us or any of our Subsidiaries from the first day of such four-quarter period to the date of determination occurred at the beginning of that period; provided that, except as set forth in the preceding or following paragraphs, in determining the amount of Debt so repaid or retired, the amount of Debt under any revolving credit facility will be computed based upon the average daily balance of such Debt during that period; and
- in the case of any acquisition or disposition of any asset or group of assets or the placement of any assets in service or removal of any assets from service by us or any of our Subsidiaries from the first day of such four-quarter period to the date of determination, including, without limitation, by merger, or stock or asset purchase or sale, (1) the acquisition, disposition, placement in service or removal from service had occurred as of the first day of that period, with the appropriate adjustments to Consolidated Income Available for Debt Service and Annual Debt Service with respect to the acquisition, disposition, placement in service or removal from service being included in that pro forma calculation and (2) the application of the net proceeds from a disposition to repay or refinance Debt, including, without limitation, Debt under any revolving credit facility, had occurred on the first day of that period.

If the Debt giving rise to the need to make the calculation described above or any other Debt incurred after the first day of the relevant four-quarter period bears interest at a floating rate then, for purposes of calculating the Annual Debt Service, the interest rate on such Debt will be computed on a pro forma basis by applying the average daily rate which would have been in effect during the entire four-quarter period to the greater of the amount of such Debt outstanding at the end of such period or the average amount of such Debt outstanding during such period. For purposes of the foregoing, Debt will be deemed to be incurred by us or any of our Subsidiaries whenever we or any of our Subsidiaries shall create, assume, guarantee or otherwise become liable in respect thereof.

Maintenance of Unencumbered Assets

We and our Subsidiaries will maintain at all times Unencumbered Assets of not less than 150% of the aggregate principal amount of all outstanding Unsecured Debt of us and our Subsidiaries.

Limitation on Consolidation, Merger or Transfer of Assets

We will not consolidate with or merge with or into, or convey, transfer or lease all or substantially all of our assets to, any person, unless:

- (a) the resulting, surviving or transferee person (if not the Issuer) will be a person organized and existing under the laws of Mexico and such person expressly assumes, by supplemental indenture to the Indenture, executed and delivered to the Notes Trustee, all of our obligations under the Notes and the Indenture;
- (b) the resulting, surviving or transferee person (if not the Issuer), if not organized and existing under the laws of Mexico, undertakes, in such supplemental indenture, to pay such additional amounts in respect of principal and interest as may be necessary in order that every payment made in respect of the Notes after deduction or withholding for or on account of any present or future tax, duty, assessment or other governmental charge imposed by such other country or any political subdivision or taxing authority thereof or therein will not be less than the amount of principal (and premium, if any) and interest then due and payable on the Notes, subject to the same exceptions set forth under “—Additional Amounts” but replacing existing references in such clause to Mexico with references to such other country;
- (c) immediately prior to such transaction and immediately after giving effect to such transaction, no Default or Event of Default will have occurred and be continuing; and

(d) we will have delivered to the Notes Trustee an officers' certificate and an opinion of legal counsel under New York law (which may be in-house counsel to the Issuer or to a direct or indirect parent of the Issuer), each stating that such consolidation, merger or transfer and such supplemental indenture, if any, comply with the Indenture.

In case of any such consolidation, merger or transfer of assets, such successor person will succeed to and be substituted for us as obligor of the Notes with the same effect as if it had been named in the Indenture as the issuer of the notes.

These restrictions will not apply to transactions between us and any of our Subsidiaries or between any of our Subsidiaries.

The Notes Trustee will accept such certificates and opinions as sufficient evidence of the satisfaction of the conditions precedent set forth in this covenant, in which event it will be conclusive and binding on the holders.

Maintenance of Existence

We will do or cause to be done all things necessary to preserve and keep in full force and effect our existence, rights (charter and statutory) and franchises and to maintain our classification as a *fideicomiso de inversión en bienes raíces* in accordance with the Mexican tax law (*Ley del Impuesto sobre la Renta*) applicable to such trusts or to maintain such other legal status applicable to a legal entity in the real estate business as may be permitted under Mexican law at such time that a majority of our technical committee (including all of the independent members of our technical committee) determines is in our best interest.

Maintenance of Properties

We will cause all of our material properties used or useful in the conduct of our business or the business of any of our Subsidiaries to be maintained and kept in good condition, repair and working order, and supplied with all necessary equipment and will cause to be made all necessary repairs, renewals, replacements, betterments and improvements to those properties, as in our judgment may be necessary so that the business carried on in connection with those properties may be properly and advantageously conducted at all times; *provided, however*, that we and our Subsidiaries will not be prevented from (a) permanently removing any property that has been condemned or suffered a casualty loss, if it is in our best interests, or (b) selling or otherwise disposing of any of our properties for value in the ordinary course of business.

Insurance

We will, and will cause each of our Subsidiaries to, maintain and keep in force adequate insurance for all of our insurable properties and operations with insurance companies of recognized responsibility and with the same terms and conditions (including, without limitation, risk coverage and insurable amounts) similar to insurance currently in force or insurance kept in the past.

Reporting Requirements

We will provide the Notes Trustee and, upon request, the holders of the Notes, with the following reports:

(a) an English language version in electronic format of our annual audited consolidated financial statements prepared in accordance with IFRS promptly upon such financial statements becoming available but not later than 120 days after the close of each fiscal year;

(b) an English language version in electronic format of our unaudited quarterly financial statements prepared in accordance with IAS 34, promptly upon such financial statements becoming available but not later than 45 days after the close of each fiscal quarter (other than the last fiscal quarter of each fiscal year);

(c) without duplication, upon request, English language versions or summaries in electronic format of such other reports or notices as may be filed or submitted by (and within 10 days after filing or submission by) us with (i) the CNBV and (ii) the Global Exchange Market of the Irish Stock Exchange, or any other stock exchange on which the notes may be listed, in each case, to the extent that any such report or notice is generally available to our securityholders or the public in Mexico or elsewhere, provided, however, that we shall not be required to furnish such information to the extent such information is available on our website or to the extent that the information contained therein is not materially different than the information provided pursuant to clause (a) and (b) above; and

(d) so long as we are not subject to Section 13 or Section 15(d) of the Exchange Act and exempt from reporting pursuant to Rule 12g3-2(b) of the Exchange Act, upon request, to any holder and any prospective purchaser of the notes, the information required pursuant to Rule 144A(d)(4) under the Securities Act.

We will maintain a public website or, at our option, a non-public website or other electronic distribution system to which the beneficial owners of the notes, the Notes Trustee, prospective investors and security analysts will be given access and on which the reports and information referred to in clauses (a), (b), (c) and (d) above are posted; provided, however, that we may, in our sole discretion, exclude direct competitors, customers and suppliers from access to such website or electronic distribution system.

Simultaneously with the delivery of each set of financial statements referred to in clause (a) above, we will provide the Notes Trustee with an officers' certificate stating whether a Default or Event of Default exists on the date of such certificate and, if a Default or Event of Default exists, setting forth the details thereof and the action which we are taking or propose to take with respect thereto. Upon any of our directors or executive officers becoming aware of the existence of a Default or Event of Default or any event by reason of which payments of either principal or interest on the notes are prohibited, we will provide the Notes Trustee with an officers' certificate setting forth the details thereof and the action we are taking or propose to take with respect thereto.

Delivery of the above reports to the Notes Trustee is for informational purposes only and the Notes Trustee's receipt of such reports will not constitute constructive notice of any information contained therein or determinable from information contained therein, including our compliance with any covenant in the Indenture (as to which the Notes Trustee is entitled to rely exclusively on officers' certificates).

Certain Definitions

The following terms have the following definitions in the Indenture:

"Annual Debt Service" means, for any given period, the sum of all interest payments required during such period, on a consolidated basis in accordance with IFRS.

"Consolidated Financial Statements" means, with respect to any Person, collectively, the consolidated financial statements and notes to those financial statements, of that Person and its subsidiaries prepared in accordance with IFRS. For purposes of this definition, if as of any date or for any period actual consolidated financial statements of any Person have not been prepared, then this term will include the books and records of that Person ordinarily used in the preparation of such financial statements.

"Consolidated Income Available for Debt Service" means for any Person for any period, Consolidated Net Income for such Person for such period, plus the following, without duplication, to the extent deducted or added in calculating such Consolidated Net Income:

- (i) interest on Debt;
- (ii) provision for taxes based on income;
- (iii) amortization of debt discount;
- (iv) property depreciation and amortization;

- (v) net after-tax extraordinary or non-recurring gains or losses;
- (vi) any gain or loss resulting from Hedging Obligations entered into for bona fide hedging purposes and not for speculative purposes; and
- (vii) the effect of any noncash charge resulting from a change in accounting principles in determining Consolidated Net Income for that period.

“Consolidated Net Income” means, with respect to any Person for any period means the amount of consolidated net income (or loss) and for that period determined on a consolidated basis in accordance with IFRS.

“Currency Agreement” means, in respect of any Person, any foreign exchange contract, currency swap agreement or other similar agreement as to which such Person is a party designed to hedge foreign currency risk of such Person.

“Debt” means, with respect to any Person, without duplication, (i) all obligations in respect of borrowed money; (ii) all obligations evidenced by bonds, debentures, promissory notes or similar instruments; (iii) all obligations of such Person in its capacity as lessee pursuant to financial leasing agreements; (iv) indebtedness secured by any mortgage, pledge, lien, charge, encumbrance or any security interest existing on property owned by such Person; (v) letters of credit and the corresponding payment obligation, other than letters of credit issued to secure payments to suppliers in the ordinary course of business or amounts representing the balance deferred and unpaid of the purchase price of any property except any balance that constitutes an accrued expense or trade payable; (vi) all derivative obligations; and (vii) any other liabilities that are reflected in the balance of the such Person.

“Exchange Act” means the U.S. Securities Exchange Act of 1934, as amended, or any successor statute or statutes thereto.

“Hedging Obligations” means the obligations of any Person pursuant to any Interest Rate Agreement or Currency Agreement.

“IFRS” means the International Financial Reporting Standards as issued by the International Accounting Standards Board as in effect from time to time, or any financial reporting standards required for public companies by the Mexican *Comisión Nacional Bancaria y de Valores*.

“Incur” means, with respect to any Debt or other obligation of any Person, to create, assume, guarantee or otherwise become liable in respect of the Debt or other obligation, and “Incurrence” and “Incurred” have the meanings correlative to the foregoing.

“Interest Rate Agreement” of any Person means any interest rate protection agreement (including, without limitation, interest rate swaps, caps, floors, collars, derivative instruments and similar agreements) and/or other types of hedging agreements designed to hedge interest rate risk of such Person.

“Latest Completed Quarter” means the most recently ended fiscal quarter of the Issuer for which Consolidated Financial Statements of the Issuer have been completed.

“Lien” means, without duplication, any lien, mortgage, trust deed, deed of trust, deed to secure debt, pledge, security interest, assignment for collateral purposes, deposit arrangement, or other security agreement, excluding any right of set-off but including, without limitation, any conditional sale or other title retention agreement, any financing lease having substantially the same economic effect as any of the foregoing, and any other like agreement granting or conveying a security interest; provided, that for purposes hereof, “Lien” shall not include any mortgage that has been defeased by us in accordance with the provisions thereof through the deposit of cash, cash equivalents or marketable securities (it being understood that cash collateral shall be deemed to include cash deposited with a trustee with respect to third party indebtedness).

“Person” means any individual, corporation, limited liability company, partnership, joint venture, association, joint-stock company, trust, unincorporated organization or government or any agency or political subdivision thereof, or any other entity or organization.

“Secured Debt” means, as of any date, that portion of Total Outstanding Debt as of that date that is secured by a Lien on properties or other assets of the Issuer or any of its Subsidiaries.

“Significant Subsidiary” means a Subsidiary of the Issuer which would be a “significant subsidiary” within the meaning of Rule 1-02 under Regulation S-X promulgated by the U.S. Securities and Exchange Commission as in effect on the date of the Indenture, assuming the Issuer is the registrant referred to in such definition.

“Subsidiary” means, with respect to any Person, a corporation, partnership, association, joint venture, trust, limited liability company or other business entity, which is required to be consolidated with the Issuer in accordance with IFRS.

“Total Assets” means the sum of (i) the book value of all our real estate assets and the book value of all the real estate assets of our Subsidiaries before depreciation and amortization determined on a consolidated basis in accordance with IFRS; and (ii) the value of all our other assets and of our Subsidiaries (excluding accounts receivable and intangibles).

“Total Outstanding Debt” means, as of any date, the sum, without duplication, of (1) the aggregate principal amount of all outstanding Debt of the Issuer and (2) the aggregate principal amount of all outstanding Debt of the Issuer’s Subsidiaries.

“Unencumbered Assets” means the Total Assets of the Issuer and its Subsidiaries that are not subject to any Liens.

“Unsecured Debt” means, as of any date, that portion of Total Outstanding Debt as of that date that is not Secured Debt of the Issuer or any of its Subsidiaries.

Events of Default

An “Event of Default” under the Notes will occur if:

(a) we fail to pay interest (including any related Additional Amounts) on the Notes within 30 days from the due date;

(b) we default in the payment of principal (including any related Additional Amounts) on the Notes on the due date;

(c) we fail to comply with any of the covenants described under “—Certain Covenants— Limitation on Incurrence of Debt,” “—Maintenance of Unencumbered Assets” or “—Limitation on Consolidation, Merger or Transfer of Assets,” and such failure continues for 30 days after the notice specified below;

(d) we fail to comply with any of our covenants or agreements in the Notes or the Indenture (other than those referred to in clauses (a), (b) and (c) above), and such failure continues for 60 days after the notice specified below;

(e) we or any Significant Subsidiary defaults under any mortgage, indenture or instrument under which there may be issued or by which there may be secured or evidenced any Debt for money borrowed by us or any such Significant Subsidiary (or the payment of which is guaranteed by us or any such Significant Subsidiary) whether such Debt or guarantee now exists, or is created after the date of the Indenture, which default (i) is caused by failure to pay principal of or premium, if any, or interest on such Debt after giving effect to any grace period provided in such Debt on the date of such default (“Payment Default”) or (ii) results in the acceleration of such Debt

prior to its express maturity and, in each case, the principal amount of any such Debt, together with the principal amount of any other such Debt under which there has been a Payment Default or the maturity of which has been so accelerated, totals US\$50 million (or the equivalent thereof at the time of determination) or more in the aggregate;

(f) one or more final judgments or decrees for the payment of money of US\$50 million (or the equivalent thereof at the time of determination) or more in the aggregate are rendered against us or any Significant Subsidiary and are not paid (whether in full or in installments in accordance with the terms of the judgment) or otherwise discharged and, in the case of each such judgment or decree, either (i) an enforcement proceeding has been commenced by any creditor upon such judgment or decree and is not dismissed within 30 days following commencement of such enforcement proceedings or (ii) there is a period of 60 days following such judgment during which such judgment or decree is not discharged, waived or the execution thereof stayed; or

(g) certain events of bankruptcy, insolvency or liquidation relating to us or any Significant Subsidiary.

A Default under clause (c) or (d) above will not constitute an Event of Default under the Notes until the Notes Trustee or the holders of at least 25% in principal amount of the Notes then outstanding, as the case may be, notify us of the Default and we do not cure such Default within the time specified after receipt of such notice.

The Notes Trustee is not to be charged with knowledge of any Default or Event of Default (other than a payment default) or knowledge of any cure of any Default or Event of Default (other than a payment default) with respect to the Notes unless written notice of such Default or Event of Default has been given to the Notes Trustee by us or any holder in the manner specified in the Indenture.

If an Event of Default (other than an Event of Default specified in clause (g) above) with respect to the Notes occurs and is continuing, the Notes Trustee or the holders of not less than 25% in principal amount of the Notes then outstanding, as the case may be, may declare all unpaid principal of and accrued interest on the Notes to be due and payable immediately, by a notice in writing to us, and upon any such declaration such amounts will become due and payable immediately. If an Event of Default specified in clause (g) above with respect to the Notes occurs and is continuing, then the principal of and accrued interest on the Notes will become and be immediately due and payable without any declaration or other act on the part of the Notes Trustee or any holder.

At any time after a declaration of acceleration with respect to the Notes as described in the preceding paragraph, holders of a majority in principal amount of the Notes may rescind and cancel such declaration and its consequences:

- if the rescission would not conflict with any judgment or decree;
- if all existing Events of Default have been cured or waived, except nonpayment of principal or interest that has become due solely because of the acceleration;
- to the extent the payment of such interest is lawful, interest on overdue installments of interest and overdue principal, which has become due otherwise than by such declaration of acceleration, has been paid; and
- if the Issuer has paid the Notes Trustee its reasonable compensation and reimbursed the Notes Trustee for its reasonable expenses, disbursements and advances.

No rescission will affect any subsequent Default or impair any rights relating thereto.

Holders of a majority in principal amount of the Notes may waive any existing Default or Event of Default under the Indenture, and its consequences, except a default in the payment of the principal of, premium, if any, or interest on the Notes.

Subject to the provisions of the Indenture relating to the duties of the Notes Trustee in case an Event of Default under the Notes will occur and be continuing, the Notes Trustee will be under no obligation to exercise any

of its rights or powers under the Indenture at the request or direction of any of the holders of the Notes, unless such holders will have offered to the Notes Trustee indemnity and/or security reasonably satisfactory to the Notes Trustee. Subject to such provision for the indemnification of and security to the Notes Trustee, the holders of a majority in aggregate principal amount of the outstanding Notes will have the right to direct the time, method and place of conducting any proceeding for any remedy available to the Notes Trustee in respect of the Notes or exercising any trust or power conferred on the Notes Trustee in respect of the Notes.

Defeasance

We may at any time terminate all of our obligations with respect to the Notes (“defeasance”), except for certain obligations, including those regarding any trust established for a defeasance and obligations to register the transfer or exchange of the Notes, to replace mutilated, destroyed, lost or stolen notes and to maintain agencies in respect of Notes. We may at any time terminate our obligations under certain covenants set forth in the Indenture, and any omission to comply with such obligations will not constitute a Default or an Event of Default with respect to the Notes issued under the Indenture (“covenant defeasance”). In order to exercise either defeasance or covenant defeasance, we must irrevocably deposit in trust, for the benefit of the holders of the Notes, with the Notes Trustee money or U.S. government obligations, or a combination thereof, in such amounts as will be sufficient, in the opinion of an internationally recognized firm of independent public accountants expressed in a written certificate delivered to the Notes Trustee, without consideration of any reinvestment, to pay the principal of and interest on the Notes to redemption or maturity and comply with certain other conditions, including the delivery of an opinion of legal counsel of recognized standing to the effect that the holders of the Notes will not recognize income, gain or loss for U.S. federal income tax purposes as a result of the defeasance and will be subject to U.S. federal income tax on the same amount and in the same manner and at the same time as would otherwise have been the case (and in the case of a defeasance that is not a covenant defeasance, such opinion shall be based on a change in law or a ruling of the U.S. Internal Revenue Service).

Satisfaction and Discharge

The Indenture will be discharged and will cease to be of further effect (except as to surviving rights or registration of transfer or exchange of the Notes, as expressly provided for in such indenture) as to all outstanding Notes under the Indenture when:

(a) either:

(i) all the Notes under the Indenture theretofor authenticated and delivered (except lost, stolen or destroyed notes which have been replaced or paid and Notes for whose payment money has theretofor been deposited in trust or segregated and held in trust by us and thereafter repaid to us or discharged from such trust) have been delivered to the Notes Trustee for cancellation; or

(ii) all Notes under the Indenture not theretofor delivered to the Notes Trustee for cancellation (i) have become due and payable or will become due and payable within one year or (ii) are to be called for redemption within one year under irrevocable arrangements satisfactory to the Notes Trustee for the giving of notice of redemption by the Notes Trustee in the name, and at our expense, and, in each case, we have irrevocably deposited or caused to be deposited with the Notes Trustee funds or certain direct, non-callable obligations of, or guaranteed by, the United States sufficient without reinvestment to pay and discharge the entire indebtedness on the Notes not theretofor delivered to the Notes Trustee for cancellation, for principal of, premium, if any, and interest on the Notes to the date of deposit (in the case of Notes that have become due and payable) or to the maturity or redemption date, as the case may be, together with irrevocable instructions from us directing the Notes Trustee to apply such funds to the payment;

(b) we have paid all other sums payable under the Indenture and the Notes by us; and

(c) we have delivered to the Notes Trustee an officers’ certificate and an opinion of legal counsel stating that all conditions precedent under the Indenture relating to the satisfaction and discharge of the Indenture have been complied with.

Amendment, Supplements and Waiver

Subject to certain exceptions, the Indenture may be amended or supplemented with the consent of the holders of at least a majority in principal amount of the Notes then outstanding, and any past Default or compliance with any provision may be waived with the consent of the holders of at least a majority in principal amount of Notes then outstanding under the Indenture. However, without the consent of each holder of the Notes affected thereby, no amendment may:

- (a) reduce the rate of or extend the time for payment of interest on the Notes;
- (b) reduce the principal, or extend the Stated Maturity, of the Notes;
- (c) reduce the amount payable upon redemption of the Notes or change the time at which the Notes may be redeemed;
- (d) change the currency for, or place of payment of, principal or interest on the Notes;
- (e) impair the right to institute suit for the enforcement of any payment on or with respect to the Notes;
- (f) waive certain payment defaults with respect to the Notes;
- (g) reduce the premium payable upon a Change of Control Triggering Event or, at any time after a Change of Control Triggering Event has occurred, change the time at which the Change of Control Offer relating thereto must be made or at which the Notes must be repurchased pursuant to such Change of Control Offer;
- (h) reduce the principal amount of Notes whose holders must consent to any amendment or waiver; or
- (i) make any change in the amendment or waiver provisions which require each holder's consent.

The holders of Notes will receive prior notice as described under “—Notices” of any proposed amendment to the Notes or the Indenture described in this paragraph. After an amendment described in the preceding paragraph becomes effective, we are required to deliver to the holders a notice briefly describing such amendment. However, the failure to give such notice to all holders of Notes, or any defect therein, will not impair or affect the validity of the amendment.

The consent of the holders of Notes is not necessary to approve the particular form of any proposed amendment. It is sufficient if such consent approves the substance of the proposed amendment.

We and the Notes Trustee may, without the consent or vote of any holder of Notes, amend or supplement the Indenture or the Notes for the following purposes:

- (a) to cure any ambiguity, defect or inconsistency; *provided* that such amendment or supplement does not adversely affect the rights of any holder;
- (b) to comply with the covenant described under “—Certain Covenants—Limitation on Consolidation, Merger or Transfer of Assets”;
- (c) to add guarantees or collateral with respect to the Notes;
- (d) to add to the covenants of the Issuer for the benefit of holders of the Notes;
- (e) to surrender any right conferred upon us;
- (f) to evidence and provide for the acceptance of an appointment by a successor Notes Trustee;

- (g) to provide for the issuance of additional Notes; or
- (h) to make any other change that does not materially and adversely affect the rights of any holder of the Notes.

In executing any amendment, waiver or supplemental indenture to the Indenture or the Notes, the Notes Trustee will be entitled to receive an officers' certificate and an opinion of legal counsel of recognized standing, each stating that such amendment, waiver or supplemental indenture is authorized or permitted by the Indenture, that it is not inconsistent with the terms of the Indenture, and that it shall be valid and binding upon the Issuer in accordance with its terms.

Notices

For so long as notes in global form are outstanding, notices to be given to holders will be given to the depositary, in accordance with its applicable policies as in effect from time to time. If notes are issued in individual definitive form, notices to be given to holders will be deemed to have been given upon the mailing by first class mail, postage prepaid, of such notices to holders of the Notes at their registered addresses as they appear in the registrar's records. For so long as the Notes are listed on the Official List of the Irish Stock Exchange and trading on the Global Exchange Market and the rules of such exchange so require, publication of such notice to the holders of the Notes will be in English in a leading newspaper having general circulation in Ireland (which is expected to be the *Irish Times*). Notices may also be published on the website of the Irish Stock Exchange (www.ise.ie). Neither the failure to give any notice to a particular holder of the Notes, nor any defect in a notice given to a particular holder of the Notes, will affect the sufficiency of any notice given to another holder of the Notes.

Trustee

U.S. Bank National Association is the trustee under the Indenture. Its address is 100 Wall Street, 16th Floor, New York, NY 10005.

Except during the continuance of an Event of Default, the Notes Trustee will perform only such duties as are specifically set forth in the Indenture. During the existence of an Event of Default of which a responsible officer of the Notes Trustee has received written notice, the Notes Trustee will exercise such rights and powers vested in it by the Indenture, and use the same degree of care and skill in its exercise as a prudent man would exercise or use under the circumstances in the conduct of his own affairs.

The Notes Trustee may resign at any time by so notifying the Issuer. In addition, the holders of a majority in aggregate principal amount of the Notes then outstanding may remove the Notes Trustee by so notifying the Notes Trustee and may appoint a successor trustee. The Issuer will remove the Notes Trustee if (1) the Notes Trustee is no longer eligible; (2) the Notes Trustee is adjudged bankrupt or insolvent; (3) a receiver or other public officer takes charge of the Notes Trustee or its property; or (4) the Notes Trustee otherwise becomes incapable of acting under an indenture.

If the Notes Trustee resigns, is removed by the Issuer or by the holders of a majority in aggregate principal amount of the Notes then outstanding and such holders do not reasonably promptly appoint a successor trustee, or if a vacancy exists in the office of trustee for any reason, the Issuer will promptly appoint a successor trustee. The successor trustee will give notice of its succession to the holders of the Notes and, as long as the Notes are listed on the Irish Stock Exchange for trading on the Global Exchange Market and the rules of the exchange so require, the successor trustee will also publish notice as described under "— Notices."

We and our affiliates may from time to time enter into normal banking and trustee relationships with the Notes Trustee and its affiliates.

Governing Law and Submission to Jurisdiction

The Notes and the Indenture will be governed by, and construed in accordance with, the laws of the State of New York.

Each of the parties to the Indenture will submit to the jurisdiction of the U.S. federal and New York State courts located in the Borough of Manhattan, City and State of New York and to the courts of its own corporate domicile in respect of actions brought against it as a defendant for purposes of all legal actions and proceedings instituted in connection with the Notes and the Indenture. We have appointed Corporation Service Company at 1180 Avenue of the Americas, Suite 210, New York, NY 10036, as our authorized agent upon which process may be served in any such action.

Currency Indemnity

U.S. dollars are the sole currency of account and payment for all sums payable by us under or in connection with the Notes and the Indenture, including damages. Any amount received or recovered in a currency other than dollars (whether as a result of, or of the enforcement of, a judgment or order of a court of any jurisdiction, in the winding-up or dissolution of the Issuer or otherwise) by any holder of a Note or the Notes Trustee in respect of any sum expressed to be due to it from us will only constitute a discharge to us to the extent of the dollar amount which the recipient is able to purchase with the amount so received or recovered in that other currency on the date of that receipt or recovery (or, if it is not practicable to make that purchase on that date, on the first date on which it is practicable to do so). If that dollar amount is less than the dollar amount expressed to be due to the recipient under the Notes or Indenture, we will indemnify such holder or the Notes Trustee against any loss sustained by it as a result; and if the amount of U.S. dollars so purchased is greater than the sum originally due to such holder or the Notes Trustee, such holder or the Notes Trustee will, by accepting a Note, be deemed to have agreed to repay such excess. In any event, we will indemnify the recipient against the cost of making any such purchase.

For the purposes of the preceding paragraph, it will be sufficient for the holder of a Note or the Notes Trustee to certify in a satisfactory manner (indicating the sources of information used) that it would have suffered a loss had an actual purchase of dollars been made with the amount so received in that other currency on the date of receipt or recovery (or, if a purchase of dollars on such date had not been practicable, on the first date on which it would have been practicable, it being required that the need for a change of date be certified in the manner mentioned above). These indemnities constitute a separate and independent obligation from the other obligations of the Issuer, will give rise to a separate and independent cause of action, will apply irrespective of any indulgence granted by any holder of a Note or the Notes Trustee and will continue in full force and effect despite any other judgment, order, claim or proof for a liquidated amount in respect of any sum due under the Notes.

BOOK ENTRY, DELIVERY AND FORM

The Notes are being offered and sold to qualified institutional buyers in reliance on Rule 144A (“Rule 144A Notes”). Notes also may be offered and sold in offshore transactions in reliance on Regulation S (“Regulation S Notes”). Notes will be issued at the closing of this offering only against payment in immediately available funds.

Rule 144A Notes initially will be represented by one or more Notes in registered, global form without interest coupons (collectively, the “Rule 144A Global Notes”). Regulation S Notes initially will be represented by one or more Notes in registered, global form without interest coupons (collectively, the “Regulation S Global Notes” and, together with the Rule 144A Global Notes, the “Global Notes”).

The Global Notes will be deposited upon issuance with the Notes Trustee as custodian for DTC, in New York, New York, and registered in the name of DTC or its nominee, in each case, for credit to an account of a direct or indirect participant in DTC as described below. Through and including the 40th day after the later of the commencement of this offering and the closing of this offering (such period through and including such 40th day, the “restricted period”), beneficial interests in the Regulation S Global Notes may be held only through Euroclear and Clearstream (as indirect participants in DTC), unless transferred to a person that takes delivery through a Rule 144A global note in accordance with the certification requirements described below. Beneficial interests in the Rule 144A Global Notes may not be exchanged for beneficial interests in the Regulation S Global Notes at any time except in the limited circumstances described below. See “—Exchanges Between Regulation S Notes and Rule 144A Notes.”

Except as set forth below, the Global Notes may be transferred, in whole and not in part, only to another nominee of DTC or to a successor of DTC or its nominee. Beneficial interests in the Global Notes may not be exchanged for Notes in certificated form except in the limited circumstances described below. See “—Exchange of Global Notes for Certificated Notes.” Except in the limited circumstances described below, owners of beneficial interests in the Global Notes will not be entitled to receive physical delivery of Notes in certificated form.

Rule 144A Notes (including beneficial interests in the Rule 144A Global Notes) will be subject to certain restrictions on transfer and will bear a restrictive legend as described under “Transfer Restrictions.” Regulation S Notes will also bear the legend as described under “Transfer Restrictions.” In addition, transfers of beneficial interests in the Global Notes will be subject to the applicable rules and procedures of DTC and its direct or indirect participants (including, if applicable, those of Euroclear and Clearstream), which may change from time to time.

Depository Procedures

The following description of the operations and procedures of DTC, Euroclear and Clearstream is provided solely as a matter of convenience. These operations and procedures are solely within the control of the respective settlement systems and are subject to changes by them. We take no responsibility for these operations and procedures and urge investors to contact the system or their participants directly to discuss these matters.

DTC has advised us that DTC is a limited purpose trust company created to hold securities for its participating organizations (collectively, the “participants”) and to facilitate the clearance and settlement of transactions in those securities between participants through electronic book entry changes in accounts of its participants. The participants include securities brokers and dealers (including the initial purchasers), banks, trust companies, clearing corporations and certain other organizations. Access to DTC’s system is also available to other entities such as banks, brokers, dealers and trust companies that clear through or maintain custodial relationship with a participant, either directly or indirectly (collectively, the “indirect participants”). Persons who are not participants may beneficially own securities held by or on behalf of DTC only through the participants or the indirect participants. The ownership interests in, and transfers of ownership interests in, each security held by or on behalf of DTC are recorded on the records of the participants and indirect participants.

DTC has also advised us that, pursuant to procedures established by it:

- (1) upon deposit of the Global Notes, DTC will credit the accounts of participants designated by the initial purchasers with portions of the principal amount of the Global Notes; and
- (2) ownership of these interests in the Global Notes will be shown on, and the transfer of ownership of these interests will be effected only through, records maintained by DTC (with respect to the participants) or by the participants and the indirect participants (with respect to other owners of beneficial interests in the Global Notes).

Investors in the Global Notes who are participants in DTC's system may hold their interests therein directly through DTC. Investors in the Rule 144A Global Notes who are not participants may hold their interests therein indirectly through organizations (including Euroclear and Clearstream) which are participants in such system. Euroclear and Clearstream will hold interests in the Global Notes on behalf of their participants through customers' securities accounts in their respective names on the books of their respective depositories, which are Euroclear Bank S.A./N.V., as operator of Euroclear, and Citibank, N.A., as operator of Clearstream. All interests in a global note, including those held through Euroclear or Clearstream, may be subject to the procedures and requirements of DTC. Those interests held through Euroclear or Clearstream may also be subject to the procedures and requirements of such systems. The laws of some states require that certain persons take physical delivery in definitive form of securities that they own. Consequently, the ability to transfer beneficial interests in a global note to such persons will be limited to that extent. Because DTC can act only on behalf of participants, which in turn act on behalf of indirect participants, the ability of a person having beneficial interests in a global note to pledge such interests to persons that do not participate in the DTC system, or otherwise take actions in respect of such interests may be affected by the lack of a physical certificate evidencing such interests.

Except as described below, owners of interests in the Global Notes will not have Notes registered in their names, will not receive physical delivery of Notes in certificated form and will not be considered the registered owners or "holders" thereof under the Indenture for any purpose.

Payments in respect of the principal of, and interest and premium and additional interest, if any, on a global note registered in the name of DTC or its nominee will be payable to DTC in its capacity as the registered holder under the Indenture. Under the terms of the Indenture, the Issuer and the Notes Trustee will treat the persons in whose names the Notes, including the Global Notes, are registered as the owners of the Notes for the purpose of receiving payments and for all other purposes. Consequently, neither the Issuer, the Notes Trustee, the transfer agent, registrar, the paying agent nor any agent of the Issuer, nor the Notes Trustee has or will have any responsibility or liability for:

- (1) any aspect of DTC's records or any participant's or indirect participant's records relating to or payments made on account of beneficial ownership interest in the Global Notes or for maintaining, supervising or reviewing any of DTC's records or any participant's or indirect participant's records relating to the beneficial ownership interests in the Global Notes; or
- (2) any other matter relating to the actions and practices of DTC or any of its participants or indirect participants.

DTC has advised us that its current practice, upon receipt of any payment in respect of securities such as the Notes (including principal and interest) is to credit the accounts of the relevant participants with the payment on the payment date unless DTC has reason to believe it will not receive payment on such payment date. Each relevant participant is credited with an amount proportionate to its beneficial ownership of an interest in the principal amount of the relevant security as shown on the records of DTC. Payments by the participants and the indirect participants to the beneficial owners of Notes will be governed by standing instructions and customary practices and will be the responsibility of the participants or the indirect participants and will not be our responsibility or that of DTC or the Notes Trustee. Neither the Issuer nor the Notes Trustee will be liable for any delay by DTC or any of its participants in identifying the beneficial owners of the Notes, and the Issuer and the Notes Trustee may conclusively rely on and will be protected in relying on instructions from DTC or its nominee for all purposes.

Subject to the transfer restrictions set forth under “Transfer Restrictions,” transfers between participants in DTC will be effected in accordance with DTC’s procedures, and will be settled in same-day funds, and transfers between participants in Euroclear and Clearstream will be effected in accordance with their respective rules and operating procedures.

Subject to compliance with the transfer restrictions applicable to the Notes described herein, cross-market transfers between the participants in DTC, on the one hand, and Euroclear or Clearstream participants, on the other hand, will be effected through DTC in accordance with DTC’s rules on behalf of Euroclear or Clearstream, as the case may be, by its respective depository; however, such cross market transactions will require delivery of instructions to Euroclear or Clearstream, as the case may be, by the counter-party in such system in accordance with the rules and procedures and within the established deadlines (Brussels time) of such system. Euroclear or Clearstream, as the case may be, will, if the transaction meets its settlement requirements, deliver instructions to its respective depository to take action to effect final settlement on its behalf of delivering or receiving interests in the relevant global note in DTC, and making or receiving payment in accordance with normal procedures for same-day funds settlement applicable to DTC. Euroclear participants and Clearstream participants may not deliver instructions directly to the depositories for Euroclear or Clearstream.

DTC has advised us that it will take any action permitted to be taken by a holder of Notes only at the direction of one or more participants to whose account DTC has credited the interests in the Global Notes and only in respect of such portion of the aggregate principal amount of the Notes as to which such participant or participants has or have given such direction. However, if there is an event of default under the Notes, DTC reserves the right to exchange the Global Notes for legended Notes in certificated form, and to distribute such Notes to its participants.

Although DTC, Euroclear and Clearstream have agreed to the foregoing procedures to facilitate transfers of interests in the Rule 144A Global Notes and the Regulation S Global Notes among participants in DTC, Euroclear and Clearstream, they are under no obligation to perform or to continue to perform such procedures, and may discontinue such procedures at any time. Neither the Issuer nor the Notes Trustee nor any of their respective agents will have any responsibility for the performance by DTC, Euroclear or Clearstream or their respective participants or indirect participants of their respective obligations under the rules and procedures governing their operations.

Exchange of Global Notes for Certificated Notes

A global note is exchangeable for definitive Notes in registered certificated form (“Certificated Notes”) if:

- (1) DTC (a) notifies the Issuer that it is unwilling or unable to continue as depository for the Global Notes and DTC fails to appoint a successor depository or (b) has ceased to be a clearing agency registered under the Exchange Act;
- (2) The Issuer, at its option, notifies the Notes Trustee in writing that it has elected to cause the issuance of the Certificated Notes; or
- (3) there has occurred and is continuing a Default or Event of Default with respect to the Notes.

In addition, beneficial interests in a global note may be exchanged for Certificated Notes upon prior written notice given to the Notes Trustee by or on behalf of DTC in accordance with the Indenture. In all cases, Certificated Notes delivered in exchange for any global note or beneficial interests in Global Notes will be registered in the names, and issued in any approved denominations, requested by or on behalf of the depository (in accordance with its customary procedures) and will bear the applicable restrictive legend referred to in “Transfer Restrictions,” unless that legend is not required by applicable law.

Exchange of Certificated Notes for Global Notes

Certificated Notes may not be exchanged for beneficial interests in any global note unless the transferor first delivers to the Notes Trustee a written certificate (in the form provided in the Indenture) to the effect that such transfer will comply with the appropriate transfer restrictions applicable to such Notes. See “Transfer Restrictions.”

Exchanges Between Regulation S Notes and Rule 144A Notes

Beneficial interests in the Regulation S Global Notes may be exchanged for beneficial interests in the Rule 144A Global Notes only if:

- (1) such exchange occurs in connection with a transfer of the Notes pursuant to Rule 144A; and
- (2) the transferor first delivers to the Notes Trustee a written certificate (in the form provided in the Indenture) to the effect that the Notes are being transferred to a person:
 - (A) who the transferor reasonably believes to be a qualified institutional buyer within the meaning of Rule 144A;
 - (B) purchasing for its own account or the account of a qualified institutional buyer in a transaction meeting the requirements of Rule 144A; and
 - (C) in accordance with all applicable securities laws of the states of the United States and other jurisdictions.

Beneficial interest in a Rule 144A global note may be transferred to a person who takes delivery in the form of an interest in the Regulation S global note, whether before or after the expiration of the restricted period, only if the transferor first delivers to the Notes Trustee a written certificate (in the form provided in the Indenture) to the effect that such transfer is being made in accordance with Rule 903 or 904 of Regulation S.

Transfers involving exchanges of beneficial interests between the Regulation S Global Notes and the Rule 144A Global Notes will be effected in DTC by means of an instruction originated by the DTC participant and approved by the Notes Trustee through the DTC Deposit/ Withdraw at Custodian system. Accordingly, in connection with any such transfer, appropriate adjustments will be made to reflect a decrease in the principal amount of the Regulation S global note and a corresponding increase in the principal amount of the Rule 144A global note or vice versa, as applicable. Any beneficial interest in one of the Global Notes that is transferred to a person who takes delivery in the form of an interest in the other global note will, upon transfer, cease to be an interest in such global note and will become an interest in the other global note and, accordingly, will thereafter be subject to all transfer restrictions and other procedures applicable to beneficial interest in such other global note for so long as it remains such an interest. Transfers between Regulation S and Rule 144A Notes will need to be done on a delivery free of payment basis and separate arrangements will need to be made outside of DTC for payment.

TAXATION

General

The following summary contains a description of certain material U.S. and Mexican federal tax consequences of the purchase, ownership and disposition of the Notes.

This summary is based upon federal tax laws of the United States and Mexico as in effect on the date of this offering memorandum, all of which are subject to change. This summary does not purport to be a comprehensive description of all the U.S. or Mexican federal income tax considerations that may be relevant to a decision to purchase, hold or dispose of the Notes. The summary does not address any tax consequences under the laws of any state, municipality or locality of Mexico or the United States or the laws of any taxing jurisdiction other than the federal laws of Mexico and the United States.

Prospective investors should consult their tax advisors as to the Mexican and United States tax consequences of the purchase, ownership and disposition of Notes, as well as tax consequences under the laws of other jurisdictions, including, in particular, the effect of any non-Mexican and non-U.S., state or local tax laws or under any applicable double tax treaty.

Mexico has also entered into or is negotiating several double taxation treaties with various countries that may have an impact on the tax treatment of the purchase, ownership or disposition of Notes. Prospective purchasers of Notes should consult their tax advisors as to the tax consequences, if any, of the application of any such treaties.

Certain Mexican Federal Income Tax Considerations

The following discussion is a summary of certain Mexican federal income tax consequences of the ownership of our Notes by a holder that is not a resident of Mexico and that will not hold Notes in connection with the conduct of a trade or business in Mexico, or a “Nonresident Holder.” The definition of residence for Mexican taxation purposes is both highly technical and based on the relevant facts and circumstances. Therefore, any determination of residence should take into account the particular situation of each holder. This discussion does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a decision to acquire, own and dispose of our Notes, and does not address the Mexican federal income tax consequences that may apply to holders subject to special tax rules. In addition, this summary does not describe any tax consequences arising under the laws of any state, locality, municipality or other taxing jurisdiction other than the federal income tax laws of Mexico.

Interest payments made on our Notes (including original issue discount, which is deemed to be interest) to Nonresident Holders will generally be subject to Mexican withholding tax at the applicable rate depending on the effective beneficiary of the interests. Under the Mexican Income Tax Law, payments of interest we make in respect of the Notes to a foreign holder will generally be subject to a Mexican withholding tax assessed at a rate of 4.9% if (1) the Notes are placed through banks or brokerage houses (*casas de bolsa*) in a country with which Mexico has entered into a tax treaty for the avoidance of double taxation, which is in effect, (2) the documents evidencing this offer and the Notes are notified to the CNBV, pursuant to the Mexican Securities Market Law, and (3) the information requirements specified by the Ministry of Finance and Public Credit (*Secretaría de Hacienda y Crédito Público*, or the SHCP) under its general rules are satisfied. In case such requirements are not met, the applicable withholding tax rate will be 10%.

A higher income tax withholding rate will be applicable when the effective beneficiaries of payments treated as interest, whether directly or indirectly, individually or collectively with related persons, who receive more than 5% of the aggregate amount of such payments on the Notes are (1) our shareholders who own, directly or indirectly, individually or collectively with related persons, more than 10% of our voting stock, or (2) legal entities more than 20% of whose stock is owned by us, directly or indirectly, individually or collectively with related persons, as set forth in the Mexican Income Tax Law.

Pension fund Nonresident Holders are generally exempt from Mexican withholding tax on our interest payments, provided that (i) they are exempt from taxation in their place of residence, (ii) they are duly incorporated pursuant to the laws of their country of residence and (iii) they are the effective beneficiaries of the interest payments. Pension funds are urged to consult their tax advisors with regard to their ability to claim an exemption from Mexican withholding taxes on interest payments on our notes.

Under the Mexican Income Tax Law, payments of principal we make to a foreign holder of the Notes will not be subject to any Mexican withholding or similar taxes.

We have agreed, subject to specified exceptions and limitations, to pay additional amounts to the holders of Notes in respect of the Mexican withholding taxes mentioned above. If we pay additional amounts in respect of such Mexican withholding taxes, any refunds of such additional amounts will be for our account. See “Description of the Notes—Additional Amounts.”

Holders or beneficial owners of Notes may be requested to provide certain information or documentation necessary to enable us to establish the appropriate Mexican withholding tax rate applicable to such holders or beneficial owners. In the event that the specified information or documentation concerning the holder or beneficial owner, if requested, is not provided on a timely basis, our obligations to pay additional amounts may be limited as set forth under “Description of the Notes—Additional Amounts.”

In the event of certain changes in the applicable rate of Mexican withholding taxes, we may redeem the Notes, in whole (but not in part) at any time, at a redemption price equal to 100% of their principal amount plus accrued interest and any additional amounts due thereon to the redemption date. See “Description of the Notes - Redemption for Tax Reasons.”

Taxation of Disposition of Notes

The application of the Mexican Income Tax Law provisions to capital gains realized on the disposition of Notes by foreign holders is unclear. We expect that no Mexican tax will be imposed on transfers of Notes between foreign holders effected outside of Mexico, to the extent that such holders do not have a permanent establishment in Mexico for tax purposes. Conversely, if one of the parties is a Mexican resident or a non-resident with a permanent establishment in Mexico for tax purposes, Mexican taxation on the capital gains may be triggered, which would not be withheld by us. Therefore, holders of the Notes should consult their own tax advisors as to the Mexican tax consequences derived from the disposition of the Notes, as well as in connection with the tax treaty benefits available, if any.

Taxation of “Make-Whole” Amount

Under the Mexican Income Tax Law and regulations thereunder, the payment of the “make-whole” amount as the result of the optional redemption of the notes, as provided in “Description of the Notes—Optional Redemption”, will be subject to the Mexican taxes pursuant to the rules described above with respect to interest payments.

Other Mexican Taxes

A foreign holder will not be liable for estate, gift, inheritance or similar taxes with respect to its holdings of Notes. There are no Mexican stamps, issue registration or similar taxes payable by a foreign holder with respect to the Notes.

Certain U.S. Federal Income Tax Considerations

The following summary discusses certain material U.S. federal income tax consequences of the acquisition, ownership and disposition of the Notes. Except as specifically noted below, this discussion applies only to U.S. Holders (as defined below) that purchase Notes on original issuance at their issue price and that will hold the Notes as capital assets (generally, property held for investment).

This discussion does not describe all of the tax consequences that may be relevant in light of a U.S. Holder's particular circumstances or to U.S. Holders subject to special rules, such as:

- financial institutions;
- insurance companies;
- dealers in securities or foreign currencies;
- persons holding Notes as part of a hedging transaction, straddle, conversion transaction or other integrated transaction;
- persons whose functional currency is not the U.S. dollar;
- partnerships or other entities classified as partnerships for U.S. federal income tax purposes;
- former citizens and residents of the United States;
- traders that elect to mark-to-market;
- tax-exempt entities; or
- persons liable for alternative minimum tax.

This summary is based on the Internal Revenue Code of 1986, as amended to the date hereof (the "Code"), administrative pronouncements, judicial decisions and final, temporary and proposed U.S. Treasury Regulations all as of the date of this offering memorandum and any of which may at any time be repealed, revised or subject to differing interpretation, possibly retroactively so as to result in U.S. federal income tax consequences different from those described below. Persons considering the purchase of the Notes should consult their tax advisors with regard to the application of the U.S. federal income tax laws to their particular situations as well as any tax consequences arising under other U.S. federal tax rules (such as the federal estate or gift tax or the Medicare Contribution tax) and the laws of any state, local or non-U.S. taxing jurisdiction.

As used herein, the term "**U.S. Holder**" means a beneficial owner of a Note that is for U.S. federal income tax purposes:

- a citizen or individual resident of the United States;
- a corporation (or other entity classified as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States or of any state thereof or the District of Columbia;
- an estate the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust.

If an entity that is classified as a partnership for U.S. federal income tax purposes holds Notes, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and upon the activities of the partnership. Partners of partnerships holding Notes should consult with their tax advisors regarding the U.S. federal tax consequences of an investment in the Notes.

In certain circumstances we may be required to make payments on a Note that would change the yield of the Note. See "Description of the Notes—Additional Amounts" and "Description of the Notes—Repurchase at the Option of Holders Upon a Change of Control Triggering Event." These obligations may implicate the provisions of Treasury regulations relating to contingent payment debt instruments ("CPDIs"). According to the applicable Treasury regulations, certain contingencies will not cause a debt instrument to be treated as a CPDI if such contingencies, as of the date of issuance, are "remote or incidental" or certain other circumstances apply. We intend to take the position that the Notes are not CPDIs. This determination, however, is not binding on the IRS and if the IRS were to challenge this determination, a holder may be required to accrue income on the Notes that such holder owns in excess of stated interest, and to treat as ordinary income rather than capital gain any income realized on the taxable disposition of such Notes before the resolution of the contingency. If the Notes are not CPDIs but such contingent payments were required to be made, it would affect the amount and timing of the income that a U.S. Holder recognizes. U.S. Holders are urged to consult their own tax advisors regarding the potential application to the Notes of the CPDI rules and the consequences thereof. The remainder of this discussion assumes that the Notes will not be treated as CPDIs.

Payments of Interest

Interest paid on a Note will be taxable to a U.S. Holder as foreign source ordinary interest income at the time it accrues or is received in accordance with the U.S. Holder's regular method of accounting for U.S. federal income tax purposes.

For U.S. federal income tax purposes, U.S. Holders will be treated as having received the amount of any Mexican taxes withheld by us and as then having paid such amount to the Mexican taxing authorities. As a result, the amount included in gross income for U.S. federal income tax purposes by a U.S. Holder with respect to a payment of interest, plus any additional amounts with respect thereto, will be greater than the amount of cash actually received by the U.S. Holder from us with respect to the payment. Subject to certain limitations, a U.S. Holder will generally be entitled to a credit against its U.S. federal income tax liability, or a deduction in computing its U.S. federal taxable income, for Mexican taxes withheld by us. Any election to deduct non-U.S. taxes instead of claiming U.S. foreign tax credits must apply to all applicable non-U.S. taxes paid or accrued in the taxable year. The U.S. foreign tax credit rules are very complex. U.S. Holders should consult with their tax advisors with respect to the application of these rules to their particular circumstances.

Sale, Exchange or Retirement of the Notes

Upon the sale, exchange or retirement of a Note, a U.S. Holder will recognize taxable gain or loss equal to the difference between the amount realized on the sale, exchange or retirement and the U.S. Holder's adjusted tax basis in the Note. A U.S. Holder's adjusted tax basis in a Note generally will equal the acquisition cost of the Note. For these purposes, the amount realized does not include any amount attributable to accrued but unpaid interest on the Note, which is treated like a payment of interest as described under "—Payments of Interest." Gain or loss realized on the sale, exchange or retirement of a Note will be capital gain or loss and will be long-term capital gain or loss if at the time of sale, exchange or retirement the U.S. Holder has held the Note for more than one year. Long-term capital gains recognized by non-corporate U.S. Holders (including individuals) generally are subject to U.S. federal income taxation at preferential rates. The deductibility of capital losses is subject to limitations.

If Mexican income tax applies to any gain from the disposition of a Note by a U.S. Holder, such tax should be treated as a foreign tax eligible for a deduction from such holder's U.S. federal taxable income or a foreign tax credit against such holder's U.S. federal income tax liability (subject to applicable conditions and limitations). In addition, such U.S. Holder should be entitled to treat such gain as Mexican source under the U.S.-Mexico Tax Treaty if such holder is considered a resident of the United States for purposes of, and otherwise meets the requirements of, the U.S.-Mexico Tax Treaty. Otherwise, such gain or loss will generally be U.S. source for foreign tax credit purposes, and consequently the U.S. Holder may not be able to benefit from the foreign tax credit for any such Mexican tax unless the U.S. Holder can apply the credit against U.S. federal income tax payable on other income from foreign sources. U.S. Holders should consult their own tax advisors regarding the deduction or credit for any such Mexico tax and their eligibility for the benefits of the U.S.-Mexico Tax Treaty.

Information Reporting and Backup Withholding

Information returns may be filed with the IRS in connection with payments on the Notes and the proceeds from a sale or other disposition of the Notes. A U.S. Holder may be subject to U.S. backup withholding on these payments if it fails to provide its tax identification number and comply with certain certification procedures. The amount of any backup withholding from a payment to a U.S. Holder will be allowed as a credit against the U.S. Holder's U.S. federal income tax liability and may entitle the U.S. Holder to a refund, provided that the required information is timely furnished to the IRS.

U.S. Holders should consult their tax advisors about any reporting or filing obligations that apply as a result of the acquisition, holding or disposition of the Notes. Failure to comply with certain reporting obligations could result in the imposition of substantial penalties.

U.S. Holders who are individuals (and, to the extent provided in future regulations, entities) may be required to disclose information about their Notes on IRS Form 8938—"Statement of Specified Foreign Financial Assets" if the aggregate value of their Notes and their other "specified foreign financial assets" exceeds \$50,000. Significant penalties can apply if a U.S. Holder fails to disclose its specified foreign financial assets. We urge you to consult your tax advisor with respect to this and other reporting obligations with respect to your Notes.

ERISA CONSIDERATIONS

THIS SUMMARY OF CERTAIN ASPECTS OF ERISA AND THE CODE IS BASED ON ERISA AND THE CODE, AND ADMINISTRATIVE PRONOUNCEMENTS, JUDICIAL DECISIONS AND REGULATIONS THEREUNDER, IN EXISTENCE ON THE DATE HEREOF. IT IS GENERAL IN NATURE AND DOES NOT ADDRESS EVERY ERISA OR CODE ISSUE THAT MIGHT BE APPLICABLE TO THE FUND OR A PROSPECTIVE INVESTOR. ACCORDINGLY, EACH PROSPECTIVE INVESTOR SHOULD CONSULT WITH ITS OWN COUNSEL AND OTHER ADVISERS WITH REGARD TO THE APPLICATION OF THESE LAWS TO ITS PARTICULAR SITUATION.

The U.S. Employee Retirement Income Security Act of 1974, as amended, or “ERISA,” imposes certain requirements on employee benefit plans (as defined in Section 3(3) of ERISA) subject to Title I of ERISA, including entities such as collective investment funds and separate accounts whose underlying assets include the assets of such plans, or collectively, “ERISA Plans,” and on those persons who are fiduciaries with respect to ERISA Plans. Investments by ERISA Plans are subject to ERISA’s general fiduciary requirements, including the requirement of investment prudence and diversification and the requirement that an ERISA Plan’s investments be made in accordance with the documents governing the ERISA Plan.

The prudence of a particular investment must be determined by the responsible fiduciary of an ERISA Plan by taking into account the ERISA Plan’s particular circumstances and all of the facts and circumstances of the investment, including, but not limited to, the matters discussed above under “Risk Factors.” For example, a fiduciary should consider whether an investment in the Notes may be too illiquid or too speculative for a particular ERISA Plan, and whether the assets of the ERISA Plan would be sufficiently diversified after any such investment. Any fiduciary of an ERISA Plan that proposes to cause such ERISA Plan to purchase Notes should consult with its own legal and tax advisors with respect to the potential application of ERISA and the Code to such investment and the consequences of such investment under ERISA and the Code. Moreover, each fiduciary of an ERISA Plan should determine whether, under the general fiduciary standards of ERISA, an investment in Notes is appropriate for the ERISA Plan, taking into account the overall investment policy of the ERISA Plan and the overall composition of the ERISA Plan’s investment portfolio.

Section 406 of ERISA and Section 4975 of the Code prohibit certain transactions involving the assets of an ERISA Plan (as well as those plans that are not subject to ERISA but which are subject to Section 4975 of the Code, such as individual retirement accounts, (together with ERISA Plans, “Plans”)) and certain persons (referred to as “parties in interest” or “disqualified persons”) having certain relationships to such Plans, unless a statutory or administrative exemption is applicable to the transaction. A party in interest or disqualified person who engages in a prohibited transaction may be subject to excise taxes and other penalties and liabilities under ERISA and the Code and the prohibited transaction itself may have to be rescinded. Accordingly, each original or subsequent purchaser or transferee of a Note that is or may become a Plan is responsible for determining that its purchase and holding of such Note will not constitute a prohibited transaction under Section 406 of ERISA or Section 4975 of the Code.

Prohibited transactions within the meaning of Section 406 of ERISA or Section 4975 of the Code may arise if any Notes (or interests therein) are acquired by a Plan with respect to which the initial purchaser or any of their respective affiliates are a party in interest or a disqualified person. Certain exemptions from the prohibited transaction provisions of Section 406 of ERISA and Section 4975 of the Code may be applicable, however, depending in part on the type of Plan fiduciary making the decision to acquire Notes and the circumstances under which such decision is made. There can be no assurance that any exemption will be available with respect to any particular transaction involving the Notes, or that, if an exemption is available, it will cover all aspects of any particular transaction. Governmental plans and certain church and various other plans, while not subject to the fiduciary responsibility provisions of ERISA or the prohibited transaction provisions of Section 406 of ERISA or Section 4975 of the Code, may nevertheless be subject to Similar Law (as defined below). Fiduciaries of any such plans should consult with their counsel and other advisers before purchasing any Notes (or interest therein).

Accordingly, by its purchase and holding of any Notes (including any interest in a Note), the purchaser (including a transferee) thereof will be deemed to have represented and agreed that either: (i) it is not and for so long as it holds Notes (including any interest in a Note) will not be (and is not acquiring the Notes (or such interest) directly or indirectly with the assets of a person who is or while the Notes are held will be) a Plan, an entity whose

underlying assets include, or are deemed for purposes of ERISA or the Code to include, “plans assets” by reason of investment by a Plan in the entity, or a governmental, church, non-U.S., or other employee benefit plan which is subject to any U.S. federal, state or local law, or non-U.S. law, that is substantially similar to the provisions of Section 406 of ERISA or Section 4975 of the Code (“Similar Law”), or (ii) its purchase, holding or disposition of the Notes (or any interest in a Note) will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code (or, in the case of such a governmental, church, non-U.S. or other employee benefit plan, a violation of any Similar Law).

The Plan Assets Regulation

The U.S. Department of Labor has issued a regulation, 29 CFR Section 2510.3-101, or, as modified by Section 3(42) of ERISA, the “Plan Assets Regulation,” describing what constitutes the assets of a Plan with respect to the Plan’s investment in an entity for purposes of certain provisions of ERISA, including the fiduciary responsibility provisions of Title I of ERISA and Section 4975 of the Code. Under the Plan Assets Regulation, subject to certain exceptions, if a Plan invests in an “equity interest” of an entity (which is defined as an interest in an entity other than an instrument that is treated as indebtedness under applicable local law and which has no substantial equity features) that is neither a “publicly offered security” nor a security issued by an investment company registered under the Investment Company Act, the Plan’s assets include both the equity interest and an undivided interest in each of the entity’s underlying assets, unless it is established that the entity is an “operating company” (as described below) or that participation in the entity by “benefit plan investors” is not “significant.” We would expect that the Notes would constitute neither “equity interests” in us nor “publicly offered securities” for purposes of the Plan Asset Regulation. We would expect that our CBFIs would constitute “equity interests” in us but would not constitute “publicly offered securities” for purposes of the Plan Asset Regulation. In addition, we will not be registered under the Investment Company Act and will be unable to adequately monitor participation in us by “benefit plan investors” such that participation by “benefit plan investors” may prove to be “significant” at any given time.

Operating Companies

Under the Plan Assets Regulation, an entity is an “operating company” if it is primarily engaged, directly or through a majority-owned subsidiary or subsidiaries, in the production or sale of a product or service other than the investment of capital. In addition, the Plan Assets Regulation provides that the term operating company includes an entity qualifying as a real estate operating company, or REOC. An entity is a REOC if (i) on its “initial valuation date” and on at least one day within each “annual valuation period,” at least 50% of the entity’s assets, valued at cost (other than short-term investments pending long-term commitment or distribution to investors) are invested in real estate that is managed or developed and with respect to which such entity has the right to substantially participate directly in management or development activities; and (ii) such entity in the ordinary course of its business is engaged directly in the management and development of real estate during specified periods. The “initial valuation date” is the date on which an entity first makes an investment that is not a short-term investment of funds pending long-term commitment. An entity’s “annual valuation period” is a pre-established period not exceeding 90 days in duration, which begins no later than the anniversary of the entity’s initial valuation date.

We will use reasonable efforts to ensure that the terms and conditions of our investments, and the contractual rights obtained and exercised with respect to such investments, will enable us to qualify as a REOC within the meaning of the Plan Assets Regulation from and after the date we make our first investment. However, no assurance can be given that this will be the case.

If our assets are deemed to be ERISA “plan assets” (*i.e.*, if we fail to qualify as a REOC as of our initial valuation date, or during any subsequent annual valuation period, we do not otherwise qualify as an operating company, and the participation in us by “benefit plan investors” is “significant”), certain transactions that we might enter into, or may have entered into, in the ordinary course of our business might constitute non-exempt “prohibited transactions” under Section 406 of ERISA or Section 4975 of the Code and might have to be rescinded and may give rise to prohibited transaction excise taxes and fiduciary liability, as described above. In addition, if our assets are deemed to be “plan assets” of a Plan, our management, as well as various providers of fiduciary or other services to us, and any other parties with authority or control with respect to us, may be considered fiduciaries under ERISA and Section 4975 of the Code, or otherwise parties in interest or disqualified persons of the Plan by virtue of their

provision of such services (and there could be an improper delegation of authority to such providers). Moreover, if our underlying assets are deemed to be ERISA “plan assets,” there are several other provisions of ERISA that could be implicated for an ERISA Plan if it were to acquire and hold CBFIs either directly or by investing in an entity whose underlying assets are deemed to be assets of the ERISA Plan.

The foregoing discussion is general in nature and not intended to be all-inclusive. Any Plan fiduciary who proposes to cause a Plan to purchase any Notes (or interest therein) should consult with its counsel regarding the applicability of the fiduciary responsibility provisions of ERISA and the prohibited transaction provisions of Section 406 of ERISA and Section 4975 of the Code to such an investment, and to confirm that such investment will not constitute or result in a non-exempt prohibited transaction or any other violation of an applicable requirement of ERISA or the Code.

The sale of Notes (or interest therein) to a Plan is in no respect a representation by the initial purchasers that such an investment meets all relevant requirements with respect to investments by Plans generally or any particular Plan, or that such an investment is appropriate for Plans generally or any particular Plan.

PLAN OF DISTRIBUTION

Credit Suisse Securities (USA) LLC, HSBC Securities (USA) Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Santander Investment Securities Inc., Itau BBA USA Securities, Inc., BBVA Securities Inc., Deutsche Bank Securities Inc. and Goldman, Sachs & Co. are acting as initial purchasers.

Subject to the terms and conditions stated in the purchase agreement, dated November 30, 2015, each initial purchaser named below has severally, and not jointly, agreed to purchase, and we have agreed to sell to the initial purchasers, the principal amount of Notes set forth opposite such initial purchaser's name.

Initial Purchaser	<u>Principal Amount of Notes</u>
Credit Suisse Securities (USA) LLC	US\$54,546,000
HSBC Securities (USA) Inc.	54,546,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	54,545,000
Santander Investment Securities Inc.....	54,545,000
Itau BBA USA Securities, Inc.....	20,455,000
BBVA Securities Inc.	20,455,000
Deutsche Bank Securities Inc.....	20,454,000
Goldman, Sachs & Co.	20,454,000
Total.....	<u>US\$300,000,000</u>

Subject to the terms and conditions set forth in the purchase agreement, the initial purchasers have agreed to purchase all of the Notes sold under the purchase agreement if any Notes are purchased. If an initial purchaser defaults, the purchase agreement provides that the purchase commitments of the non-defaulting initial purchasers may be increased or the purchase agreement may be terminated.

We have agreed to indemnify the initial purchasers and their controlling persons against certain liabilities in connection with this offering, including liabilities under the Securities Act, or to contribute to payments the initial purchasers may be required to make in respect of those liabilities.

The initial purchasers are offering the Notes, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, including the validity of the Notes, and other conditions contained in the purchase agreement, such as the receipt by the initial purchasers of officer's certificates and legal opinions. The initial purchasers reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

The initial purchasers have advised us that they propose initially to offer the Notes at the offering price set forth on the cover page of this offering memorandum and to certain dealers at that price less a selling concession. After the initial offering, the offering price, concession or any other term of the offering may be changed. The initial purchasers may offer and sell Notes through certain of their affiliates.

Notes Are Not Being Registered

The Notes have not been registered under the Securities Act, or the securities law of any other jurisdiction, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S) except in transactions exempt from, or not subject to, the registration requirements of the Securities Act. Each purchaser of the Notes will be deemed to have made acknowledgements, representations and agreements as described under "Transfer Restrictions." In connection with sales outside the United States, each of the initial purchasers has agreed that it will not offer, sell or deliver the Notes to, or for the account of, U.S. persons (unless in reliance on Rule 144A) (i) as part of their distribution at any time or (ii) otherwise until 40 days after the later of the commencement of the offering and the closing date, and it will send to each dealer to whom it sells such Notes during such period a confirmation or other notice setting forth the restrictions on offers and sales of the Notes

within the United States or to, or for the account or benefit of, U.S. persons. Resales of the Notes are restricted as described below under “Transfer Restrictions.”

Further, until 40 days after the commencement of the offering, an offer or sale of the Notes within the United States by a dealer that is not participating in the offering may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A.

New Issue of Notes

The Notes will constitute a new issue of securities with no established trading market. Application has been made to list the Notes on the Official List of the Irish Stock Exchange and to admit them to trading on the Global Exchange Market. However, we cannot assure you that the listing application will be approved. We have been advised by the initial purchasers that they presently intend to make a market in the Notes after completion of the offering. However, they are under no obligation to do so and may discontinue any market-making activities at any time without any notice. We cannot assure the liquidity of the trading market for the Notes. If an active trading market for the Notes does not develop, the market price and liquidity of the Notes may be adversely affected. If the Notes are traded, they may trade at a discount from their initial offering price, depending on prevailing interest rates, the market for similar securities, our operating performance and financial condition, general economic conditions and other factors.

No Sales of Similar Securities

We have agreed that for a period of 90 days after the date of this offering memorandum, we will not without first obtaining the prior written consent of the initial purchasers, directly or indirectly, sell, offer, announce the offering of, or file any registration statement under the Securities Act in respect of any of our U.S. Dollar-denominated debt securities offered or sold in the international capital markets, except for the Notes sold to the initial purchasers pursuant to the purchase agreement.

Short Positions

In connection with the offering, the initial purchasers may purchase and sell the Notes in the open market. These transactions may include short sales and purchases on the open market to cover positions created by short sales. Short sales involve the sale by the initial purchasers of a greater principal amount of Notes than they are required to purchase in the offering. The initial purchasers must close out any short position by purchasing Notes in the open market.

Similar to other purchase transactions, purchases by the initial purchasers to cover the syndicate short sales may have the effect of raising or maintaining the market price of the Notes or preventing or retarding a decline in the market price of the Notes. As a result, the price of the Notes may be higher than the price that might otherwise exist in the open market.

Neither we nor the initial purchasers make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the Notes. In addition, neither we nor the initial purchasers make any representation that the initial purchasers will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

Other Relationships

Some of the initial purchasers and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us or our affiliates. They have received, or may in the future receive, customary fees and commissions for these transactions. On July 29, 2015, we entered into a five-year, unsecured revolving credit agreement with Banco Santander (México) S.A., Institución de Banca Múltiple, Grupo Financiero Santander México, an affiliate of one of the initial purchasers, which acted as administrative agent and lender thereunder. Each of BBVA Bancomer S.A., Institución de Banca Múltiple, Grupo Financiero BBVA Bancomer, HSBC México S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, Bank of America, National Association, Credit Suisse AG, Cayman Island Branch, Goldman Sachs Bank USA and Itaú Unibanco S.A. – Nassau Branch, affiliates of the Initial Purchasers, were also lenders thereunder. See “Summary—Recent Developments—Syndicated Revolving Credit Facility.” Also, on April 27, 2012, we acquired from Banco Santander (México) the Rojo Portfolio, following which we entered into a lease agreement with Banco Santander (México) covering all properties in the Rojo Portfolio pursuant to which Banco Santander (México) will remain as a tenant for a term of 20 years. As of September 30, 2015, Banco Santander (México) was our third largest tenant measured by annualized base rent. See “Risk Factors—We are dependent on our tenants for substantially all of our income, and our business would be adversely affected if a significant number of our tenants, or any of our major tenants, were unable to meet their lease obligations.”

In addition, in the ordinary course of their business activities the initial purchasers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. Certain of the initial purchasers or their affiliates that have a lending relationship with us routinely hedge their credit exposure to us consistent with their customary risk management policies. Typically, such initial purchasers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the notes offered hereby. Any such short positions could adversely affect future trading prices of the notes offered hereby. The initial purchasers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Sales Outside the United States

Neither we nor the initial purchasers are making an offer to sell, or seeking offers to buy, the Notes in any jurisdiction where the offer and sale is not permitted. You must comply with all applicable laws and regulations in force in any jurisdiction in which you purchase, offer or sell the Notes or possess or distribute this offering memorandum, and you must obtain any consent, approval or permission required for your purchase, offer or sale of the Notes under the laws and regulations in force in any jurisdiction to which you are subject or in which you make such purchases, offers or sales. Neither we nor the initial purchasers will have any responsibility therefor.

Notice to Prospective Investors in Mexico

The Notes have not been and will not be registered with the National Securities Registry maintained by the CNBV, and may not be offered or sold publicly in Mexico, except pursuant to an exemption set forth in the Mexican Securities Market Law. We will notify the CNBV of the terms and conditions of this offering as required under applicable law and for informational purposes only. Delivery or receipt of such notice does not constitute or imply a certification as to the investment quality of the Notes, our solvency, liquidity or credit quality or the accuracy or completeness of the information set forth in this offering memorandum. This offering memorandum is solely our responsibility and has not been reviewed or authorized by the CNBV.

Notice to Prospective Investors in Canada

The Notes may be sold only to purchasers in the provinces of Alberta, British Columbia, New Brunswick, Nova Scotia, Ontario, Prince Edward Island and Québec purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of

the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the Notes must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this offering (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 (or, in the case of securities issued or guaranteed by the government of a non-Canadian jurisdiction, section 3A.4) of National Instrument 33-105 Underwriting Conflicts (NI 33-105), the initial purchasers are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

Notice to Prospective Investors in the EEA

In relation to each member state of the European Economic Area, no offer of the Notes which are the subject of the offering has been, or will be made to the public in that Member State, other than under the following exemptions under the Prospectus Directive:

- A. to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- B. 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the initial purchasers for any such offer; or
- C. in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of the Notes referred to in (a) to (c) above shall result in a requirement for the Issuer or any Representative to publish a prospectus pursuant to Article 3 of the Prospectus Directive, or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

Each person located in a Member State to whom any offer of the Notes is made or who receives any communication in respect of any offer of Notes, or who initially acquires any Notes will be deemed to have represented, warranted, acknowledged and agreed to and with each Representative and the Issuer that (1) it is a "qualified investor" within the meaning of the law in that Member State implementing Article 2(1)(e) of the Prospectus Directive; and (2) in the case of any Notes acquired by it as a financial intermediary as that term is used in Article 3(2) of the Prospectus Directive, the Notes acquired by it in the offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Member State other than qualified investors, as that term is defined in the Prospectus Directive, or in circumstances in which the prior consent of the initial purchasers has been given to the offer or resale; or where Notes have been acquired by it on behalf of persons in any Member State other than qualified investors, the offer of those Notes to it is not treated under the Prospectus Directive as having been made to such persons.

The Issuer, the initial purchasers and their respective affiliates will rely upon the truth and accuracy of the foregoing representations, acknowledgments and agreements.

This offering memorandum has been prepared on the basis that any offer of Notes in any Member State will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Member State of Notes which are the subject of the offering contemplated in this offering memorandum may only do so in circumstances in which no obligation arises for the Issuer or any of the initial purchasers to publish a prospectus pursuant to Article 3 of the Prospectus Directive in relation to such offer. Neither the Issuer nor the initial purchasers have authorized,

nor do they authorize, the making of any offer of Notes in circumstances in which an obligation arises for the Issuer or the initial purchasers to publish a prospectus for such offer.

For the purposes of this provision, the expression an “offer of Notes to the public” in relation to any Notes in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression “Prospectus Directive” means Directive 2003/71/EC (as amended) and includes any relevant implementing measure in each Member State.

The above selling restriction is in addition to any other selling restrictions set out below.

Notice to Prospective Investors in United Kingdom

This communication is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”) or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “relevant persons”). The Notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

Notice to Prospective Investors in Switzerland

This offering memorandum, as well as any other materials relating to the Notes which are the subject of the offering contemplated by this offering memorandum, do not constitute an issue prospectus pursuant to Article 652a of the Swiss Code of Obligations. The Notes will not be listed on the SWX Swiss Exchange and, therefore, the documents relating to the Notes, including, but not limited to, this document, do not claim to comply with the disclosure standards of the listing rules of the SWX Swiss Exchange and corresponding prospectus schemes annexed to the listing rules of the SWX Swiss Exchange. The Notes are being offered in Switzerland by way of a private placement, (i.e., to a small number of selected investors only, without any public offer and only to investors who do not purchase the Notes with the intention to distribute them to the public). The investors will be individually approached by the initial purchasers from time to time. This document, as well as any other material relating to the Notes, do not constitute an offer to any other person. This document may only be used by those investors to whom it has been provided in connection with the offering described herein and may neither directly nor indirectly be distributed or made available to other persons without our express consent. It may not be used in connection with any other offer and shall in particular not be copied and/or distributed to the public in (or from) Switzerland.

Notice to Prospective Investors in Japan

The Notes have not been and will not be registered under the Securities and Exchange Law of Japan (the “Securities and Exchange Law”) and, accordingly, each initial purchaser has undertaken that it will not offer or sell any Notes, directly or indirectly, in Japan or to, or for the benefit of any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Securities and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan. For purposes of this paragraph, “resident of Japan” shall have the meaning as defined under the Foreign Exchange and Foreign Trade Law of Japan.

Notice to Prospective Investors in Hong Kong

This offering memorandum has not been approved by or registered with the Securities and Futures Commission of Hong Kong or the Registrar of Companies of Hong Kong. No person may offer or sell in Hong Kong, by means of any document, any Notes other than (i) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance; or (ii) in other

circumstances which do not result in the document being a “prospectus” as defined in the Companies Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance. No person may issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or to “professional investors” as defined in the Securities and Futures Ordinance and any rules made under that Ordinance or to any persons in the circumstances referred to in paragraph (ii) above.

Notice to Prospective Investors in Singapore

This offering memorandum has not been registered as a prospectus with the Monetary Authority of Singapore (the “MAS”) under the Securities and Futures Act, Chapter 289 of Singapore (the “Securities and Futures Act”). Accordingly, this offering memorandum and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes may not be circulated or distributed, nor may the Notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to the public or any member of the public in Singapore other than (a) to an institutional investor pursuant to Section 274 of the Securities and Futures Act, (b) to a relevant person, or any person pursuant to Section 275(1A) of the Securities and Futures Act, and in accordance with the conditions specified in Section 275 of the Securities and Futures Act, or (c) pursuant to, and in accordance with the conditions of, any other applicable provision of the Securities and Futures Act.

Each of the following relevant persons specified in Section 275 of the Securities and Futures Act which has subscribed or purchased Notes, namely a person who is: (i) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (ii) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, should note that shares, debentures and units of shares and debentures of that corporation or the beneficiaries’ rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the Notes under Section 275 of the Securities and Futures Act except: (a) to an institutional investor under Section 274 of the Securities and Futures Act or to a relevant person, or any person pursuant to Section 275(1A) of the Securities and Futures Act, and in accordance with the conditions, specified in Section 275 of the Securities and Futures Act; (b) where no consideration is given for the transfer; or (c) by operation of law.

Notice to Prospective Investors in Chile

Pursuant to Law No. 18,045 of Chile (the securities market law of Chile) and Rule (*Norma de Carácter General*) No. 336, dated June 27, 2012, issued by the Superintendency of Securities and Insurance of Chile (*Superintendencia de Valores y Seguros de Chile* or “SVS”), the Notes may be privately offered in Chile to certain “qualified investors” identified as such by Rule 336 (which in turn are further described in rule No. 216, dated June 12, 2008, of the SVS).

Rule 336 requires the following information to be provided to prospective investors in Chile;

1. Date of commencement of the offer: November 30, 2015. The offer of the Notes is subject to Rule (*Norma de Carácter General*) No. 336, dated June 27, 2012, issued by the SVS;
2. The Notes and the offering memorandum are not registered with the Securities Registry (*Registro de Valores*) of the SVS, nor with the foreign securities registry (*Registro de Valores Extranjeros*) of the SVS and as such as not subject to the oversight of the SVS;
3. Since the Notes are not registered in Chile, there is no obligation by the issuer to make publicly available information about the Notes in Chile; and

4. The Notes shall not be subject to a public offering in Chile unless registered with the relevant Securities Registry of the SVS.

Notice to Prospective Investors in Peru

The offer of the Notes, this offering memorandum and the Notes have not been, and will not be, registered with the *Comisión Nacional Supervisora de Empresas y Valores* (the Peruvian Securities and Exchange Commission). The offer of the Notes in Peru is not considered a public offering and will not be launched in Peru except in circumstances which do not constitute public offering or distribution under Peruvian laws and regulations. This notice is for informative purposes and it does not constitute public offering of any kind.

TRANSFER RESTRICTIONS

The Notes have not been and will not be registered under the Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Notes are being offered hereby only (a) to “qualified institutional buyers” (as defined in Rule 144A under the Securities Act), or QIBs, in compliance with Rule 144A under the Securities Act and (b) in offers and sales that occur outside the United States to persons other than U.S. persons (“non-U.S. purchasers,” which term shall include dealers or other professional fiduciaries in the United States acting on a discretionary basis for non-U.S. beneficial owners (other than an estate or trust)), in offshore transactions meeting the requirements of Rule 903 of Regulation S. As used herein, the terms “offshore transactions,” “United States” and “U.S. person” have the respective meanings given to them in Regulation S.

Each purchaser of Notes will be deemed to have represented and agreed with us and the initial purchasers as follows:

- (1) It is purchasing the Notes for its own account or an account with respect to which it exercises sole investment discretion and that it and any such account is (a) a QIB, and is aware that the sale to it is being made in reliance on Rule 144A under the Securities Act or (b) a non-U.S. purchaser that is outside the United States (or a non-U.S. purchaser that is a dealer or other fiduciary as referred to above);
- (2) It understands that the Notes are being offered in a transaction not involving any public offering in the United States within the meaning of the Securities Act, that the Notes have not been and will not be registered under the Securities Act, and that the Notes may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except as set forth below;
- (3) It shall not resell or otherwise transfer any of such Notes except:
 - to Fibra Uno or any of its subsidiaries;
 - pursuant to a registration statement which has been declared effective under the Securities Act;
 - within the United States to a QIB in compliance with Rule 144A under the Securities Act;
 - outside the United States to non-U.S. purchasers in offshore transactions meeting the requirements of Rule 903 or Rule 904 of Regulation S under the Securities Act; or
 - pursuant to another available exemption from the registration requirements of the Securities Act;
- (4) It agrees that it will give notice of any restrictions on transfer of such Notes to each person to whom it transfers the Notes;
- (5) It understands that the certificates evidencing the Notes (other than the Regulation S Global Notes) will bear a legend substantially to the following effect unless otherwise determined by us:

THE SECURITIES EVIDENCED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR ANY STATE OR OTHER SECURITIES LAWS, AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT IN ACCORDANCE WITH THE FOLLOWING SENTENCE. BY ITS ACQUISITION AND ACCEPTANCE HEREOF OR OF A BENEFICIAL INTEREST HEREIN, THE HOLDER OF THIS SECURITY (1) REPRESENTS THAT IT, AND

ANY ACCOUNT FOR WHICH IT IS ACTING, (A) IS A “QUALIFIED INSTITUTIONAL BUYER” (WITHIN THE MEANING OF RULE 144A UNDER THE SECURITIES ACT) OR (B) IS NOT A U.S. PERSON AND IS ACQUIRING THIS SECURITY IN AN “OFFSHORE TRANSACTION” PURSUANT TO RULE 903 OR 904 OF REGULATION S AND, WITH RESPECT TO (A) AND (B), EXERCISES SOLE INVESTMENT DISCRETION WITH RESPECT TO SUCH ACCOUNT, (2) AGREES FOR THE BENEFIT OF THE ISSUER THAT IT WILL NOT OFFER, SELL, PLEDGE OR OTHERWISE TRANSFER THIS SECURITY OR ANY BENEFICIAL INTEREST HEREIN EXCEPT (A) (I) TO THE ISSUER OR ANY SUBSIDIARY THEREOF, (II) PURSUANT TO A REGISTRATION STATEMENT THAT HAS BECOME EFFECTIVE UNDER THE SECURITIES ACT, (III) TO A QUALIFIED INSTITUTIONAL BUYER IN COMPLIANCE WITH RULE 144A UNDER THE SECURITIES ACT, (IV) TO A NON-U.S. PERSON IN AN OFFSHORE TRANSACTION COMPLYING WITH THE REQUIREMENTS OF RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT OR (V) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT (IF AVAILABLE), AND (B) IN ACCORDANCE WITH ALL APPLICABLE SECURITIES LAWS OF THE STATES OF THE UNITED STATES AND OTHER JURISDICTIONS, AND (3) AGREES THAT IT WILL GIVE TO EACH PERSON TO WHOM THIS SECURITY IS TRANSFERRED A NOTICE SUBSTANTIALLY TO THE EFFECT OF THIS LEGEND. AS USED HEREIN, THE TERMS “OFFSHORE TRANSACTION,” “UNITED STATES” AND “U.S. PERSON” HAVE THE RESPECTIVE MEANINGS GIVEN TO THEM BY REGULATION S UNDER THE SECURITIES ACT.

PRIOR TO THE REGISTRATION OF ANY TRANSFER IN ACCORDANCE WITH PARAGRAPH 2(A)(V) ABOVE, THE ISSUER RESERVES THE RIGHT TO REQUIRE THE DELIVERY OF SUCH LEGAL OPINIONS, CERTIFICATIONS, OR OTHER EVIDENCE AS MAY REASONABLY BE REQUIRED IN ORDER TO DETERMINE THAT THE PROPOSED TRANSFER IS BEING MADE IN COMPLIANCE WITH THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. NO REPRESENTATION IS MADE AS TO THE AVAILABILITY OF ANY EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT.

THIS LEGEND SHALL ONLY BE REMOVED AT THE OPTION OF THE ISSUER.

- (6) If it is a non-U.S. purchaser acquiring a beneficial interest in a Regulation S Global Note offered pursuant to this offering memorandum, it acknowledges and agrees that, until the expiration of the 40 day “distribution compliance period” within the meaning of Regulation S, any offer, sale, pledge or other transfer shall not be made by it in the United States or to, or for the account or benefit of, a U.S. person, except pursuant to Rule 144A to a QIB taking delivery thereof in the form of a beneficial interest in a U.S. Global Note, and that each Regulation S Global Note will contain a legend to substantially the following effect:

PRIOR TO EXPIRATION OF THE 40-DAY DISTRIBUTION COMPLIANCE PERIOD (AS DEFINED IN REGULATION S (“REGULATION S”) UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”)), THIS SECURITY MAY NOT BE REOFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES (AS DEFINED IN REGULATION S) OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, A U.S. PERSON (AS DEFINED IN REGULATION S), EXCEPT TO A QUALIFIED INSTITUTIONAL BUYER IN COMPLIANCE WITH RULE 144A UNDER THE SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF THE INDENTURE REFERRED TO HEREIN.

- (7) It acknowledges that the foregoing restrictions apply to holders of beneficial interests in the Notes, as well as holders of the Notes;

- (8) It acknowledges that Fibra Uno will not be required to accept for registration of transfer any Notes acquired by it, except upon presentation of evidence satisfactory to Fibra Uno that the restrictions set forth herein have been complied with; and
- (9) It acknowledges that Fibra Uno, the Notes Trustee, the initial purchasers and others will rely upon the truth and accuracy of the foregoing acknowledgments, representations and agreements and agrees that if any of the acknowledgments, representations or agreements deemed to have been made by its purchase of the Notes are no longer accurate, it shall promptly notify Fibra Uno, the Notes Trustee and the initial purchasers. If it is acquiring the Notes as a fiduciary or agent for one or more investor accounts, it represents that it has sole investment discretion with respect to each such account and it has full power to make the foregoing acknowledgments, representations and agreements on behalf of each such account.

LISTING AND GENERAL INFORMATION

Clearing Systems

Application has been made to have the Notes accepted for clearance through Euroclear and Clearstream. In addition, application has been made to have the Notes accepted for trading in book-entry form by DTC. For the Rule 144A Notes, the ISIN number is US898324AC28, and the CUSIP number is 898324 AC2. For the Regulation S Notes, the ISIN number is USP9406GAC26, and the CUSIP number is P9406G AC2.

Listing

Application has been made to the Irish Stock Exchange, for the Notes to be traded on the Global Exchange Market. Expenses for the admission of the Notes to be traded on the Global Exchange Market is expected to be €4,540.

Physical copies of our trust agreement, the Indenture, as may be amended or supplemented from time to time, our published annual audited consolidated financial statements and any published interim unaudited consolidated financial statements will be available at our expense at our principal executive offices, as well as at the offices of the Notes Trustee, registrar, paying agent and transfer agent, and at the offices of the Irish paying agent, as such addresses are set forth in this offering memorandum. We believe the auditor's reports included herein have been accurately reproduced.

The Notes have not been and will not be listed in the BMV or registered with the National Securities Registry and therefore the Notes may not be offered or sold publicly, or otherwise be the subject of brokerage activities in Mexico, except pursuant to a private placement exemption set forth under Article 8 of the Mexican Securities Market Law.

Authorization

We have obtained all necessary consents, approvals and authorizations in connection with the issuance and performance of the Notes.

On September 7, 2015, our technical committee authorized the issuance of the Notes.

No Material Adverse Change

Except as disclosed in this offering memorandum, there has been no material adverse change in our prospects since December 31, 2014, the date of our last published audited financial statements.

Except as disclosed in this offering memorandum, there has been no significant change in our financial or trading position or prospects since September 30, 2015, the last financial period for which interim financial information has been published.

Other Matters

The business address of each member of the technical committee is the registered office of the Issuer. As at the date of this offering memorandum, other than as disclosed herein, the Issuer is not aware of any potential conflicts of interest between the duties of the members of the technical committee to the Issuer, and their private interests and/or other duties.

Except as disclosed in this offering memorandum, there are no governmental, litigation or arbitration proceedings against or affecting the Issuer, nor is the Issuer aware of any pending or threatened proceedings of such kind, which may have, or have had, during the 12 months preceding the date of this offering memorandum, a significant effect on the Issuer's financial position or profitability.

Walkers Listing & Support Services Limited is acting solely in its capacity as listing agent for the Issuer in relation to the Notes and is not itself seeking admission of the Notes to the Official Listing of the Irish Stock Exchange or to trading on the Global Exchange Market of the Irish Stock Exchange.

LEGAL MATTERS

The validity of the Notes will be passed upon for us by Hogan Lovells US LLP, our special U.S. counsel, and for the initial purchasers by Paul Hastings LLP, special U.S. counsel to the initial purchasers. Certain legal matters of Mexican law relating to the notes will be passed upon by Holland & Knight México, S.C., our special Mexican counsel, and Bufete Robles Miaja, S.C., special Mexican counsel to the initial purchasers. With respect to certain matters governed by Mexican law, Hogan Lovells US LLP may rely on the opinion of Holland & Knight México, S.C. and González Luna, Moreno y Armida, S.C. and Paul Hastings LLP may rely on the opinion of Bufete Robles Miaja, S.C.

INDEPENDENT AUDITORS

The audited consolidated financial statements of Fibra Uno and its subsidiaries as of and for the years ended December 31, 2014, 2013 and 2012, were audited by Galaz, Yamazaki, Ruiz Urquiza, S.C., a member of Deloitte Touche Tohmatsu Limited. Galaz, Yamazaki, Ruiz Urquiza, S.C. is a member of the Association of Public Accountants of Mexico (*Colegio de Contadores Públicos de México, A.C.*).

INDEX TO FINANCIAL STATEMENTS

	Page
Audited Financial Statements of Fibra Uno	
Audited Annual Consolidated Financial Statements for the Years Ended December 31, 2014 and 2013	F-2
Audited Annual Consolidated Financial Statements for the Years Ended December 31, 2013 and 2012	F-50
Unaudited Financial Statements of Fibra Uno	
Unaudited Condensed Consolidated Interim Financial Statements as of September 30, 2015 and for the Three-month and Nine-Month Periods ended September 30, 2015 and 2014	F-93

**Fideicomiso Irrevocable No. F/1401
(Deutsche Bank Mexico, S. A. Institución de
Banca Múltiple, División Fiduciaria) and
Subsidiaries**

Consolidated Financial Statements for
the Years Ended December 31, 2014 and
2013, and Independent Auditors' Report
Dated April 9, 2015

Fideicomiso Irrevocable No. F/1401
(Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División
Fiduciaria) and Subsidiaries

Independent Auditors' Report and Consolidated
Financial Statements for 2014 and 2013

Table of contents	Page
Auditors' Report	1
Consolidated Statements of Financial Position	3
Consolidated Statements of Comprehensive Income	4
Consolidated Statements of Changes in Trustors' Capital	5
Consolidated Statements of Cash Flows	6
Notes to Consolidated Financial Statements	7

Independent Auditors' Report to the Technical Committee and Trustors of Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries

Auditors' Report of the consolidated financial statements

We have audited the accompanying consolidated financial statements of Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries (Fibra UNO) which comprise the consolidated statements of financial position as of December 31, 2014 and 2013, and the consolidated statements of comprehensive income, changes in trustors' capital and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as Fibra UNO management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Independent auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and subsidiaries as of December 31, 2014 and 2013, and their financial performance and their cash flows for the years then ended, accordance with International Financial Reporting Standards.

Other matter

The accompanying consolidated financial statements have been translated into English for the convenience of readers.

Galaz, Yamazaki, Ruiz Urquiza, S. C.
Member of Deloitte Touche Tohmatsu Limited



C. P. C. Miguel Ángel del Barrio Burgos

Mexico City, Mexico

April 9, 2015

Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries

Consolidated Statements of Financial Position

As of December 31, 2014 and 2013
(In thousands of Mexican pesos)

Assets	Notes	2014	2013
Current assets:			
Cash and restricted cash	5.	\$ 500,848	\$ 1,364,458
Financial investments	6.	19,528,446	723,976
Lease receivables and others	7.	763,723	732,448
Due from related parties	16.	-	125,609
Recoverable taxes, mainly value-added tax		3,082,513	3,736,002
Prepaid expenses		<u>171,658</u>	<u>17,685</u>
Total current assets		24,047,188	6,700,178
Non-current assets:			
Investment properties	8.	113,831,162	88,905,718
Advanced payment for the acquisition of investment property	9.	1,121,095	898,035
Investments in associates	10.	2,854,011	2,341,590
Other assets	11.	<u>2,289,490</u>	<u>2,484,474</u>
Total non-current assets		<u>120,095,758</u>	<u>94,629,817</u>
Total assets		<u>\$ 144,142,946</u>	<u>\$ 101,329,995</u>
Liabilities and Trustors' Capital			
Current liabilities:			
Borrowings	13.	\$ 1,791,924	\$ 7,032,036
Trade accounts payable and accrued expenses	14.	2,455,835	8,187,481
Deferred revenues	15.	57,023	72,085
Due to related parties	16.	<u>-</u>	<u>60,767</u>
Total current liabilities		<u>4,304,782</u>	<u>15,352,369</u>
Borrowings	13.	34,128,710	27,270,390
Deposit from tenants		474,809	389,578
Deferred revenues – Long term	15.	<u>159,174</u>	<u>103,445</u>
Total liabilities		<u>39,067,475</u>	<u>43,115,782</u>
Trustors' capital:			
Trustors' capital	18.	93,500,173	49,914,979
Retained earnings		<u>11,575,298</u>	<u>8,299,234</u>
Total trustors' capital		<u>105,075,471</u>	<u>58,214,213</u>
Total liabilities and trustors' capital		<u>\$ 144,142,946</u>	<u>\$ 101,329,995</u>

See accompanying notes to consolidated financial statements.

Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries

Consolidated Statements of Comprehensive Income

For the year ended December 31, 2014 and 2013

(In thousands of Mexican pesos)

	Note s	2014	2013
Revenue from:			
Leases	22.	\$ 6,989,751	\$ 3,566,311
Maintenance		707,842	237,479
Dividend revenues from beneficiary rights		<u>124,387</u>	<u>100,312</u>
		<u>7,821,980</u>	<u>3,904,102</u>
Expenses from:			
Management fees		(490,832)	(328,187)
Operating expenses		(697,168)	(312,108)
Maintenance expenses		(807,394)	(240,042)
Amortization of administrative platform		(194,984)	-
Executive bonus	17.	(530,280)	-
Property tax		(155,104)	(57,308)
Insurance		<u>(84,179)</u>	<u>(26,762)</u>
		<u>(2,959,941)</u>	<u>(964,407)</u>
Interest expense		(2,019,111)	(757,588)
Interest income		430,494	680,573
Foreign exchange loss, Net		(2,222,097)	(16,426)
Other expenses, Net	19.	-	(1,491,323)
Fair value adjustments to property investments and investments in trust rights	8.	<u>4,659,760</u>	<u>7,720,462</u>
Consolidated net and comprehensive income		<u>\$ 5,711,085</u>	<u>\$ 9,075,393</u>
Basic net income per CBFI (real estate trust certificates) (in Mexican pesos)		<u>\$ 2.3264</u>	<u>\$ 5.7895</u>
Diluted net income per CBFI (in Mexican pesos)		<u>\$ 1.7517</u>	<u>\$ 4.4511</u>

See accompanying notes to consolidated financial statements.

**Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A.
Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries**

Consolidated Statements of Changes in Trustors' Capital

For the year ended December 31, 2014 and 2013
(In thousands of Mexican pesos)

	Number of CBFIs	Capital	Retained earnings	Total
Balances as of January 1, 2013	842,282,890	\$ 23,013,953	\$ 1,010,759	\$ 24,024,712
Equity contribution	966,730,376	27,604,036	-	27,604,036
Distributions to trustors	-	(703,010)	(1,786,918)	(2,489,928)
Consolidated net and comprehensive income	<u>-</u>	<u>-</u>	<u>9,075,393</u>	<u>9,075,393</u>
Balances as of December 31, 2013	1,809,013,266	49,914,979	8,299,234	58,214,213
Equity contribution	1,069,373,660	45,432,735	-	45,432,735
Distributions to trustors	-	(1,847,541)	(2,435,021)	(4,282,562)
Consolidated net and comprehensive income	<u>-</u>	<u>-</u>	<u>5,711,085</u>	<u>5,711,085</u>
Balances as of December 31, 2014	<u>2,878,386,926</u>	<u>\$ 93,500,173</u>	<u>\$ 11,575,298</u>	<u>\$ 105,075,471</u>

See accompanying notes to consolidated financial statements.

Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries

Consolidated Statements of Cash Flows

For the year ended December 31, 2014 and 2013

(In thousands of Mexican pesos)

	2014	2013
Operating activities:		
Consolidated net income	\$ 5,711,085	\$ 9,075,393
Adjustments for non-cash items:		
Adjustment to fair value of investment property and investments in associates	(4,659,760)	(7,720,462)
Unrealized exchange loss (gain)	2,197,163	(78,140)
Amortization of administrative platform	194,984	-
Executive bonus	530,280	-
Investing activities:	-	-
Interest income	(430,494)	(680,573)
Financing activities:		
Interest expense	2,019,111	757,588
Total	<u>5,562,369</u>	<u>1,353,806</u>
(Increase) decrease in:		
Lease receivable and others	(31,275)	(573,677)
Due to related parties	125,609	(114,331)
Recoverable taxes, mainly value-added tax	653,489	(388,340)
Prepaid expenses	(153,973)	1,368
(Decrease) increase in:		
Trade accounts payable	(607,019)	698,369
Deferred revenues	40,667	83,608
Deposit from tenants	85,231	223,154
Due from related parties	(60,767)	(32,028)
Net cash flows provided by operating activities	<u>5,614,331</u>	<u>1,251,929</u>
Investing activities:		
Investment in development projects	(3,573,709)	(3,857,789)
Advanced payments for acquisitions of investment properties	(1,121,095)	(1,049,358)
Acquisition of investment properties	(6,067,057)	(5,876,310)
Acquisition of a business	-	(20,684,026)
Financial investments	(18,804,470)	963,121
Investments in trust rights	(248,970)	(1,469,976)
Interest received	430,494	680,573
Net cash flows used in investing activities	<u>(29,384,807)</u>	<u>(31,293,765)</u>
Financing activities:		
Payments of borrowings	(15,320,277)	(7,391,450)
Proceeds from borrowings	13,101,441	20,686,289
Distributions to trustors	(4,282,562)	(2,489,928)
Interest paid	(1,824,540)	(714,711)
Capital contribution	31,232,804	20,955,479
Net cash flows provided by financing activities	<u>22,906,866</u>	<u>31,045,679</u>
Cash and restricted cash		
Net (decrease) increase in cash and restricted cash	(863,610)	1,003,843
Cash and restricted cash at the beginning of the period	<u>1,364,458</u>	<u>360,615</u>
Cash and restricted cash at the end of the period	<u>\$ 500,848</u>	<u>\$ 1,364,458</u>

See accompanying notes to these consolidated financial statements.

Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries

Notes to Consolidated Financial Statements

For the year ended December 31, 2014 and 2013

(In thousands of Mexican pesos)

1. General information, acquisitions and relevant events

a. General information

Fideicomiso F/1401 of Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria (“Fibra UNO”) was established as a real estate trust on January 12, 2011 by Fibra Uno Administración, S. A. de C. V. (the “trustor”) and Deutsche Bank México, S. A., Institución de Banca Múltiple, División Fiduciaria (the “trustee”). Fibra UNO started operations on March 2011 and was established mainly to acquire and own a variety of real estate properties for the purpose of leasing and developing commercial, industrial and mixed-use properties as well as office buildings and land in the Mexican market.

Fibra UNO, as a real estate investment trust (“FIBRA” for its initials in Spanish), qualifies to be treated as a pass-through entity for Mexican federal income tax purposes. Therefore, all revenue from conducting Fibra UNO’s operations is attributed to the holders of its real estate trust certificates (“CBFIs” for their acronym in Spanish) and Fibra UNO itself is not considered a taxable entity in Mexico according to Mexican Tax Laws and Regulations. In order to maintain FIBRA status, the articles 187 and 188 of the Mexican Income Tax Law have established that FIBRAs must distribute annually at least 95% of its taxable income to the holders of its CBFIs.

Fibra UNO has entered into the following relevant agreements:

- i. An advisory services agreement with Fibra Uno Administración, S. A. de C. V. (“Fibra Uno Administración” or the “Advisor”, related party) for the Advisor to assist Fibra UNO in establishing and implementing its investment and financial strategies.
 - ii. A property management agreement with FI Management, S. C. (“F1 Management”) and F1 Controladora de Activos, S. C. (“F1 Controladora de Activos”) (subsidiary entities) to conduct the day-to-day management of the operations of Fibra UNO.
 - iii. A services agreement with F2 Services, S. C. (“F2 Services”, related party) to perform certain leasing, billing and collection services on behalf of Fibra UNO, subject to its oversight and supervision.
 - iv. An agreement for advisory and property management services, related to certain properties, signed with Jumbo Administración, S. A. P. I. de C. V. (“Jumbo Administración”, related party) under similar conditions as the aforementioned agreements.
 - v. A property management agreement signed with Finsa Holding, S.A. de C.V. to manage the day-to-day operations of the portfolio “Vermont”.
 - vi. A property management agreement signed with Hines Interest, S. A. de C. V. to manage the day-to-day operations of the portfolio “Maine”.
 - vii. A property management agreement signed with GP Servicios Industriales, S.A. de C.V. to manage the day-to-day operations of the portafolio “California”.
 - viii. A property management agreement signed with Consultora Centro Historico, S.A. de C.V. to manage the day-to-day operations of the portafolio “Hotel Centro Histórico”.
- b. The address of the Trust is Quintana Roo No. 3 Despacho 303, Col. Roma Sur, Mexico City.

c. *Acquisitions*

	Portfolio	Acquisition date	Acquisition type
	Samara (i)	December 16, 2014	Investment properties
	Insurgentes 476 (ii)	September 24, 2014	Investment properties
	Insurgentes 1571(iii)	September 24, 2014	Investment properties
	Christel House (iv)	August 24, 2014	Investment properties
	La Viga (v)	July 23, 2014	Investment properties
	Península Vallarta (vi)	July 15, 2014	Investment properties
	Galerías Guadalajara (vii)	July 15, 2014	Investment properties
	Hotel Centro Histórico (viii)	July 7, 2014	Investment properties
	Corporativo San Mateo (ix)	June 25, 2014	Investment properties
	Portafolio California (x)	May 5, 2014	Investment properties
	Portafolio Maine (xi)	February 19, 2014	Investment properties
	Portfolio P8 (xii)	December 20, 2013	Investment properties
	Portfolio Apolo (xiii)	December 18, 2013	Business combination
	Centro Bancomer (xiv)	December 12, 2013	Investment properties
	Portfolio Vermont (xv, xvi and xvii)	November 4, 2013	Investment properties
	Portfolio Delaware (xviii)	October 23, 2013	Investment properties
	Tanara Aguascalientes (xix)	October 23, 2013	Investment properties
	Portfolio Grupo Posadas (xx)	October 1, 2013	Investment properties
	Parque Empresarial Cancún (xxi)	September 24, 2013	Investment properties
	Universidad Autónoma de Guadalajara (xxii)	September 3, 2013	Investment properties
	Pace Industries (xxiii)	March 22, 2013	Investment properties
	Torre Mayor (xxiv)	February 21, 2013	Investment in associates
	Portfolio G30 (xxv)	January 1, 2013	Investment properties
i.	On December 16, 2014, Fibra UNO acquired the corporate office and a shopping mall called Samara, located in México City. The property has a gross leasable area of approximately 144,000 m ² . The total acquisition price was \$5,586 million, assuming debt for \$1,232 million and a payment in CBFIs equivalent to \$4,165 million.		
ii.	On September 24, 2014, Fibra UNO recorded the acquisition of the property called Insurgentes 476 as part of the portfolio P4 located in Mexico City. The property has a gross leasable area of approximately 9,691 m ² . The total amount of acquisition was \$216 million.		
iii.	On September 24, 2014, Fibra UNO recorded the acquisition of the property called Insurgentes 1571 as part of the portfolio P4 located in Mexico City. The property has a gross leasable area of approximately 1,803 m ² . The total acquisition price was \$64.3 million.		
iv.	On August 24, 2014, Fibra UNO recorded the acquisition of a piece of land called “Christel House” located in the Distrito Federal (Mexico City), for the development of educational facilities. The total acquisition price was \$34.2 million.		
v.	On July 23, 2014, Fibra UNO acquired Corporativo la Viga, located in Calzada de la Viga in Mexico City. The property has 22,538 m ² approximately. The total acquisition price was \$414.9 million and will generate an annual net operating income of approximately \$39.5 million.		
vi.	On July 15, 2014, Fibra UNO recorded the acquisition of the shopping mall Peninsula Vallarta as part of the portfolio R-15. It is located in Puerto Vallarta, Jalisco. The property has a gross leasable area of approximately 11,874 m ² . The total acquisition price was \$260 million of which \$57.2 million were paid in cash and \$202.8 million were paid with CBFIs.		

- vii. On July 15, 2014 Fibra UNO recorded the acquisitions of the shopping mall Galerías Guadalajara, as part of the portfolio R-15, located in Guadalajara, in Jalisco. The property has approximately 72,492 m². The total acquisition price was \$3,459 million, of which \$739 million were paid in cash and \$2,720 were paid with CBFIs.
- viii. On July 7, 2014, Fibra UNO recorded the acquisition of a hotel operated by the hotel chain Hilton and other tenants. It is located in the Centro Histórico, in downtown Mexico City. The total acquisition price was US \$90 million, of which US \$59 million were paid with CBFIs, plus debt assumed as part of the acquisition for US \$31 million. The hotel has 458 rooms in approximately 40,000 m² of construction.
- ix. On June 25, 2014, Fibra UNO recorded the acquisition of a property called Corporativo San Mateo located in Estado de Mexico. The total acquisition price was \$121 million. The property has a gross leasable area of approximately 5,440 m².
- x. On May 5, 2014, Fibra UNO recorded the acquisition of portfolio California, the total acquisition price was US \$274.8 million. To date Fibra UNO has paid US \$92.6 million in cash and US \$176.2 million with CBFIs. Fibra UNO will have to pay additional US 6 million if in the next 6 months the occupation increase to 15,550 m² approximately.

The portfolio consists of 29 properties located in Chihuahua, Coahuila, Nuevo León, San Luis Potosí and Tamaulipas with a gross leasable area of 345,469 m² approximately. Additionally, the portfolio has a piece of land of 274,035 m² approximately reserved for future expansions that will generate approximately 137,800 m² of gross leasable area for industrial use in Monterrey and San Luis Potosí.

- xi. During February 2014, Fibra UNO closed the acquisition of 5 industrial properties and a retail property to Hines Mexico (also called Maine). The total amount of the acquisition was U.S. \$ 86.5 million and \$472.4 million of Mexican pesos, respectively.
- xii. On June 6, 2013, Fibra UNO and Inmobiliaria Insurgentes 553, S. A. de C. V. signed a promise of sale and purchase agreement to acquire the portfolio called “P8”, which is comprised of the following properties: (i) a building of offices and a parking lot located on Avenida de las Americas, sector Hidalgo, in Guadalajara City, Jalisco; (ii) a building for offices and a commercial space, both located in the Roma Sur neighborhood, in Mexico City; (iii) a building with hotel components and offices located on Avenida Insurgentes, in Mexico City; (iv) Two hundred, twenty two private units (13 commercial spaces, 75 offices and 144 parking spaces) belonging to the building subject to an ownership in property in condominium located on Avenida Revolución, Alvaro Obregón, in Mexico City; (v) an offices building located in Del Valle neighborhood, Benito Juárez, in Mexico City; (vi) a building located in Guadalupe Inn neighborhood; (vii) a building called Torre Prisma, located in Centro neighborhood, Cuauhtémoc, in Mexico City, and (viii) a building of offices with retail located in Guadalupe Inn neighborhood, Álvaro Obregon, in Mexico City. The total amount for the acquisition was \$2,411,500. The transaction was completed on December 20, 2013.
- xiii. On August 14, 2013, an agreement was executed (which was subsequently modified on July 11, 2013), to acquire the commercial real estate portfolio, consisting of a sophisticated technology and administrative platform, executed between Fibra UNO and Mexico Retail Properties Venture I, L. P., Mexico Retail Properties Venture II, L. P., Mexico Retail Properties Venture III, L. P. (collectively, “MRP”) for the amount of \$20,684,026.

The “Apolo” portfolio consists of 43 commercial properties, two plots of land and four properties under development, which represent a total rentable space of approximately 1,000,000 m².

As part of this transaction, Fibra UNO or its designee, acquired a last-generation operating system designed and currently used by MRP, which will support and assist in the economic expansion plan of Fibra UNO, as well as enhance its ability to identify and capture future investment opportunities arising in the Mexican real estate market. The acquisition closed on December 18, 2013.

The fair value of assets and liabilities acquired as of December 18, 2013 is as follows:

	Apolo
Investment properties	\$ 24,400,274
Construction in progress	334,943
Administrative platform	2,484,474
Recoverable value-added tax	1,799,643
Debt commission	16,854
Allowance CAPEX	74,904
Restricted cash	135,750
Account receivable	38,747
Borrowings	(5,795,039)
Reserves paid for maintenance	(12,500)
Lease advanced payments	(26,665)
Deposit from tenants	(78,389)
Accounts payable	<u>(12,390)</u>
Fair value of net assets acquired	23,360,606
Total consideration transferred and paid in cash	<u>(20,684,026)</u>
Adjustment to fair value of investment properties acquired (1)	<u>\$ 2,676,580</u>

- (1) The aforementioned fair value of the investment properties acquired as of December 18, 2013, was based on appraisals prepared by independent specialists by using a discounted cash flows method. The adjustment hereon represents a bargain purchase gain upon acquisition of the portfolio, which occurred as a result of the time that lapsed from when the acquisition price was agreed upon by the parties to when the acquisition was finalized, coupled with the behavior of the real estate market during that time. This amount was recorded within the fair value adjustments to property investments and investment in trust rights line item in the statement of comprehensive income.

Had the aforementioned portfolio been acquired on January 1, 2013, revenues and net income for Fibra UNO for the year ended December 31, 2013 would have been \$5,377,099 and \$10,199,463, respectively.

Acquisition costs of business acquired as of December 31, 2013 were \$1,491,323, recognized within the other (expenses) income line item in the consolidated statements of comprehensive income.

- xiv. On September 28, 2013, Fibra UNO signed an agreement with Prudential Real Estate Investments to acquire the office building known as Centro Bancomer, located on Avenida Universidad, in Mexico City. The property has a gross leasable area of 101,348m² of offices and it is 100 % occupied by Grupo Financiero BBVA Bancomer through late 2015, with a possible six-month extension under a triple net lease agreement (NNN). The total acquisition price was US \$125 million and the estimated investment in the parking lot area is US \$35 million. The agreement was structured as the acquisition of 100% of the rights to the trust that holds the property. The transaction was completed on December 12, 2013, after receiving approval from the Federal Commission of the Economic Competition (or COFECO for its acronym in Spanish). As of December 31, 2013, Fibra UNO has made payments of US \$22.5 million. During January 2014, Fibra UNO closed the acquisition of Centro Bancomer.

- xv. On August 15, 2013, Fibra UNO executed an asset purchase and sale contract with FW Industrial Portafolio III, S. de R. L. de C. V., FW Industrial Partners I, S. de R. L. de C. V., FW Industrial Partners II, S. de R. L. de C. V., FW Industrial Partners III, S. de R. L. de C. V., and FW Industrial Partners V, S. de R. L. de C. V., (collectively, “Propiedades FW”). The total consideration paid by Fibra UNO for the acquisition was US \$223.4 million. The transaction was completed on November 4, 2013.
- xvi. On August 15, 2013, Fibra UNO executed an asset purchase and sale contract with Finsa II Matamoros, S. de R. L. de C. V., Finsa II Reynosa, S. de R. L. de C. V., Finsa II México, S. de R. L. de C. V., Finsa II Saltillo, S. de R. L. de C. V. and Finsa II Monterrey, S. de R. L. de C. V. (collectively, “Propiedad Finsa II”). The total consideration paid by Fibra UNO for the acquisition was US \$107 million. The transaction was completed on November 4, 2013.
- xvii. On August 15, 2013, Fibra UNO executed an asset purchase and sale contract with Desarrollos Industriales Omega, S. de R. L. de C. V., Finsa Portafolios, S. de R. L. de C. V., Finsa III Morales, S. de R. L. de C. V. and Finsa Selective Assets, S. de R. L. de C. V. (“Propiedades Finsa III”). The total consideration paid by Fibra UNO for the acquisition was US \$40.8 million. The transaction was completed on November 4, 2013.
- xviii. On June 10, 2013, Fibra UNO acquired the Delaware portfolio, which is a property being developed for offices and retail use, located on Avenida de los Insurgentes (in southern Mexico City) where the intention is to develop gross leasable area of approximately 70,000m². In relation to this portfolio, a third party contributed the land on which Fibra UNO will develop the property, to the assets of a trust, whose approximate value is US \$40 million. Fibra UNO owns 100% of the rights to the trust and will take part in such trust as trustor/beneficiary by contributing the necessary resources to develop the project. As consideration Fibra UNO will make a payment in kind equal to 16,000m² of leasable space of the Delaware portfolio. The estimated investment for this portfolio is approximately US \$170 million. The transaction was completed on October 23, 2013.
- xix. On May 27, 2013, an agreement for the assignment of 100% of the rights to Retail Development Property Management Trust was executed among Tiendas de Descuento Monterrey, S. A. de C. V. (“Soriana”), Inmobiliaria Imagen Visión, S. A. de C. V. (“Developer”) and Fibra UNO. The Retail Development Property Management Trust holds the property located in Ejido Ojocaliente, Aguascalientes, in Aguascalientes. The Portfolio is denominated as a “Tanara, Aguascalientes”. The consideration paid by Fibra UNO for the acquisition was \$50,000. The transaction was completed on October 23, 2013.
- xx. On June 28, 2013, Fibra UNO entered into a purchase-sale and leaseback agreement with Grupo Posadas, S.A.B. de C.V. and Posadas México, S. A. de C. V. (together, “Posadas”), in which Fibra UNO will acquire the Posadas portfolio, located at the intersection of Paseo de la Reforma and Periférico and will subsequently lease the property back to Posadas under an operating lease. This portfolio consists of an offices property with 4,815m² approximately of gross leasable area with 100% occupancy as of June 30, 2013. The consideration for the acquisition of the Posadas portfolio is US \$14.9 million. The related lease agreement has a mandatory term of 10 years with respect to Fibra UNO as lessor. This 10-year term is not mandatory for the lessee, who may terminate the lease with respect to the property outlined in the lease, but will be obligated to lease from the lessor the same number of square meters in another property of the lessor, and pay the minimum square meter price established in such lease agreement. The transaction was completed on October 1, 2013.
- xxi. On September 24, 2013, Fibra UNO and Banco Interacciones, S. A., Institución de Banca Múltiple, Grupo Financiero Interacciones, División Fiduciaria, as trustor of the Trust No. 6795 signed an agreement to acquire the real estate development denominated Parque Empresarial Cancun, which is comprised of warehouse. The consideration paid by Fibra UNO for the acquisition was \$177,500.

- xxii. On September 3, 2013, an agreement for the contribution of property was signed by Universidad Autónoma de Guadalajara, A. C. (contributor), Bansi, S. A., Institución de Banca Múltiple (“Trust Bansi”) and Deutsche Bank, S. A. Institución de Banca Múltiple, División Fiduciaria (“Trust acquirer”) as trustor of Fibra UNO, in order to acquire the property located in west Guadalajara, Zapopan, in the state of Jalisco. The total amount of the acquisition was \$580,000. The agreement was structured as the acquisition of 100% by Fibra UNO of the rights of the trust that hold the property.
- xxiii. On March 22, 2013, Fibra UNO entered into an asset acquisition agreement with Pace Industries de Chihuahua II, S. A. de C. V. and Pace Industries de México, S. A. de C. V. (“Pace”); the total price of the acquisition was US \$17.7 million.
- xxiv. On February 21, 2013, Fibra UNO made the second payment equivalent to 90% of the purchase price of the 49% of the fiduciary rights related to the Conjunto Torre Mayor located on Paseo de la Reforma, Mexico City, at a price of US\$102 million, and will form part of the trust’s assets and formalized the transaction.
- xxv. Fibra UNO negotiated with the contributors of the Portfolio G30 that they would contribute to Fibra UNO the rentals from the Portfolio G30 accrued as of January 1, 2013. They also negotiated an extension for the purchase up to June 30, 2013, for purposes of compliance with the COFECO Condition and the notarization of the Portfolio G30 to Fibra UNO on September 30, 2013. These amendments would apply on the understanding that (i) the CBFIs to which the contributors of the stabilized properties of the Portfolio G30 are entitled, will be delivered by Fibra UNO as such properties are notarized; and (ii) the CBFIs related to the development properties will be maintained in the treasury of Fibra UNO and would not have any economic or corporate rights until either Fibra UNO received at least 50% of rentals from the development properties, meaning, half of the leasable space was occupied, or until January 1, 2014, whichever occurred first. Through December 31, 2013, Fibra UNO incurred in construction costs of \$5,162,540, included in construction in-process within investment properties. 182,731,741 CBFIs still remain in escrow, and have impacted diluted earnings per CBFI as discussed in Note 18.

d. ***Relevant events***

- i. On December 18, 2014, a purchase-sale agreement was signed between Fibra UNO and Opción Volcan S. A. de C. V. to acquire the Portafolio called (“Utah”). The total amount of acquisition was US \$67 million. As of December 31, 2014, the transaction has not been concluded.
- ii. On August 26, 2014, a memo of understanding between Fibra UNO and PREI Administradora, A. C. for the acquisition of the Portfolio called (“Kansas”), the total acquisition price was \$10.5 million. As of December 31, 2014, the transaction has not been concluded.
- iii. On June 10, 2014, Fibra Uno made its fourth offering of CBFIs in the amount of 800,400,000 CBFIs at a price of \$41.00 pesos each, equivalent to \$32,816.4 million including over-allocation option and especial offering. The total amount of the certificates are presented net of issuance costs in the consolidated statements of changes in trustors’ capital.

With the resources from this offering Fibra UNO prepaid loans for \$4,214 million.

- iv. On December 16, 2014, Fibra UNO recorded the acquisition of a piece of land located in Cancun, Quintana Roo, for the development of a shopping mall. The total acquisition price was \$407.9 million.
- v. On January 23, 2014, Fibra UNO issued stock certificates in a global offering in two tranches, under the “Senior Notes” program; the first for an amount of US \$600 million for 10-year term, bearing interest at a fixed rate of 5.25%, and the second tranche for an amount of US \$400 million, for a 30-year term, bearing interest at a fixed rate of 6.95%. The principal for both issuances will be paid at maturity.

- vi. With the resources from the issuances mentioned above, during January and February 2014 Fibra UNO made the full payment of the following credit lines:
- (1) On February 5, 2014, a payment was made related to the loan agreement with Banamex in Mexican pesos, which accrued interest at TIIE rate plus a margin of 1.5 % with maturity on March 21, 2014 for principal and interest of \$349,755 and \$770, respectively.
 - (2) On February 4, 2014, the current loan with Actinver for principal and interest of \$300,000 and \$1,722, respectively, were paid in full.
 - (3) On February 4, 2014, an advanced payment was made related to the loan agreement (credit line), pledged by a mortgage guarantee with Inbursa for principal and interest of \$807,269 and \$5,799, respectively.
 - (4) On January 31, 2014, an advance payment was made related to the loan with Banorte in Mexican pesos, which accrued interest at the TIIE rate plus a margin ranging from 1.7 % to 1.85 % with maturity on June 25, 2020 for principal and interest of \$3,339,846 and \$18,355, respectively.
 - (5) On January 31, 2014, an advanced payment was made related to the loan with Santander which accrued interest on unpaid balances at the 28-day TIIE rate plus a margin of 1.90 % for principal and interest of \$650,000 and \$3,185, respectively.
 - (6) On January 30, 2014, Fibra UNO made a payment under the loan with Deutsche Bank AG London Branch for principal and interest of US \$250 million and US \$795, respectively.
 - (7) On January 28, 2014, a payment was made a payment under the loan with BBVA Bancomer, which in Mexican pesos accrued interest at a TIIE rate plus a margin ranging from 1 to 1.3 % with maturity on April 28, 2020 for principal and interest of \$521,942 and \$2,122, respectively.
- vii. On December 13, 2013, Fibra UNO completed a public offering of long-term stock certificates in three tranches for an revolving loan of \$25,000,000 authorized by the National Banking and Securities Commission (CNBV for its acronyms in Spanish), from which 8,500,000 were withdrawn as of December 31, 2013 (see Note 13).
- viii. On October 16, 2013, an agreement of terms and conditions was signed between Fibra UNO, HCM Comercial 3, S. de R. L. de C. V., and HCM Comercial 7, S. de R. L. de C. V. to acquire the portfolio denominated “Maine”, which is comprised of the following: (i) a portion of the property identified as “Terminal Intermodal Guadalajara” of Ferrocarriles Nacionales de México; (ii) the Private Unit UP/1 and Private Unit UP/2 which consists of two warehouses denominated “Parque Industrial Tecnológico III”, located in the municipal of Tlaquepaque, in Jalisco; (iv) a lot located in the Industrial Condominium Casto del Rio, in Irapuato, Guanajuato; (v) a lot located in the Industrial Park San Francisco, located in San Francisco de los Romo, Aguascalientes; (vi) a mall known as Parte Uno located in Merida, Yucatan; and (vii) a lot located in the Condominium Industrial Park Logistic Fraction II in San Luis Potosí, San Luis Potosí. The total amount of the acquisition of the industrial properties is US \$86.5 million and the total amount for the acquisition of the mall is of \$439,500. As of December 31, 2013, the transaction had not been concluded and Fibra UNO has made advance payments for \$311,000, as shown in the advanced payments for acquisition of investment property account (see Note 9).

- ix. On September 9, 2013 an asset purchase contract was executed between Fibra UNO and Premier Inmobiliaria Cuatro, S. de R. L. de C. V. to acquire the portfolio denominated (“California”). The total amount for the acquisition is US \$21.7 million. As of December 31, 2013 the transaction had not been concluded.
- x. On September 9, 2013, an asset purchase contract was executed between Fibra UNO and GP Bienes Inmuebles, S. A. de C. V., Desarrollos Integrales para la Edificación, S. A. de C. V., and Interchange Park Partners Inc. to acquire the portfolio denominated (“California”). The total amount for the acquisition is US \$253 million. As of December 31, 2013 the transaction had not been concluded.
- xi. On July 1, 2013, a purchase contract was executed between Fibra UNO and Citicapital, S. A. de C. V. to acquire the property denominated “Galerías Guadalajara” located in Guadalajara, Jalisco. As of December 31, 2013 the transaction had not been concluded and Fibra UNO had made advanced payments of \$450,922, as shown in the advance payments for the acquisition of investment properties (see Note 9).
- xii. On July 14, 2013, Fibra UNO signed an asset purchase agreement to acquire the portfolio called “La Viga”, which is integrated of one property and two plots of land located in Iztapalapa. The total amount for the acquisition is US \$33 million. As of December 31, 2013 Fibra UNO has made advanced payments of US \$10 million, as shown in the advanced payments for acquisitions of investment properties. The remainder of the acquisition cost was paid upon transfer of title (see Note 9).
- xiii. On July 11, 2013, an agreement of terms and conditions between Fibra UNO and Interindy, S. A. de C. V., Intersik, S. A. de C. V., Inmobiliaria Interpres, S. A. de C. V., Operadora Hotel Centro Historico, S. de R. L. de C. V. was signed to acquire the rights to the trust which holds the Hotel Centro Histórico operated by Hilton, located in the Mexico City historic downtown. The amount of the acquisition was US \$31.7 million plus a payment in kind pursuant to the delivery of 21,775,000 CBFIs issued by Fibra UNO, as a price of \$35 each, totaling \$762,125.
- xiv. On May 2013, Fibra UNO entered into an agreement to acquire the fiduciary rights to 50% of a trust that will hold the assets related to the Torre Diana portfolio of investment properties. The assets in the trust are to be used to implement a development project, in which Reichmann International and Grupo Farca (each of which has a 25% share) participate with Fibra UNO as trustors/beneficiaries. The total investment in this project is estimated to be approximately US \$164 million, of which up to US \$100 million will be contributed by the aforementioned trustors/beneficiaries and the rest through a bank loan payable by such trust. This portfolio is under development and Fibra UNO estimates such project will have a total rentable space of 63,000m², of which it is expected that 50,000m² will be offices space and the remaining 4,000m² commercial areas. The project is expected to be complete in the first quarter of 2016. As of December 31, 2013, Fibra UNO has made advanced payments for the development of Torre Diana of US \$24.5 million.
- vii. On January 29, 2013, Fibra UNO made its third offering of CBFIs in the amount of 444,444,444 CBFIs at a price of \$36.75 each, equivalent to \$16,333,333, as well as 66,666,667 CBFIs related to the over-allotment option equivalent to the amount of \$2,450,000, and 88,888,889 CBFIs of the special offering, equivalent to the amount to \$3,266,666. The total amount of the certificates is 600,000,000 CBFI’s and the total amount of the resources is \$22,050,000 and they are presented net of their issuance costs in the consolidated statements of changes in trustors’ capital.

2. Basis of presentation

- a. **Reclassifications** - Certain amounts in the consolidated financial statements as of and for the year ended December 31, 2013 have been reclassified to conform to the presentation in 2014.

3. Significant accounting policies

a. Statement of compliance

The consolidated financial statements of Fibra UNO have been prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board.

b. Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis, except for investment properties and investment in trust rights which are valued at their fair value, as explained in greater detail in the accounting policies below.

i. Historical Cost

The historical cost is usually based on the fair value of the consideration given in exchange for assets.

Fair Value

Fair value is defined as the price that an entity would receive for selling an asset or that would be paid to transfer a liability in an orderly transaction among market participants in the market at the date of valuation.

c. Basis of consolidation

The consolidated financial statements incorporate the financial statements of Fibra UNO and its subsidiaries controlled by it. Control is achieved when Fibra UNO has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee, and has the ability to use its power to affect its returns. The participation in the capital of the subsidiaries is as follows:

Entity	Participation		Activity
	2014	2013	
F1 Management	99.99%	99.99%	Management services and necessary functions to operate Fibra UNO's business.
F1 Controladora de Activos			Administration, coordination and supervision and collection services to Fibra UNO.
Trust F/00181 "Los Cabos, Baja California Sur"	100%	100%	Real estate leasing
Trust F/00186 "Culiacán, Sinaloa"	100%	100%	Real estate leasing
Trust F/00220 "Ayotla, Estado de Mexico"	100%	100%	Real estate leasing
Trust F/00221 "Parques Polanco, Distrito Federal"	100%	100%	Real estate leasing

Entity	Participation		Activity
	2014	2013	
Trust F/00236 “Tepeji del Río, Hidalgo”	100%	100%	Real estate leasing
Trust F/00246 “Iztapaluca, Estado de México”	100%	100%	Real estate leasing
Trust F/00257 “Juárez I Panamericana, Chihuahua”	100%	100%	Real estate leasing
Trust F/00263 “Coatzacoalcos, Veracruz”	100%	100%	Real estate leasing
Trust F/00276 “Pachuca, Hidalgo”	100%	100%	Real estate leasing
Trust F/00277 “Poza Rica, Veracruz”	100%	100%	Real estate leasing
Trust F/00312 “Juárez II Zaragoza, Chihuahua”	100%	100%	Real estate leasing
Trust F/00468 “ Galerías Diana, Acapulco Guerrero”	100%	100%	Real estate leasing
Trust F/231274 “Tulancingo, Hidalgo”	100%	100%	Real estate leasing
Trust F/233218 “Centrika, Monterrey, Nuevo León”	100%	100%	Real estate leasing
Trust F/00493 “Fashion Mall, Chihuahua”	100%	100%	Real estate leasing
Trust F/00478 “Texcoco, Estado de México”	100%	100%	Real estate leasing
Trust F/00561 “Aguascalientes, Aguascalientes”	100%	100%	Real estate leasing
Trust F/00738 “Huehuetoca, Estado de Mexico”	100%	100%	Real estate leasing
Trust F/00761 “Santa Fe, Distrito Federal”	100%	100%	Real estate leasing
Trust F/00781 “Plaza del Lago, Cuautitlán, Estado de Mexico”	100%	100%	Real estate leasing
Trust F/00740 “Centro Bancomer”	100%	100%	Office real estate leasing
Trust 435/2004	100%	100%	Industrial real estate leasing
Trust 547/2005	100%	100%	Industrial real estate leasing
Trust 631/2005	100%	100%	Industrial real estate leasing
Trust 635/2004	100%	100%	Industrial real estate leasing
Trust 700/2006 “San José Segunda Etapa”	100%	100%	Industrial real estate leasing
Trust 721/2006 “Ecatepec”	100%	100%	Industrial real estate leasing
Trust 722/2006	100%	100%	Industrial real estate leasing
Trust 1480/2013 “Parques Cuautitlán”	100%	100%	Real estate leasing
Trust 1487/2013 “Querétaro”	100%	100%	Industrial real estate leasing
Trust 1527/2013	100%	100%	Industrial real estate leasing
Operadora CVC, A. C.	100%	-	Administrative services for the administration of domestic real estate

All intercompany balances and transactions have been eliminated.

The significant accounting policies follow by Fibra UNO are:

d. ***Business combinations***

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Trust, liabilities incurred by the Trust to the former owners of the acquiree and the equity interests issued by the Trust in exchange for control of the acquiree. Acquisition-related costs are generally recognized in statements of comprehensive income as incurred.

At the acquisition date, all the identifiable assets acquired and all the liabilities assumed are recognized at their fair value.

Fibra UNO also participates in transactions in which it acquires real estate properties. At the time of acquisition, the Trust considers whether the acquisition represents the acquisition of a business. When the acquisition does not represent a business, it is accounted for as an acquisition of a group of assets and liabilities. The cost of the acquisition is allocated to the assets and liabilities acquired based upon their relative fair values, and no goodwill or deferred tax is recognized.

e. ***Financial instruments***

Financial assets and financial liabilities are recognized when the Entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition or issue of a financial asset or liability (other than financial assets and liabilities that are recognized at fair value through profit or loss) are added to or deducted from the fair value of the financial asset or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in income.

Subsequent measurement of financial instruments depends on the accounting category in which they are classified. Detail of the categories of financial instruments can be found in Note 12 and the accounting treatment for each category of financial instruments can be found in the accounting policies described below.

Cash

Cash consists mainly of bank deposits in checking accounts. Cash is stated at nominal value.

Restricted cash

Restricted cash consists of cash in the custody in various trusts. Its use is restricted to the payment of the current debt service and interest under the loan agreement with Banco Nacional Exterior, S. N. C. ("Bancomext"), Banco Nacional de México, S. A. Institución de Banca Múltiple, Grupo Financiero Banamex ("Banamex"), BBVA Bancomer, S. A. Institución de Banca Múltiple ("Bancomer"), Banco Mercantil del Norte, S. A, Grupo Financiero Banorte ("Banorte"), Banco Inbursa, S. A. Institución de Banca Múltiple, Grupo Financiero Inbursa ("Inbursa") y GE Real Estate México, S. de R. L. de C. V. ("GE Real Estate México"). Once payments are settled, funds remaining in these accounts will be released and may be used for the operation of Fibra UNO.

Financial assets at FVTP (Fair Value Through Profit or Loss)

Financial assets are classified as FVTPL when the financial asset is either held for trading or it is designated as FVTPL.

A financial asset is classified as held for trading if:

- It has been acquired principally for the purpose of selling it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- It is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as of FVTPL upon initial recognition if:

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- The financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- It forms part of a contract containing one or more embedded derivatives, and IAS 39 permits the entire combined contract to be designated as of FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognized in profit or loss. The net gain or loss recognized in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the other income (expense), net, line item. Fair value is determined in the manner described in Note 12.

Loans and receivables

Accounts receivable, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are recognized at amortized cost using the effective interest method and are subject to impairment tests.

Interest income is recognized by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Impairment of financial assets

For financial assets, other than financial assets at fair value through profit or loss, potential indicators of impairment are assessed at each balance sheet date. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected. For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of future cash flows, discounted at the original effective interest rate of the financial asset.

Derecognition of financial assets

Fibra UNO derecognizes a financial asset, only when the contractual rights to the cash flows from the asset expire, or when substantially all the risks and rewards of ownership of the asset are transferred to another entity.

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements.

The key feature in determining whether a financial instrument is a liability is the existence of a contractual obligation of Fibra UNO to deliver cash or another financial asset to the holder, or to exchange financial assets or liabilities under conditions that are potentially unfavorable. In contrast, in the case of an equity instrument the right to receive cash in the form of dividends or other distributions is at the Fibra UNO's discretion and, therefore, there is no obligation to deliver cash or another financial asset to the holder of the instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Trust are recognized at the proceeds received, net of direct issue costs.

When Fibra UNO receives contributions or acquires properties which do not constitute a business, in return for its equity instruments, the transaction is recorded as a payment to third parties (other than employees) payable with share-based equity instruments, which are valued at the fair value of the assets received, except where the value cannot be estimated reliably. The effects on the financial position are recorded in the statement of changes in trustors' capital as "equity contributions" and do not impact current earnings. The fair value of the properties is estimated as described in Note 8.

Financial liabilities

Financial liabilities are classified as either financial liabilities at "FVTPL" or "other financial liabilities". Fibra UNO does not hold any financial liabilities at FVTPL.

Other financial liabilities (including long-term debt) are initially measured at fair value, net of transaction costs.

Other financial liabilities are valued subsequently at amortized cost using the effective interest method which is a method of allocating interest expense over the relevant period using the effective interest rate.

Derecognition of financial liabilities

Fibra UNO derecognizes a financial liability when its obligations are discharged, canceled or expire.

Derivative financial instruments

Financial instruments issued by Fibra UNO, including overallotment options of trust certificates, meet the definition of equity instruments and are presented as such. Consequently, there are no derivative financial instruments recognized.

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL. Fibra UNO has determined that it does not hold any embedded derivatives that require bifurcation.

f. ***Investment properties***

Investment properties are properties held to earn rentals and /or capital gains. Properties that are under construction or development may qualify as investment properties.

Investment properties acquired and leasehold improvements are initially recorded at acquisition cost, including transaction costs related to the acquisition of assets. Investment property acquired in exchange for equity instruments are initially recorded at fair value, as described below.

Subsequent to initial recognition, investment properties are measured at fair value. Fair values are determined by independent appraisals recorded at the following times:

- (i) at the time an indicator that impacts the value of the investment property has been detected, and
- (ii) at least once annually from the acquisition of the property.

Gains and losses in fair value are recorded in the line item “fair value adjustments of investment properties - net” in the statement of income in the period in which they arise.

Initial direct costs incurred in negotiation of leases are added to the carrying amount of investment properties.

When Fibra UNO operates a property under an operating lease to earn rentals or for capital appreciation, or both, it is classified and accounted for as investment property.

An investment property is derecognized upon its disposal or when the investment property is permanently out of use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between consideration received and the carrying value of the investment property) is included in profit or loss in the period in which the property is derecognized.

The management of Fibra UNO applies its judgment when determining whether an acquisition of an investment property or a portfolio of investment properties is a business combination or acquisition of assets. Particularly, the following criteria are considered:

- (i) The number of properties of land and buildings acquired.
- (ii) The extent to which significant processes are acquired and in particular the extent of ancillary services provided by the acquirer (e.g., maintenance, cleaning, security, bookkeeping, other property services, etc.).
- (iii) Whether the acquiree has allocated its own staff to manage the property and/or to deploy any processes (including all relevant administration such as invoicing, cash collection, provision of management information to the entity’s owners and tenant information).

g. ***Investments in associates***

An associate is an entity over which the Trust has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. Given the nature of certain of its investments in associates, Fibra UNO has designated those as under the equity method.

h. ***Intangible assets***

1. Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognized separately from goodwill are initially recognized at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately. The administrative platform, the Trust’s most significant intangible asset acquired in a business combination, is amortized on a straight-line basis over a period of 20 years.

2. Derecognition of intangible assets

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in profit or loss when the asset is derecognized.

i. ***Borrowing costs***

The Trust applies the scope exception with respect to capitalization of borrowing costs to investment properties, which are measured at fair value.

j. ***CBFIs based payment***

1. Share-based payment transactions of Fibra UNO

Equity-settled share-based payments to employees and others providing similar services to Fibra UNO are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled CBFIs based transactions are set out in Note 17.

The fair value determined at the grant date of the equity-settled CBFIS-based payments is expensed on a straight line basis over the vesting period, based on Fibra UNO's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, Fibra UNO revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity settled employee benefits reserve.

Equity-settled CBFIs-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date Fibra UNO obtains the goods or the counterparty renders the service.

For cash-settled CBFIs-based payments, a liability is recognized for the goods or services acquired, measured initially at the fair value of the liability. At the end of each reporting period until the liability is settled, and at the date of settlement, the fair value of the liability is remeasured, with any changes in fair value recognized in profit or loss for the year.

k. ***Provisions***

Provisions are recognized when Fibra UNO has a present obligation (legal or constructive) as a result of a past event, it is probable that Fibra UNO will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

l. ***Deposits from tenants***

Fibra UNO obtains refundable deposits from tenants, mainly denominated in pesos, as security for the lease payments for a certain period. These deposits are accounted for as a financial liability (see financial instruments accounting policy above) and are initially recognized at fair value. If a relevant difference from the fair value and the cost at which the liability was initially recorded arises, it would be considered as an initial rent payment and consequently, it would be amortized over the lease term. The deposit would subsequently be measured at amortized cost.

m. ***Rental revenue***

Leases are classified as finance leases when the terms of the lease transfer substantially all the risks and benefits incidental to ownership. All other leases are classified as operating leases. Properties operated under operating leases are included under investment property in the accompanying consolidated statements of financial position.

Operating lease income, which is similar to the contractual lease payments except for the consideration of incentives granted, such as grace periods, are recognized on a straight line basis over the lease term, except for contingent rents (such as inflation), which are recognized when they earned. The lease term is the non-cancellable period of the contract, including additional terms for which the lessee has the option to extend, when at lease inception, management has a reasonable certainty that the lessee will exercise the option.

Revenues also include reimbursements of operating expenses, maintenance and publicity, and others, which are recognized in the period in which services are rendered.

n. ***Income taxes***

As further explained in Note 1, the Trust qualifies as a FIBRA under the Mexican Income Tax Law and, accordingly, no provision for income taxes is recognized. The current and deferred tax consequences of a change in tax status are included in profit or loss for the period, unless they relate to transactions are recognized directly in equity or in other comprehensive income.

o. ***Foreign currency***

Foreign currency transactions are recognized at the rates of exchange prevailing at the dates of the transactions. Monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Exchange differences are recognized in profit or loss.

p. ***Statement of cash flows***

Fibra UNO presents its statements of cash flows using the indirect method. Interest received is classified as investing cash flow, while interest paid is classified as financing cash flow.

4. **Critical accounting judgments and key sources of estimation uncertainty**

In the application of Fibra UNO's accounting policies, which are described in Note 3, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

a. ***Critical judgments in applying accounting policies***

The following are the critical judgments, apart from those involving estimates (see below), that management has made in the process of applying the Fibra UNO's accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements.

Lease classification

As explained in Note 3, leases are classified based on the extent to which risks and rewards incidental to ownership of a leased asset lie with Fibra UNO or the tenant, depending on the substance of the transaction rather than the form of the contracts. Fibra UNO has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these property and thus accounts for leases as operating leases.

Business combinations

Management of the Trust applies its judgment when determining whether an acquisition of an investment property or a portfolio of investment properties is a business combination or an asset acquisition. Particularly, the following criteria are considered:

- i. The number of properties of land and buildings acquired.
- ii. The extent to which significant processes are acquired and in particular the extent of ancillary services provided by the acquiree (e.g., maintenance, cleaning, security, bookkeeping, other property services, etc.).
- iii. Whether the acquiree has allocated its own staff to manage the property and/or to deploy any processes (including all relevant administration such as invoicing, cash collection, provision of management information to the entity's owners and tenant information).

This determination can have significant impact in the accounting for the initial and subsequent recognition of assets and liabilities acquired. The transactions which occurred during the periods presented in the accompanying consolidated financial statements were accounted for as asset acquisitions.

Income taxes

In order to continue to maintain the FIBRA status for Mexican federal income tax purposes, the Trust needs to meet the various requirements, which relate to matters such as the annual distribution of at least 95% of its net taxable income. The Trust applies judgment in determining whether it will continue to qualify under such tax status. No current or deferred income taxes have been accounted for in the accompanying consolidated financial statements.

b. ***Key sources of estimation uncertainty***

The following are the key assumptions concerning key sources of estimation uncertainty at the end of the reporting period and that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Valuation of investment properties

In order to estimate the fair value of the investment properties, management, with the assistance of an independent appraiser, selects the appropriate valuation techniques given the particular circumstances of each property and valuation. Critical assumptions relating to the estimates of fair values of investment properties include the receipt of contractual rents, expected future market rents, renewal rates, and maintenance requirements, discount rates that reflect current market uncertainties, capitalization rates and recent investment property prices. If there is any change in these assumptions or regional, national or international economic conditions, the fair value of property investments may change materially.

There have been no changes to valuation techniques during 2014 and 2013. The management of Fibra UNO considers that valuation techniques and critical assumptions used are appropriate to determine the fair values of its investment properties.

5. Cash and restricted cash

	2014	2013
Cash	\$ 181,675	\$ 789,675
Restricted cash:		
Financial reserve for bank loans	<u>319,173</u>	<u>574,783</u>
Total cash and restricted cash	<u>\$ 500,848</u>	<u>\$ 1,364,458</u>

6. Financial investments

	2014	2013
Trading investments - Government securities	<u>\$ 19,528,446</u>	<u>\$ 723,976</u>

7. Lease receivables and others

	2014	2013
Lease receivables	\$ 722,986	\$ 542,179
Allowance for doubtful accounts	<u>(59,483)</u>	<u>(18,270)</u>
	663,503	523,909
Other receivables	<u>100,220</u>	<u>208,539</u>
	<u>\$ 763,723</u>	<u>\$ 732,448</u>

a. Lease receivables and credit risk management

At the inception of lease contracts, Fibra UNO requests a refundable deposit from its customers to guarantee timely payment of rents on the commercial property leases, generally denominated in Mexican pesos, consisting, in most of the cases, of two months of rent, which is presented under the caption Deposit from tenants in the accompanying consolidated statements of financial position. In addition, depending of the characteristics of the commercial property, Fibra UNO may request a non-refundable deposit. Alternatively, Fibra UNO requests bonds and other guarantees from its customers. For anchor customers and other high credit quality customers the above guarantees may be waived.

On a combined basis, and considering only the figures for the month of December 2014 and 2013, Wal Mart and Santander tenants represents 13% and 7% of lease revenue, respectively. Individual properties comprising the combined properties may be individually subject to concentrations of credit risk.

Fibra UNO estimates an allowance for doubtful accounts to provide for unrecoverable amounts receivable. The estimation consist of 100% of past due accounts in legal procedure, 20% of past due accounts under extrajudicial processes and 100% of impairments approved by the Collection Committee. The allowance is reviewed on a periodic basis.

b. Aging of receivables that are past due but not impaired

Currently, Fibra UNO holds monthly collection levels equal to its monthly billing period; business practices and negotiation allow Fibra UNO to maintain its accounts receivable with maturities of no greater than 90 days. Accounts receivable that are in extrajudicial process are not significant, for which no reserve of uncollectible amounts has been recognized.

8. Investment properties

<i>Fair Value</i>			2014	2013
Investment property for leasing			\$ 102,889,460	\$ 76,667,511
Investment property under development			8,538,012	9,834,517
Property interests held under operating leases			<u>2,403,690</u>	<u>2,403,690</u>
			<u>\$ 113,831,162</u>	<u>\$ 88,905,718</u>
	Type	Number of properties	2014	2013
Balance at the beginning of the period			\$ 88,905,718	\$ 29,853,455
Acquisitions:				
Samara	Mixed	1	5,586,000	-
Portafolio R-15	Retail	2	3,835,434	-
Portafolio California	Industrial	29	3,638,928	-
Portafolio Maine	Mixed	6	1,673,636	-
Hotel Centro Histórico	Retail	1	1,173,506	-
La Viga	Offices	1	646,743	-
Portafolio P4	Offices	2	280,300	-
Corporativo San Mateo	Offices	1	120,979	-
Apolo Portfolio	Retail	49	-	24,400,274
G30 Portfolio	Mixed	30	-	10,865,473
Vermont Portfolio	Industrial	34	-	4,820,737
P8 Portfolio	Offices	8	-	2,411,500
Centro Bancomer	Offices	1	-	1,633,150
Universidad Autónoma de Guadalajara	Retail	1	-	580,075
Delaware Portfolio	Mixed	1	-	514,852

	Type	Number of properties	2014	2013
Pace Industries	Industrial	1	-	226,728
Edificio Corporativo Posadas	Offices	1	-	195,018
Parque Empresarial Cancún	Industrial	1	-	177,500
Tanara Aguascalientes	Retail	1	-	50,000
Morado Portfolio	Mixed	16	-	1,620
Villa Hermosa	Retail	1	-	9,315
Construction in progress			3,573,709	8,684,236
Fair value adjustments to investment properties (1)			<u>4,396,209</u>	<u>4,481,785</u>
Balance at the end of the period			<u>\$ 113,831,162</u>	<u>\$ 88,905,718</u>

Significant assumptions utilized in determining fair value are as follows:

- a. CAP rate - This is a rate of profitability of a real estate investment property based on the expected income that the property will generate. The capitalization rate has been used to estimate the potential investor return on its investment, and is obtained by dividing the income generated from the properties, after fixed costs and variable expenses, by the total property value. CAP rates used in the Trust's discounted cash flows range from 7.75% to 9.50% in retail properties, from 8.00 % to 9.00% in industrial properties and from 7.75% to 9.00% in offices.

The CAP rate is determined by property, considering the geographic location, occupancy and/or vacancy percentage, remaining lease term, use and type of real estate, quality of the tenants, open and competitive market prices for in similar real estate properties in terms of use and type, income in dollars or pesos (both cases), country risk, inflation, and rental periods or terms.

As of December 31, 2014 and 2013, a change of +25 basis points in the CAP rate used for the valuation of the properties would result in a decrease in the fair value of investment properties and investment in associates of approximately \$3,504,335 and \$2,920,244, respectively.

- b. Value per square meter in average leases (GLA) - This is obtained based on the use and construction classification of the property, bearing in mind its useful and rentable area. Value in Mexican Pesos per square meter for average rentals used in the Trust's discounted cash flows range from \$85 to \$2,500 in retail properties, from \$38 to \$90 in industrial properties and from \$170 to \$510 in offices. An increase in value per square meter for average rentals would result in an increase in the fair value of investment properties, while a decrease would have the opposite effect.
 - c. Discount rate – Is obtained from considering the geographic location, occupancy and/or vacancy percentage, remaining lease term, use and type of real estate, quality of the tenants, open and competitive market prices for in similar real estate properties in terms of use and type, income in dollars or pesos (both cases), country risk, inflation, and rental periods or terms. Discount rates used in the Trust's discounted cash flows range from 7.75% to 9.50% in retail properties, from 8.00 % to 9.00% in industrial properties and from 7.75% to 9.00% in offices. An increase in the discount rate would result in a lower fair value of the Trust's investment properties, while a decrease would have the opposite effect.
- (1) The fluctuation of the fair value on investment properties of the period is recognized in the consolidated statements of comprehensive income under the heading adjustments to the fair value of investment properties. In 2013, this amounts includes a bargain purchase gain, as discussed in Note 1(b) (xiii).

All the investment properties of Fibra UNO are held under absolute control.

Fibra UNO obtains valuations by independent appraisers that hold recognized and relevant professional qualifications and have experience in the location and category of its investment properties.

Management considers different valuation techniques under the income, market and cost approaches, to estimate the fair value of investment properties and selects the most appropriate considering the particular circumstances of the property and availability of information, seeking to maximize the use of observable data. First, Fibra UNO considers whether current prices in an active market for similar properties in the same location and condition and subject to similar lease and other contracts are available. However, in most cases, it uses a discounted cash flows technique given the availability of information.

The discounted cash flows valuation technique requires the projection of future estimated cash flows from a property in operation or under development. Future estimated cash flows include revenues taking into account occupancy rates and uncollectibility, less operating expenses. These cash flows are discounted at an appropriate discount rate, derived from market participants' assumptions to determine the present value of the cash flows, which represent fair value.

9. Advanced payment for the acquisition of investment property

	2014	2013
Fideicomiso F/249688	\$ 506,736	\$ -
Prei Administradora, S. C.	400,000	-
Opción Volcán, S. de R. L. de C. V.	188,755	-
Portafolio Florida	25,604	-
Citicapital, S. A. de C. V.	-	450,922
HCM Comercial 3, S. de R. L. de C. V.	-	311,000
Others	-	136,113
	<u>\$ 1,121,095</u>	<u>\$ 898,035</u>

10. Investments in associates

	Participation %	2014	2013
Torre Mayor (1)	49%	\$ 2,295,524	\$ 2,032,073
Torre Diana	50%	<u>558,487</u>	<u>309,517</u>
		<u>\$ 2,854,011</u>	<u>\$ 2,341,590</u>

(1) The Trust elected to account for this investment under equity method, as required by IFRS, given the nature of the investment.

11. Other assets

	2014	2013
Administrative platform	\$ 2,043,674	\$ 2,043,674
Implementation fees	440,800	440,800
Accumulated amortization	<u>(194,984)</u>	<u>-</u>
	<u>\$ 2,289,490</u>	<u>\$ 2,484,474</u>

12. Financial instruments

Categories of financial instruments

	2014	2013
<i>Financial assets:</i>		
Cash and restricted cash	\$ 500,848	\$ 1,364,458
Investment in government securities	19,528,446	723,976
Lease receivables	763,723	732,448
Due from related parties	-	125,609
<i>Financial liabilities:</i>		
At amortized cost -		
Trade accounts payable	\$ 1,458,916	\$ 7,959,361
Due to related parties	-	60,767
Borrowings	36,311,306	34,442,020
Deposit from tenants	474,809	389,578

Capital management

Fibra UNO manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to partners through the optimization of the debt and equity balances.

Fibra UNO's capital consists of debt and trustors' capital. Fibra UNO's objectives in managing capital are to ensure adequate operating funds are available to maintain consistent and sustainable CBFi distributions, to fund leasing costs and capital expenditure requirements, and to provide for resources needed to acquire new properties.

Management uses certain financial ratios related to debt, equity and earnings distributions to ensure capital adequacy and monitor capital requirements. The primary ratios used for assessing capital management are the Loans to Value ("LTV") and the Debt Service Coverage ratios ("DSCR"). These indicators assist Fibra UNO in assessing that the debt level maintained is sufficient to provide adequate cash flows for unit holder distributions and capital expenditures, and for evaluating the need to raise funds for further expansion.

Fibra UNO's Trust Agreement limits its borrowings to the minimum amount between an LTV ratio of 50% and a DSCR ratio of 1.2. For the year ended December 31, 2014 and 2013 Fibra UNO's LTV and DSCR were 34% and 30% and 4.6 and 8.36 times, respectively.

Financial risk management objective

The objective of financial risk management is to meet financial expectations, results of operations and cash flows that will maximize the return to investors in CBFIs, to ensure the ability to make distributions to holders of CBFIs and to satisfy any future debt service obligations.

Fibra UNO's Technical Committee function provides services to the business, coordinates access to domestic financial markets and monitors and manages the financial risks relating to the operations of Fibra UNO through internal risk reports which analyze exposures by degree and magnitude of risks. These risks include market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

Market risk management

The activities of Fibra UNO expose it primarily to interest rate risk and foreign currency exchange rate risk. The Trust obtains financing with different conditions, either from third or related parties, usually at variable interest rates exposing it to changes in market rates. Financing negotiated in U.S. dollars expose Fibra UNO to fluctuations in the exchange rate between such currency and its functional currency, the Mexican peso. Nevertheless, Fibra UNO has a natural hedge for financing denominated in U.S. dollars coming from the lease contracts that are denominated in the same currency, since cash flows provided by those leases are used to settle the aforementioned debts.

Interest rate risk management

Fibra UNO enters into financing at variable rates, mainly, the 28-day Mexican Interbank Equilibrium Offered Rate (“TIIE”) and London Inter Bank Offered Rate (“LIBOR”). The decision to acquire debt at variable rates is based upon market conditions when contracted. The Trust prepares sensitivity analyses of projected future cash flows to establish the maximum finance charge to maintain profitable projects.

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management’s assessment of the reasonably possible change in interest rates.

If interest rates had been 100 basis points higher/lower and all other variables were held constant, Fibra UNO’s net income and trustors’ capital for the year ended December 31, 2014 and 2013, would have decreased/increased by approximately \$363 million and \$344 million, respectively.

Foreign currency risk management

Fibra UNO conducts transactions denominated in US dollars; therefore it is exposed to changes in exchange rates between the Mexican peso and the US dollar.

a) The foreign currency monetary position is as follows:

	2014	2013
US dollars (thousands):		
Monetary assets	66,473	74,548
Monetary liabilities	<u>(1,712,729)</u>	<u>(746,209)</u>
Net monetary liability position	<u>(1,646,256)</u>	<u>(671,661)</u>
Equivalent in Mexican pesos	<u>\$ (24,257,253)</u>	<u>\$ (8,775,385)</u>

b) The exchange rates, in pesos, in effect as of the date of the statements of financial position and the date of issue of the accompanying financial statements are as follows:

	December 31, 2014	December 31, 2013	April 9, 2015
US dollars	<u>\$ 14.7348</u>	<u>\$ 13.0652</u>	<u>\$ 14.9072</u>

Foreign currency sensitivity analysis

As of December 31, 2014, in the opinion of the management, the current exchange rate risk as a function of US dollar-denominated debt service is not significant, given a natural hedge provided by revenues also denominated in that currency. As of December 31, 2014, Fibra UNO obtained three borrowings in US dollars from different financial institutions. As of December 31, 2013, Fibra UNO obtained six borrowings in US dollars from different financial institutions

If exchange rates had been one Mexican peso per US dollar higher/lower and all other variables were held constant, the Trust’s net income and trustors’ capital for the year ended December 31, 2014 and 2013 would have decreased/increased by \$1,646,256 and \$671,661, respectively.

Credit risk management

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to Fibra UNO. Substantially all Fibra UNO income is derived from rental income from commercial property. As a result, its performance depends on its ability to collect rent from its tenants and its tenants' ability to make rental payments. Income and funds available for distribution would be negatively affected if a significant number of tenants, or any major tenants fail to make rental payments when due or close their businesses or declare bankruptcy.

As of December 31, 2014 and 2013, 10 largest tenants occupied approximately 25% and 30% of the total leasable area, respectively, and represented approximately 22% and 28% of revenues attributable to the Trust's investment property portfolio for the years then ended, respectively. In addition, as of December 31, 2014, one tenant occupied 715,389 of 5,951,200 m² of the total leasable area of Fibra UNO, which represents approximately 12% of the total leasable area and approximately 11% of the rental revenues for the year the ended. As of December 31, 2013, one tenant occupied 709,399 of 4,949,403 square meters of the total leasable area of Fibra UNO, which represents approximately 14% of the total leasable area and approximately 15% of the rental revenues for the year the ended.

Fibra UNO has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Credit risk arises from balances of cash and cash equivalents, accounts receivable, and amounts due from related parties and financial investments. The maximum exposure to credit risk is the balance of each of those accounts as shown in the statement of financial position.

Liquidity risk management

Liquidity risk represents the risk that Fibra UNO will encounter difficulty in meeting its obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Ultimate responsibility for liquidity risk management rests within Fibra UNO's Technical Committee, which has established an appropriate liquidity risk management framework for the management of Fibra UNO's short-, medium- and long-term funding and liquidity management requirements. Fibra UNO manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of forecasted rental cash flows and liabilities. The Treasury department monitors the maturity of liabilities to program payments.

The following tables detail Fibra UNO's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been prepared based on the undiscounted cash flows of financial liabilities based on the earliest date on which Fibra UNO may be required to pay such obligations. The tables include cash flows related to both interest and principal. To the extent that interest is based on a variable rate, the undiscounted amount is derived from the spot interest rates at the end of the reporting period.

	Up to 1 year	1 to 5 years	More than 5 years	Total
<i>December 31, 2014</i>				
Trade accounts payable and accrued expenses	\$ 1,458,916	\$ -	\$ -	\$ 1,458,916
Borrowings	3,737,182	21,852,532	31,789,727	57,379,441
Deposit from tenants	-	275,389	199,420	474,809
	<u>\$ 5,196,098</u>	<u>\$ 22,127,921</u>	<u>\$ 31,989,147</u>	<u>\$ 59,313,166</u>
	Up to 1 year	1 to 5 years	More than 5 years	Total
<i>December 31, 2013</i>				
Trade accounts payable and accrued expenses	\$ 7,959,361	\$ -	\$ -	\$ 7,959,361
Due to related parties	60,767	-	-	60,767
Borrowings	7,560,182	25,018,267	9,582,898	42,161,347
Deposit from tenants	-	225,955	163,623	389,578
	<u>\$ 15,580,310</u>	<u>\$ 25,244,222</u>	<u>\$ 9,746,521</u>	<u>\$ 50,571,053</u>

On December 31, 2014 and 2013, the interest payable in future periods, based on the terms of the outstanding loan contracts, amounts to slightly over \$21,068 million pesos and \$7,719 million pesos, respectively and should be considered in addition to the amounts indicated in the table of maturities.

Fair value of financial instruments

Fair value of financial instruments valued at FVTPL on a recurring basis

Financial assets/financial liabilities	Fair value as of		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
	31/12/14	31/12/13				
Investments in Government securities	\$ 19,528,446	\$ 723,976	Level 1	Market value. The fair value of these investments is measured with quoted prices (unadjusted) in active markets for identical instruments.	-	-

Fair value of financial instruments carried at amortized cost

The carrying amounts of accounts receivable, accounts payable and other financial assets and liabilities (including due to/from related parties) are of a short-term nature and, in some cases, bear interest at rates tied to market indicators. Accordingly, Fibra UNO believes that their carrying amounts approximate their fair value. Further, deposits from tenants approximate their fair value since the discount rate used to estimate their fair value upon initial recognition has not changed significantly.

The following table presents the carrying amounts and fair values of borrowings:

	December 31, 2014		December 31, 2013	
	Amortized cost	Fair value	Amortized cost	Fair value
Senior notes	\$ 14,734,800	\$ 15,721,231	\$ -	\$ -
GE Real Estate México	9,354,298	8,584,888	10,678,256	8,578,817
Long-term CBFIs	8,593,654	8,826,091	8,500,314	8,500,314
HSBC	1,231,663	1,354,829	-	-
Bancomext	1,190,423	1,209,384	1,102,768	1,102,436
Met Life	848,294	949,074	403,302	441,855
Banamex	358,174	349,763	2,457,448	2,439,820
Deutsche Bank	-	-	3,266,300	3,266,300
Banco Mercantil del Norte	-	-	3,259,169	3,367,016
BBVA Bancomer	-	-	2,524,193	2,492,687
Banco Inbursa	-	-	1,300,270	1,433,596
Actinver	-	-	300,000	300,000
Santander	-	-	650,000	600,140
	<u>\$ 36,311,306</u>	<u>\$ 36,995,260</u>	<u>\$ 34,442,020</u>	<u>\$ 32,522,981</u>

On December 31, 2014 and 2013, the amounts of the costs of transaction were \$390,671 and \$139,594, respectively, (see Note 13).

Valuation techniques and assumptions applied for the purpose of measuring fair value

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices (includes listed redeemable notes, bills of exchange, debentures and perpetual notes).

- The fair values of other financial assets and financial liabilities (excluding those described above) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using actual transaction prices from observable markets and quotes for similar instruments. In particular, the fair value of long-term debt, which is considered a Level 3 measurement as per below, was determined using a discounted cash flow model using estimates of current market rates based on observable future curves for TIIE and a credit spread estimated from observable credit spreads for similar entities adjusted as needed.

Financial instruments that are measured subsequent to initial recognition at fair value are grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

13. Borrowings

	2014	2013
On January 23, 2014, Fibra UNO issued Senior Notes in foreign countries split in two tranches, one for US \$600 million maturing in 10 years after the issuance, bearing interest at a fixed rate of 5.25%. The second tranche of US \$400 million maturing in 30 years after the issuance, bearing interest at a fixed rate of 6.95%. For both tranches the interest are payable every six months and the principal is due at maturity.	\$ 14,734,800	\$ -
On December 16, 2013, Fibra UNO issued debt certificates in three tranches under a program of up to \$25,000,000 authorized by the CNBV: (i) a tranche for \$4,350,000 incurring interest at a TIIE rate plus 80 basis points maturing in 5.5 years, (ii) a tranche for \$2,000,000 at a fixed rate of 8.40% with a maturity of 10 years and (iii) a tranche for \$2,150,000 at a fixed rate of 5.09% equivalent to 425.7 million Investment Units ("UDIs") with maturity of 15 years.	8,593,654	8,500,314
Unsecured loan with GE Real Estate México. As of December 31, 2014 and 2013, the amount to be paid is US \$395.9 and US \$440.2 million, respectively; and \$1,738,908 and \$2,064,625, respectively, in Mexican pesos. The dollar amount accrues interest over two tranches, one at a fixed at 2.20% and the other at Libor rate plus a spread of 1.80%. The peso amount accrues interest in a tranche at a fixed rate of 6.52% and a tranche at a TIIE plus a spread of 1.80% as stipulated in the debt contract. Maturity is in July 2016. Amortizations will be US \$2 million per month and four additional amortizations of US \$25 million during the first four years. The loan payments will be made by collections of receivables. The loan is secured by the properties acquired from the Morado portfolio.	6,864,074	6,921,234

	2014	2013
Unsecured loan with GE Real Estate México. As of December 31, 2014 the payable amount is US \$18.5 million and in Mexican pesos is \$1,404,873 and \$2,112,008 as of December 31, 2013. The dollar amount accrues interest at 90-day LIBOR rate plus a spread of 1.5%. The amount in Mexican pesos accrues interest at a fixed rate of 9.93%. Maturity is on November 30, 2017. (5)	1,677,489	2,360,478
On December 16, 2014, Fibra UNO assumed debt as part of the acquisition of Samara with HSBC for US \$16.04 million and \$995.27 million. The dollar amount accrues interest at Libor rate plus a spread of 2 basis points, the peso amount accrues interest at a TIIE rate plus a 2 basis points. Maturity is on September 15, 2021. (2)	1,231,663	-
Unsecured loan with Bancomext. As of December 31, 2014, the payable amount is US \$84.4 million. The loan accrues interest at 4.49%. The terms of the debt require 84 monthly amortizations and a final payment equal to 66.03% of the total amount, maturing on November 3, 2020. (4)	1,190,587	1,102,768
Unsecured loan with GE Real Estate México. As of December 31, 2014, the amount payable is up to US \$104.1 million; in Mexican pesos is \$36,429. The US dollar portion accrues interest at the 90-day LIBOR rate plus a margin ranging from 3.85% to 4%, with maturity on July 1, 2018; the Mexican peso portion accrues interest at the 29-day TIIE rate plus a 4% spread. Maturity is on January 1, 2016. (4)	812,592	1,396,544
On June 30, 2014, Fibra UNO assumed debt as part of the acquisition of the hotel Hilton Centro Histórico with Metlife for US \$31.1 million. This loan will be paid in 13 monthly repayments with maturity on July 1, 2015. This loan accrues interest at a fixed rate of 7.5%. (1)	454,926	-
Unsecured loan with Banca Mifel, S. A., Institución de Banca Múltiple, Grupo Financiero Mifel (“Met Life”). The loan accrues interest on unpaid balances at a Bono M10 rate plus a spread of 1.9%. Maturity is December 31, 2023. (5)	393,368	403,302
Unsecured loan with Banamex. As of December 31, 2014, the amount payable is US\$13.6 million and \$178,796 in Mexican pesos. The dollar amount accrues interest at the 90-day LIBOR rate plus a spread of 1.9%. The Mexican peso amount bears interest at the 29-day TIIE plus a spread of 1.9%. Maturity is July 30, 2020.(5)	358,153	512,963
On December 18, 2013, Fibra UNO signed a provisional loan with Deutsche Bank AG, London Branch for US \$250 million for a 360-day term. This loan accrues interest at a LIBOR rate plus 250 basis points.	-	3,266,300

	2014	2013
Unsecured loan with Banorte. The loan accrues interest at the 29-day TIIE rate plus a margin ranging from 1.70 % to 1.85 %. Maturity is on June 25, 2020. (3)	-	3,259,169
On December 18, 2013, Fibra UNO signed a provisional loan contract with Bancomer, of \$2,000,000. The loan accrues interest at a TIIE rate plus a margin of 60, 90 and 120 basis points. Maturity is on September 10, 2014.	-	2,000,000
Unsecured loan with Banamex. The loan accrues interest at the 29-day TIIE rate plus a spread of 5.2855 %. Maturity is on March 21, 2015. (5)	-	1,944,486
On December 16, 2011, Fibra UNO signed a loan agreement (credit line), pledged by a mortgage guarantee with Inbursa for an amount up to \$2,500,000 Mexican pesos. The first withdrawal under the credit was made on December 19, 2011 for amount of \$850,000; from the date, Fibra UNO will have a period of twelve months to make additional withdrawals. The loan accrues interest at the 91-day TIIE, plus a margin ranging from 2% to 5%. Principal matures over 80 quarters, with the first principal and interest payment due in March 2013 and the last payment due in December 2031. Interest paid corresponds only to the amounts withdrawn under the credit line.	-	807,269
On June 18, 2013, Fibra UNO signed the third modification agreement to the credit facility with mortgage and chattel guarantees dated December 21, 2011 with Santander to obtain a line of credit up to an amount of \$1,100,000, which will be divided into two Tranches A and B for \$750,000 and \$350,000, respectively. The agreement modifies the payment dates and number of amortization payment on "Tranche A" and the definition of "payment period" under Tranche A; no fee will be charged for the extended term. Dated July 31, 2014 and August 31, 2013, Fibra UNO exercised a drawdown of Tranche A for \$650,000 and of Tranche B for \$333,000 (the last one was settled on July 31, 2014), respectively. The loan accrues interest on current debt balance at a rate of the 28-day TIIE plus a margin of 1.90 basis points. Maturity is over 21 and 27 amortization payments, with the first payment of capital and interest on December 31, 2014 and June 30, 2013, respectively and ending in December 2018.	-	650,000
Unsecured loan with Bancomer. The loan (in Mexican pesos) accrues interest at the 29-day TIIE rate plus a margin ranging from 0.75% to 1.3 %. Maturity is on January 21, 2015. (3)	-	524,193
Unsecured loan with Inbursa. The loan accrues interest over unpaid balances at the 28-day TIIE rate plus a spread of 3.95%. Maturity is on May 31, 2020. (5)	-	493,000

	2014	2013
On November 29, 2014 Fibra UNO signed a current credit agreement with Banco Actinver, S. A. (“Actinver”) up to \$300,000 with an expiration of twelve months, which accrues at the TIIE rate plus 1.8 basis points.	<u>-</u> 36,311,306	<u>300,000</u> 34,442,020
Minus – cost of transaction	(390,671)	(139,594)
Current	<u>(1,791,924)</u>	<u>(7,032,036)</u>
Non-current	<u>\$ 34,128,711</u>	<u>\$ 27,270,390</u>

- (1) On July 7, 2014, Fibra UNO acquired the real estate portfolio called “Hilton Centro Histórico”. Fibra Uno assumed all the rights and obligations of the loan related to this property (see Note 1b).
- (2) On February 16, 2014, Fibra UNO acquire the real estate portfolio called “Samara”, Fibra Uno assumed all the rights and obligations of the loan related to this property granted by Metlife for a total amount of US \$31 million (see Note 1b).
- (3) On December 18, 2013, Fibra UNO acquired the portfolio denominated “Apolo”, after which it assumed the obligations related to the debt associated with the properties in the portfolio, with Banorte, Banamex and Bancomer for \$5,795,039 (see Note 1b).
- (4) On November 4, 2013, Fibra Uno acquired the portfolio called “Vermont”, after which it assumed the obligations related to the debt associated with the properties in the portfolio with Ge Real Estate México and Bancomext, for \$2,306,757 (see Note 1b).
- (5) On January 29, 2013, Fibra Uno held a public offering of its CBFIs for cash as well as issued additional CBFIs in exchange for a contribution of the portfolio denominated “G-30”, after which Fibra UNO assumed the obligations related to debt associated with properties in the portfolio with GE Real Estate Mexico, Inbursa, Banamex and Met Life for up to \$3,874,728 (see Note 1b).

On October 21, 2013, Fibra UNO signed a provisional loan with Santander for \$6,000,000, this loan was paid on December 18, 2013 and it incurred interest of \$43,545 and a commission of \$26,918.

The Trust’s loan agreements contain various affirmative and negative covenants, for which Fibra UNO was in compliance as of the date of issuance of the accompanying consolidated financial statements. The most significant covenants are described below:

- Restrictions to sell, transfer, modify, mortgage or assign all or part of the rights Fibra UNO has under the all or a portion of its properties.
- Fibra UNO is required to pay, on or before on the due date, all property and other related taxes due with respect to its operations.
- A debt reserve must be created for an amount equal, during a two-month period, to the sum of quarterly interest and principal payable, maintained in a checking account or investment contracts opened by Fibra UNO with Inbursa.
- Maintain in good standing all properties and assets necessary for the proper operation of the Trust’s business, outside of normal use, wear and tear of the properties.

- Maintain insurance on assets, with reputable agents, for amounts to cover risks associated with and sufficient to replace or repair damage to the properties.
- Maintain a debt service ratio (Net Operating Income (NOI) divided by and Debt Service, as those terms are defined in the indenture) of less than 1.20 to 1.
- Do not reduce capital of trustors below \$7,500,000.
- No merger, consolidation, spin-off, liquidation, reorganization or dissolution of Fibra UNO may be carried out without the prior written authorization of Inbursa.

The maturities of long-term portion of long-term debt at December 31, 2014 are:

2016	\$ 8,050,655
2017	163,245
2018	849,749
2019	4,487,181
2020	949,614
2021 and thereafter	<u>20,018,938</u>
	<u>\$ 34,519,382</u>

14. Trade accounts payable and accrued expenses

	2014	2013
Accounts payable for acquisition of investment property	\$ 1,083,134	\$ 6,950,133
Trade accounts payable	112,277	940,294
Accrued expenses	996,919	228,120
Interest payable	<u>263,505</u>	<u>68,934</u>
	<u>\$ 2,455,835</u>	<u>\$ 8,187,481</u>

15. Deferred revenues

On November 2013, Fibra UNO received a thirty six month advanced payment related to a lease, ending on October 2016, from FW Industrial Partners II, S. de R. L. de C. V., which will be amortized in \$285 per payment.

The amounts of long-term deferred revenues at December 31, 2014 and 2013 are \$159,174 and \$103,445, respectively.

16. Transactions and balances with related parties

Balances and transaction between Fibra UNO and its subsidiaries, which are related parties of Fibra UNO, have been eliminated of the consolidation and are not disclosed within this note. Further, the transactions with other related parties are detailed below.

a) *Transactions with related parties were as follows:*

	2014	2013
Fibra Uno Administración:		
Capitalized acquisition fees 3% (1)	\$ 949,263	\$ 969,075
Management fees 0.5% (1)	\$ 370,869	\$ 225,778
Acquisition fees 3% (1)	\$ -	\$ 769,830
Parks Desarrolladora, S. A. de C. V.		
Capitalized received services (4)	\$ 880,810	\$ 881,097
Coordinadora de Inmuebles Industriales, S. A. de C. V.		
Capitalized received services	\$ 689,000	\$ 321,401
G-30 La Madre, S. A. P. I. de C. V.		
Capitalized received services	\$ 352,480	\$ -
Jumbo Administración:		
Real Estate management services (3)	\$ 305,114	\$ 131,200
F2 Services:		
Administrative services (2)	\$ 134,357	\$ 62,776
E- Administración y Construcción, S. A. de C. V.		
Capitalized received services	\$ 44,837	\$ 42,186
Finsa Holding, S. A. de C. V.		
Management fees 3%	\$ 9,700	\$ -
Luxe Administración y Control Inmobiliario, S. A. P. I. de C. V. (5)		
Services received (5)	\$ 3,038	\$ 1,734
Hines Interest, S. A. de C. V.		
Administration fees	\$ 890	\$ -
Cabi Inver, S. A. de C. V.		
Services received (5)	\$ 742	\$ 1,734

- (1) Fibra UNO pays an annual fee in an amount equal to 0.5% of the trustors' capital and a 3 % of the total value of acquired properties or contributed by other third parties, plus any applicable value-added taxes in exchange for advisory services.
- (2) Fibra UNO pays a monthly fee in an amount equal to 2% of the lease payments received, plus any applicable value-added taxes in exchange for administrative services.
- (3) Fibra UNO pays for real estate management services at an amount equivalent to 3% of monthly revenues collected related to rent, uses of spaces (kiosks or islands), management and maintenance fees, advertising and income from parking from the Morado portfolio.

- (4) Fibra UNO executed a real state oversight services agreement. Fee is payable based on the construction progress.
- (5) Fibra UNO pays to Cabi Inver, S.A. de C.V. and to Luxe Administración y Control Inmobiliario, S.A.P.I. de C.V. the equivalent of 5% of the rental amount under each new lease agreement (not including renewals or extensions of existing lease agreements) that it enters into as a result of their involvement, for a period of five years, beginning on the effective date of the lease agreement.

The contracts with the aforementioned parties have terms of five years, renewable for additional periods.

b) ***Balances with related parties are as follows:***

	2014	2013
Due from related parties		
GICSA, S. A. de C. V.	\$ -	\$ 18,391
Jumbo Administración	<u>-</u>	<u>107,218</u>
	<u>\$ -</u>	<u>\$ 125,609</u>
Due to related parties:		
Fibra Uno Administración	\$ -	\$ 56,250
Jumbo Administración	<u>-</u>	<u>4,517</u>
	<u>\$ -</u>	<u>\$ 60,767</u>

In addition to the aforementioned balance due to related parties, an additional amount is due to related parties for the acquisition of certain properties, which is also shown in the accompanying consolidated statements of financial position. Payment is expected to be made within one year, which depends on the completion of construction and the ultimate rental of the related retail space.

17. CBFIs-based payments

At the annual Trustee Committee Meeting held on April 4, 2014, the trustee approved a long term executive compensation plan payable through a grant of 162,950,664 CBFIs payable in 10 years and granting no more than the 10% per year, except in the case that in previous years has not been granted the 10%, then it will be able to grant up to 20% per year. Fibra UNO records as expense on a straight-line basis during the vesting period, an estimate of the CBFIs that eventually will be vested. At the end of the year Fibra UNO will revise and adjust the estimate of the number and amount of CBFIs that expects will be awarded, by the support of valuations made by independent qualified experts. The effect of the revision of original estimates could differ significantly. As of December 31, 2014 estimated compensation costs totaled \$530,280.

18. Trustors' capital

Contributions

- a. Fibra UNO was established by an initial contribution from the trustors of \$1 plus the resources obtained from issuance of CBFIs.
- b. As of December 31, 2014 there were 2,878,386,926 CBFIs outstanding and as of December 31, 2013 there were 1,809,013,266 CBFIs outstanding and 805,291,746 and 524,056,406, respectively in treasury not in circulation.

- c. During 2014, the Trust agreed and paid off accounts payable for the acquisition of investment properties (see Note 14) by the issuance of CBFIs in the amount of \$3,912,267.
- d. On January 29, 2013, Fibra UNO made its third offering of CBFIs in the amount of 444,444,444 CBFIs at a price of \$36.75 each, equivalent to \$16,333,333, as well as 66,666,667 CBFIs related to the overallotment option equivalent to the amount of \$2,450,000, and 88,888,889 CBFIs of the special offering, equivalent to the amount to \$3,266,666. The total amount of the certificates is 600,000,000 CBFIs and the total amount of the resources is \$22,050,000 and is shown net of the issued expenses in the consolidated statements of changes in trustors' capital.
- e. During 2013, and as part of the acquisition of the Portfolio G-30, properties were contributed in exchange for 202,899,497 CBFIs valued at \$28.1004 each, based on the fair value of the property contributed, for an amount of \$5,701,557, and 33,802,435 CBFIs valued at \$28.0157 per CBFI, based on the fair value of the property contributed, for an amount of \$946,999.

Distributions

Fibra UNO's Technical Committee has approved and paid distributions out of tax revenue accounts to CBFI holders as follows:

Distribution date	Distributions
November 7, 2014	\$ 1,432,474
August 11, 2014	1,154,948
May 9, 2014	826,813
February 13, 2014	<u>868,327</u>
Total December 31, 2014	<u>\$ 4,282,562</u>
November 11, 2013	814,771
July 23, 2013	738,256
May 9, 2013	581,786
January 31, 2013	<u>355,115</u>
Total December 31, 2013	<u>\$ 2,489,928</u>

Net income per basic CBFI was calculated by dividing the net income for the period between the weighted average number of CBFIs with economic rights outstanding amounting to 2,454,936,157 CBFIs and 1,567,549,974 CBFIs for 2014 and 2013, respectively. Diluted net income per CBFI considered dilutive shares, as if the shares have been outstanding as of the date they were issued. Weighted average CBFIs considering dilutive CBFIs amounts to 3,260,227,903 CBFIs and 2,038,903,083 CBFIs, respectively.

19. Other expenses

	2014	2013
Business acquisition expenses (1)	<u>\$ -</u>	<u>\$ (1,491,323)</u>

- (1) Amount represents expenses incurred upon the acquisition of the Apolo portfolio discussed in Note 1b xiii. As this was a business combination as opposed to an asset acquisition like the other transactions discussed in Note 1, IFRS requires these costs to be expensed when incurred and does not permit their capitalization as part of the acquisition.

20. Income taxes

In order to maintain FIBRA status, the tax authority “SAT” has established, per articles 187 and 188 of the Mexican Income Tax Law, that Fibra UNO must annually distribute at least 95% of its taxable income to the holders of its CBFIs. There are permanent and temporary differences between the comprehensive income displayed in the accompanying financial statements, and the fiscal result that serves as base to make distributions to the holders of the CBFIs. Accordingly, the administration made reconciliation between the two bases to determine the amount to be distributed. Most relevant differences are: (i) the fair value adjustment to properties investment, (ii) the inflationary adjustment, and (iii) the tax depreciation.

As of December 31, 2014, and December 31, 2013, the Trust has distributed \$4,282,562 and \$2,489,928 respectively, as an advance from its taxable income accounts and reimbursement of trustor’s capital and management has expressed their intention of making the supplemental payments needed to comply with the aforementioned percentage and the related tax obligations.

21. Future minimum lease payments

The aggregate annual future minimum lease payments to be received under existing operating leases are as follows:

Period	Retail property	Industrial	Mixed	Offices	Total
Up to 1 year	\$ 3,009,278	\$ 1,972,113	\$ 1,184,773	\$ 613,086	\$ 6,779,250
1 to 5 years	8,596,187	5,412,733	4,014,318	1,879,068	19,902,306
More than 5 years	<u>6,909,689</u>	<u>1,162,987</u>	<u>2,272,149</u>	<u>1,922,512</u>	<u>12,267,337</u>
	<u>\$ 18,515,154</u>	<u>\$ 8,547,833</u>	<u>\$ 7,421,240</u>	<u>\$ 4,414,666</u>	<u>\$ 38,948,893</u>

The lease contracts have remaining terms ranging from one to twenty years.

22. Revenues

The following information presents the Trust’s revenues based on geographical area, industry and significant tenants.

a. *Geographic diversification of revenues*

Revenues by geographical region are as follows:

State	Revenues	
	2014	2013
State of Mexico	\$ 1,977,598	\$ 1,037,615
Federal District	1,877,328	854,294
Quintana Roo	700,933	370,034
Jalisco	530,272	262,849
Nuevo León	381,564	207,228
Chihuahua	210,469	110,612
Tamaulipas	181,836	100,792
Veracruz	176,124	98,429
Nayarit	91,230	50,619

State	2014	2013
Hidalgo	89,367	46,928
Guanajuato	83,724	38,644
Guerrero	82,322	45,155
Sonora	79,739	43,566
Chiapas	68,371	37,856
Coahuila	53,651	29,329
Tabasco	52,635	29,005
Tlaxcala	51,435	28,007
Yucatan	45,989	1,971
Baja California	45,654	82,297
Puebla	38,162	20,718
Aguascalientes	33,738	6,256
San Luis Potosí	29,213	7,213
Oaxaca	27,873	12,956
Durango	26,282	14,364
Colima	22,611	12,270
Sinaloa	17,114	9,365
Morelos	6,747	3,688
Queretaro	2,564	1,403
Michoacan	2,184	1,195
Baja California Sur	1,720	941
Campeche	1,302	712
	<u>\$ 6,989,751</u>	<u>\$ 3,566,311</u>

b. ***Revenues by industry***

The following information presents revenues of the Trust by industry:

Industrial

The portfolio is composed of 102 investment properties with a client base stabilized, as of December 31, 2014 the gross leasable area is approximately 3,136,000 m².

Retail

The portfolio is composed of 277 investment properties with a client base stabilized, as of December 31, 2014 the gross leasable area is approximately 2,164,835 m².

Office

The portfolio is composed of 76 investment properties with a client base stabilized, as of December 31, 2014 the gross leasable area is approximately 650,406 m².

	Value of investment properties	2014 GLA	Revenues
Industrial	\$ 59,341,055	3,136,00	\$ 2,096,925
Retail	31,058,106	2,164,835	3,355,080
Office	<u>14,893,989</u>	<u>650,406</u>	<u>1,537,746</u>
	<u>\$ 105,293,150</u>		<u>\$ 6,989,751</u>

	2013		
	Value of investment properties	GLA	Revenues
Industrial	\$ 18,962,405	2,026,295	\$ 1,109,367
Retail	51,472,191	2,548,626	1,547,962
Office	<u>8,636,605</u>	<u>374,482</u>	<u>908,982</u>
	<u>\$ 79,071,201</u>		<u>\$ 3,566,311</u>

c. ***Revenues from tenants***

Revenues from the Trust's two most significant clients in the following industries were as follows:

Type	Revenues		
	2014	2013	2012
Retail	\$ 681,311	\$ -	\$ -
Financial Institution	<u>270,391</u>	<u>275,759</u>	<u>206,458</u>
	<u>\$ 951,702</u>	<u>\$ 275,759</u>	<u>\$ 206,458</u>

23. Commitments and contingencies

- a. Except as noted otherwise, neither the Trust nor its assets are subject to any type of legal action, other than those stemming from its routine operations and activity.
- b. As part of the formation transactions, Fibra UNO acquired certain properties which were partially paid for from the proceeds of its initial public offering. A portion of the acquisition price of these properties is contingent upon the completion of construction of certain of the properties as well achieving a designated occupancy rate. As these contingencies have not yet been met, Fibra UNO has not paid these amounts and has recognized a liability under the caption "Accounts payable for acquisition of investment property".
- c. On February 5, 2015 the Fibra UNO Technical Committee approved (under previous authorization of the majority of the independent members) distributions of the net tax result accounts up to \$1,407. This distribution was paid by Fibra UNO on February 16, 2015.
- d. At the Ordinary Trustee Committee Meeting on April 23, 2013, the trustee approved the inception of "Fundación Fibra UNO" (the "Foundation") whose purpose will be performing not-for-profit social activities related to the real estate industry in Mexico. For this purpose, Fibra UNO will donate 0.25 % of its revenue and the financial advisor will donate \$0.50 for each peso contributed by Fibra UNO. As of December 31, 2014, Fibra UNO has reserved the required amount to be contributed for the Foundation's equity for \$26,840.
- e. As part of the agreement for the acquisition of the Portfolio G-30, Fibra UNO is required to pay the necessary costs for the conclusion of certain constructions that are in progress, for an amount approximately of \$5,700,000, of which \$4,146,753 have been paid as of December 31, 2014.

24. Subsequent events

- a. On March 2, 2015 Fibra UNO recorded the acquisition the portfolio Florida, located on Insurgentes avenue and Barranca del Muerto. The total acquisition price was \$640.1 million. The operation was settled 100% in cash.
- b. On February 24, 2015, Fibra UNO signed an agreement to acquire a portfolio called “Mitikah” for the development of mixed properties in Mexico City for \$185 million, called portfolio “Buffalo”. This acquisition is subject to the approval of COFFECE.
- c. On February 3, 2015 Fibra UNO issued debt bonds in two tranches in the Mexican market for a total amount of \$10,000 million. The first one for an amount of \$7,500 million, named FUNO 15, bearing interest at a fixed rate of 6.99% and a maturity of 10 years. The second one was the reopening of the issue FUNO 13 for an amount of \$2,500 million, the total amount of this tranche was \$6,850 million.
- d. On January 20, 2015, Fibra UNO signed an agreement to acquire a portfolio of offices in Mexico City, called “Portfolio Utah”. The total amount of acquisition was US \$67.9 million. The property has a “Premium” location in the main strip “Reforma-Lomas” one of the main streets in Mexico City. It has a gross leasable area of 16,348 m2 with a percent of occupation of 100%. This acquisition is subject to the approval of COFFECE.
- e. On March 8, 2015, Fibra UNO signed an agreement to acquire three consolidated malls in Mexico City, called Portfolio Oregon, with a gross leasable area of 32,786 m² and 99% of occupation. The estimated total amount of acquisition was \$1,305.9 million, including \$400 million of debt, approximately. The seller has the option of prepaying the debt before Fibra UNO pays off the total assets, otherwise Fibra UNO will pay the debt at the moment of the acquisition of the properties. This acquisition is subject to the approval of COFFECE.

25. New accounting pronouncements

a. New and revised IFRSs in issue but not yet effective

Fibra UNO has not applied the following new and revised IFRSs that have been issued but are not yet effective:

IFRS 9	Financial Instruments
IFRS 15	Revenue from Contracts with Customers
Amendments to IFRS 11	Accounting for Acquisitions of Interests in Joint Operations
Amendments to IAS 16 and IAS 38	Clarification of Acceptable Methods of Depreciation and Amortization

2 Effective for annual periods beginning on or after January 1, 2016, with earlier application permitted.

3 Effective for annual periods beginning on or after January 1, 2017, with earlier application permitted.

4 Effective for annual periods beginning on or after January 1, 2018, with earlier application permitted.

IFRS 9 *Financial Instruments*

IFRS 9 issued in November 2009 introduced new requirements for the classification and measurement of financial assets. IFRS 9 was subsequently amended in October 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition and in November 2013 to include the new requirements for general hedge accounting. Another revised version of IFRS 9 was issued in July 2014 mainly to include a) impairment requirements for financial assets and b) limited amendments to the classification and measurement requirements by introducing a ‘fair value through other comprehensive income’ (FVTOCI) measurement category for certain simple debt instruments.

Key requirements of IFRS 9:

- All recognized financial assets that are within the scope of IAS 39 *Financial Instruments: Recognition and Measurement* are required to be subsequently measured at amortized cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at FVTOCI. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under IFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognized in net income (loss).
- With regard to the measurement of financial liabilities designated as of fair value through profit or loss, IFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Under IAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss is presented in profit or loss.
- In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognized.
- The new general hedge accounting requirements retain the three types of hedge accounting mechanisms currently available in IAS 39. Under IFRS 9, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an 'economic relationship'. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity's risk management activities have also been introduced.

The Entity's management anticipates that the application of IFRS 9 in the future may have a material impact on amounts reported in respect of the Group's financial assets and financial liabilities. However, it is not practicable to provide a reasonable estimate of the effect of IFRS 9 until the Group undertakes a detailed review.

IFRS 15 Revenue from Contracts with Customers

In May 2014, IFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. IFRS 15 will supersede the current revenue recognition guidance including IAS 18 Revenue, IAS 11 Construction Contracts and the related Interpretations when it becomes effective.

The core principle of IFRS 15 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

Under IFRS 15, an entity recognizes revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in IFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by IFRS 15.

The Entity's management anticipates that the application of IFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the Group's consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of IFRS 15 until the Group performs a detailed review.

Amendments to IFRS 11 Accounting for Acquisitions of Interests in Joint Operations

The amendments to IFRS 11 provide guidance on how to account for the acquisition of a joint operation that constitutes a business as defined in IFRS 3 Business Combinations. Specifically, the amendments state that the relevant principles on accounting for business combinations in IFRS 3 and other standards (e.g. IAS 36 Impairment of Assets regarding impairment testing of a cash generating unit to which goodwill on acquisition of a joint operation has been allocated) should be applied. The same requirements should be applied to the formation of a joint operation if and only if an existing business is contributed to the joint operation by one of the parties that participate in the joint operation.

A joint operator is also required to disclose the relevant information required by IFRS 3 and other standards for business combinations.

The amendments to IFRS 11 apply prospectively for annual periods beginning on or after January 1, 2016.

The Entity's management does not anticipate that the application of these amendments to IFRS 11 will have a material impact on the Group's consolidated financial statements.

Amendments to IAS 16 IAS 38 Clarification of Acceptable Methods of Depreciation and Amortization

The amendments to IAS 16 prohibit entities from using a revenue-based depreciation method for items of property, plant and equipment. The amendments to IAS 38 introduce a rebuttable presumption that revenue is not an appropriate basis for amortization of an intangible asset. This presumption can only be rebutted in the following two limited circumstances:

- a) when the intangible asset is expressed as a measure of revenue; or
- b) when it can be demonstrated that revenue and consumption of the economic benefits of the intangible asset are highly correlated.

The amendments apply prospectively for annual periods beginning on or after January 1, 2016. Currently, the Group uses the straight-line method for depreciation and amortization for its property, plant and equipment, and intangible assets respectively. The Entity's management believes that the straight-line method is the most appropriate method to reflect the consumption of economic benefits inherent in the respective assets and accordingly, does not anticipate that the application of these amendments to IAS 16 and IAS 38 will have a material impact on the Group's consolidated financial statements.

Amendments to IAS 16 and IAS 41 Agriculture: Bearer Plants

The amendments to IAS 16 and IAS 41 define a bearer plant and require biological assets that meet the definition of a bearer plant to be accounted for as property, plant and equipment in accordance with IAS 16, instead of IAS 41. The produce growing on bearer plants continues to be accounted for in accordance with IAS 41.

The Entity's management does not anticipate that the application of these amendments to IAS 16 and IAS 41 will have a material impact on the Group's consolidated financial statements as the Group is not engaged in agricultural activities.

Amendments to IAS 19 *Defined Benefit Plans: Employee Contributions*

The amendments to IAS 19 clarify how an entity should account for contributions made by employees or third parties to defined benefit plans, based on whether those contributions are dependent on the number of years of service provided by the employee.

For contributions that are independent of the number of years of service, the entity may either recognize the contributions as a reduction in the service cost in the period in which the related service is rendered, or to attribute them to the employees' periods of service using the projected unit credit method; whereas for contributions that are dependent on the number of years of service, the entity is required to attribute them to the employees' periods of service.

The Entity's management does not anticipate that the application of these amendments to IAS 19 will have a significant impact on the Group's consolidated financial statements.

26. Approval of financial statements

The accompanying condensed consolidated financial statements were authorized for issuance on April 9, 2015 by Lic. Gerardo Vargas Ateca, Finance vice president of Fibra UNO, in accordance with the Committee approval consequently do not reflect events occurring after that date. These consolidated financial statements are subject to the approval at the trustors' meeting, where they may be modified. Consequently, these financial statements do not reflect events after this date.

* * * * *

**Fideicomiso Irrevocable No. F/1401
(Deutsche Bank Mexico, S. A. Institución de
Banca Múltiple, División Fiduciaria) and
Subsidiaries**

Consolidated Financial Statements for
the Years Ended December 31, 2013 and
2012, and Independent Auditors' Report
Dated March 7, 2014

Fideicomiso Irrevocable No. F/1401

(Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries

Independent Auditors' Report and Consolidated Financial Statements for 2013 and 2012

Table of contents	Page
Independent Auditors' Report	1
Consolidated Statements of Financial Position	3
Consolidated Statements of Comprehensive Income	4
Consolidated Statements of Changes in Trustors' Capital	5
Consolidated Statements of Cash Flows	6
Notes to Consolidated Financial Statements	7

Independent Auditors' Report to the Technical Committee and Trustors of Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries

We have audited the accompanying consolidated financial statements of Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries (the "Entity"), which comprise the consolidated statements of financial position as of December 31, 2013 and 2012, and the consolidated statements of comprehensive income, changes in trustors' capital and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and subsidiaries as of December 31, 2013 and 2012, and their financial performance and their cash flows for the years then ended, accordance with International Financial Reporting Standards.

Galaz, Yamazaki, Ruiz Urquiza, S. C.
Member of Deloitte Touche Tohmatsu Limited

C. P. C. Miguel Ángel del Barrio Burgos

México City, México

March 7, 2014

Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries

Consolidated Statements of Financial Position

As of December 31, 2013 and 2012
(In thousands of Mexican pesos)

Assets	Notes	2013	2012
Current assets:			
Cash and restricted cash	5.	\$ 1,364,458	\$ 360,615
Financial investments	6.	723,976	1,687,097
Lease receivables and others	7.	732,448	158,771
Due from related parties	16.	125,609	11,278
Recoverable taxes, mainly value-added tax		3,736,002	1,548,019
Prepaid expenses		<u>17,685</u>	<u>19,053</u>
Total current assets		6,700,178	3,784,833
Non-current assets:			
Investment properties	8.	88,905,718	29,853,455
Advanced payment for the acquisition of investment property	9.	1,207,552	158,194
Investments in associates	10.	2,032,073	-
Other assets	11.	<u>2,484,474</u>	<u>416</u>
Total non-current assets		<u>94,629,817</u>	<u>30,012,065</u>
Total		<u>\$ 101,329,995</u>	<u>\$ 33,796,898</u>
Liabilities and Trustors' Capital			
Current liabilities:			
Borrowings	13.	\$ 7,032,036	\$ 669,596
Trade accounts payable and accrued expenses	14.	8,187,481	538,979
Deferred revenues	15.	72,085	22,981
Due to related parties	16.	<u>60,767</u>	<u>49,918</u>
Total current liabilities		<u>15,352,369</u>	<u>1,281,474</u>
Borrowings	13.	27,270,390	8,255,347
Deposit from tenants		389,578	166,424
Deferred revenues – Long term	15.	<u>103,445</u>	<u>68,941</u>
Total liabilities		<u>43,115,782</u>	<u>9,772,186</u>
Trustors' capital:			
Trustors' capital	17.	49,914,979	23,013,953
Retained earnings		<u>8,299,234</u>	<u>1,010,759</u>
Total trustors' capital		<u>58,214,213</u>	<u>24,024,712</u>
Total liabilities and trustors' capital		<u>\$ 101,329,995</u>	<u>\$ 33,796,898</u>

See accompanying notes to consolidated financial statements.

Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries

Consolidated Statements of Comprehensive Income

For the year ended December 31, 2013 and 2012

(In thousands of Mexican pesos)

	Notes	2013	2012
Revenue from:			
Investment property		\$ 3,566,311	\$ 1,372,696
Maintenance		237,479	180,523
Dividend revenues from beneficiary rights		<u>100,312</u>	<u>-</u>
		<u>3,904,102</u>	<u>1,553,219</u>
Management fees		(328,187)	(178,730)
Operating expenses		(312,108)	(104,391)
Maintenance expenses		(240,042)	(181,641)
Property tax		(57,308)	(1,468)
Insurance		<u>(26,762)</u>	<u>(20,584)</u>
		<u>(964,407)</u>	<u>(486,814)</u>
Interest expense		(757,588)	(185,678)
Interest income		680,573	131,920
Foreign exchange (loss) gain, Net		(16,426)	71,554
Other (expenses) income, Net	18.	(1,491,323)	41,062
Fair value adjustments to property investments and investments in trust rights		<u>7,720,462</u>	<u>148,995</u>
Consolidated net and comprehensive income		<u>\$ 9,075,393</u>	<u>\$ 1,274,258</u>
Basic net income per CBFI (real estate trust certificates)		<u>\$ 5.7895</u>	<u>\$ 1.7151</u>
Diluted net income per CBFI		<u>\$ 4.4511</u>	<u>\$ 1.3329</u>

See accompanying notes to consolidated financial statements.

Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries

Consolidated Statements of Changes in Trustors' Capital

For the year ended December 31, 2013 and 2012

(In thousands of Mexican pesos)

	Number of CBFIs	Capital	Retained earnings	Total
Balances as of January 1, 2012	422,575,223	\$ 10,500,355	\$ 292,866	\$ 10,793,221
Equity contribution	419,707,667	12,862,582	-	12,862,582
Distributions to trustors	-	(348,984)	(556,365)	(905,349)
Consolidated net and comprehensive income	<u>-</u>	<u>-</u>	<u>1,274,258</u>	<u>1,274,258</u>
Balances as of December 31, 2012	842,282,890	23,013,953	1,010,759	24,024,712
Equity contribution	966,730,376	27,604,036	-	27,604,036
Distributions to trustors	-	(703,010)	(1,786,918)	(2,489,928)
Consolidated net and comprehensive income	<u>-</u>	<u>-</u>	<u>9,075,393</u>	<u>9,075,393</u>
Balances as of December 31, 2013	<u>1,809,013,266</u>	<u>\$ 49,914,979</u>	<u>\$ 8,299,234</u>	<u>\$ 58,214,213</u>

See accompanying notes to consolidated financial statements.

Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries

Consolidated Statements of Cash Flows

For the year ended December 31, 2013 and 2012

(In thousands of Mexican pesos)

	2013	2012
Operating activities:		
Consolidated net income	\$ 9,075,393	\$ 1,274,258
Adjustments for non-cash items:		
Adjustment to fair value of investment property and investments in associates	(7,720,462)	(148,995)
Unrealized exchange gain	(78,140)	(115,593)
Investing activities:		
Interest income	(680,573)	(131,920)
Financing activities:		
Interest expense	757,588	185,678
Total	<u>1,353,806</u>	<u>1,063,428</u>
(Increase) decrease in:		
Lease receivable and others	(573,677)	(89,889)
Due to related parties	(114,331)	(11,278)
Recoverable taxes, mainly value-added tax	(388,340)	(1,076,384)
Prepaid expenses	1,368	(11,873)
Trade accounts payable	698,369	2,969
Deferred revenues	83,608	91,922
Deposit from tenants	223,154	10,456
Due from related parties	(32,028)	37,586
Net cash flows provided by operating activities	<u>1,251,929</u>	<u>16,937</u>
Investing activities:		
Investment in development projects	(3,857,789)	(1,150,281)
Advanced payments for acquisitions of investment properties	(1,049,358)	(158,194)
Acquisition of investment properties	(5,876,310)	(4,338,632)
Acquisition of a business	(20,684,026)	-
Financial investments	963,121	(1,438,723)
Investments in trust rights	(1,469,976)	-
Other assets	-	(416)
Interest received	680,573	131,920
Net cash flows used in investing activities	<u>(31,293,765)</u>	<u>(6,954,326)</u>
Financing activities:		
Payments of borrowings	(7,391,450)	(429,642)
Proceeds from borrowings	20,686,289	333,000
Distributions to trustors	(2,489,928)	(905,349)
Interest paid	(714,711)	(159,621)
Capital contribution	20,955,479	8,451,067
Net cash flows provided by financing activities	<u>31,045,679</u>	<u>7,289,455</u>
Cash and restricted cash		
Net increase in cash and restricted cash	1,003,843	352,066
Cash and restricted cash at beginning of period	<u>360,615</u>	<u>8,549</u>
Cash and restricted cash at end of period	<u>\$ 1,364,458</u>	<u>\$ 360,615</u>

See accompanying notes to these consolidated financial statements.

Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries

Notes to Consolidated Financial Statements

For the year ended December 31, 2013 and 2012

(In thousands of Mexican pesos)

1. General information, acquisitions and relevant events

a. General information

Fideicomiso F/1401 of Deutsche Bank México, S. A. (“Fibra UNO”) was established as a real estate trust on January 12, 2011 by Fibra Uno Administración, S. A. de C. V. (the “trustor”) and Deutsche Bank México,

S. A., Institución de Banca Múltiple, División Fiduciaria (the “trustee”). Fibra UNO started operations on March 2011 and was established mainly to acquire and own a variety of real estate properties for the purpose of leasing and developing commercial, industrial and mixed-use properties as well as office buildings and land in the Mexican market.

Fibra UNO, as a real estate investment trust (“FIBRA” for its initials in Spanish), qualifies to be treated as a pass-through entity for Mexican federal income tax purposes. Therefore, all income from the conduct of Fibra UNO’s operations is attributed to the holders of its real estate trust certificates (“CBFIs” for their acronym in Spanish) and Fibra UNO itself is not considered a taxable entity in Mexico according to Mexican Tax Laws and Regulations. In order to maintain FIBRA status, the articles 187 and 188 of the Mexican Income Tax Law have established that FIBRAs must distribute annually at least 95% of its taxable income to the holders of its CBFIs.

Fibra UNO has entered into the following relevant agreements:

- i. An advisory services agreement with Fibra Uno Administración, S. A. de C. V. (“Fibra Uno Administración” or the “Advisor”, related party) for the Advisor to assist Fibra UNO in establishing and implementing its investment and financial strategies.
- ii. A property management agreement with FI Management, S. C. (“F1 Management”) and F1 Controladora de Activos, S. C. (“F1 Controladora de Activos”) (subsidiary entities) to conduct the day-to-day management of the operations of Fibra UNO.
- iii. A services agreement with F2 Services, S. C. (“F2 Services”, related party) to perform certain leasing, billing and collection services on behalf of Fibra UNO, subject to its oversight and supervision.
- iv. An agreement for advisory and property management services, related to certain properties, signed with Jumbo Administración, S. A. P. I. de C. V. (“Jumbo Administración”, related party) under similar conditions as the aforementioned agreements.

Fibra UNO’s address is Quintana Roo No. 3 Suite 303, Roma Sur, Mexico City.

b. Acquisitions

Portfolio	Acquisition date	Acquisition type
Portfolio P8 (i)	December 20, 2013	Investment properties
Portfolio Apolo (ii)	December 18, 2013	Business acquisition
Centro Bancomer (iii)	December 12, 2013	Investment properties
Portfolio Vermont (iv, v and vi)	November 4, 2013	Investment properties
Portfolio Delaware (vii)	October 23, 2013	Investment properties
Tanara Aguascalientes (viii)	October 23, 2013	Investment properties
Portfolio Grupo Posadas (ix)	October 1, 2013	Investment properties
Parque Empresarial Cancún (x)	September 24, 2013	Investment properties
Universidad Autónoma de Guadalajara (xi)	September 3, 2013	Investment properties
Pace Industries (xii)	March 22, 2013	Investment properties
Torre Mayor (xiii)	February 21, 2013	Investment in associate
Portfolio G30 (xiv)	January 1, 2013	Investment properties
Portfolio Morado (xv)	August 1, 2012	Investment properties
Portafolio Rojo (xvi)	April 27, 2012	Investment properties
Portfolio Azul (xvii)	March 22, 2012	Investment properties

- i. On June 6, 2013, Fibra UNO and Inmobiliaria Insurgentes 553, S. A. de C. V. signed an agreement of terms and conditions in order to acquire the portfolio denominated “P8”, which is comprised of the following properties: (i) a building of offices and a parking lot located on Avenida de las Americas, sector Hidalgo, in Guadalajara City, Jalisco; (ii) a building for offices and a commercial locales located in the Roma neighborhood, Mexico City; (iii) a building with hotel components and offices located on Avenida Insurgentes, México City; (iv) 222 private units (13 local business, 75 offices and 144 car parks) belonging to the building subject to an ownership condominium located on Avenida Revolución, Alvaro Obregón, Mexico City; (v) a building of offices located in Del Valle neighborhood, Benito Juárez, México City; (vi) a building located in Guadalupe Inn neighborhood; (vii) a building called Torre Prisma, located in Centro neighborhood, Cuauhtémoc, Mexico City, and (viii) a building of offices with retail located in Guadalupe Inn neighborhood, Álvaro Obregon, México City. The total amount for the acquisition was \$2,411,500. The transaction was completed on December 20, 2013.
- ii. On August 14, 2013, an agreement was executed (which was subsequently modified on July 11, 2013), to acquire the commercial real estate portfolio, consisting of a sophisticated technology and administrative platform, executed between Fibra UNO and Mexico Retail Properties Venture I, L. P., Mexico Retail Properties Venture II, L. P., Mexico Retail Properties Venture III, L. P. (collectively, “MRP”) for the amount of \$20,684,026.

The MRP portfolio consists of 43 commercial properties, 2 plots of land and 4 development properties, which represent a total rentable space of approximately 1,000,000 m².

As part of this transaction, Fibra UNO or its designee, acquired a last-generation operating system designed and currently used by MRP, which will support and assist in the economic expansion plan of Fibra UNO, as well as enhance its ability to identify and capture future investment opportunities arising in the Mexican real estate market.

The acquisition closed on December 18, 2013.

The fair value of assets and liabilities acquired on December 18, 2013 is as follows:

	Apolo
Investment properties	\$ 24,400,274
Construction in progress	334,943
Administrative platform	2,484,474
Recoverable value-added tax	1,799,643
Debt commission	16,854
Allowance CAPEX	74,904
Restricted cash	135,750
Account receivable	38,747
Borrowings	(5,795,039)
Reserves paid for maintenance	(12,500)
Lease advanced payments	(26,665)
Deposit from tenants	(78,389)
Accounts payable	<u>(12,390)</u>
Fair value of net assets acquired	\$ 23,360,606
Total consideration transferred and paid in cash	<u>(20,684,026)</u>
Adjustment to fair value of investment properties acquired (1)	<u>\$ 2,676,580</u>

- (1) The aforementioned fair value of the investment properties acquired on December 18, 2013 was determined based on appraisals prepared by independent specialists by using a discounted cash flows method. The adjustment hereon represents a bargain purchase gain upon acquisition of the portfolio, which occurred as a result of the time that lapsed from when the acquisition price was agreed upon by the parties to when the acquisition was finalized, coupled with the behavior of the real estate market during that time. This amount was recorded within the fair value adjustments to property investments and investment in trust rights line item in the statement of comprehensive income.

Had the aforementioned portfolio been acquired on January 1, 2013, revenues and net income for Fibra UNO for the year ended December 31, 2013 would have been \$5,377,099 and \$10,199,463, respectively.

Acquisition costs of business acquired as of December 31, 2013 were \$1,491,323, recognized within the other (expenses) income line item in the consolidated statements of comprehensive income.

- iii. On September 28, 2013, Fibra UNO signed an agreement with Prudential Real Estate Investments to acquire the office building known as Centro Bancomer, located on Avenida Universidad, in México City. The property has a leasable area of 101,348 square meters of gross leasable area of offices and it is occupied 100 % by Grupo Financiero BBVA Bancomer through late 2015, with a possible six-month extension under a triple net lease agreement (NNN). The total amount for the acquisition of the property is US \$125 million and the estimated investment in the parking lot area is US \$35 million. The agreement was structured as the acquisition of 100% of the rights to the trust that holds the property. The transaction was completed on December 12, 2013, after receiving approval from the Federal Commission of the Economic Competition (or COFECO for its acronym in Spanish). As of December 31, 2013, Fibra UNO has made payments of US \$22.5 million.

- iv. On August 15, 2013, Fibra UNO executed an asset purchase and sale contract with FW Industrial Portafolio III, S. de R. L. de C. V., FW Industrial Partners I, S. de R. L. de C. V., FW Industrial Partners II, S. de R. L. de C. V., FW Industrial Partners III, S. de R. L. de C. V., and FW Industrial Partners V, S. de R. L. de C. V., (collectively, “Propiedades FW”). The total consideration paid by Fibra UNO for the acquisition was US \$223.4 million. The transaction was completed on November 4, 2013.
- v. On August 15, 2013, Fibra UNO executed an asset purchase and sale contract with Finsa II Matamoros, S. de R. L. de C. V., Finsa II Reynosa, S. de R. L. de C. V., Finsa II México, S. de R. L. de C. V., Finsa II Saltillo, S. de R. L. de C. V. and Finsa II Monterrey, S. de R. L. de C. V. (collectively, “Propiedad Finsa II”). The total consideration paid by Fibra UNO for the acquisition was US \$107 million. The transaction was completed on November 4, 2013.
- vi. On August 15, 2013, Fibra UNO executed an asset purchase and sale contract with Desarrollos Industriales Omega, S. de R. L. de C. V., Finsa Portafolios, S. de R. L. de C. V., Finsa III Morales, S. de R. L. de C. V. and Finsa Selective Assets, S. de R. L. de C. V. (“Las Propiedades Finsa III”). The total consideration paid by Fibra UNO for the acquisition was US \$40.8 million. The transaction was completed on November 4, 2013.
- vii. On June 10, 2013, Fibra UNO entered into a letter of intent (LOI) to acquire the Delaware portfolio, which is a property being developed for offices and retail use, located on Avenida de los Insurgentes (in southern Mexico City) where the intention is to develop gross leasable area of approximately 70,000 square meters. In relation to this portfolio, a third party contributed the land on which Fibra UNO will develop the property, to the assets of a trust, whose approximate value is US \$40 million. Fibra UNO owns 100% of the rights to the trust and will take part in such trust as trustor/beneficiary by contributing the necessary resources to develop the project. As consideration Fibra UNO will make a payment in kind equal to 16,000 square meters of rentable space of the Delaware portfolio. The estimated investment for this portfolio is approximately US \$170 million. The transaction was completed on October 23, 2013.
- viii. On May 27, 2013, an agreement for the assignment of 100% of the rights to Retail Development Property Management Trust was executed between Tiendas de Descuento Monterrey, S. A. de C. V. (“Soriana”), Inmobiliaria Imagen Visión, S. A. de C. V. (“Developer”) and Fibra UNO. The Retail Development Property Management Trust holds the property located in Ejido Ojocaliente, Aguascalientes, Aguascalientes. The Portfolio is denominated as a “Tanara, Aguascalientes”. The consideration paid by Fibra UNO for the acquisition was \$50,000. The transaction was completed on October 23, 2013.
- ix. On June 28, 2013, Fibra UNO entered into a purchase-sale and leaseback agreement with Grupo Posadas, S.A.B. de C.V. and Posadas Mexico, S.A. de C.V. (together, “Posadas”), in which Fibra UNO will acquire the Posadas portfolio, located at the intersection of Paseo de la Reforma and Periférico and will subsequently lease the property back to Posadas under an operating lease. This portfolio consists of an office property and has 4,815 square meters gross leasable area with 100% occupancy as of June 30, 2013. The consideration for the acquisition of the Posadas portfolio is US\$14.9 million. The related lease agreement has a mandatory term of 10 years with respect to Fibra UNO as lessor. This 10-year term is not mandatory for the lessee, who may terminate the lease with respect to the properties outlined in the lease, but will be obligated to lease from the lessor the same number of square meters of rentable space in another one of the lessors’ properties, and pay the minimum square meter price established in such lease agreement. The transaction was completed on October 1, 2013.
- x. On September 24, 2013, Fibra UNO and Banco Interacciones, S. A., Institución de Banca Múltiple, Grupo Financiero Interacciones, División Fiduciaria, as trustor of the Trust No. 6795 signed an agreement to acquire the real estate development denominated Parque Empresarial Cancun, which is comprised of warehouse. The consideration paid by Fibra UNO for the acquisition was \$177,500.

- xi. On September 3, 2013, an agreement for the contribution of property was signed by Universidad Autónoma de Guadalajara, A. C. (contributor), Bansi, S. A., Institución de Banca Múltiple ("Trust Bansi") and Deutsche Bank, S. A. Institución de Banca Múltiple, División Fiduciaria ("Trust acquirer") as trustor of Fibra UNO, in order to acquire the property located in west Guadalajara, Zapopan, in the state of Jalisco. The total amount of the acquisition was \$580,000. The agreement was structured as the acquisition of 100% by Fibra UNO of the rights of the trust that hold the property.
- xii. On March 22, 2013, Fibra UNO entered into an asset acquisition agreement with Pace Industries de Chihuahua II, S. A. de C. V. and Pace Industries de México, S. A. de C. V. ("Pace"); the total price of the acquisition is US \$17.7 million.
- xiii. On October 19, 2012, at a meeting of the Trust's Technical Committee, the trustors approved the acquisition of 49% of the fiduciary rights related to the Conjunto Torre Mayor located on Paseo de la Reforma, Mexico City, at a price of US\$102 million, and will form part of the trust's assets subject to certain conditions. On October 22, 2012, the Trust paid a first advance for \$158,194 to Reichmann International Management, S. A. de C. V., equal to 10% of the purchase price of the real estate. On February 21, 2013, Fibra UNO made the second payment equivalent to 90% of the purchase price and formalized the transaction.
- xiv. At the Trustors' Ordinary General Meeting held on December 18, 2012, the trustors unanimously approved the contribution to Fibra UNO of the "Portfolio G30" for \$18,400,000, excluding IVA. In connection with this transaction, the following was approved: (i) the assumption of loans secured with the properties of the Portfolio G30; and (ii) the balance in kind with the delivery of 326,045,183 CBFIs on the understanding that, in order to pay the construction costs of the properties under development, loans could be issued. Furthermore, the contribution of the Portfolio G30 was subject to compliance with certain conditions precedent either on or before March 31, 2013, including that the Federal Antitrust Board ("COFECO") should authorize the contribution (the "COFECO Condition"). On March 31, 2013, all of the conditions precedent had been fulfilled, except the COFECO Condition. As a result, before the deadline elapsed, the Administrator of Fibra UNO negotiated with the contributors of the Portfolio G30 that they would contribute to Fibra UNO the rentals from the Portfolio G30 accrued as of January 1, 2013. They also negotiated an extension for the purchase up to June 30, 2013, for purposes of compliance with the COFECO Condition and the notarization of the Portfolio G30 to Fibra UNO on September 30, 2013. These amendments would apply on the understanding that (i) the CBFIs to which the contributors of the stabilized properties of the Portfolio G30 are entitled, will be delivered by Fibra UNO as such properties are notarized; and (ii) the CBFIs related to the development properties will be maintained in the treasury of Fibra UNO and will not have any economic or corporate rights until either Fibra UNO receives at least 50% of rentals from the development properties, meaning, half of the rentable space is occupied, or until January 1, 2014, whichever occurs first. Through December 31, 2013, Fibra UNO has incurred construction costs of \$5,162,540, included in construction in-process within investment properties. 182,731,741 CBFIs still remain in escrow, and have impacted diluted earnings per CBFI as discussed in Note 17.
- xv. On August 1, 2012, Fibra UNO (as acquirer) and CABI Naves Industriales, S. A. P. I. de C. V., CABI Centros Comerciales, S. A. P. I. de C. V., Cabi Sur, S. A. de C. V., Cabi Tultitlan, S. A. de C. V., Cabi Industrial, S. A. de C. V., Cabi by the Sea, S. de R. L. de C. V., Cabi la Isla, S. de R. L. de C. V., Cabi Outlet Guadalajara, S. A. de C. V., Cabi Cozumel, S. A. de C. V., Cabi Outlet Monterrey, S. A. de C. V. and CABI Oficinas Corporativas, S. A. P. I. de C. V. (as vendors), celebrated an accession agreement in order to contribute 15 properties, one concession for the operation and commercial use of a maritime terminal and one port area belonging to the Portfolio G30 contributing to Fibra UNO properties of \$11,600,000, paying as compensation 471,353,109 CBFIs, in which 341,324,665 CBFIs with no economic and corporate rights and 130,028,444 CBFIs, equal to \$3,200,000 as of December 31, 2012, were held in a brokerage account, separated from the rest of the capital of Fibra UNO until certain conditions are accomplished; in the meantime the aforementioned CBFIs had no participation in the results of Fibra UNO. As of December 31, 2013, the 130,028,444 CBFIs have full economic and corporate rights.

- xvi. On April 27, 2012 Fibra UNO as acquirer and Banco Santander México, S. A. (“Santander”) Institución de Banca Múltiple, Grupo Financiero Santander as vendor, executed a purchase agreement to acquire the portfolio denominated “Rojo” which is integrated of 219 properties, mainly paid with the resources received from the second offering. The total amount of the acquisition is \$3,333,720 plus the value added tax related to the constructions. At the same time, Fibra UNO as lessor and Santander as lessee executed a master lease agreement for a mandatory term of 20 years with an automatic renewal option for four additional periods of five years each.
- xvii. On March 22, 2012, Fibra UNO held its second public offering of CBFIs, and additionally acquired the portfolio denominated “Azul” which is integrated of 23 properties of commercial use in exchange for CBFIs.

c. Relevant events

- i. On December 13, 2013, Fibra UNO completed a public offering of long-term stock certificates in three tranches for an revolving loan of \$25,000,000 authorized by the National Banking and Securities Commission (CNBV for its acronyms in Spanish), from which 8,500,000 were performed as of December 31, 2013 (see Note 13).
- ii. On October 16, 2013, an agreement of terms and conditions was signed between Fibra UNO, HCM Comercial 3, S. de R. L. de C. V., and HCM Comercial 7, S. de R. L. de C. V. to acquire the portfolio denominated “Maine”, which is comprised of the following: (i) a fraction of the property identified as “Terminal Intermodal Guadalajara” of Ferrocarriles Nacionales of México; (ii) the Private Unit UP/1 and Private Unit UP/2 which consists of two warehouses denominated “Parque Industrial Tecnológico III”, located in the municipal of Tlaquepaque, Jalisco; (iv) a lot located in the Industrial Condominium Casto del Rio, in Irapuato, Guanajuato; (v) a lot located in the Industrial Park San Francisco, located in San Francisco de los Romo, Aguascalientes; (vi) a mall known as Parte Uno located in Merida, Yucatan; and (vii) a lot located in the Condominium Industrial Park Logistic Fraction II in San Luis Potosí, San Luis Potosí. The total amount of the acquisition of the industrial properties is US \$86.5 million and the total amount for the acquisition of the mall is of \$439,500. As of December 31, 2013, the transaction has not been concluded and Fibra UNO has made advance payments for \$311,000, as shown in the advanced payments for acquisition of investment property account (see Note 9).
- iii. On September 9, 2013 an asset purchase contract was executed between Fibra UNO and Premier Inmobiliaria Cuatro, S. de R. L. de C. V. to acquire the portfolio denominated (“California”). The total amount for the acquisition is US \$21.7 million. As of December 31, 2013 the transaction has not been concluded.
- iv. On September 9, 2013, an asset purchase contract was executed between Fibra UNO and GP Bienes Inmuebles, S. A. de C. V., Desarrollos Integrales para la Edificación, S. A. de C. V., and Interchange Park Partners Inc. to acquire the portfolio denominated (“California”). The total amount for the acquisition is US \$253 million. As of December 31, the transaction has not been concluded.
- v. On July 1, 2013, a purchase contract was executed between Fibra UNO and Citicapital, S. A. de C. V. to acquire the property denominated “Galerías Guadalajara” located in Guadalajara, Jalisco. As of December 31, 2013 the transaction has not been concluded and Fibra UNO has made advanced payments of \$450,922, as shown in the advance payments for the acquisition of investment properties (see Note 9).
- vi. On July 14, 2013, Fibra UNO signed an asset purchase agreement to acquire the portfolio denominated “La Vega”, which is integrated of one property and two plots of land located in Iztapalapa. The total amount for the acquisition is US \$33 million. As of December 31, 2013 Fibra UNO has made advanced payments of US \$10 million, as shown in the advanced payments for acquisitions of investment properties. The remainder of the acquisition cost will be made upon transfer of title (see Note 9).

- vii. On July 11, 2013, an agreement of terms and conditions between Fibra UNO and Interindy, S. A. de C. V., Intersik, S. A. de C. V., Inmobiliaria Interpres, S. A. de C. V., Operadora Hotel Centro Historico, S. de R. L. de C. V. was signed to acquire the rights to the trust which holds the Hotel Hilton Mexico City Reforma, located in the historic downtown of Mexico City. The amount of the acquisition is US \$31.7 million plus a payment in kind pursuant to the delivery of 21,775,000 CBFIs issued by Fibra UNO, as a price of \$35 each, totaling \$762,125.
- viii. On May 2013, Fibra UNO entered into an agreement to acquire the fiduciary rights to 50% of a trust that will hold the assets related to the Torre Diana portfolio of investment properties. The assets in the trust are to be used to implement a development project, in which Reichmann International and Grupo Farca (each of which has a 25% share) participate with Fibra UNO as trustors/beneficiaries. The total investment in this project is estimated to be approximately US\$164 million, of which up to US\$100 million will be contributed by the aforementioned trustors/beneficiaries and the rest through a bank loan payable by such trust. This portfolio is under development and Fibra UNO estimates such project will have a total rentable space of 63,000 square meters, of which it is expected 50,000 square meters will be office space and the remaining 4,000 square meters commercial areas. The project is expected to be complete in the first quarter of 2016. The purchase of the fiduciary rights had not yet been formalized as of December 31, 2013, nor had the full amount of the consideration been transferred. Advances paid through December 31, 2013 are presented in the advanced payment for the acquisition of investment properties line item in the accompanying consolidated statement of financial position. As of December 31, 2013, Fibra UNO has made advanced payments for the development of Torre Diana of US \$24.5 million (see Note 9).
- ix. On January 29, 2013, Fibra UNO made its third offering of CBFIs in the amount of 444,444,444 CBFIs at a price of \$36.75 each, equivalent to \$16,333,333, as well as 66,666,667 CBFIs related to the over-allocation option equivalent to the amount of \$2,450,000, and 88,888,889 CBFIs of the special offering, equivalent to the amount to \$3,266,666. The total amount of the certificates is 600,000,000 CBFI's and the total amount of the resources is \$22,050,000 and they are presented net of their issuance costs in the consolidated statements of changes in trustors' capital.

2. Basis of presentation

- a. **Reclassifications** – Certain amounts in the consolidated financial statements as of and for the year ended December 31, 2012 have been reclassified to conform to the presentation of the 2013 consolidated financial statements.

3. Significant accounting policies

- a. **Statement of compliance**

The consolidated financial statements of Fibra UNO have been prepared in accordance with International Financial Reporting Standards as issued by the IASB.

- b. **Basis of measurement**

The consolidated financial statements have been prepared on the historical cost basis, except for investment properties and investment in trust rights which are valued at their fair value, as explained in greater detail in the accounting policies below.

- i. **Historical Cost**

The historical cost is usually based on the fair value of the consideration given in exchange for assets.

ii. **Fair Value**

Fair value is defined as the price that an entity would receive for selling an asset or that would be paid to transfer a liability in an orderly transaction among market participants in the market at the date of valuation.

c. ***Basis of consolidation***

The consolidated financial statements incorporate the financial statements of Fibra UNO and its subsidiaries controlled by it. Control is achieved when Fibra UNO has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee, and has the ability to use its power to affect its returns. The participation in the capital of the subsidiaries is as follows:

Entity	Participation		Activity
	2013	2012	
F1 Management	99.99%	99.99%	Management services and necessary functions to operate Fibra UNO's business. Administration, coordination and supervision and collection services to Fibra UNO.
F1 Controladora de Activos	99.99%	-	
Trust F/00181 "Los Cabos, Baja California Sur"	100%	-	Real estate leasing
Trust F/00186 "Culiacán, Sinaloa"	100%	-	Real estate leasing
Trust F/00220 "Ayotla, Estado de México"	100%	-	Real estate leasing
Trust F/00221 "Parques Polanco, Distrito Federal"	100%	-	Real estate leasing
Trust F/00236 "Tepeji del Río, Hidalgo"	100%	-	Real estate leasing
Trust F/00246 "Iztapaluca, Estado de México"	100%	-	Real estate leasing
Trust F/00257 "Juárez I Panamericana, Chihuahua"	100%	-	Real estate leasing
Trust F/00263 "Coatzacoalcos, Veracruz"	100%	-	Real estate leasing
Trust F/00276 "Pachuca, Hidalgo"	100%	-	Real estate leasing
Trust F/00277 "Poza Rica, Veracruz"	100%	-	Real estate leasing
Trust F/00312 "Juárez II Zaragoza, Chihuahua"	100%	-	Real estate leasing
Trust F/00468 "Galerías Diana, Acapulco Guerrero"	100%	-	Real estate leasing
Trust F/231274 "Tulancingo, Hidalgo"	100%	-	Real estate leasing
Trust F/233218 "Centrika, Monterrey, Nuevo León"	100%	-	Real estate leasing
Trust F/00493 "Fashion Mall, Chihuahua"	100%	-	Real estate leasing
Trust F/00478 "Texcoco, Estado de México"	100%	-	Real estate leasing

Entity	Participation		Activity
	2013	2012	
Trust F/00561 “Aguascalientes, Aguascalientes”	100%	-	Real estate leasing
Trust F/00738 “Huehuetoca, Estado de México”	100%	-	Real estate leasing
Trust F/00761 “Santa Fe, Distrito Federal”	100%	-	Real estate leasing
Trust F/00781 “Plaza del Lago, Cuautitlán, Estado de México”	100%	-	Real estate leasing
Trust F/00740 “Centro Bancomer”	100%	-	Office real estate leasing
Trust 435/2004	100%	-	Industrial real estate leasing
Trust 547/2005	100%	-	Industrial real estate leasing
Trust 631/2005	100%	-	Industrial real estate leasing
Trust 635/2004	100%	-	Industrial real estate leasing
Trust 700/2006 “San José Segunda Etapa”	100%	-	Industrial real estate leasing
Trust 721/2006 “Ecatepec”	100%	-	Industrial real estate leasing
Trust 722/2006	100%	-	Industrial real estate leasing
Trust 1480/2012 “Parques Cuautitlán”	100%	-	Real estate leasing
Trust 1487/2012 “Querétaro”	100%	-	Industrial real estate leasing
Trust 1527/2012	100%	-	Industrial real estate leasing

All intercompany balances and transactions have been eliminated.

d. ***Business combinations***

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Trust, liabilities incurred by the Trust to the former owners of the acquiree and the equity interests issued by the Trust in exchange for control of the acquiree. Acquisition-related costs are generally recognized in profit or loss as incurred.

At the acquisition date, all the identifiable assets acquired and all the liabilities assumed are recognized at their fair value.

Fibra UNO also participates in transactions in which it acquires real estate properties. At the time of acquisition, the Trust considers whether the acquisition represents the acquisition of a business. When the acquisition does not represent a business, it is accounted for as an acquisition of a group of assets and liabilities. The cost of the acquisition is allocated to the assets and liabilities acquired based upon their relative fair values, and no goodwill or deferred tax is recognized.

e. ***Financial instruments***

Financial assets and financial liabilities are recognized when the Entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition or issue of a financial asset or liability (other than financial assets and liabilities that are recognized at fair value through profit or loss) are added to or deducted from the fair value of the financial asset or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in income.

Subsequent measurement of financial instruments depends on the accounting category in which they are classified. Detail of the categories of financial instruments can be found in Note 12 and the accounting treatment for each category of financial instruments can be found in the accounting policies described below.

Cash

Cash consists mainly of bank deposits in checking accounts. Cash is stated at nominal value.

Restricted cash

Restricted cash consists of cash in the custody of various the trusts. Its use is restricted to the payment of the current debt service and interest under the loan agreement with Banco Nacional Exterior, S. N. C. (“Bancomext”), Banco Nacional de México, S. A. Institución de Banca Múltiple, Grupo Financiero Banamex (“Banamex”), BBVA Bancomer, S. A. Institución de Banca Múltiple (“Bancomer”), Banco Mercantil del Norte, S. A, Grupo Financiero Banorte (“Banorte”), Banco Inbursa, S. A. Institución de Banca Múltiple, Grupo Financiero Inbursa (“Inbursa”) y GE Real Estate México, S. de R. L. de C. V. (“GE Real Estate México”). Once payments are settled, funds remaining in these accounts will be released and may be used for the operation of Fibra UNO.

Financial assets

Financial assets are classified into the following categories: financial assets “at fair value through profit or loss” (“FVTPL”), “held-to-maturity” investments, “available-for-sale” (“AFS”) financial assets and “loans and receivables”. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. Fibra UNO holds financial assets classified as loans and receivables, investments classified as trading securities and financial assets (certain investments in trust) designated as FVTPL. All purchases and sales of financial assets are recognized and derecognized on trade date.

1. Financial assets at FVTPL

Financial assets are classified as FVTPL when the financial asset is either held for trading or it is designated as FVTPL.

A financial asset is classified as held for trading if:

- It has been acquired principally for the purpose of selling it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- It is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as of FVTPL upon initial recognition if:

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- The financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group’s documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- It forms part of a contract containing one or more embedded derivatives, and IAS 39 permits the entire combined contract to be designated as of FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognized in profit or loss. The net gain or loss recognized in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'other income (expenses) - Net' line item. Fair value is determined in the manner described in Note 12. Fibra UNO has designated certain of its investments in associates as FVTPL.

Loans and receivables

Accounts receivable, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are recognized at amortized cost using the effective interest method and are subject to impairment tests.

Interest income is recognized by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Impairment of financial assets

For financial assets, other than financial assets at fair value through profit or loss, potential indicators of impairment are assessed at each balance sheet date. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected. For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of future cash flows, discounted at the original effective interest rate of the financial asset.

Derecognition of financial assets

Fibra UNO derecognizes a financial asset, only when the contractual rights to the cash flows from the asset expire, or when substantially all the risks and rewards of ownership of the asset are transferred to another entity.

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements.

The key feature in determining whether a financial instrument is a liability is the existence of a contractual obligation of Fibra UNO to deliver cash or another financial asset to the holder, or to exchange financial assets or liabilities under conditions that are potentially unfavorable. In contrast, in the case of an equity instrument the right to receive cash in the form of dividends or other distributions is at the Fibra UNO's discretion and, therefore, there is no obligation to deliver cash or another financial asset to the holder of the instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Trust are recognized at the proceeds received, net of direct issue costs.

When Fibra UNO receives contributions or acquires properties which do not constitute a business, in return for its equity instruments, the transaction is recorded as a payment to third parties (other than employees) payable with share-based equity instruments, which are valued at the fair value of the assets received, except where the value cannot be estimated reliably. The effects on the financial position are recorded in the statement of changes in trustors' capital as "equity contributions" and do not impact current earnings. The fair value of the properties is estimated as described in Note 8.

Financial liabilities

Financial liabilities are classified as either financial liabilities at “FVTPL” or “other financial liabilities”. Fibra UNO does not hold any financial liabilities at FVTPL.

Other financial liabilities (including long-term debt) are initially measured at fair value, net of transaction costs.

Other financial liabilities are valued subsequently at amortized cost using the effective interest method which is a method of allocating interest expense over the relevant period using the effective interest rate.

Derecognition of financial liabilities

Fibra UNO derecognizes a financial liability when its obligations are discharged, canceled or expire.

Derivative financial instruments

Financial instruments issued by Fibra UNO, including over-allotment options of trust certificates, meet the definition of equity instruments and are presented as such. Consequently, there are no derivative financial instruments recognized.

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL. Fibra UNO has determined that it does not hold any embedded derivatives that require bifurcation.

f. ***Investment properties***

Investment properties are properties held to earn rentals and /or capital gains. Properties that are under construction or development may qualify as investment properties.

Investment properties acquired and leasehold improvements are initially recorded at acquisition cost, including transaction costs related to the acquisition of assets. Investment property acquired in exchange for equity instruments are initially recorded at fair value, as previously described.

Subsequent to initial recognition, investment properties are stated at fair value. Fair values are determined by independent appraisals recorded at the following times:

- (i) at the time an indicator that impacts the value of the investment property has been detected, and
- (ii) at least once annually from the acquisition of the property.

Gains and losses in fair value are recorded in the line item "fair value adjustments of investment properties - net" in the statement of income in the period in which they arise.

Initial direct costs incurred in negotiation of leases are added to the carrying amount of investment properties.

When Fibra UNO operates a property under an operating lease to earn rentals or for capital appreciation, or both, it is classified and accounted for as investment property.

An investment property is derecognized upon its disposal or when the investment property is permanently out of use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between consideration received and the carrying value of the investment property) is included in profit or loss in the period in which the property is derecognized.

Management of Fibra UNO applies its judgment when determining whether an acquisition of an investment property or a portfolio of investment properties is a business combination or an asset acquisition. Particularly, the following criteria are considered:

- (i) The number of properties of land and buildings acquired.
- (ii) The extent to which significant processes are acquired and in particular the extent of ancillary services provided by the acquirer (e.g., maintenance, cleaning, security, bookkeeping, other property services, etc.).
- (iii) Whether the acquiree has allocated its own staff to manage the property and/or to deploy any processes (including all relevant administration such as invoicing, cash collection, provision of management information to the entity's owners and tenant information).

g. ***Investments in associates***

An associate is an entity over which the Trust has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. Given the nature of certain of its investments in associates, Fibra UNO has designated those as FVTPL financial instruments, valuing such investments at their fair value, through results.

h. ***Intangible assets***

1. Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognized separately from goodwill are initially recognized at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately. The administrative platform, the Trust's most significant intangible asset acquired in a business combination, is amortized on a straight-line basis over a period of 20 years.

2. Derecognition of intangible assets

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in profit or loss when the asset is derecognized.

i. ***Borrowing costs***

The Trust applies the scope exception with respect to capitalization of borrowing costs to investment properties, which are measured at fair value.

j. ***Provisions***

Provisions are recognized when Fibra UNO has a present obligation (legal or constructive) as a result of a past event, it is probable that Fibra UNO will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

k. ***Deposits from tenants***

Fibra UNO obtains refundable deposits from tenants, mainly denominated in pesos, as security for the lease payments for a certain period. These deposits are accounted for as a financial liability (see financial instruments accounting policy above) and are initially recognized at fair value. If a relevant difference from the fair value and the cost at which the liability was initially recorded arises, it would be considered as an initial rent payment and consequently, it would be amortized over the lease term. The deposit would subsequently be measured at amortized cost.

l. ***Rental revenue***

Leases are classified as finance leases when the terms of the lease transfer substantially all the risks and benefits incidental to ownership. All other leases are classified as operating leases. Properties operated under operating leases are included under investment property in the accompanying consolidated statements of financial position.

Operating lease income, which is similar to the contractual lease payments except for the consideration of incentives granted, such as grace periods, are recognized on a straight line basis over the lease term, except for contingent rents (such as inflation), which are recognized when they occur. The lease term is the non-cancellable period of the contract, including additional terms for which the lessee has the option to extend, when at lease inception, management has a reasonable certainty that the lessee will exercise the option.

Revenues also include reimbursements of operating expenses, maintenance and publicity, and others, which are recognized in the period in which services are rendered.

m. ***Income taxes***

As further explained in Note 1, the Trust qualifies as a FIBRA under the Mexican Income Tax Law and, accordingly, no provision for income taxes is recognized. The current and deferred tax consequences of a change in tax status are included in profit or loss for the period, unless they relate to transactions are recognized directly in equity or in other comprehensive income.

n. ***Foreign currency***

Foreign currency transactions are recognized at the rates of exchange prevailing at the dates of the transactions. Monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Exchange differences are recognized in profit or loss.

o. ***Statement of cash flows***

Fibra UNO presents its statements of cash flows using the indirect method. Interest received is classified as investing cash flows, while interest paid is classified as financing cash flows.

4. Critical accounting judgments and key sources of estimation uncertainty

In the application of Fibra UNO's accounting policies, which are described in Note 3, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

a. ***Critical judgments in applying accounting policies***

The following are the critical judgments, apart from those involving estimates (see below), that management has made in the process of applying the Fibra UNO's accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements.

Lease classification

As explained in Note 3k, leases are classified based on the extent to which risks and rewards incidental to ownership of a leased asset lie with Fibra UNO or the tenant, depending on the substance of the transaction rather than the form of the contracts. Fibra UNO has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these property and thus accounts for leases as operating leases.

Business combinations and acquisition of assets and liabilities

Management of the Trust applies its judgment when determining whether an acquisition of an investment property or a portfolio of investment properties is a business combination or an asset acquisition. Particularly, the following criteria are considered:

- i. The number of properties of land and buildings acquired.
- ii. The extent to which significant processes are acquired and in particular the extent of ancillary services provided by the acquiree (e.g., maintenance, cleaning, security, bookkeeping, other property services, etc.).
- iii. Whether the acquiree has allocated its own staff to manage the property and/or to deploy any processes (including all relevant administration such as invoicing, cash collection, provision of management information to the entity's owners and tenant information).

This determination can have significant impact in the accounting for the initial and subsequent recognition of assets and liabilities acquired. The transactions which occurred during the periods presented in the accompanying consolidated financial statements were accounted for as asset acquisitions.

Income taxes

In order to continue to maintain the FIBRA status for Mexican federal income tax purposes, the Trust needs to meet the various requirements, which relate to matters such as the annual distribution of at least 95% of its net taxable income. The Trust applies judgment in determining whether it will continue to qualify under such tax status. No current or deferred income taxes have been accounted for in the accompanying consolidated financial statements.

b. *Key sources of estimation uncertainty*

The following are the key assumptions concerning key sources of estimation uncertainty at the end of the reporting period and that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Valuation of investment properties

In order to estimate the fair value of the investment properties, management, with the assistance of an independent appraiser, selects the appropriate valuation techniques given the particular circumstances of each property and valuation. Critical assumptions relating to the estimates of fair values of investment properties include the receipt of contractual rents, expected future market rents, renewal rates, and maintenance requirements, discount rates that reflect current market uncertainties, capitalization rates and recent investment property prices. If there is any change in these assumptions or regional, national or international economic conditions, the fair value of property investments may change materially.

There have been no changes to valuation techniques during 2013 and 2012. Fibra UNO's management considers that valuation techniques and critical assumptions used are appropriate to determine the fair values of its investment properties.

5. **Cash and restricted cash**

	2013	2012
Cash	\$ 789,675	\$ 318,683
Restricted cash:		
Financial reserve for bank loans	<u>574,783</u>	<u>41,932</u>
Total cash and restricted cash	<u>\$ 1,364,458</u>	<u>\$ 360,615</u>

6. **Financial investments**

	2013	2012
Trading investments - Government securities	<u>\$ 723,976</u>	<u>\$ 1,687,097</u>

7. **Lease receivables and others**

	2013	2012
Lease receivables	\$ 523,909	\$ 157,761
Other receivables	<u>208,539</u>	<u>1,010</u>
	<u>\$ 732,448</u>	<u>\$ 158,771</u>

a. Lease receivables and credit risk management

At the inception of lease contracts, Fibra UNO requests a refundable deposit from its customers to guarantee timely payment of rents on the commercial property leases, generally denominated in Mexican pesos, consisting, in most of the cases, of two months of rent, which is presented under the caption Deposit from tenants in the accompanying consolidated statements of financial position. In addition, depending of the characteristics of the commercial property, Fibra UNO may request a non-refundable deposit. Alternatively, Fibra UNO requests bonds and other guarantees from its customers. For anchor customers and other high credit quality customers the above guarantees may be waived.

On a combined basis, and considering only the figures for the month of December 2013 and 2012, one tenant represents 7% and 13% of lease revenue, respectively. Individual properties comprising the combined properties may be individually subject to concentrations of credit risk.

Fibra UNO estimates an allowance for doubtful accounts to provide for unrecoverable amounts receivable. The estimation consist of 100% of past due accounts in legal proceedings, 20% of past due accounts under extrajudicial processes and 100% of impairments approved by the Collection Committee. The allowance is reviewed on a periodic basis.

b. Age of receivables that are past due but not impaired

Currently, Fibra UNO holds monthly collection levels equal to its monthly billing period; business practices and negotiation allow Fibra UNO to maintain its accounts receivable with maturities of no greater than 90 days. Accounts receivable that are in extrajudicial process are not significant, for which no reserve of uncollectible amounts has been recognized.

8. Investment properties

<i>Fair Value</i>			2013	2012
Completed investment property			\$ 77,305,201	\$ 26,025,217
Investment property under development			9,834,517	1,150,281
Property interests held under operating leases			<u>1,766,000</u>	<u>2,677,957</u>
			<u>\$ 88,905,718</u>	<u>\$ 29,853,455</u>
	Type	Number of properties	2013	2012
Balance at beginning of the period			\$ 29,853,455	\$ 11,090,134
Acquisitions:				-
Apolo Portfolio	Retail	49	24,400,274	-
G30 Portfolio	Mixed	30	10,865,473	-
Vermont Portfolio	Industrial	34	4,820,737	-
P8 Portfolio	Offices	8	2,411,500	-
Centro Bancomer	Offices	1	1,633,150	-
Universidad Autónoma de Guadalajara	Retail	1	580,075	-
Delaware Portfolio	Mixed	1	514,852	-
Pace Industries	Industrial	1	226,728	-
Edificio Corporativo Posadas	Offices	1	195,018	-
Parque Empresarial Cancún	Industrial	1	177,500	-
Tanara Aguascalientes	Retail	1	50,000	-
Morado Portfolio	Mixed	16	1,620	11,636,376

	Type	Number of properties	2013	2012
Santander Rojo Portfolio	Mixed	219	-	2,677,957
MexFund Azul Portfolio	Mixed	23	-	1,326,869
Lerma II	Industrial	1	-	426,402
Villa Hermosa	Retail	1	9,315	273,024
Cuemanco	Retail	1	-	658,869
Tlalnepantla	Industrial	1	-	457,897
FUNO Portfolio	Mixed	17	-	6,651
Construction in progress			8,684,236	1,150,281
Fair value adjustments to investment properties (1)			<u>4,481,785</u>	<u>148,995</u>
Balance at end of the period			<u>\$ 88,905,718</u>	<u>\$ 29,853,455</u>

Significant assumptions utilized in determining fair value are as follows:

- a. CAP rate - This is a rate of profitability of a real estate investment property based on the expected income that the property will generate. The capitalization rate has been used to estimate the potential investor return on its investment, and is obtained by dividing the income generated from the properties, after fixed costs and variable expenses, by the total property value. CAP rates used in the Trust's discounted cash flows range from 7.75% to 9.50% in retail properties, from 8.00 % to 9.00% in industrial properties and from 7.75% to 9.00% in offices.

The CAP is determined by property, considering the geographic location, occupancy and/or vacancy percentage, remaining lease term, use and type of real estate, quality of the tenants, open and competitive market prices for in similar real estate properties in terms of use and type, income in dollars or pesos (both cases), country risk, inflation, and rental periods or terms.

As of December 31, 2013 and 2012, a change of + 25 basis points in the CAP rate used for the valuation of the properties would result in a decrease in the fair value of investment properties and investment in associates of approximately \$2,920,244 and \$830,000, respectively.

- b. Value per square meter for average rentals - This is obtained based on the use and construction classification of the property, bearing in mind its useful and rentable area. Value in Mexican Pesos per square meter for average rentals used in the Trust's discounted cash flows range from \$85 to \$2,500 in retail properties, from \$38 to \$90 in industrial properties and from \$170 to \$510 in offices. An increase in value per square meter for average rentals would result in an increase in the fair value of investment properties, while a decrease would have the opposite effect.
- c. Discount rate – This is obtained from considering the geographic location, occupancy and/or vacancy percentage, remaining lease term, use and type of real estate, quality of the tenants, open and competitive market prices for in similar real estate properties in terms of use and type, income in dollars or pesos (both cases), country risk, inflation, and rental periods or terms. Discount rates used in the Trust's discounted cash flows range from 7.75% to 9.50% in retail properties, from 8.00 % to 9.00% in industrial properties and from 7.75% to 9.00% in offices. An increase in the discount rate would result in a lower fair value of the Trust's investment properties, while a decrease would have the opposite effect.

- (1) The fluctuation of the fair value on investment properties of the period are recognized in the consolidated statements of comprehensive income under the heading adjustments to the fair value of investment properties. In 2013, this amounts includes a bargain purchase gain, as discussed in Note 1(b)(ii).

All the investment properties of Fibra UNO are held under absolute control.

Fibra UNO obtains valuations by independent appraisers that hold recognized and relevant professional qualifications and have experience in the location and category of its investment properties. Management considers different valuation techniques under the income, market and cost approaches, to

estimate the fair value of investment properties and selects the most appropriate considering the particular circumstances of the property and availability of information, and seeking to maximize the use of observable data. First, Fibra UNO considers whether current prices in an active market for similar properties in the same location and condition and subject to similar lease and other contracts are available. However, in most cases, it uses a discounted cash flows technique given the availability of information.

The discounted cash flows valuation technique requires the projection of future estimated cash flows from a property in operation or under development. Future estimated cash flows include revenues taking into account occupancy rates and uncollectibility, less operating expenses. These cash flows are discounted at an appropriate discount rate, derived from market participants' assumptions to determine the present value of the cash flows, which represent fair value.

9. Advanced payment for the acquisition of investment property

	2013	2012
Citicapital, S. A. de C. V.	\$ 450,922	\$ -
HCM Comercial 3, S. de R. L. de C. V.	311,000	-
Reichmann International Management, S. A. de C. V.	309,517	158,194
Others	<u>136,113</u>	<u>-</u>
	<u>\$ 1,207,552</u>	<u>\$ 158,194</u>

10. Investments in associates

	Participation %	2013	2012
Torre Mayor (1)	49%	<u>\$ 2,032,073</u>	<u>\$ -</u>

- (1) The Trust elected to account for this investment at fair value through profit or loss, as permitted by IFRS, given the nature of the investment.

11. Other assets

	2013	2012
Administrative platform	\$ 2,043,674	\$ -
Implementation fees	440,800	-
Other assets	<u>-</u>	<u>416</u>
	<u>\$ 2,484,474</u>	<u>\$ 416</u>

12. Financial instruments

Categories of financial instruments

	2013	2012
<i>Financial assets:</i>		
Cash and restricted cash	\$ 1,364,458	\$ 360,615
Investment in government securities	723,976	1,687,097
Lease receivables	732,448	158,771
Due from related parties	125,609	11,278
Investments in associates	2,032,073	-

	2013	2012
<i>Financial liabilities:</i>		
Trade accounts payable	\$ 7,959,361	\$ 520,700
Due to related parties	60,767	49,918
Borrowings	34,442,020	8,943,931
Deposit from tenants	389,578	166,424

Capital management

Fibra UNO manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to partners through the optimization of the debt and equity balances.

Fibra UNO's capital consists of debt and trustors' capital. Fibra UNO's objectives in managing capital are to ensure adequate operating funds are available to maintain consistent and sustainable CBFi distributions, to fund leasing costs and capital expenditure requirements, and to provide for resources needed to acquire new properties.

Management uses certain financial ratios related to debt, equity and earnings distributions to ensure capital adequacy and monitor capital requirements. The primary ratios used for assessing capital management are the Loans to Value ("LTV") and the Debt Service Coverage ratios ("DSCR"). These indicators assist Fibra UNO in assessing that the debt level maintained is sufficient to provide adequate cash flows for unit holder distributions and capital expenditures, and for evaluating the need to raise funds for further expansion.

Fibra UNO's Trust Agreement limits its borrowings to the minimum amount between an LTV ratio of 50% and a DSCR ratio of 1.2. For the year ended December 31, 2013 and 2012 Fibra UNO's LTV and DSCR were 34% and 30% and 4.6 and 8.36 times, respectively.

Financial risk management objective

The objective of financial risk management is to meet financial expectations, results of operations and cash flows that will maximize the return to investors in CBFIs, to ensure the ability to make distributions to holders of CBFIs and to satisfy any future debt service obligations.

Fibra UNO's Technical Committee function provides services to the business, coordinates access to domestic financial markets and monitors and manages the financial risks relating to the operations of Fibra UNO through internal risk reports which analyze exposures by degree and magnitude of risks. These risks include market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

Market risk management

The activities of Fibra UNO expose it primarily to interest rate risk and foreign currency exchange rate risk. The Trust obtains financing with different conditions, either from third or related parties, usually at variable interest rates exposing it to changes in market rates. Financing negotiated in U.S. dollars expose Fibra UNO to fluctuations in the exchange rate between such currency and its functional currency, the Mexican peso. Nevertheless, Fibra UNO has a natural hedge for financing denominated in U.S. dollars coming from the lease contracts that are denominated in the same currency, since cash flows provided by those leases are used to settle the aforementioned debts.

Interest rate risk management

Fibra UNO enters into financing at variable rates, mainly, the 28-day Mexican Interbank Equilibrium Offered Rate ("TIIE") and London Inter Bank Offered Rate ("LIBOR"). The decision to acquire debt at variable rates is based upon market conditions when contracted. The Trust prepares sensitivity analyses of projected future cash flows to establish the maximum finance charge to maintain profitable projects.

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 100 basis points higher/lower and all other variables were held constant, Fibra UNO's net income and trustors' capital for the year ended December 31, 2013 and 2012, would have decreased/increased by approximately \$344 million and \$89 million, respectively.

a) Foreign currency risk management

Fibra UNO conducts transactions denominated in U.S. dollars; therefore it is exposed to changes in exchange rates between the Mexican peso and the U.S. dollar.

The foreign currency monetary position is as follows:

	2013	2012
U.S. dollars (thousands):		
Monetary assets	74,548	35,747
Monetary liabilities	<u>(746,209)</u>	<u>(441,132)</u>
Net monetary asset position	<u>(671,661)</u>	<u>(405,385)</u>
Equivalent in Mexican pesos	<u>\$ (8,775,385)</u>	<u>\$ (5,265,140)</u>

b) The exchange rates, in pesos, in effect as of the date of the statements of financial position and the date of issue of the accompanying financial statements are as follows:

	December 31, 2013	December 31, 2012	March 7, 2014
U.S. dollars	<u>\$ 13.0652</u>	<u>\$ 12.9880</u>	<u>\$ 13.1476</u>

Foreign currency sensitivity analysis

As of December 31, 2013, in the opinion of management, the current exchange rate risk as a function of U.S. dollar-denominated debt service is not significant, given a natural hedge provided by revenues also denominated in that currency. As of December 31, 2013, Fibra UNO obtained 6 borrowed funds in U.S. dollars with different financial institutions. As of December 31, 2012, Fibra UNO borrowed funds in U.S. dollars. This resulted in an increase in liabilities denominated in U.S. dollars at December 31, 2013 and 2012, however Fibra UNO acquired property with leases denominated in that currency.

If exchange rates had been one Mexican peso per U.S. dollar higher/lower and all other variables were held constant, the Trust's net income and trustors' capital for the year ended December 31, 2013 and 2012 would have decreased/increased by \$671,661 and \$405,385, respectively.

Credit risk management

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to Fibra UNO. Substantially all Fibra UNO income is derived from rental income from commercial property. As a result, its performance depends on its ability to collect rent from its tenants and its tenants' ability to make rental payments. Income and funds available for distribution would be negatively affected if a significant number of tenants, or any major tenants fail to make rental payments when due or close their businesses or declare bankruptcy.

As of December 31, 2013 and 2012, 10 largest tenants occupied approximately 30% and 32% of the total leasable area, respectively, and represented approximately 28% and 33% of revenues attributable to the Trust's investment property portfolio for the years then ended, respectively. In addition, as of December 31, 2013, one tenant occupied 709,399 of 4,949,403 square meters of the total leasable area of Fibra UNO, which represents approximately 14% of the total leasable area and approximately 15% of the rental revenues for the year the ended. As of December 31, 2012, one tenant occupied 173,884 square meters of leasable area of Fibra UNO's portfolio, which represents 11% of the total surface leasable area rent and approximately 14% of the rental revenues for the year then ended.

Fibra UNO has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Credit risk arises from balances of cash and cash equivalents, accounts receivable, and amounts due from related parties and financial investments. The maximum exposure to credit risk is the balance of each of those accounts as shown in the statement of financial position.

Liquidity risk management

Liquidity risk represents the risk that Fibra UNO will encounter difficulty in meeting its obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Ultimate responsibility for liquidity risk management rests within Fibra UNO's Technical Committee, which has established an appropriate liquidity risk management framework for the management of Fibra UNO's short-, medium- and long-term funding and liquidity management requirements. Fibra UNO manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of forecasted rental cash flows and liabilities. The Treasury department monitors the maturity of liabilities to program payments.

The following tables detail Fibra UNO's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been prepared based on the undiscounted cash flows of financial liabilities based on the earliest date on which Fibra UNO may be required to pay such obligations. The tables include cash flows related to both interest and principal. To the extent that interest is based on a variable rate, the undiscounted amount is derived from the spot interest rates at the end of the reporting period.

	Up to 1 year	1 to 5 years	More than 5 years	Total
<i>December 31, 2013</i>				
Trade accounts payable and accrued expenses	\$ 7,959,361	\$ -	\$ -	\$ 7,959,361
Due to related parties	60,767	-	-	60,767
Borrowings	7,560,182	25,018,267	9,582,898	42,161,347
Deposit from tenants	<u>-</u>	<u>225,955</u>	<u>163,623</u>	<u>389,578</u>
	<u>\$ 15,580,310</u>	<u>\$ 25,244,222</u>	<u>\$ 9,746,521</u>	<u>\$ 50,571,053</u>
	Up to 1 year	1 to 5 years	More than 5 years	Total
<i>December 31, 2012</i>				
Trade accounts payable and accrued expenses	\$ 520,700	\$ -	\$ -	\$ 520,700
Due to related parties	49,918	-	-	49,918
Borrowings	782,134	8,846,591	815,206	10,443,931
Deposit from tenants	<u>-</u>	<u>13,314</u>	<u>153,110</u>	<u>166,424</u>
	<u>\$ 1,352,752</u>	<u>\$ 8,859,905</u>	<u>\$ 968,316</u>	<u>\$ 11,180,973</u>

On December 31, 2013 and 2012, the interest payable in future periods, based on the terms of the outstanding loan contracts, amounts to slightly over \$7.7 billion pesos and \$1.5 billion pesos, respectively and should be considered in addition to the amounts indicated in the table of maturities.

Fair value of financial instruments

Fair value of financial instruments valued at FVTPL on a recurring basis

Financial assets/financial liabilities	Fair value as of		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
	31/12/13	31/12/12				
Trading investments Government securities	\$ 723,976	\$1,687,097	Level 1	Market value. The fair value of Trading investments is measured with quoted prices (unadjusted) in active markets for identical instruments.	-	-
Investment in associates – Torre Mayor	\$2,032,073	\$ -	Level 3	Discounted Cash Flow. Future cash flows are estimated based on the rent roll, discounted at a rate that reflects the credit risk of various counterparties which are recognized at the % of interest in the investment.	Counterparties credit risks considered in the discount rate of 7.75%.	If the discount rate increases, the fair value decreases; an opposite effect occurs if the discount rate decreases.

Fair value of financial instruments carried at amortized cost

The carrying amounts of accounts receivable, accounts payable and other financial assets and liabilities (including due to/from related parties) are of a short-term nature and, in some cases, bear interest at rates tied to market indicators. Accordingly, Fibra UNO believes that their carrying amounts approximate their fair value. Further, deposits from tenants approximate their fair value since the discount rate used to estimate their fair value upon initial recognition has not changed significantly.

The following table presents the carrying amounts and fair values of borrowings:

	December 31, 2013		December 31, 2012	
	Amortized cost	Fair value	Amortized cost	Fair value
GE Real Estate México	\$ 10,678,256	\$ 8,578,817	\$ 7,781,721	\$ 7,414,525
Long-term CBFIs	8,500,314	8,500,314	-	-
Deutsche Bank	3,266,300	3,266,300	-	-
Banco Mercantil del Norte	3,259,169	3,367,016	-	-
BBVA Bancomer	2,524,193	2,492,687	-	-
Banamex	2,457,448	2,439,820	-	-
Banco Inbursa	1,300,270	1,433,596	829,210	812,599
Bancomext	1,102,768	1,102,436	-	-
Met Life	403,302	441,855	-	-
Actinver	300,000	300,000	-	-
Santander	650,000	600,140	333,000	322,459
	<u>\$ 34,442,020</u>	<u>\$ 32,522,981</u>	<u>\$ 8,943,931</u>	<u>\$ 8,549,583</u>

Valuation techniques and assumptions applied for the purpose of measuring fair value

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices (includes listed redeemable notes, bills of exchange, debentures and perpetual notes).
- The fair values of other financial assets and financial liabilities (excluding those described above) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using actual transaction prices from observable markets and quotes for similar instruments. In particular, the fair value of long-term debt, which is considered a Level 3 measurement as per below, was determined using a discounted cash flow model using estimates of current market rates based on observable future curves for TIIE and a credit spread estimated from observable credit spreads for similar entities adjusted as needed.

Financial instruments that are measured subsequent to initial recognition at fair value are grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

13. Borrowings

	2013	2012
On December 16, 2013, Fibra UNO issued stock certificates in three tranches under a program of up to \$25,000,000 authorized by the CNBV. (i) a tranche for \$4,350,000 incurring interest at a TIIE rate plus 80 basis points maturing in 5.5 years, (ii) a tranche for \$2,000,000 at a fixed rate of 8.40% with a maturity of 10 years and (iii) a tranche for \$2,150,000 at a fixed rate of 5.09% equivalent to 425.7 million Investment Units (“UDIs”) with maturity of 15 years.	\$ 8,500,314	-
Unsecured loan with GE Real Estate México. As of December 31, 2013 and 2012, the amount to be paid is US \$395.9 and US \$440.2 million, respectively; and \$1,738,908 and \$2,064,625, respectively, in Mexican pesos. The dollar amount bears interest over two tranches, one at a fixed at 2.20% and the other at Libor rate plus a spread of 1.80%. The peso amount bears interest in a tranche at a fixed rate of 6.52% and a tranche at a TIIE plus a spread of 1.80% as stipulated in the debt contract. Maturity is in July 2016. Amortizations will be US \$2 million per month and four additional amortizations of US \$25 million during the first four years. The loan payments will be made by collections of receivables. The loan is secured by the properties acquired from the Morado portfolio. (4)	6,921,234	7,781,721

	2013	2012
On December 18, 2013, Fibra UNO signed a provisional loan with Deutsche Bank AG, London Branch for US \$250 million for a 360-day term. This loan bears interest at a LIBOR rate plus 250 basis points.	3,266,300	-
Unsecured loan with Banorte. The loan bears interest at the 29-day TIIE rate plus a margin ranging from 1.70 % to 1.85 %. Maturity is on June 25, 2020. (1)	3,259,169	-
Unsecured loan with GE Real Estate México. As of December 31, 2013 the payable amount is US \$19 million and in Mexican pesos is \$2,112,008. The dollar amount bears interest at the 90-day LIBOR rate plus a spread of 1.5 %. The amount in Mexican pesos bears interest at a fixed rate of 9.93 %. Maturity is on November 30, 2018. (3)	2,360,478	-
On December 18, 2013, Fibra UNO signed a provisional loan contract with Bancomer, of \$2,000,000. The loan bears interest at a TIIE rate plus a margin of 60, 90 and 120 basis points. Maturity is on September 10, 2014.	2,000,000	-
Unsecured loan with Banamex. The loan bears interest at the 29-day TIIE rate plus a spread of 5.2855 %. Maturity is on March 21, 2015. (1)	1,944,486	-
Unsecured loan with GE Real Estate México. As of December 31, 2013, the amount payable is up to US \$104.1 million; in Mexican pesos is \$36,429. The US dollar portion bears interest at the 90- day LIBOR rate plus a margin ranging from 3.85 % to 4%, with maturity on July 1, 2018; the Mexican peso portion bears interest at the 29-day TIIE rate plus a 4 % spread. Maturity is on January 1, 2016. (2)	1,396,544	-
Unsecured loan with Bancomext. As of December 31, 2013, the payable amount is US \$84.4 million. The loan bears at a total rate of 4.49 %. The terms of the debt require 84 monthly amortizations and a final payment equal to 66.03 % of the total amount, maturing on November 3, 2020. (2)	1,102,768	-
On December 16, 2011, Fibra UNO signed a loan agreement (credit line), pledged by a mortgage guarantee with Inbursa for an amount up to \$2,500,000 Mexican pesos. The first withdrawal under the credit was made on December 19, 2011 for amount of \$850,000; from the date, Fibra UNO will have a period of twelve months to make additional withdrawals. The loan bears interest at the 91-day TIIE, plus a margin ranging from 2 % to 5 %. Principal matures over 80 quarters, with the first principal and interest payment due in March 2012 and the last payment due in December 2031. Interest paid corresponds only to the amounts withdrawn under the credit line.	807,269	829,210

	2013	2012
On June 18, 2013, Fibra UNO signed the third modification agreement to the credit facility with mortgage and chattel guarantees dated December 21, 2011 with Santander to obtain a line of credit up to an amount of \$1,100,000, which will be divided into two Tranches A and B for \$750,000 and \$350,000, respectively. The agreement modifies the payment dates and number of amortization payment on "Tranche A" and the definition of "payment period" under Tranche A; no fee will be charged for the extended term. Dated July 31, 2013 and August 31, 2012, Fibra UNO exercised a drawdown of Tranche A for \$650,000 and of Tranche B for \$333,000 (the last one was settled on July 31, 2013), respectively. The loan bears interest on current debt balance at a rate of the 28-day TIIE plus a margin of 1.90 basis points. Maturity is over 21 and 27 amortization payments, with the first payment of capital and interest on December 31, 2013 and June 30, 2012, respectively and ending in December 2018.	650,000	333,000
Unsecured loan with Bancomer. The loan (in Mexican pesos) accrues interest at the 29-day TIIE rate plus a margin ranging from 0.75 % to 1.3 %. Maturity is on January 21, 2015.(1)	524,193	-
Unsecured loan with Banamex. As of December 31, 2013, the amount payable is US\$13.6 million and \$178,796 in Mexican pesos. The dollar amount bears interest at the 90-day LIBOR rate plus a spread of 1.9%. The Mexican peso amount bears interest at the 29-day TIIE plus a spread of 1.9%. Maturity is July 30, 2020.(3)	512,963	-
Unsecured loan with Inbursa. The loan bears interest over unpaid balances at the 28-day TIIE rate plus a spread of 3.95 %. Maturity is on May 31, 2020. (3)	493,000	-
Unsecured loan with Banca Mifel, S. A., Institución de Banca Múltiple, Grupo Financiero Mifel ("Met Life"). The loan bears interest on unpaid balances at a Bono M10 rate plus a spread of 1.9%. Maturity is December 31, 2023. (3)	403,302	-
On November 29, 2013 Fibra UNO signed a current credit agreement with Banco Actinver, S. A. ("Actinver") up to \$300,000 with an expiration of twelve months, which accrues at the TIIE rate plus 1.8 basis points.	<u>300,000</u>	<u>-</u>
	34,442,020	8,943,931
Current	<u>(7,032,036)</u>	<u>(669,596)</u>
	27,409,984	8,274,335
Minus – cost of transaction	<u>(139,594)</u>	<u>(18,988)</u>
Non-current	<u>\$ 27,270,390</u>	<u>\$ 8,255,347</u>

- (1) On December 18, 2013, Fibra UNO acquired the portfolio denominated “Apolo”, after which it assumed the obligations related to the debt associated with the properties in the portfolio, issued with Banorte, Banamex and Bancomer for up to \$5,795,039 (see Note 1a).
- (2) On November 4, 2013, Fibra Uno acquired the portfolio denominated “Vermont”, after which it assumed the obligations related to the debt associated with the properties in the portfolio, issued with GE Real Estate México and Bancomext, for up to \$2,306,757 (see Note 1a).
- (3) On January 29, 2013, Fibra Uno held a public offering of its CBFIs for cash as well as issued additional CBFIs in exchange for a contribution of the portfolio denominated “G-30”, after which Fibra UNO assumed the obligations related to debt associated with properties in the portfolio, issued with GE Real Estate Mexico, Inbursa, Banamex and Met Life for up to \$3,874,728 (see Note 1a).
- (4) On August 1, 2012, Fibra UNO acquired the portfolio denominated “Morado”, after which Fibra UNO assumed the obligations related to the debt associated with these properties in the portfolio, issued with GE Real Estate Mexico for \$8,282,338 (see Note 1a).

On October 21, 2013, Fibra UNO signed a provisional loan with Santander for \$6,000,000, this loan was paid on December 18, 2013 and it incurred interest of \$43,545 and a commission of \$26,918.

The Trust’s loan agreements contain various affirmative and negative covenants, for which Fibra UNO was in compliance as of the date of issuance of the accompanying consolidated financial statements. The most significant covenants are described below:

- Restrictions to sell, transfer, modify, mortgage or assign all or part of the rights Fibra UNO has under the all or a portion of its properties.
- With regard to the Santander loan, Fibra UNO will be required to enter into an interest rate hedge for a period of five years, hedging total disbursements under Tranche A. This hedge has not yet been obtained; however the loan was repaid in 2014 (see Note 22).
- Fibra UNO is required to pay, on or before on the due date, all property and other related taxes due with respect to its operations.
- A debt reserve must be created for an amount equal, during a two-month period, to the sum of quarterly interest and principal payable, maintained in a checking account or investment contracts opened by Fibra UNO with Inbursa.
- Maintain in good condition all properties and assets necessary for the proper operation of the Trust’s business, outside of normal use, wear and tear of the properties.
- Maintain insurance on assets, with reputable agents, for amounts to cover risks associated with and sufficient to replace or repair damage to the properties.
- Maintain a debt service ratio (Net Operating Income (NOI) divided by and Debt Service, as those terms are defined in the indenture) of less than 1.20 to 1.
- Do not reduce capital of trustors below \$7,500,000.
- No merger, consolidation, spin-off, liquidation, reorganization or dissolution of Fibra UNO may be carried out without the prior written authorization of Inbursa.

The maturities of long-term portion of long-term debt at December 31, 2013 are:

2015	\$ 3,463,397
2016	8,490,810
2017	674,937
2018	1,438,840
2019	4,695,638
2020 and thereafter	<u>8,646,362</u>
	<u>\$ 27,409,984</u>

14. Trade accounts payable and accrued expenses

	2013	2012
Accounts payable for acquisition of investment property	\$ 6,950,133	\$ 468,124
Trade accounts payable	940,294	26,519
Accrued expenses	228,120	18,279
Interest payable	<u>68,934</u>	<u>26,057</u>
	<u>\$ 8,187,481</u>	<u>\$ 538,979</u>

15. Deferred revenues

On November 2013, Fibra UNO received a thirty six month advanced payment related to a lease, ending on October 2016, from FW Industrial Partners II, S. de R. L. de C. V., for the warehouse Finsa 02AM03, located in Cuautitlán Izcalli, State of México, which will be amortized in \$285 per payment.

On May 2012, Fibra UNO received an advanced payment of rent from Santander representing four months of rent, which will be amortized in four equal payments, each in the amount of \$22,981, in month 12 during each of the first four years of the lease term.

The amounts of long-term deferred revenues at December 31, 2013 and 2012 are \$103,445 and \$68,941, respectively.

16. Transactions and balances with related parties

Balances and transaction between Fibra UNO and its subsidiaries, which are related parties of Fibra UNO, have been eliminated of the consolidation and are not disclosed within this note. Further, the transactions are detailed below.

a) Transactions with related parties were as follows:

	2013	2012
Fibra Uno Administración:		
Administration fees 0.5% (1)	\$ <u>225,778</u>	\$ <u>104,818</u>
Acquisition fees 3% (1)	\$ <u>769,830</u>	\$ <u>-</u>
Capitalized administration fees 3% (1)	\$ <u>969,075</u>	\$ <u>384,101</u>

	2013	2012
F2 Services, S. C. (F2 Services):		
Administrative services (2)	\$ <u>62,776</u>	\$ <u>29,602</u>
Jumbo Administración:		
Real Estate administration services (3)	\$ <u>131,200</u>	\$ <u>76,946</u>
E- Administración y Construcción, S. A. de C. V.		
Capitalized received services	\$ <u>42,186</u>	\$ <u>30,400</u>
Parks Desarrolladora, S. A. de C. V.		
Capitalized received services (4)	\$ <u>881,097</u>	\$ <u>544,778</u>
Coordinadora de Inmuebles Industriales, S. A. de C. V.		
Capitalized received services	\$ <u>321,401</u>	\$ <u>-</u>
Cabi Inver, S. A. de C. V. (Cabi Inver)		
Received services (5)	\$ <u>1,734</u>	\$ <u>2,432</u>
(1) Fibra UNO pays an annual fee in an amount equal to 0.5% of the trustors' capital and a 3 % of the total value of acquired properties or contributed by other third parties, plus any applicable value-added taxes in exchange for advisory services.		
(2) Fibra UNO pays a monthly fee in an amount equal to 2% of the lease payments received, plus any applicable value-added taxes in exchange for administrative services.		
(3) Fibra UNO pays for real estate management services at an amount equivalent to 3% of monthly revenues collected related to rent, uses of spaces (kiosks or islands), management and maintenance fees, advertising and income from parking from the Morado portfolio.		
(4) Fibra UNO celebrated a real state supervising services agreement, fee are paid based on the construction progress.		
(5) Fibra UNO pays the equivalent of 5% of the rental amount under each new lease agreement (not including renewals or extensions of existing lease agreements) that it enters into as a result of their involvement, for a period of five years , beginning on the effective date of the lease agreement.		

The contracts with the aforementioned parties have terms of five years, renewable for additional periods.

b) Balances with related parties are as follows:

	2013	2012
Due from related parties		
GICSA, S. A. de C. V.	\$ 18,391	\$ 11,278
Jumbo Administración	<u>107,218</u>	<u>-</u>
	\$ <u>125,609</u>	\$ <u>11,278</u>
Due to related parties:		
Fibra Uno Administración	\$ 56,250	\$ 35,970
Jumbo Administración	4,517	9,323
F2 Services	<u>-</u>	<u>4,625</u>
	\$ <u>60,767</u>	\$ <u>49,918</u>

In addition to the aforementioned balance due to related parties, an additional amount is due to related parties for the acquisition of certain properties, which is also shown in the accompanying consolidated statements of financial position. Payment is expected to be made within one year, which depends on the completion of construction and the ultimate rental of the related retail space.

17. Trustors' capital

Contributions

- a. Capital contributions of trustors at par value is as follows:

Initial capital contribution	CBFI's issued	Total
<u>1</u>	<u>1,809,013,266</u>	<u>1,809,013,266</u>

- b. Fibra UNO was established by an initial contribution from the trustors of \$1 plus the resources obtained from issuance of CBFIs.
- c. On January 29, 2013, Fibra UNO made its third offering of CBFIs in the amount of 444,444,444 CBFIs at a price of \$36.75 each, equivalent to \$16,333,333, as well as 66,666,667 CBFIs related to the over-allocation option equivalent to the amount of \$2,450,000, and 88,888,889 CBFIs of the special offering, equivalent to the amount to \$3,266,666. The total amount of the certificates is 600,000,000 CBFI's and the total amount of the resources is \$22,050,000 and is shown net of the issued expenses in the consolidated statements of changes in trustors' capital.
- d. During 2013, and as part of the acquisition of the Portfolio G-30, properties were contributed in exchange for 202,899,497 CBFIs valued at \$28.1004 each, based on the fair value of the property contributed, for an amount of \$5,701,557, and 33,802,435 CBFIs valued at \$28.0157 per CBFI, based on the fair value of the property contributed, for an amount of \$946,999.
- e. On March 22, 2012, Fibra UNO held its second public offering of 373,750,000 CBFIs for an amount of \$8,876,563 (\$23.75 per CBFI), including the over-allotment option.
- f. On May 14, 2012, properties were acquired in exchange for 44,618,997 CBFIs plus 1,338,670 CBFIs for fees associated with the purchase.
- g. During 2012 and as a part of the acquisition of the Morado Portfolio, properties were contributed in exchange for 471,353,109 CBFIs, from which 130,028,444 CBFIs, valued at \$24.6099 each, based on the fair value of the property contributed, were actually delivered, totaling \$3,200,000 in capital, and maintaining in treasury 341,324,665 CBFIs which do not have economic and corporate rights.
- h. As of December 31, 2013 and 2012 there were 1,809,013,266 and 842,282,890 CBFIs outstanding, respectively and with economic and corporate rights, and as of December 31, 2013 there were 524,056,406 and 471,353,109 CBFIs which do not have economic and corporate rights, respectively.

Distributions

Fibra UNO's Technical Committee has approved and paid distributions out of tax revenue accounts to CBFI holders as follows:

Distribution date	Distributions
November 11, 2013	814,771
July 23, 2013	738,256
May 9, 2013	581,786
January 31, 2013	<u>355,115</u>
Total December 31, 2013	<u>\$ 2,489,928</u>

Distribution date	Distributions
December 18, 2012	\$ 340,677
July 17, 2012	252,685
April 23, 2012	156,103
February 14, 2012	<u>155,884</u>
Total December 31, 2012	<u>\$ 905,349</u>

Net income per basic CBFI was calculated by dividing the net income for the period between the weighted average number of CBFIs with economic rights outstanding amounting to 1,567,549,974 CBFIs and 742,964,258 CBFIs for 2013 and 2012, respectively. Diluted net income per CBFI considered dilutive shares, as if the shares have been outstanding as of the date they were issued. Weighted average CBFIs considering dilutive CBFIs amounts to 2,038,903,083 and 956,075,930 CBFIs, respectively.

18. Other (expenses) income

	2013	2012
Business acquisition expenses (1)	\$ (1,491,323)	\$ -
Reimbursement services	<u>-</u>	<u>41,062</u>
	<u>\$ (1,491,323)</u>	<u>\$ 41,062</u>

- (1) Amount represents expenses incurred upon the acquisition of the Apolo portfolio discussed in Note 1b ii. As this was the acquisition of a business as opposed to an asset acquisition like the other transactions discussed in Note 1, IFRS requires these costs to be expensed when incurred and does not permit their capitalization as part of the acquisition.

19. Income taxes

In order to maintain FIBRA status, SAT has established, per articles 187 and 188 of the Mexican Income Tax Law, that Fibra UNO must annually distribute at least 95% of its taxable income to the holders of its CBFIs. There are permanent and temporary differences between the comprehensive income displayed in the accompanying financial statements, and the fiscal result that serves as base to make distributions to the holders of the CBFIs. Accordingly, the Administration made reconciliation between the two bases to determine the amount to be distributed. Most relevant differences are: (i) Fair valuation adjustment to properties investment, (ii) the inflationary adjustment, and (iii) the tax depreciation.

As of December 31, 2013, and December 31, 2012, the Trust has distributed \$2,489,928 and \$905,349 respectively, as an advance from its taxable income accounts. Management has expressed their intention of making the supplemental payments needed to comply with the aforementioned percentage and the related tax obligations.

20. Future minimum lease payments

The aggregate annual future minimum lease payments to be received under existing operating leases are as follows:

Period	Retail property	Industrial	Mixed	Offices	Total
Up to 1 year	\$ 2,604,284	\$ 1,503,163	\$ 904,753	\$ 565,544	\$ 5,577,744
1 to 5 years	6,547,813	3,449,487	2,688,155	1,090,064	13,775,519
More than 5 years	<u>6,882,139</u>	<u>1,412,029</u>	<u>4,990,695</u>	<u>618,936</u>	<u>13,903,799</u>
	<u>\$ 16,034,236</u>	<u>\$ 6,364,679</u>	<u>\$ 8,583,603</u>	<u>\$ 2,274,544</u>	<u>\$ 33,257,062</u>

The lease contracts have remaining terms ranging from one to twenty years.

21. Commitments and contingencies

- a. Except as noted previously, neither the Trust nor its assets are subject to any type of legal action, other than those stemming from its routine operations and activity.
- b. As part of the formation transactions, Fibra UNO acquired certain properties which were partially paid for from the proceeds of the Offer. A portion of the acquisition price of these properties is contingent upon the completion of construction of certain of the properties as well achieving a designated occupancy rate. As these contingencies have not yet been met, Fibra UNO has not paid these amounts and has recognized a liability under the caption “Accounts payable for acquisition of investment property”.
- c. On February 4, 2014 the Fibra UNO Technical Committee approved (under previous authorization of the majority of the independent members) distributions of the net tax result accounts up to \$438,325. This distribution was paid by Fibra UNO on February 13, 2014.
- d. At the Ordinary Trustee Committee Meeting on April 23, 2013, the trustee approved the creation of “Fundación Fibra UNO” (the “Foundation”) whose purpose will be performing not-for-profit social activities related to the real estate industry in México. For this purpose, Fibra UNO will donate 0.25 % of its revenue and the financial advisor will donate \$0.50 for each peso contributed by Fibra UNO. As of December 31, 2013, Fibra UNO has reserved the required amount to be contributed for the Foundation’s equity.
- e. As part of the agreement for the acquisition of the Portfolio G-30, Fibra UNO is required to pay the necessary costs for the conclusion of certain constructions that are in progress, for an amount approximately of \$5,700,00, of which \$2,079,483 have been paid as of December 31, 2013.

22. Subsequent events

- a. During February 2014, Fibra UNO closed the acquisition of 5 industrial properties and a retail property from Hines México the portfolio denominated (“Maine”). The total amounts for acquisitions were US \$86.5 million and \$472.4 million, respectively.
- b. On January 23, 2014, Fibra UNO issued stock certificates in a global offering in two tranches, under the “Senior Notes” program; the first for an amount of US \$600 million for 10-year term bearing interest at a fixed rate of 5.25%, and the second tranche for an amount of US \$400 million for a 30-year term bearing interest at a fixed rate of 6.95%. The principal for both issuances will be paid to the maturity.
- c. During January and February, 2014, Fibra UNO paid the following credit lines with the resources obtained from the mentioned issuances in note a above:
 - i. On January 28, 2014, a payment was made a payment under the loan with BBVA Bancomer, which in Mexican pesos accrued interest at a TIIE rate plus a margin ranging from 1 to 1.3 % with maturity on April 28, 2020 for principal and interest of \$521,942 and \$2,122, respectively.
 - ii. On January 30, 2014, Fibra UNO made a payment under the loan with Deutsche Bank AG London Branch for principal and interest of US \$250 million and US \$795, respectively.
 - iii. On January 31, 2014, and advance payment was made related to the loan with Banorte in Mexican pesos, which accrued interest at the TIIE rate plus a margin ranging from 1.7 % to 1.85 % with maturity on June 25, 2020 for principal and interest of \$3,339,846 and \$18,355, respectively.

- iv. On January 31, 2014, an advanced payment was made related to the loan with Santander which accrued interest on unpaid balances at the 28-day TIIE rate plus a margin of 1.90 % for principal and interest of \$650,000 and \$3,185, respectively.
- v. On February 4, 2014, the current loan with Actinver for principal and interest of \$300,000 and \$1,722, respectively, were paid in full.
- vi. On February 4, 2014, an advanced payment was made related to the loan agreement (credit line), pledged by a mortgage guarantee with Inbursa for principal and interest of \$807,269 and \$5,799, respectively.
- vii. On February 5, 2014, a payment was made related to the loan agreement with Banamex in Mexican pesos, that accrued interest at a TIIE rate plus a margin of 1.5 % with maturity on March 21, 2014 for principal and interest of \$349,755 and \$770, respectively.
- c. During January 2014, Fibra UNO paid the final amount for the acquisition of Centro Bancomer. The total amount for acquisition was US \$125 million, of which US\$22.5 million was paid in 2013.

23. New accounting pronouncements

a. *New and revised IFRSs affecting amounts reported and/or disclosures in the financial statements*

In the current year, Fibra UNO has applied a number of new and revised IFRSs issued by the International Accounting Standards Board (IASB) that were mandatorily effective on January 1, 2013.

IFRS 13 Fair Value Measurement

Fibra UNO has applied IFRS 13 for the first time in the current year. IFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The scope of IFRS 13 is broad; the fair value measurement requirements of IFRS 13 apply to both financial instrument items and non-financial instrument items for which other IFRSs require or permit fair value measurements and disclosures about fair value measurements, except for share-based payment transactions that are within the scope of IFRS 2 Share-based Payment, leasing transactions that are within the scope of IAS 17 Leases, and measurements that have some similarities to fair value but are not fair value (e.g. net realizable value for the purposes of measuring inventories or value in use for impairment assessment purposes).

IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under IFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, IFRS 13 includes extensive disclosure requirements.

IFRS 13 requires prospective application from January 1, 2013. In addition, specific transitional provisions were given to entities such that they need not apply the disclosure requirements set out in the Standard in comparative information provided for periods before the initial application of the Standard. In accordance with these transitional provisions, the Group has not made any new disclosures required by IFRS 13 for the 2012 comparative period. Other than the additional disclosures, the application of IFRS 13 has not had any material impact on the amounts recognized in the consolidated financial statements.

b. *New and revised IFRSs in issue but not yet effective*

Fibra UNO has not applied the following new and revised IFRSs that have been issued but are not yet effective:

IFRS 9, *Financial Instruments*

Amendments to IFRS 9 and IFRS 7, *Mandatory Effective Date of IFRS 9 and Transition Disclosures*

Amendments to IFRS 10, IFRS 12 and IAS 27, *Investment Entities*

IFRS 9 *Financial Instruments*

IFRS 9, issued in November 2009, introduced new requirements for the classification and measurement of financial assets. IFRS 9 was amended in October 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition.

Key requirements of IFRS 9 are as follow:

- All recognized financial assets that are within the scope of IAS 39 *Financial Instruments: Recognition and Measurement* are required to be subsequently measured at amortized cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under IFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognized in net income (loss).
- With regard to the measurement of financial liabilities designated as of fair value through profit or loss, IFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Under IAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss is presented in profit or loss.

Fibra UNO's management anticipate that the application of IFRS 9 in the future may have a significant impact on amounts reported in respect of Fibra UNO's financial assets and financial liabilities (e.g. Fibra UNO's investments in redeemable notes that are currently classified as available-for-sale investments will have to be measured at fair value at the end of subsequent reporting periods, with changes in the fair value being recognized in profit or loss). However, it is not practicable to provide a reasonable estimate of the effect of IFRS 9 until a detailed review has been completed.

Amendments to IFRS 10, IFRS 12 and IAS 27 *Investment Entities*

The amendments to IFRS 10 define an investment entity and require a reporting entity that meets the definition of an investment entity not to consolidate its subsidiaries but instead to measure its subsidiaries at fair value through profit or loss in its consolidated and separate financial statements.

To qualify as an investment entity, a reporting entity is required to:

- Obtain funds from one or more investors for the purpose of providing them with professional investment management services.
- Commit to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both.
- Measure and evaluate performance of substantially all of its investments on a fair value basis.

Fibra UNO's management does not anticipate that the investment entities amendments will have any effect on Fibra UNO's consolidated financial statements as Fibra UNO is not an investment entity.

Amendments to IAS 32 *Offsetting Financial Assets and Financial Liabilities*

The amendments to IAS 32 clarify the requirements relating to the offset of financial assets and financial liabilities. Specifically, the amendments clarify the meaning of 'currently has a legally enforceable right of set-off' and 'simultaneous realization and settlement'.

Fibra UNO's management does not anticipate that the application of these amendments to IAS 32 will have a significant impact on Fibra UNO's consolidated financial statements as Fibra UNO does not have any financial assets and financial liabilities that qualify for offset.

24. Approval of financial statements

On March 7, 2014, the issuance of the consolidated financial statements was authorized by Lic. Javier Elizalde Vélez, Finance Director. These consolidated financial statements are subject to the approval at the trustors' meeting, where they may be modified. Consequently, these financial statements do not reflect events after this date.

* * * * *

**Fideicomiso Irrevocable No. F/1401
(Deutsche Bank Mexico, S. A.
Institución de Banca Múltiple,
División Fiduciaria) and Subsidiaries**

Unaudited Condensed Consolidated
Interim Financial Statements as of
September 30, 2015, and for the Nine
and Three Months Ended September 30,
2015 and 2014

Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries

Unaudited Condensed Consolidated Interim Financial Statements for the Three and Nine Months Ended September 30, 2015 and 2014

Table of Contents	Page
Unaudited Condensed Consolidated Interim Statements of Financial Position	1
Unaudited Condensed Consolidated Interim Statements of Comprehensive Income	2
Unaudited Condensed Consolidated Interim Statements of Changes in Trustors' Capital	3
Unaudited Condensed Consolidated Interim Statements of Cash Flows	4
Notes to Unaudited Condensed Consolidated Interim Financial Statements	5

**Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A.
Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries**

Unaudited Condensed Consolidated Interim Statements of Financial Position

As of September 30, 2015
(In thousands of Mexican pesos)

Assets

	Notes	September 30, 2015	December 31, 2014
Current assets:			
Cash and restricted cash	3.	\$ 586,271	\$ 500,848
Financial investments	4.	4,582,690	19,528,446
Lease receivables and others	5.	959,003	763,723
Recoverable taxes, mainly value-added tax		4,023,532	3,082,513
Prepaid expenses		<u>372,902</u>	<u>171,658</u>
Total current assets		10,524,398	24,047,188
Non-current assets:			
Investment properties	6.	141,459,618	113,831,162
Advanced payments for the acquisition of investment property	7.	-	1,121,095
Investment in associates	8.	3,266,326	2,854,011
Other assets, net	9.	<u>2,173,252</u>	<u>2,289,490</u>
Total non-current assets		<u>146,899,196</u>	<u>120,095,758</u>
Total		<u>\$ 157,423,594</u>	<u>\$ 144,142,946</u>

Liabilities and trustors' capital

Current liabilities:			
Borrowings	11.	\$ 7,208,183	\$ 1,791,924
Trade accounts payable and accrued expenses	12.	2,203,987	2,455,835
Deferred revenues		84,754	57,023
Due to related parties	15.	<u>99,097</u>	<u>-</u>
Total current liabilities		<u>9,596,021</u>	<u>4,304,782</u>
Borrowings	11.	40,111,672	34,128,710
Deposits from tenants		655,860	474,809
Deferred revenues - Long-term		<u>239,982</u>	<u>159,174</u>
Total liabilities		<u>50,603,535</u>	<u>39,067,475</u>
Trustors' capital:			
Trustors' capital	17.	93,729,483	93,500,173
Retained earnings		<u>13,090,576</u>	<u>11,575,298</u>
Total trustors' capital		<u>106,820,059</u>	<u>105,075,471</u>
Total liabilities and trustors' capital		<u>\$ 157,423,594</u>	<u>\$ 144,142,946</u>

See accompanying notes to the unaudited condensed consolidated interim financial statements

Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A. Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries

Unaudited Condensed Consolidated Interim Statements of Comprehensive Income

For the nine and three months ended September 30, 2015 and 2014

(In thousands of Mexican pesos)

	Notes	Nine months ended		Three months ended	
		September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Revenues from:					
Leases	16.	\$ 6,789,539	\$ 5,102,562	\$ 2,550,052	\$ 1,822,247
Maintenance		692,016	509,609	264,602	168,402
Dividends revenues from beneficiary rights		105,211	87,996	37,408	29,476
Administration fee		<u>19,583</u>	<u>-</u>	<u>19,583</u>	<u>-</u>
		<u>7,606,349</u>	<u>5,700,167</u>	<u>2,871,645</u>	<u>2,020,125</u>
Expenses from:					
Management fees		(455,833)	(351,535)	(152,648)	(154,556)
Operating expenses		(488,420)	(386,393)	(174,399)	(261,729)
Maintenance expenses		(754,488)	(594,982)	(299,927)	(201,042)
Property tax		(181,293)	(120,087)	(65,375)	(63,469)
Insurance		(55,410)	(64,334)	(20,247)	(39,741)
Amortization of administrative platform		(146,238)	(146,238)	(48,746)	(48,746)
Executive bonus	13.	<u>(269,640)</u>	<u>(420,716)</u>	<u>(77,522)</u>	<u>(51,877)</u>
		<u>(2,351,322)</u>	<u>(2,084,285)</u>	<u>(838,864)</u>	<u>(821,160)</u>
Interest expense		(1,951,797)	(1,562,215)	(685,108)	(488,230)
Bank fees		(49,798)	(153,703)	(19,682)	(11,209)
Interest income		371,170	269,848	43,533	201,122
Foreign exchange loss - Net		(3,489,456)	(397,819)	(2,094,798)	(832,824)
Fair value adjustments to property investments and investments in trust rights - Net	6. and 8.	<u>2,837,712</u>	<u>1,665,075</u>	<u>959,684</u>	<u>592,243</u>
Consolidated net and comprehensive income		<u>\$ 2,972,858</u>	<u>\$ 3,437,068</u>	<u>\$ 236,410</u>	<u>\$ 660,067</u>
Basic net income per CBFI (pesos)		<u>0.9951</u>	<u>0.8919</u>	<u>0.0779</u>	<u>0.1777</u>
Diluted net income per CBFI (pesos)		<u>1.1165</u>	<u>1.0780</u>	<u>0.1093</u>	<u>0.1577</u>

See accompanying notes to the unaudited condensed consolidated interim financial statements.

**Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A.
Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries**

**Unaudited Condensed Consolidated Interim
Statements of Changes in Trustors' Capital**

For the nine months ended September 30, 2015 and 2014

(In thousands of Mexican pesos)

	Trustors' capital	Retained earnings	Total
Balances as of January 1, 2014	\$ 49,914,979	\$ 8,299,234	\$ 58,214,213
Capital contribution	41,267,735	-	41,267,735
Distributions to trustor	(1,129,280)	(1,720,808)	(2,850,088)
Consolidated comprehensive income	<u>-</u>	<u>3,437,068</u>	<u>3,437,068</u>
Balances as of September 30, 2014	<u>\$ 90,053,434</u>	<u>\$ 10,015,494</u>	<u>\$ 100,068,928</u>
Balances as of January 1, 2015	\$ 93,500,173	\$ 11,575,298	\$ 105,075,471
Capital contribution	3,149,485	-	3,149,485
Distributions to trustors	(2,920,175)	(1,457,580)	(4,377,755)
Consolidated comprehensive income	<u>-</u>	<u>2,962,858</u>	<u>2,962,858</u>
Balances as of September 30, 2015	<u>\$ 93,729,483</u>	<u>\$ 13,080,576</u>	<u>\$ 106,810,059</u>

See accompanying notes to the unaudited condensed consolidated interim financial statements.

**Fideicomiso Irrevocable No. F/1401 (Deutsche Bank Mexico, S. A.
Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries**

**Unaudited Condensed Consolidated Interim
Statements of Cash Flows**

**For the nine months ended September 30, 2015 and 2014
(In thousands of Mexican pesos)**

	Nine months ended September 30,	
	2015	2014
Operating activities:		
Consolidated net income	\$ 2,972,858	\$ 3,437,068
Adjustments for:		
Fair value adjustments to investment properties	(2,837,712)	(1,665,075)
Unrealized foreign exchange loss (gain)	2,935,704	749,368
Amortization	432,739	353,859
Executive compensation plan	269,640	-
Interest income	(371,170)	(269,848)
Interest expense	1,951,797	1,562,215
	<u>5,353,856</u>	<u>4,167,587</u>
(Increase) decrease in:		
Lease receivable and others	(195,280)	(610,776)
Due from related parties	-	125,609
Recoverable taxes, mainly value-added tax	(941,019)	773,663
Prepaid expenses	(201,244)	(58,315)
Increase (decrease)		
Trade accounts payable and accrued expenses	301,255	333,821
Due to related parties	99,097	114,105
Deferred revenues	108,539	(22,031)
Deposits from tenants	181,051	64,004
Net cash generated by operating activities	<u>4,706,255</u>	<u>4,887,667</u>
Investing activities:		
Investment in development projects	(6,855,370)	(1,170,015)
Advanced payments for acquisitions of investment properties	-	698,035
Acquisition of investment properties	(14,761,289)	(9,473,930)
Proceeds from (purchases of) financial investments	14,945,756	(23,684,402)
Investment in associates	(138,564)	(248,969)
Interest received	371,170	269,848
Net cash used in investing activities	<u>(6,438,297)</u>	<u>(33,609,433)</u>
Financing activities:		
Payment of long-term debt	(2,083,709)	(16,209,923)
Proceeds received from long-term debt	10,000,000	15,719,400
Distributions to trustors	(4,377,755)	(2,850,088)
Capital contribution	-	32,481,946
Interest paid	(1,721,071)	(1,248,680)
Net cash provided by financing activities	<u>1,817,465</u>	<u>27,892,655</u>
Cash and restricted cash:		
Net increase (decrease) in cash and restricted cash	85,423	(829,111)
Cash and restricted cash at the beginning of the period	<u>500,848</u>	<u>1,364,458</u>
Cash and restricted cash at the end of the period	<u>\$ 586,271</u>	<u>\$ 535,347</u>

See accompanying notes to the unaudited condensed consolidated interim financial statements.

**Fideicomiso Irrevocable No. F/1401 Deutsche Bank Mexico, S. A.
Institución de Banca Múltiple, División Fiduciaria) and Subsidiaries**

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

**For the three and nine months ended September 30, 2015 and 2014
(In thousands of Mexican pesos)**

1. General information, acquisitions and relevant events

a) General information

Fideicomiso F/1401 of Deutsche Bank México, S. A. (“Fibra UNO” or the “Trust”) was established as a real estate trust on January 12, 2011 by Fibra Uno Administración, S. A. de C. V. (the “Trustor”) and Deutsche Bank México, S. A., Institución de Banca Múltiple, División Fiduciaria (the “Trustee”). Fibra UNO started operations in March 2011 and was established mainly to acquire and own a variety of real estate properties for lease and commercial development, as well as to hold industrial, mixed-use properties, office buildings and land in the Mexican market.

Fibra UNO, as a Real Estate Investment Trust (“FIBRA” for its initials in Spanish), qualifies to be treated as a pass-through entity for Mexican federal income tax purposes. Therefore, all income generated by Fibra UNO’s operations is attributed to the holders of the Fibra UNO real estate trust certificates’ (“CBFIs” for their acronym in Spanish) and Fibra UNO itself is not considered a taxable entity in Mexico according to Mexican Tax Laws and Regulations. In order to maintain FIBRA status, Fibra UNO must be in compliance with the articles 187 and 188 of the Mexican Income Tax Law, which state that FIBRAs must distribute annually at least 95% of their taxable income to the holders of their CBFIs.

Fibra UNO has entered into the following relevant contracts to carry out its operations:

- An advisory services agreement with Fibra Uno Administración, S. A. de C. V. (“Fibra Uno Administración” or the “Advisor”, a related party) for the Advisor to assist Fibra UNO in establishing and implementing its investment and financial strategies.
- A property management agreement with F1 Management, S. C. (“F1 Management”) and F1 Controladora de Activos, S. C. (F1 Controladora) (subsidiary companies) to conduct the day-to-day management of the operations of Fibra UNO.
- A services agreement with F2 Services, S. C. (“F2 Services”, related party) to perform certain leasing, billing and collection services on behalf of Fibra UNO, subject to its oversight and supervision.
- An agreement for advisory and property management services, related to certain properties, signed with Jumbo Administración, S. A. P. I. de C. V. (“Jumbo Administración”, related party) under similar conditions as the aforementioned agreements.
- An agreement for administration fee with Fideicomiso Irrevocable de Emisión de Certificados Bursátiles No. F/2353 (Banco INVEX, S. A., Institución de Banca Múltiple, INVEX Grupo Financiero) (“Fideicomiso No. F/2353”, related party).
- A property management agreement signed with Finsa Holding, S. A. de C.V. to manage the day-to-day operations of the “Vermont” portfolio.
- A property management agreement signed with Hines Interest, S. A. de C. V. to manage the day-to-day operations of the “Maine” portfolio.
- A property management agreement signed with GP Servicios Industriales, S. A. de C. V. to manage the day-to-day operations of the “California” portfolio.
- A property management agreement signed with Consultora Centro Historico, S. A. de C. V. - to

manage the day-to-day operations of the “Hotel Centro Historico” portfolio.

The address of Fibra UNO is Quintana Roo No. 3 Despacho 303, Col. Roma Sur in Mexico City.

b) ***Acquisitions during the nine months ended September 30, 2015***

Portfolio	Date of Acquisition	Type of Acquisition
Cuaupark II (i)	September 30, 2015	Investment Properties
Oregon Portfolio (ii)	June 11, 2015	Investment properties
Indiana Portfolio (iii)	June 2, 2015	Investment properties
Buffalo Portfolio (iv)	June 2, 2015	Development
Kansas Portfolio (v)	April 30, 2015	Investment properties
Utah Portfolio (vi)	March 4, 2015	Investment properties
Florida Portfolio (vii)	February 27, 2015	Investment properties

- i. On September 30, 2015 Fibra UNO recorded the acquisition of industrial park “Cuaupark II”. The total acquisition price was 19,806,720 CBFIs equivalent to \$783,500. The Cuaupark II is located in the México-Querétaro highway km 39, Estado de México.
- ii. On June 11, 2015 Fibra UNO recorded the acquisition of a portfolio referred to as “Oregon”. The total acquisition price was 41,390,686 CBFIs equivalent to \$1,626,000. The Oregon Portfolio consists of three malls located in Mexico City.
- iii. On June 2, 2015, Fibra UNO recorded the acquisition of a portfolio referred to as “Indiana”. The total acquisition price was \$3,190,000. The Indiana portfolio consists of 13 “Grupo ICEL” campuses. The operation is a sale-and-lease-back under a triple-net lease contract with the option of a 10 year extension.
- iv. On June 2, 2015, Fibra UNO recorded the acquisition of a portfolio referred to as “Buffalo”, which is a mixed-use development. The total acquisition price was US\$185 million, equivalent to \$2,820,418. The Buffalo portfolio includes the prestigious project known as “Mitikah”, and is located in Southern Mexico City. The project will have various uses and components as offices, a shopping center, a hotel and apartment tower.
- v. On April 30, 2015, Fibra UNO recorded the acquisition of a portfolio referred to as “Kansas”. The total acquisition price was \$10,452,127. The Kansas portfolio consists of 10 malls, five adjacent land plots for future expansions, two malls in stabilization process, and seven land plots for future expansion.
- vi. Fibra UNO recorded the acquisition of a corporate office building referred to as “Utah”, is located in Mexico City on the Reforma-Lomas corridor. The total acquisition price was US \$67.9 million, equivalent to \$1,010,664.
- vii. Fibra UNO recorded the acquisition of a corporate offices building referred to as “Florida”. It is located in Mexico City on Insurgentes Sur Avenue, at the intersection with Barranca del Muerto Street. The total acquisition price was \$640,098.

c) ***Relevant events of the first nine months of 2015***

- a. On July 29, 2015, Fibra UNO executed a dual - currency unsecured committed revolving credit facility for 5 years. Banco Santander (México), S. A. (Santander), is the administrator agent and BBVA Bancomer, S. A., HSBC México, S. A., Bank of America, Credit Suisse AG, Goldman

Sachs Bank USA and Itaú Unibanco, S. A are the lenders. The total aggregate funding committed under the revolving credit facility is \$7,000 million and 410 million U.S. dollars. The agreement was amended to include another financial institution. The interest rate, with respect to the peso tranche, is the Mexican Interbank Equilibrium Rate (TIIE) plus a margin between 1.25 and 1.5 points; and with respect to the U.S. dollar tranche is the London Interbank Offered Rate (LIBOR) plus a margin between 1.25 and 1.5 points. As of September 30, 2015 Fibra UNO has not drawn against the credit line.

- b. On June 26, 2015, Fibra UNO completed the process of raising capital for a real estate investment vehicle through the issuance of CBFIs in the form of capital calls not subject to the taxation of a FIBRA. The total amount of committed capital is \$6,000,000, with an initial capital call of \$1,200,000. Fibra UNO will be a co-investor in all projects of this vehicle with at least a 30% ownership stake. F1 Management, S. C., a subsidiary of Fibra UNO will act as Trustor and Administrator of the vehicle. As of September 30, 2015 Fibra UNO had not made any contribution to the vehicle.
- c. As of June 30, 2015, Fibra UNO made debt prepayments of \$468,875 with the proceeds of the public debt issuance in February 2015.
- d. On April 1, 2015, Fibra UNO made a prepayment on the U.S. dollar-denominated loan contracted with Metlife, in connection with Fibra UNO's acquisition of the Hilton Historic Center for \$30.2 million. The loan accrued interest at a fixed rate of 7.5%.
- e. On February 3, 2015 Fibra UNO issued bonds in two tranches in the Mexican market for a total amount of \$10,000 million. The first one for an amount of \$7,500 million, named FUNO 15, accrues interest at a fixed rate of 6.99% and has a maturity of 10 years. The second one was the reopening of the FUNO 13 issuance for an amount of \$2,500 million; this tranche accrues interest at the rate of TIIE plus 0.80%. The total amount of this tranche totals \$6,850 million.

2. Basis of presentation

a. *Basis of presentation*

The accompanying condensed consolidated interim financial statements of the Trust have been prepared in accordance with International Accounting Standards (IAS) 34, *Interim Financial Reporting*.

The accompanying condensed consolidated interim financial statements have not been audited. In the opinion of the Trust's management, all adjustments (consisting mainly of ordinary, recurring adjustments) necessary for a fair presentation of the accompanying condensed consolidated interim financial statements are included.

Certain information and note disclosures normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") has been condensed or omitted, in accordance with the standards of interim financial reporting. These unaudited condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements of Fibra UNO and their respective notes as of and for the year ended December 31, 2014, prepared in accordance with IFRS. The results of the periods are not necessarily indicative of the results for the full year.

b. ***New standards***

The following IFRS have been issued but are not yet in effect:

IFRS 9 Financial Instruments and IFRS 15 Income Customer Agreements

In May 2014, IFRS 15 was issued, establishing a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. IFRS 15 will supersede the current revenue recognition guidance, including IAS 18 Revenue, IAS 11 Construction Contracts and the related Interpretations, when it becomes effective.

The core principle of IFRS 15 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

Under IFRS 15, an entity recognizes revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in IFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by IFRS 15.

Fibra UNO management anticipates that the application of IFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the Group's consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of IFRS 15 until the Group performs a detailed review.

c. ***Seasonality***

Management of the Trust does not consider its business to be subject to material seasonal fluctuations.

3. Cash and restricted cash

	September 30, 2015	December 31, 2014
Cash and bank deposits	\$ 385,951	\$ 181,675
Restricted cash and financial reserve for bank loans	<u>200,320</u>	<u>319,173</u>
Total cash and restricted cash	<u>\$ 586,271</u>	<u>\$ 500,848</u>

4. Financial investments

	September 30, 2015	December 31, 2014
Trading investments - Government securities	<u>\$ 4,582,690</u>	<u>\$ 19,528,446</u>

5. Lease receivables and others

	September 30, 2015	December 31, 2014
Lease receivables	\$ 1,005,333	\$ 722,986
Allowance for doubtful accounts	<u>(90,151)</u>	<u>(59,483)</u>
	915,182	663,503
Other accounts receivable	<u>43,821</u>	<u>100,220</u>
Total lease receivables and other accounts receivable	<u>\$ 959,003</u>	<u>\$ 763,723</u>

6. Investment properties

	September 30, 2015	December 31, 2014
Fair value:		
Completed investment properties for leasing	\$ 125,801,834	\$ 102,889,460
Investment properties under development	13,254,094	8,538,012
Property interests held under operating leases	<u>2,403,690</u>	<u>2,403,690</u>
	<u>\$ 141,459,618</u>	<u>\$ 113,831,162</u>

	Type	Number of properties	September 30, 2015	December 31, 2014
Balance at the beginning of the period			\$ 113,831,162	\$ 88,905,718
Acquisitions:				
Kansas	Retail	12	10,452,127	-
Indiana	Retail	13	3,190,000	-
Buffalo	Development	1	2,820,418	-
Oregon	Retail	3	1,626,000	-
Utah	Offices	1	1,010,664	-
Cuautipark II	Industrial	1	783,500	-
Florida	Offices	1	640,098	-
Samara	Mixed	1	-	5,586,000
R-15	Retail	2	-	3,835,434
California	Industrial	29	-	3,638,928
Maine	Mixed	6	-	1,673,636
Hotel Centro Histórico	Retail	1	-	1,173,506
La Viga	Offices	1	-	646,743
P4	Offices	2	-	280,300
Corporativo San Mateo	Offices	1	-	120,979
Construction in progress			4,541,688	3,573,709
Fair value adjustments to investment properties			<u>2,563,961</u>	<u>4,396,209</u>
Balance at the end of the period			<u>\$ 141,459,618</u>	<u>\$ 113,831,162</u>

All the investment properties of Fibra UNO are held under absolute control.

Fibra UNO obtains valuations by independent appraisers that hold recognized and relevant professional qualifications and have experience in the location and category of its investment properties.

Management considers different valuation techniques under the income, market and cost approaches, to estimate the fair value of investment properties and selects the most appropriate considering the particular circumstances of the property and availability of information, seeking to maximize the use of observable data. First, Fibra UNO considers whether current prices in an active market for similar properties in the same location and condition and subject to similar lease and other contracts are available. However, in most cases, it uses a discounted cash flows technique given the availability of information.

The discounted cash flows valuation technique requires the projection of future estimated cash flows from a property in operation or under development. Future estimated cash flows include revenues taking into account occupancy rates and uncollectibility, less operating expenses. These cash flows are discounted at an appropriate discount rate, derived from market participants' assumptions to determine the present value of the cash flows, which represent fair value. For the nine months ended September 30, 2015 and 2014, the fair value adjustments to investment properties were \$2,563,961 and \$4,396,209, respectively.

7. Advanced payments for the acquisition of investment properties

	September 30, 2015	December 31, 2014
Fideicomiso F/249688	\$ -	\$ 506,736
Prei Administradora, S. C.	-	400,000
Opción Volcán, S. de R. L. de C. V.	-	188,755
Portafolio Florida	-	25,604
	<u>\$ -</u>	<u>\$ 1,121,095</u>

8. Investments in associates

	Interest in associate	September 30, 2015	December 31, 2014
Torre Mayor (1)	49%	\$ 2,569,275	\$ 2,295,524
Torre Diana	50%	<u>697,051</u>	<u>558,487</u>
		<u>\$ 3,266,326</u>	<u>\$ 2,854,011</u>

(1) The Trust accounts for this investment under the equity method, as required by IFRS, given the nature of the investment.

The balance of the investment in Torre Mayor and Torre Diana at September 30, 2015, increased by \$273,751 and \$138,564, respectively, corresponding to the contributions made by Fibra UNO for the project.

9. Other assets

	September 30, 2015	December 31, 2014
Administrative platform (1)	\$ 2,043,674	\$ 2,043,674
Implementation fees	440,800	440,800
Deferred costs related to real estate vehicle structure	30,000	-
Accumulated amortization	<u>(341,222)</u>	<u>(194,984)</u>
	<u>\$ 2,173,252</u>	<u>\$ 2,289,490</u>

- (1) The acquired administrative platform includes staff, technology and processes.

10. Financial instruments

Liquidity risk management

Liquidity risk represents the risk that Fibra UNO will encounter difficulty in meeting its obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Ultimate responsibility for liquidity risk management rests within Fibra UNO's Technical Committee, which has established an appropriate liquidity risk management framework for the management of Fibra UNO's short-, medium- and long-term funding and liquidity management requirements. Fibra UNO manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of forecasted rental cash flows and liabilities. The Treasury department monitors the maturity of liabilities to program payments.

The following tables detail Fibra UNO's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been prepared based on the undiscounted cash flows of financial liabilities based on the earliest date on which Fibra UNO may be required to pay such obligations. The tables include cash flows related to both interest, interest payable in future periods and principal. To the extent that interest is based on a variable rate, the undiscounted amount is derived from the spot interest rates at the end of the reporting period.

	Up to 1 year	1 to 5 years	More than 5 years	Total
<i>September 30, 2015</i>				
Trade accounts payable	\$ 1,711,153	\$ -	\$ -	\$ 1,711,153
Due to related parties	99,097	-	-	99,097
Borrowings	10,982,065	19,563,459	44,730,427	75,275,951
Deposit from tenants	-	482,148	173,712	655,860
	<u>\$ 12,792,315</u>	<u>\$ 20,045,607</u>	<u>\$ 44,904,139</u>	<u>\$ 77,742,061</u>
	Up to 1 year	1 to 5 years	More than 5 years	Total
<i>December 31, 2014</i>				
Trade accounts payable	\$ 1,458,916	\$ -	\$ -	\$ 1,458,916
Borrowings	3,737,182	21,852,532	31,789,727	57,379,441
Deposit from tenants	-	275,389	199,420	474,809
	<u>\$ 5,196,098</u>	<u>\$ 22,127,921</u>	<u>\$ 31,989,147</u>	<u>\$ 59,313,166</u>

As of September 30, 2015 and December 31, 2014, the interest payable in future periods, based on the terms of the outstanding loan contracts, amounts to slightly over \$27,527 million pesos and \$21,068 million pesos, respectively and are included in the table of maturities above.

Fair value of financial instruments

Fair value of financial instruments valued at FVTPL on a recurring basis

Financial assets/financial liabilities	Fair value as of 31/09/15	Fair value as of 31/12/14	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
Trading investments				Market value.		
Government securities	\$ 4,582,690	\$19,528,446	Level 1	The fair value of Trading investments is measured with quoted prices (unadjusted) in active markets for	-	-

identical
instruments.

Fair value of financial instruments carried at amortized cost

The carrying amounts of accounts receivable, accounts payable and other financial assets and liabilities (including due to/from related parties) are of a short-term nature and, in some cases, accrues interest at rates tied to market indicators. Accordingly, the Trust believes that their carrying amounts approximate their fair value. Further, deposits from tenants approximate their fair value since the discount rate used to estimate their fair value upon initial recognition has not changed significantly.

The following table presents the carrying amounts and fair values of long-term debt:

	September 30, 2015		December 31, 2014	
	Amortized cost	Fair value	Amortized cost	Fair Value
Debt bonds National	\$ 18,610,404	\$ 18,463,080	\$ 8,593,654	\$ 8,826,091
Debt bonds International	17,077,100	17,678,419	14,734,800	15,721,231
BRE Debt México II, S. A. de C. V. (Blackstone, formerly GE)	8,899,839	10,111,356	9,354,298	8,584,888
HSBC	1,224,927	1,354,157	1,231,663	1,354,829
Bancomext	1,331,519	1,434,874	1,190,423	1,209,384
Met Life	385,828	491,410	848,294	949,074
Banamex	218,939	235,111	358,174	349,763
	<u>\$ 47,748,556</u>	<u>\$ 49,768,407</u>	<u>\$ 36,311,306</u>	<u>\$ 36,995,260</u>

As of September 30, 2015 and December 31, 2014, the amounts of transaction costs were \$428,701 and \$390,672, respectively, (see Note 11).

Valuation techniques and assumptions applied for the purpose of measuring fair value

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices (includes listed redeemable notes, bills of exchange, debentures and perpetual notes).
- The fair values of other financial assets and financial liabilities (excluding those described above) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using actual transaction prices from observable markets and quotes for similar instruments. In particular, the fair value of long-term debt, which is considered a Level 3 measurement as per below, was determined using a discounted cash flow model using estimates of current market rates based on observable future curves for TIIE and a credit spread estimated from observable credit spreads for similar entities adjusted as needed.

Financial instruments that are measured subsequent to initial recognition at fair value are grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

11. Long-term debt

		Summary at September 30, 2015				
Type	Institution	Currency	Rate	Maturity	MXN Balance	USD Balance
Mortgage	G-30 Banamex (Izt Ps.) 173.8 million FID 547	MXN	THIE + 1.90%	February, 2021	\$ 158,862	-
Mortgage	G-30 Banamex (Izt Us.) US 4 million FID 547	USD	Libor + 1.90%	February, 2021	-	3,518
Mortgage	G-30 MetLife \$450 million FID 435	MXN	10.11%	February, 2016	385,828	-
Mortgage	G-30 - Blackstone (formerly GE) Fid. 721/722 \$1,480 million	MXN	7.75%	October, 2016	1,376,663	-
Mortgage	Morado - Blackstone (formerly GE) US 254.2 million	USD	3.10%	July, 2016	-	240,237
Mortgage	Morado - Blackstone (formerly GE) US 179 million	USD	Libor + 2.5875%	July, 2016	-	47,052
Mortgage	Morado - Blackstone (formerly GE) \$864.8 million	MXN	6.16%	July, 2016	834,574	-
Mortgage	Morado - Blackstone (formerly GE) \$898 million	MXN	6.16%	July, 2016	867,463	-
Mortgage	Finsa Bancomext US 84.7 million	USD	4.89%	November, 2020	-	77,971
Mortgage	Finsa - Blackstone (formerly GE) US 58.7	USD	Libor + 3.45%	July, 2018	-	53,585
Mortgage	HSBC Samara	USD	Libor + 2.0%	September, 2021	-	15,486
Mortgage	HSBC Samara	MXN	THIE + 2.0%	September, 2021	960,471	-
Debt bonds	National	MXN	8.40%	December, 2023	2,000,000	-
Debt bonds	National	MXN	THIE + 0.80%	June, 2019	6,850,058	-
Debt bonds	National	MXN	6.99%	July, 2025	7,500,000	-
Debt bonds	National	UDIS	5.09%	November, 2028	2,260,346	-
Debt bonds	International	USD	5.25%	December, 2024	-	600,000
Debt bonds	International	USD	6.95%	January, 2044	-	400,000
September 30, 2015					<u>\$ 23,194,265</u>	<u>1,437,849</u>
Exchange rate						<u>\$ 17.0771</u>
Balance						<u>24,554,291</u>
Total equivalent in Mexican pesos						47,748,556
Current						<u>(7,208,183)</u>
Non-current						40,540,373
Debt issuance costs						<u>(428,701)</u>
						<u>\$ 40,111,672</u>

		Summary at December 31, 2014				
Type	Institution	Currency	Rate	Maturity	MXN Balance	USD Balance
Mortgage	Banamex \$173.8 million (G-30 FID 547 Izt)	MXN	TIIE + 1.90%	February, 2021	\$ 163,617	-
Mortgage	Banamex USD 4 million (G-30 FID 547 Izt)	USD	Libor + 1.90%	February, 2021	-	3,671
Mortgage	Banamex USD 10 million (G-30 FID 909 Tranche Tultipark)	USD	Libor + 1.80%	July, 2015	-	9,531
Mortgage	MetLife \$450 million (G-30 FID 435)	MXN	10.11%	February, 2016	393,368	-
Mortgage	GE Capital Real Estate USD 19.5 million (G-30 Tultipark)	USD	Libor + 1.80%	July, 2015	-	18,501
Mortgage	GE Capital Real Estate \$1,480 million (G-30 Fid. 721/722)	MXN	7.75%	October, 2016	1,404,873	-
Mortgage	GE Capital Real Estate USD 254.2 million (Morado)	USD	3.10%	July, 2016	-	243,940
Mortgage	GE Capital Real Estate USD 179 million (Morado)	USD	Libor + 2.5875%	July, 2016	-	105,260
Mortgage	GE Capital Real Estate \$864.8 million (Morado)	MXN	6.16%	July, 2016	842,818	-
Mortgage	GE Capital Real Estate \$898 million (Morado)	MXN	6.16%	July, 2016	875,858	-
Mortgage	Bancomext USD 84.7 million (Finsa)	USD	4.89%	November, 2020	-	80,801
Mortgage	GE Capital Real Estate USD 58.7 (Finsa)	USD	Libor + 3.45%	July, 2018	-	55,148
Mortgage	Metlife USD 31.1 million (Hotel Centro Histórico)	USD	7.50%	July, 2015	-	30,874
Mortgage	HSBC USD 16. 1 million (Samara)	USD	Libor + 2.0%	September, 2021	-	16,043
Mortgage	HSBC \$997.7 million (Samara)	MXN	TIIE + 2.0%	September, 2021	995,278	-
Debt bonds	National	MXN	8.40%	December, 2023	2,000,000	-
Debt bonds	National	MXN	TIIE + 0.80%	June, 2019	4,350,058	-
Debt bonds	National	UDIS	5.09%	November, 2028	2,243,613	-
Debt bonds	International	USD	5.25%	December, 2024	-	600,000
Debt bonds	International	USD	6.95%	January, 2044	-	400,000
December 31, 2014					\$ 13,269,483	1,563,769
Exchange rate						14.7348
Balance						23,041,823
Total equivalent in Mexican pesos						36,311,306
Current						(1,791,924)
Non-current						34,519,382
Cost of transaction						(390,672)
						<u>\$ 34,128,710</u>

The agreements governing Fibra UNO's borrowings contain covenants, which have been met at the date of issuance of these financial statements. Some are described below:

- Fibra UNO is required to pay, on or before on the due date, all property and other related taxes due with respect to its operations.
- Maintain in good condition all properties and assets necessary for the proper operation of the Trust's business, outside of normal use, wear and tear of the properties.
- Maintain insurance on assets, with reputable insurance agents, for amounts to cover risks associated with and sufficient to replace or repair damage to the properties.
- Maintain a debt service ratio (Net Operating Income (NOI) divided by and Debt Service, as those terms are defined in the indenture) of less than 1.20 to 1.

The maturities of long-term portion of long-term debt at September 30, 2015 are:

2016	\$ 1,515,564
2017	985,052
2018	6,999,244
2019	153,319
2020	2,049,748
2021 and thereafter	<u>28,837,446</u>
	<u>\$ 40,540,373</u>

12. Trade accounts payable and accrued expenses

	September 30, 2015	December 31, 2014
Accounts payable for acquisition of investment property	\$ 1,094,245	\$ 1,083,134
Account payable	155,494	112,277
Accrued expenses and other accounts payable	492,834	996,919
Interest payable	<u>461,414</u>	<u>263,505</u>
	<u>\$ 2,203,987</u>	<u>\$ 2,455,835</u>

13. Payments based on CBFIs

At the annual Trustee Committee Meeting held on April 4, 2014, the trustee approved a long term executive compensation plan payable through a grant of 162,950,664 CBFIs payable in 10 years and granting no more than the 10% per year, except in the case that in previous years has not been granted the 10%, then it will be able to grant up to 20% per year. Fibra UNO records as expense on a straight-line basis during the vesting period, an estimate of the CBFIs that eventually will be vested. At the end of the year Fibra UNO will revise and adjust the estimate of the number and amount of CBFIs that expects will be awarded, by the support of valuations made by independent qualified experts. The effect of the revision of original estimates could differ significantly. Compensation cost related to this plan for the three and nine months ended September 30, 2015 and 2014 and were \$77,522, \$51,877, \$269,640 and \$420,716, respectively. During the third quarter of 2015, 8,734,156 CBFIs were granted under this plan, resulting in a credit to capital contribution for \$822,744.

14. Future minimum lease revenue

The aggregate annual future minimum lease revenue, are as follows:

Period	Retail properties	Industrial properties	Office properties	Total
Up to 1 year	\$ 4,359,216	\$ 2,122,741	\$ 1,303,672	\$ 7,785,629
1 to 5 years	13,652,567	5,260,879	2,634,633	21,548,079
More than 5 years	<u>8,398,509</u>	<u>773,924</u>	<u>1,396,181</u>	<u>10,568,614</u>
	<u>\$ 26,410,292</u>	<u>\$ 8,157,544</u>	<u>\$ 5,334,486</u>	<u>\$ 39,902,322</u>

Shopping centers are located in main cities and tourist locations in Mexico.

Warehouses are located in Monterrey, Nuevo León and State of Mexico.

Buildings are located in Mexico City.

15. Transactions and balances with related parties

	Nine months ended		Three months ended	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Revenues:				
Fideicomiso No. F/2353				
Administration fee 1.25% (1)	\$ 19,583	\$ -	\$ -	\$ -
Expenses:				
Fibra Uno Administración				
Acquisition fees (2)	\$ 829,129	\$ 699,705	\$ -	\$ 702,462
Administration fees (2)	\$ 396,090	\$ 759,958	\$ 214,654	\$ -
Parks Desarrolladora, S. A. de C. V. (5)				
Received services	\$ 1,667,688	\$ 531,890	\$ 860,491	\$ 160,224
Coordinadora de Inmuebles Industriales, S. A. de C. V. (5)				
Received services	\$ 807,771	\$ -	\$ 309,041	\$ -
G-30 La Madre, S. A. P. I. de C. V. (5)				
Received services	\$ 452,246	\$ 194,295	\$ 101,055	\$ 94,757
Jumbo Administración (4)				
Real Estate administration services	\$ 325,432	\$ 222,427	\$ 116,425	\$ 87,769
F2 Services (3)				
Received services	\$ 146,677	\$ 95,907	\$ 40,383	\$ 38,977
E- Administración y Construcción, S. A. de C. V.				
Received services	\$ 14,913	\$ 47,787	\$ 9,870	\$ -
Luxe Administración y Control Inmobiliario, S. A. P. I. de C. V. (6)				
Received services	\$ 203	\$ -	\$ -	\$ -
Coordinadora de Inmuebles Industriales, S. A. de C. V.				
Received services	\$ -	\$ 591,920	\$ -	\$ 129,920
Cabi Inver, S. A. de C. V. (6)				
Received services	\$ -	\$ 991	\$ -	\$ -

- (1) Fibra UNO pays an administration fee in an amount equal to 1.25% of the maximum amount of investment.
- (2) Fibra UNO pays an annual fee in an amount equal to 0.5% of the trustors' capital and a 3 % of the total value of acquired properties from third parties, plus any applicable value-added taxes in exchange for advisory services.

- (3) Fibra UNO pays a monthly fee in an amount equal to 2% of the lease payments received, plus any applicable value-added taxes in exchange for administrative services.

- (4) Fibra UNO pays for real estate management services at an amount equivalent to 3% of monthly revenues collected related to rent, uses of spaces (kiosks or islands), management and maintenance fees, advertising and income from parking from the Morado portfolio.
- (5) Fibra UNO executed a real state oversight services agreement. Fees are paid based on the construction progress.
- (6) Fibra UNO pays to Cabi Inver, S. A. de C. V. the equivalent of 5% of the rental amount under each new lease agreement (not including renewals or extensions of existing lease agreements) that it enters into as a result of the involvement of Cabi Inver, S. A. de C. V., for a period of five years, beginning on the effective date of the lease agreement.

The contracts with the aforementioned parties have terms of five years, renewable for additional periods.

Balances with related parties are as follows:

	September 30, 2015	December 31, 2014
Due to related parties:		
Fibra UNO Administración	\$ 83,557	\$ -
Jumbo Administración	14,555	-
Parks Mantenimiento, S. C.	978	-
Others	7	-
	<u>\$ 99,097</u>	<u>\$ -</u>

16. Revenues

The following information presents the Trust's revenues based on geographical area, industry and significant tenants.

a. *Geographic diversification of revenues*

Revenues by geographical region are as follows:

State	Revenues			
	Nine months ended		Three months ended	
	September 30, 2015	September 30 2014	September 30, 2015	September 30 2014
State of Mexico	\$ 2,205,295	\$ 1,657,351	\$ 828,277	\$ 591,880
Federal District	1,562,462	1,174,242	586,838	419,350
Jalisco	542,599	407,781	203,792	145,628
Nuevo León	521,665	392,048	195,930	140,010
Tamaulipas	521,186	391,688	195,750	139,881
Quintana Roo	183,887	138,197	69,065	49,354
Chihuahua	160,885	120,910	60,426	43,180
Coahuila	147,024	110,493	55,220	39,460
Veracruz	142,493	107,089	53,518	38,244
Sonora	80,695	60,645	30,308	21,658
Guerrero	77,064	57,916	28,944	20,683
Aguascalientes	71,438	53,688	26,831	19,173
Hidalgo	65,071	48,903	24,440	17,464
Yucatán	57,838	43,467	21,723	15,523

Guanajuato	57,177	42,970	21,475	15,346
------------	--------	--------	--------	--------

State	Revenues			
	Nine months ended		Three months ended	
	September 30, 2015	September 30 2014	September 30, 2015	September 30 2014
Nayarit	53,322	40,073	20,027	14,311
Puebla	45,252	34,008	16,996	12,145
San Luis Potosí	43,019	32,331	16,157	11,546
Tlaxcala	36,069	27,107	13,547	9,681
Baja California Sur	35,395	26,600	13,294	9,500
Oaxaca	34,767	26,129	13,058	9,331
Chiapas	26,112	19,624	9,807	7,008
Morelos	22,282	16,745	8,369	5,980
Durango	20,842	15,663	7,828	5,594
Tabasco	18,308	13,759	6,876	4,914
Querétaro	16,750	12,588	6,291	4,496
Colima	14,747	11,083	5,539	3,958
Sinaloa	13,179	9,904	4,950	3,537
Baja California	10,727	8,062	4,029	2,879
Michoacán	1,063	799	399	285
Campeche	<u>926</u>	<u>699</u>	<u>348</u>	<u>248</u>
	<u>\$ 6,789,539</u>	<u>\$ 5,102,562</u>	<u>\$ 2,550,052</u>	<u>\$ 1,822,247</u>

b. ***Information by industry***

The following information presents information of the Trust's portfolio by industry:

Industrial

The portfolio is comprised of 102 investment properties which at September 30, 2015 and December 31, 2014, had a GLA of approximately 3,356,790 m2 and 3,136,000 m2, respectively.

Retail

The portfolio is composed of 313 investment properties which at September 30, 2015 and December 31, 2014 had a GLA of approximately 2,774,091 m2 and 2,164,835 m2, respectively.

Offices

The portfolio is composed of 80 investment properties which at September 30, 2015 and December 31, 2014 portfolio, had a GLA of approximately 702,400 m2 and 650,406 m2, respectively.

Segment	September 30, 2015		
	Value of investment properties	GLA	Income
Industrial	\$ 72,160,756	3,356,790	\$ 651,540
Retail	31,407,080	2,774,091	1,452,716
Offices	<u>24,637,688</u>	702,400	<u>445,796</u>
	<u>\$ 128,205,524</u>		<u>\$ 2,550,052</u>

Segment	December 31, 2014		
	Value of investment properties	GLA	Income
Industrial	\$ 59,341,055	3,136,000	\$ 2,096,925
Retail	31,058,106	2,164,835	3,355,080
Offices	<u>14,893,989</u>	650,406	<u>1,537,746</u>
	<u>\$ 105,293,150</u>		<u>\$ 6,989,751</u>

c. ***Revenues from tenants***

Revenues from the Trust's two most significant clients in the following industries were as follows:

Type	Revenues			
	Nine months ended		Three months ended	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Retail	\$ 473,605	\$ 468,035	\$ 157,868	\$ 156,012
Financial Institution	<u>210,631</u>	<u>191,154</u>	<u>70,210</u>	<u>63,718</u>
	<u>\$ 684,236</u>	<u>\$ 659,189</u>	<u>\$ 228,078</u>	<u>\$ 219,730</u>

17. Trust capital

Contributions

- The Trustors' capital is comprised of the initial contribution of one thousand pesos and the amount of resources from issuance of CBFIs.
- At September 30, 2015 and December 31, 2014 there were 3,040,340,391 and 2,878,386,926 outstanding CBFIs. At September 30, 2015 and December 31, 2014 there were 643,388,281 and 805,291,746 CBFIs in treasury not in circulation, respectively.
- For the nine months ended September 30, 2015 and 2014, Fibra UNO distributed reimbursements of equity \$2,920,175 and \$1,129,280, respectively.

Distributions

Fibra UNO's Technical Committee has approved and paid distributions out of tax revenue accounts, to CBFIs holders as follows:

Distribution date	Distributions
August 7, 2015	\$ 1,499,273
May 11, 2015	1,470,961
February 16, 2015	<u>1,407,521</u>
Total as of September 30, 2015	<u>\$ 4,377,755</u>

Distribution date	Distributions
August 11, 2014	\$ 1,154,948
May 9, 2014	826,813
February 13, 2014	<u>868,327</u>
Total as of September 30, 2014	<u>\$ 2,850,088</u>
November 7, 2014	<u>1,432,474</u>
Total as of December 31, 2014	<u>\$ 4,282,562</u>

18. Income taxes

In order to maintain FIBRA status, the Tax Administration Service (“SAT” for its name in Spanish) has established, pursuant to articles 187 and 188 of the Mexican Income Tax Law, that Fibra UNO must annually distribute at least 95% of its taxable income to the holders of its CBFIs. There are permanent and temporary differences between the comprehensive income displayed in the accompanying financial statements, and the fiscal income is used as base to make distributions to the holders of the CBFIs. Accordingly, the Administration reconciles the two bases to determine the amount to be distributed. The most relevant differences are: (i) fair valuation adjustment to investment properties, (ii) the inflationary adjustment for tax purposes, and (iii) the tax depreciation.

During the nine months ended September 30, 2015 and 2014, Fibra UNO distributed \$1,457,580 and \$1,720,808 from its taxable income accounts, respectively.

19. Commitments and contingencies

- a. Except as noted otherwise, neither the Trust nor its assets are subject to any type of legal action, other than those stemming from its routine operations and activity.
- b. As part of the formation transactions, Fibra UNO acquired certain properties which were partially paid for from the proceeds of a public offer. A portion of the acquisition price of these properties is contingent upon the completion of construction of certain of the properties as well achieving a designated occupancy rate. As these contingencies have not yet been met, Fibra UNO has not paid these amounts and has recognized a liability under the caption “Accounts payable for acquisition of investment property”.
- c. On October 16, 2015, the Technical Committee of Fibra UNO approved (under previous authorization of the majority of independent members) distributions of \$1,525,892. This distribution was paid by Fibra UNO on November 9, 2015.
- d. According to the provisions of the service contract, Fibra UNO will pay to Cabi Inver, S. A. de C. V. and LUX Administration, S. A. P. I. de C. V., the equivalent of 5% of lease income for each new lease contract of Morado Portfolio (excluding renewals or extensions of term of the existing lease), with the mediation of the Real Estate Representative, including the right to transfer (glove), met five years of the lease.
- e. As part of the agreement to acquire the G-30 Portfolio, Fibra UNO is obligated to pay the costs necessary for the completion of certain works that are currently underway, for a total of approximately \$5,700,000 of which \$5,683,991 have been paid.

20. Transactions that did not affect cash flows

Investment properties in 2015 increased by \$1,626,000 with respect to the acquisition of the Oregon Portfolio and \$700,741 with respect to the acquisition of the Cuautipark II Portfolio, which were financed through the issuance of CBFIs. Additionally, investment properties increased by \$1,121,095 as a result of advanced payments made in 2014 that were applied to investment properties in 2015.

21. Approval of the condensed consolidated interim financial statements

The accompanying condensed consolidated interim financial statements were authorized for issuance on November 17, 2015 by Lic. Gerardo Vargas Ateca, Finance vice president of Fibra UNO, in accordance with the Committee approval. These condensed consolidated interim financial statements are subject to approval at the trustors' meeting, at which point they may be modified. Consequently, these financial statements do not reflect events after this date.

* * * * *

ISSUER

FIBRA UNO

Antonio Dovalí Jaime # 70, Tower B, 11th Floor
Col. Zedec Santa Fe, C.P. 01210
Mexico, D.F.

ADVISOR

Fibra Uno Administración, S.A. de C.V.

Quintana Roo No. 3 int 303
Col. Roma Sur.; C.P. 06760
Mexico D.F.

FIBRA TRUSTEE

Deutsche Bank México, S.A., Institución de Banca Múltiple, División Fiduciaria

Blvd. Manuel Ávila Camacho 40 floor 17
Col. Bosques de las Lomas de Chapultepec; C.P. 11000
Mexico D.F.

NOTES TRUSTEE

U.S. Bank National Association

100 Wall Street, 16th Fl.
New York, NY 10005

COMMON REPRESENTATIVE

CI Banco, S.A., Institución de Banca Múltiple

Paseo de las Palmas 215, Piso 7
Col. Lomas de Chapultepec
Del. Miguel Hidalgo; C.P. 11000
Mexico D.F.

FINANCIAL ADVISOR AND STRUCTURING AGENT

Consultoría XFN, S.C. ("EXECUTION FINANCE")

Paseo de los Tamarindos No. 400B Piso 22
Bosques de las Lomas
Mexico D.F. 05120

IRISH LISTING AGENT

Walkers Listing and Support Services Limited

17-19 Sir John Rogerson's Quay
Dublin 2
Ireland

LEGAL ADVISORS

To the Issuer

As to U.S. Federal and New York Law:

Hogan Lovells US LLP

875 3rd Avenue
New York, New York 10022
United States of America

As to Mexican Law:

Holland & Knight México, S.C.

Paseo de la Reforma
342, 28th floor
Col. Juárez; C.P. 06600
Mexico D.F. 11000

To the Initial Purchasers

As to U.S. Federal and New York Law:

Paul Hastings LLP

75 East 55th Street
New York, New York 10022
United States of America

As to Mexican Law:

Bufete Robles Miaja, S.C.

Bosque de Alisos 47-A
1st Floor, A2-11
Col. Bosques de las Lomas; C.P. 05120
Mexico D.F.

INDEPENDENT AUDITORS

Galaz, Yamazaki, Ruiz Urquiza, S.C.

(Member of Deloitte Touche Tohmatsu Limited)
Paseo de la Reforma 489, 6th Floor
Col. Cuauhtémoc; C.P. 06500, Mexico, D.F.

US\$300,000,000

FIBRA UNO



US\$300,000,000 5.250% Senior Notes due 2026

OFFERING MEMORANDUM

Joint Book-Running Managers

BofA Merrill Lynch

Credit Suisse

HSBC

Santander

Passive Book-Runners

Itaú BBA

BBVA

Deutsche Bank Securities

Goldman, Sachs & Co.

November 30, 2015
