



INMUEBLES CARSO, S.A.B. DE C.V.

**LAGO ZURICH # 245, COLONIA GRANADA.
MÉXICO, D.F. C.P. 11529**

**ANNUAL REPORT FILED PURSUANT TO THE GENERAL PROVISIONS
APPLICABLE TO SHARE ISSUERS AND OTHER PARTICIPANTS IN THE STOCK
MARKET FOR THE YEAR ENDING DECEMBER 31, 2010**

Ticker Code in the Mexican Stock Market: "INCARSO"

**Shares Series "B-1" without par value corresponding to the minimum fixed
capital not entitled to be withdrawn that is outstanding as of December 31, 2010:**

2,302'750,000 shares series "B-1"

The shares issued by Inmuebles Carso, S.A.B. de C.V. are registered in the securities section of the National Share Registry and are listed on the Bolsa Mexicana de Valores, S.A.B. de C.V. (Mexican Stock Market). Inscription in the National Share Registry does not imply any certification whatsoever regarding the securities' soundness or the issuer's solvency or regarding the exactness or truth of the information contained herein, nor validates any actions that, if applicable, may have breached the law.

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The Annexes indicated above shall form an integral part of this document.

No broker, representative that executes operations with the public or any other person, who has been authorized to provide information or to make any statement that is not contained in this document, as a result of the foregoing, any information or statement not contained herein shall be understood as unauthorized by the Issuer.

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1. GENERAL INFORMATION

a) GLOSSARY OF TERMS AND DEFINITIONS

Unless indicated otherwise, the capitalized terms included in this Annual Report shall have the meanings indicated below, which shall apply in the singular and plural:

"7470 Highway"	Shall mean 7470 Highway 530, LLC
"Acolman"	Shall mean Acolman, S.A. de C.V.
"Administradora de PCC"	Shall mean Administradora de Personal de Centros Comerciales, S.A. de C.V.
"Administradora de Plaza Carso"	Shall mean Administradora de Plaza Carso, A.C.
"ADRs"	Shall mean American Depositary Receipts, which are securities listed on the "over-the-counter" market, whose underlying assets are shares representing the capital stock of the Company.
"AMX"	Shall mean América Móvil, S.A.B. de C.V.
"Apaseo"	Shall mean Arrendadora Apaseo, S.A. de C.V.
"Asociación Pediátrica"	Shall mean Asociación Pediátrica, S.A. de C.V.
"Atrios de Chapultepec"	Shall mean Atrios de Chapultepec, S.A. de C.V.
"Bajasur"	Shall mean Bajasur, S.A. de C.V.
"Banco Inbursa"	Shall mean Banco Inbursa, S.A., Institución de Banca Múltiple, Grupo Financiero Inbursa.
"Bienes Raíces de Acapulco"	Shall mean Bienes Raíces de Acapulco, S.A. de C.V.
"Securities Exchange"	Shall mean the Bolsa Mexicana de Valores, S.A.B. de C.V. (Mexican Securities Exchange)
"Castilleja Holdco"	Shall mean Castilleja Holdco Corporation
"Castilleja"	Shall mean Castilleja, S.A. de C.V.
"Central Real estate Company"	Shall mean Central Real estate Company de México, S.A. de C.V.
"Centro Histórico"	Shall mean Centro Histórico de la Ciudad de México, S.A. de C.V.
"Cervantes Saavedra"	Shall mean Conjunto Cervantes Saavedra, S.A.P.I. de C.V.
"CETES"	Shall mean Treasury Certificates of the Federation.
"CICSA"	Shall mean Carso Infraestructura y Construcción, S.A.B.

de C.V.

"Sole Circular for Issuers"	Shall mean the General Provisions Applicable to Securities Issuers and Other Market Participants published in the Official Gazette of the Federation on March 19, 2003, amended according to the resolutions published in said Official Gazette of the Federation on October 7, 2003, September 6, 2004, September 22, 2006, September 19, 2008, January 27, 2009, July 22, 2009, December 29, 2009 and December 10, 2010.
"CNBV"	Shall mean the Comisión Nacional Bancaria y de Valores (National Banking and Securities Exchange).
"Compañía de Servicios Ostar"	Shall mean Compañía de Servicios Ostar, S.A. de C.V.
"Call"	Shall mean the call (containing the principle characteristics of the Stock Certificates for every Issuance) according to which potential investors are invited to participate in the auction proceedings for the Stock Certificates that is published for the investing public.
"Club de Golf Cuernavaca"	Shall mean Club de Golf de Cuernavaca, S.A. de C.V.
"Desarrollos Sagesco"	Shall mean Desarrollos Sagesco, S.A. de C.V.
"Documents"	Shall mean (i) with respect to the Short Term Stock Certificates: the Security, Call and Notice of Placement; and (ii) with respect to the Long Term Stock Certificates: the Certificate, Supplement, Notice of Public Offer or the Call (as the case may be) and the Notice of Placement.
"DOF"	Shall mean the Official Gazette of the Federation.
"Dollar, Dollars or US\$"	Shall mean the legal currency of the United States of America.
"Dorian's"	Shall mean Dorian's Tijuana, S.A. de C.V.
"Business Day"	Shall mean any day in which the banks in Mexico City, Federal District execute their operations and are not authorized to close.
"Issuer, the Company or INCARSO"	Shall mean Inmuebles Carso, S.A.B. de C.V.
"United States or USA"	Shall mean the United States of America.
"Grupo Ostar"	Shall mean Grupo Ostar, S.A.B. de C.V. (formerly Grupo Calinda, S.A. de C.V.)
"Grupo Carso"	Shall mean Grupo Carso, S.A.B. de C.V.
"Grupo Financiero Inbursa"	Shall mean Grupo Financiero Inbursa, S.A.B. de C.V.
"Grupo Sanborns"	Shall mean Grupo Sanborns, S.A. de C.V.
	Shall mean el Grupo Hospitalario Star Médica.
"Hipocampo"	Shall mean Hipocampo, S.A. de C.V.

"Hoteles Calinda"	Shall mean Hoteles Calinda, S.A. de C.V.
"Hotel Geneve"	Shall mean Hotel Geneve, S.A. de C.V.
"Hotel Roma"	Shall mean Hotel Roma, S.A. de C.V.
"IDEAL"	Shall mean Impulsadora del Desarrollo y el Empleo en América Latina, S.A.B. de C.V.
"Imsalmar"	Shall mean Imsalmar, S.A. de C.V.
"Impulsora de Exportaciones"	Shall mean Impulsora de Empresas y Exportaciones, S.A. de C.V.
"INDEVAL"	Shall mean S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V.
"Inelmec"	Shall mean Inelmec, S.A. de C.V.
"Real estate Company Aluder"	Shall mean Real estate Company Aluder, S.A. de C.V.
"Real estate Company Aluminio"	Shall mean Real estate Company Aluminio, S.A. de C.V.
"Real estate Company Buenavista"	Shall mean Real estate Company Buenavista, S.A.
"Real estate Company Cd. Del Sol"	Shall mean Real estate Company Ciudad del Sol, S.A. de C.V.
"Inmobiliaria Diana"	Shall mean Inmobiliaria Diana Victoria, S.A. de C.V.
"Real estate Company Insurgentes Acapulco"	Shall mean Real estate Company Insurgentes Acapulco, S.A. de C.V.
"IDP"	Shall mean Real estate Company para el Desarrollo de Proyectos, S.A. de C.V.
"Inmose"	Shall mean Inmose, S.A. de C.V.
"Inmuebles Borgru"	Shall mean Inmuebles Borgru, S.A. de C.V., the spin-off company as a result of spin-off from Grupo Sanborns, S.A. de C.V.
"Inmuebles Cantabria"	Shall mean Inmuebles Cantabria, S.A. de C.V.
"Inmuebles CDX"	Shall mean Inmuebles Corporativos e Industriales CDX, S.A. de C.V. (formerly Grupo Condumex, S.A. de C.V.)
"Inmuebles Cisgro"	Shall mean Inmuebles Cisgro, S.A. de C.V. (formerly Proyectos y Construcciones Procisa, S.A. de C.V.)
"Inmuebles Comerciales"	Shall mean Inmuebles Comerciales Mexicanos, S.A. de C.V.
"Inmuebles Ductin"	Shall mean Inmuebles Corporativos Ductin, S.A. de C.V. (formerly Conductores Latincasa, S.A. de C.V.)
"Inmuebles Eclo"	Shall mean Inmuebles Desarrollados Eclo, S.A. de C.V. (formerly Logtec, S.A. de C.V.)

“Inmuebles Elmec”	Shall mean Inmuebles Elmec, S.A. de C.V. (formerly Sociedad Electromecánica, S.A. de C.V.)
“Inmuebles General”	Shall mean Inmuebles General, S.A. de C.V.
“Inmuebles Inseo”	Shall mean Inmuebles Inseo, S.A. de C.V., the spin-off company as a result of spin-off from Industrias Apaseo, S.A. de C.V.
“Inmuebles Macote”	Shall mean Inmuebles Macote, S.A. de C.V., the spin-off company as a result of spin-off from Tenedora de Empresas Materiales de Construcción, S.A. de C.V.
“Inmuebles Meisac”	Shall mean Inmuebles Industriales Meisac, S.A. de C.V. (formerly IEM, S.A. de C.V.)
“Inmuebles Riama”	Shall mean Inmuebles Riama, S.A. de C.V., the spin-off company as a result of spin-off from Minera María, S.A. de C.V.
“Inmuebles Sercox”	Shall mean Inmuebles Sercox, S.A. de C.V. (formerly Servicios Condumex, S.A. de C.V.)
“Inmuebles Servicios Mexicanos”	Shall mean Inmuebles y Servicios Mexicanos, S.A. de C.V.
“Inmuebles SROM”	Shall mean Inmuebles SROM, S.A. de C.V. (formerly Sears Roebuck de México, S.A. de C.V.)
“Internet”	Shall mean the global connection of computers through which services are provided such as e-mail, sending files, and access to the worldwide web.
“IETU”	Shall mean Business Tax of a Single Rate.
“ISR”	Shall mean Income Tax.
“VAT”	Shall mean Value Added Tax.
“LGTOC”	Shall mean the General Law of Negotiable Instruments and Credit Operations.
“LISR”	Shall mean the Income Tax Law.
“LMV”	Shall mean the Securities Exchange Law.
“México”	Shall mean the United Mexican States.
“Minera Frisco”	Shall mean Minera Firsco, S.A.B. de C.V.
“NRS”	Shall mean the Financial Reporting Standards issued by the Mexican Council for Research and Development of Financial Information Standards [<i>Consejo Mexicano para la Investigación y Desarrollo de Normas de Información Financiera, A.C.</i>]
“Operaciones e Inversiones”	Shall mean Operaciones e Inversiones, S.A.

"Pesos, MN or \$"	Shall mean the legal currency of Mexico.
"Productos Chase"	Shall mean Productos Chase, S.A de C.V.
"ADR Program"	Shall mean the ADR Program established with the Bank of New York Mellon to issue ADRs to be traded in the OTC market.
"Promociones Pedregal"	Shall mean Promociones del Pedregal, S.A. de C.V.
"Promotora Fresno"	Shall mean Promotora Real estate Company Fresno, S.A. de C.V.
"Promotora Sanborns"	Shall mean Promotora Sanborns, S.A. de C.V.
"Proyectos Educativos"	Shall mean Proyectos Educativos Inmobiliarios, S.A. de C.V.
"PTU"	Shall mean employee profit sharing.
"Corporate Reorganization"	Shall mean the Corporate Reorganization (as defined in the Sole Circular for Issuers) of Grupo Carso according to the provisions of Article 35 of the Sole Circular for Issuers consisting of a series of corporate actions to spin-off Grupo Carso and several of its Subsidiaries, whose final result is the incorporation of Minera Frisco, S.A.B. de C.V. and the Issuer.
"Joint Representative"	Shall mean: (i) with respect to Holders of the Short-Term Certificates: Monex Casa de Bolsa, SA de CV, Grupo Financiero Monex; and (ii) with respect to Holders of Long-Term Certificates: Monex Casa de Bolsa, SA de CV, Monex Grupo Financiero, or the institution designated by the Issuer for each Issuance and that is disclosed in the Documents.
"RNV"	Shall mean el National Securities Registry of the CNBV.
"Sanborn's Café"	Shall mean the coffee shops and stored operated under the trademark "Sanborn's Café".
"Santepec"	Shall mean Santepec, S.A. de C.V.
"Sears Operadora"	Shall mean Sears Operadora México, S.A. de C.V. the spin-off company as a result of spin-off from Sears Roebuck de México, S.A. de C.V.
"Sistema Traveler's Plus"	Shall mean Sistema Traveler's Plus, S.A. de C.V.
"Subsidiaries"	Shall mean any company with respect to which the Issuer owns the majority of the stock, equity or shares representing its capital stock or with respect to which the Isser shall be entitled to designate the majority of the members of the board of directors or the sole administrator.
"Telmex"	Shall mean Teléfonos de México, S.A.B. de C.V.
"Holders"	Shall mean the holders of Stock Certificates.

“TIIE”	Shall mean the Interbank Equilibrium Interest Rate that is periodically published by Banco de Mexico in the Official Gazette of the Federation or any other rate that substitutes it.
“Sanborns Stores”	Shall mean the establishments that have a restaurant and store under the trademark “Sanborns” operated by Grupo Sanborns.
“Certificate”	Shall mean any bearer certificate that documents the Stock Certificates corresponding to any Issuance under the Program.
“UDIs or Investment Units”	Shall mean the Investment Units whose value in pesos is published by Banco de Mexico in the Official Gazette of the Federation.
“UNITEC”	Shall mean the Technological University of Mexico.

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b) EXECUTIVE SUMMARY AND SELECTED FINANCIAL INFORMATION

The Company

The Company is a variable capital business corporation duly organized and validly existing according to the laws of Mexico, which is named "Inmuebles Carso, S.A.B. de C.V." and commercially identified as "Inmuebles Carso".

The Company was incorporated as a result of a spin-off of Grupo Carso, approved by the General Extraordinary Shareholders' Meeting of said company held November 4, 2010, as evidenced by public instrument number 37,483 dated November 10, 2010; certified by Mr. Héctor Manuel Cárdenas Villarreal, Notary Public 201 of the Federal District, whose first official transcript was recorded in the Public Registry of Commerce of the Federal District on November 11, 2010 in commercial folio 33325. Due to its recent incorporation, the Company has not participated in relevant corporate events other than its incorporation, which was formalized by public instrument number 37,613 dated November 25, 2010, certified by the aforementioned notary, whose first official transcript was recorded in the Public Registry of Commerce of the Federal District on November 30, 2010 in commercial folio 427522-1.

The Company's headquarters are located in "Plaza Carso" located at Lago Zurich No. 245, Edificio Presa Falcón, Piso 20, Colonia Ampliación Granada, Delegación Miguel Hidalgo C.P. 11529, Mexico City, Federal District. The telephone number of the Company is (55) 1103-7339.

Among its activities, Grupo Carso has successfully specialized in investing in real-estate projects in spaces that were originally industrial, recycled, reconverted, allowing the development of commercial, residential, cultural, health, education, sports and multiple purposes and identifying business opportunities to create new developments in various sectors. This spin-off was structured as part of the group's strategy so Inmuebles Carso may continue developing its own and new activities and maintaining the operation of its real-estate properties in a productive manner, which shall consolidate its strategy and continue with the group's expansion. It is estimated that the consolidation of the real-estate shall allow Inmuebles Carso to maximize its capacity to perform as an independent business unit and obtain significant business synergies, thereby improving the capacity of the management team to increase the growth of such business. So, it is expected for the consolidation of the real-estate business to also allow the group its management through a management and administrative team specializing in its development.

Consequently, this strategy is expected to:

- (i) Optimize the asset portfolio transferred to Inmuebles Carso as a result of the latter having its own infrastructure and a specialized management and administrative team to take advantage of said assets, thereby creating real-estate developments with high economic and social impact;
- (ii) Identifying and taking advantage of the business opportunities by acquiring new assets or recycling or reconvert its own assets in order to create new real-estate developments in the fields of commerce and service, entertainment, cultural, residential and housing, health and education and for multiple purposes; and
- (iii) Taking advantage of the vast experience acquired throughout the years in the real-estate business in Mexico and the capacity for innovation that has been generated in the development projects.

The reason for incorporating the Company is to create value for the shareholders of Grupo Carso because, previously, the price of the shares of Grupo Carso did not fully reflect the value of the group's real-estate properties. The shareholders' meeting and administration of Grupo Carso considered that the foregoing would result in the price of the shares of Grupo Carso and

Inmuebles Carso, as separate and independent companies, reflecting the business value of such companies more accurately.

In light of the foregoing, Grupo Carso considered it necessary to carry out a spin-off in order to construct a new financial group aimed primarily at developing and marketing the real-estate properties and whose holding company shall be traded on the Securities Exchange.

Business Overview

The Company, through its Subsidiaries, is dedicated primarily to acquiring, selling, developing and leasing the real-estate properties used as offices, commercial and service establishments (including without limitation department stores), hotels (and their operation), universities, hospitals, touristic developments and residential real-estate developments, and country clubs and/or golf clubs.

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Main Activity

Through its real-estate Subsidiaries, the Company participates in the real-estate market and in the hotel industry in Mexico, the latter through Grupo Ostar and its subsidiaries.

The summary below briefly describes the activities developed by the principle Subsidiaries of Inmuebles Carso. For more information about the activities carried out by each subsidiary, see “*The Company – b) Business Overview – Main Activity*” hereof.

Inmuebles SROM results from the real-state division that remained in such company when in the spin-off the operation was transferred to Sears Operadora, and its responsible for the growth, development, leasing and management of several real estate properties, including 25 Sears stores, one Saks Fifth Avenue department store, and a distribution center. Likewise, Inmuebles SROM has different equity participations in several shopping centers, including Plaza Universidad, Plaza Satélite, Pabellón Polanco, Plaza Insurgentes and Plaza Imagen

Dorian’s administrates several real estate properties, including, one Sears and Dax stores, an office building and two lots, including one in Polanco, Federal District.

Inmuebles General owns the real estate development “Plaza Carso”, located in the area of Polanco, Mexico, City, Federal District. This project is a result from restructuring the industrial area of Polanco, in order to start the most important real-state property project in Latin America, with an investment of more than 800 million dollars, a surface area of 78,000 square meters and 860,000 square meters of construction, between a development with offices, housing, commerce, services, accommodations, entertainment, culture and green areas.

IDP is a holding company of a group of companies, whose primary businesses is real estate leasing. Owns 19 school campuses that are leased in long term to four different educational operators: UNITEC, Grupo Sol, Colegio Hispano Mexicano de Querétaro and Universidad del Tercer Milenio. With respect to health services, owns six hospitals which are currently operating and five lots for the construction of more hospitals. The hospitals are or shall be managed by Grupo Star Médica, one of the fastest growing hospital groups in Mexico that provides services to a large number of clients who are middle to lower middle class.

Promotora Sanborns, the main activity of this company is real estate property leasing, specifically, to subsidiaries of Grupo Carso for the operation of Sanborns’ stores, among others. Likewise, Promotora Sanborns acts as a subholding of other subsidiaries that operate in the real estate business and whose revenue is generated from the leasing of shopping centers and real estate properties to operate stores in general. Presently, Promotora Sanborns owns real estate properties where twenty five Sanborns stores, eleven Sanborns Café, twelve Sears stores, nine Dax stores, the Hotel Veracruz Centro Histórico are operating, two office buildings leased to Sears and Grupo Sanborns and, among other real estate properties, it has residential houses, shops and many land for urban developments. Furthermore, Promotora Sanborns participates in the operation of several shopping centers (see “*The Issuer – b) Business Overview –i) Main Activity*” hereof).

Through Grupo Ostar, the Company operates and administrates real estate properties owned by it as well as by third parties, whose objective is to provide hotel services under the trademark *Ostar Grupo Hotelero*, including the following hotels: (i) Hotel Geneve Ciudad de México; (ii) Hotel Veracruz Centro Histórico; (iii) Hotel Francia Aguascalientes, (iv) Hotel Racquet Cuernavaca; (v) Hotel Calinda Beach Acapulco; and (vi) Hotel Ramada Orlando Kissimmee.

Expansion Plans

In the coming years, the Company shall continue with its expansion plans. The Company expects to start the second stage of Plaza Carso that includes a hotel with housing, 3 residential buildings, 1 office building and shall conclude in 2013.

In terms of the development of shopping centers, the Company expects to finish the shopping centers in the cities of San Luis Potosí and Villahermosa, which shall be inaugurated during the

second half of 2011. In terms of the shopping center in Veracruz, the Company expects to finish and inaugurate it during the corporate year 2012.

For more information about the expansion plans for the Company, see Section 2, The Company, item b) Business Overview x) Description of the Principle Assets herein.

Financial Information Summary

Inmuebles Carso, S.A.B. de C.V.

Información Financiera Seleccionada

(Millions of pesos, except data per share)

Concept	Dec. 2010	Dec 2009	Dec 2008
Sales	3,028.7	1,862.2	3,781.9
Operational Results	1,483.3	1,122.2	227.3
Operational Margin	49.0%	60.3%	6.0%
Controlling Stake	1,166.8	1,005.8	666.6
Profit per Share (last 12 months)	0.52	0.00	0.00
EBITDA	1,780.3	1,374.6	424.0
Total Assets	30,770.5	26,826.6	13,769.8
Net Fixed Assets	23,791.8	20,366.8	12,870.60
Total Liabilities	6,937.3	5,911.4	1,315.6
Net Liabilities	5,699.5	4,952.9	580.5
Consolidated Net Worth	17,927.4	16,527.2	12,731.4
Net Worth of the Controlling Stake	16,719.2	15,310.3	11,628.5
EBITDA / Interest Paid Ratio (last 12 months)	4.1	2.7	2.5

Concept	2010 vs 2009	2009 vs 2008
Sales	62.6%	-50.8%
Operational Results	32.2%	393.7%
Operational Margin	-18.7%	905.0%
Controlling Stake	16.0%	50.9%
Profit per Share (last 12 months)	100.0%	0.0%
EBITDA	29.5%	224.2%
Total Assets	14.7%	94.8%
Net Fixed Assets	16.8%	58.2%
Total Liabilities	17.4%	349.3%
Net Liabilities	15.1%	753.21%
Consolidated Net Worth	8.5%	29.8%
Net Worth of the Controlling Stake	9.2%	31.7%
EBITDA / Interest Paid Ratio (last 12 months)	51.9%	8.0%

c) RISK FACTORS

The key risk factors included below are those that the Company considers to affect the share price and adversely and significantly affect their performance, returns and operating results; and, consequently must be taken into account by the investing public. The risk factors included herein are examples only; however other risk factors could exist that may affect the results.

Risks related to the Operations of the Company

The historical performance of the Company may not be representative of the performance as a separated company.

Due to its recent incorporation, the Company has had a short operating history in which it has only operated independently for a quarter. Consequently, the Company's financial information is not indicative of its performance as an independent business. Therefore, the Company shall disclose the information that best represents its operation as time goes by and it is consolidated as an independent business.

The Company could face difficulties to finance its operations and investments.

Due to its recent incorporation, the Company and its Subsidiaries could face difficulties to obtain financing in favorable conditions for the development of its operations and the financing of its investments, which may have an adverse effect in the operation and results of the Issuer's Subsidiaries, and consequently in the financial situation of such.

The Company is a holding company and its risks are related to the operating risks of its Subsidiaries.

The assets of the Company basically include shares of its Subsidiaries, which represents a risk factor when considering that the results of the Issuer directly depend on the results of the Subsidiaries.

Therefore, any encumbrance to the performance of the Company's Subsidiary, any contingency derived from acts of God or force majeure, contractual breach, rejection, cancelation or revocation of permits, authorizations and licenses and in general any encumbrance that prevents or hinders the proper performance of activities or affects the results of the Subsidiaries could directly affect the results of the Company.

A significant portion of the Company's revenue is originated from Grupo Carso and its Subsidiaries

A significant part of the real-estate properties of the Subsidiaries owned by the Company are subject to lease agreements in terms of which Grupo Carso and its Subsidiaries act as lessees; therefore, the Issuer financially relies on one sole client. Any variation in the revenues or earnings of Grupo Carso and/or its subsidiaries, for whatever reason, could have a materially adverse and immediate effect on the Issuer and its Subsidiaries.

Operations with Related Parties

During the ordinary course of business, the Company and its Subsidiaries execute and/or shall execute operations with certain related parties such as Subsidiaries and associations of AMX, Grupo Financiero Inbursa, CICSA, Telmex, Minera Frisco and Grupo Carso. Additionally, as indicated previously, the Company currently has executed many lease agreements with related

parties. These types of operations may generate potential conflicts of interest. Nevertheless, the operations with related parties are executed according to market conditions. See Section 4 “*Management – b) Operations with Related Parties and Conflicts of Interest*”.

Difficulty indentifying the proper real estate properties for the business of the Company and its Subsidiaries

The business of the Company and its Subsidiaries depend on its continued ability to acquire real-estate properties (both plots of land and buildings with land) that may be leased or developed. To the extent that developers enhance their current operations or increase the number of developers, the price of land could increase and its availability could decrease as a result of increased demand. Additionally, if the Company is not able to reflect the increase in the acquisition price of the property in its lease or sale price, the profits of the Company could be adversely affected. We cannot guarantee that the Issuer shall be able to purchase adequate real estate properties to develop its businesses or that it is able to lease or sell all of these at competitive and market prices.

Real estate business in Mexico is very competitive

Nowadays, the domestic real estate business is very competitive. The incursion of new domestic and foreign competitors has increased the competition in this industry. These competitors may present more competitive offers resulting in lesser income for the Company. The increase of the competitors in the market may adversely affect the participation in the market and the operating results of the Company.

Real estate business in Mexico is subject to extensive federal, state and municipal regulation.

The real-estate business in Mexico is subject to extensive construction, zoning, environment regulations, among others, which is entrusted to different federal, state and municipal governmental authorities. This may affect the construction of real estate developments or the possibility of acquiring proper real estate properties to lease or sell in terms of their location. The continuous or increased participation of the Company in the real estate business shall depend on its ability to timely obtain the permits and authorizations necessary for their real estate projects. Amendments to the regulations applicable to the real estate market as well as the enactment and application of new laws in this subject matter may have a significant adverse effect over the activities, operations and financial situation of the Issuer as well as on its future real estate projects.

Real estate properties of the Company and the Subsidiaries could be expropriated.

If the competent authorities expropriate a significant portion of the real estate properties owned by the Subsidiaries and the Company, it could affect the financial situation of the Issuer and its operating results. Despite the fact that the Mexican government in the event of an expropriation shall be obligated to indemnify the owner of the corresponding real estate property, it is possible that such indemnity is not sufficient to cover the actual value thereof. This would significantly impact the assets of the Company.

Environmental Contingencies

Certain construction projects of the Company must comply with environmental requirements, whose breach could generate significant costs and contingencies. Engineering and construction

projects of certain Subsidiaries of the Issuer may impact the environment and their remedy or payment of the sanctions imposed as a result thereof would generate additional expenses that, in turn, would have adverse consequences in the results of the Company.

Risk of default on lease payments

In the education and health sectors, the business model provided by the Company's subsidiaries includes establishing strategic alliances with the operators of medical and educational services, who use and take advantage of the facilities that are purchased and/or constructed by the Company through long-term lease agreements. Consequently, such operators shall be obligated to pay rent resulting from the leases that were contracted. The operational risks of the parties responsible for said business could have a strong impact over the cash flow and/or in the results of the lessee could affect the Company if the lessees breach their payment obligations resulting from the lease agreements executed with the Company's subsidiaries.

Risk of loss of property under the laws of forfeiture

According to local and federal provisions in matters of forfeiture, the Company and its subsidiaries could be affected by the activities carried out in their real-estate properties by its lessees. Consequently, the Company shall implement measures to control and supervise their lessees and shall establish operation policies in terms of leases in order to avoid, to the extent possible, for their assets and operations to be affected by any illicit operations that may be carried out in such properties.

Contingencies beyond the Company's control

The revenue of the Company could be affected by several factors that are beyond its control, including delays in obtaining the corresponding governmental authorizations (water supply, zoning, construction, among others) caused by the competent authorities, natural disasters, breaches by contractors or other third parties, among others, which could increase the Issuer's operation costs and delay the development of new projects. Also, the deterioration in economic conditions in Mexico could reduce demand for properties in Mexico, which could adversely affect the Company.

Returns from present or future real estate projects shall be subject to many risks inherent to the real estate sector.

Returns related to several real estate projects of the Company, whether present or future, shall be subject to many factors that may have an adverse effect on the operating results of the Company and its Subsidiaries, including without limitation: (i) the characteristics and location of the real estate project; (ii) over-supply of space; (iii) reduction in the demand for real estate properties; (iv) the competition related to the sale or lease prices of the real estate properties; (v) the economic conditions of the buyers and lessees of the real estate properties; (vi) the quality and price of the services related to the real estate property, including its administration, management and maintenance; (vii) increases in the costs of maintenance and operation of the real estate properties; (viii) frequency of investments in real estate properties; (ix) losses of uninsured real estate properties or those not covered by the existing insurance policies; (x) lawsuits related to the real estate properties; (xi) funding availability and increase of cost thereof; and (xii) acts of God or force majeure. These risks could have a materially adverse effect over the returns of the real estate projects of the Company.

Project development shall depend on the availability of resources

To acquire new real estate properties and develop new real estate projects, the Company needs capital, which may be obtained by financing, the internal generation of resources and investments of its shareholders. If the Issuer is unable to obtain such resources and, in the case of financing, cannot contract these under competitive conditions, the growth rate of the Issuer shall be adversely affected, which in turn shall have a negative impact on the business and the operating results of the Company.

The Company does not have experience with operations in jurisdictions outside of Mexico

The Company's management may, in the future, decide to acquire assets or to expand its operations to jurisdictions outside of Mexico. The Issuer does not have experience with operations in jurisdictions other than Mexico, and may not be able to develop the necessary relationships with suppliers, contractors, employees and/or customers. Other relevant factors for the Issuer's business, such as applicable laws and regulations, as well as work practices may be significantly different from those that apply to its operations in Mexico. If the Company starts operations outside of Mexico, any delay or inability to adapt and comply with the significant operating and regulatory conditions may have a materially adverse effect over its business, operating results and financial condition of the Company.

The Issuer may face risks in terms of currency exchange in the event of carrying out operations in jurisdictions outside of Mexico

If, in the future, the Issuer's administration decides to carry out operations in jurisdictions outside of Mexico, its projects shall require financing in other currencies, therefore, the fluctuations in their rate of exchange could have a positive or adverse result in the operations of the Company.

The hotels operated by the Subsidiaries of Grupo Ostar are located in places that have been impacted by the economic downturn and insecurity in Mexico

Adverse economic conditions or due to insecurity, the hotels operated by the Subsidiaries of Grupo Ostar are subject to reduced income from business travelers or tourists. During periods of financial difficulty or insecurity, domestic and foreign travelers, whether for business or pleasure, reduce their travel expenses or limit or cut down the number of trips that are taken. An adverse economic environment or high levels of insecurity may have adverse effects on the operating and financial results of the Company.

A regional, national or global outbreak of influenza or other diseases may adversely affect the business and operating results of Grupo Ostar and the Company.

In April 2009, the outbreak of influenza type A (H1N1) caused the World Health Organization to declare the first global influenza pandemic in 40 years. In Mexico, public health measures were implemented as a result of the influenza outbreak, including banning travel, closing schools and offices and cancelling events. The influenza epidemic adversely affected the public perception of safety and the advisability of travelling to and from México, which substantially reduced the demand for hotel rooms owned by the Subsidiaries of Grupo Ostar. New outbreaks of influenza H1N1 and other contagious diseases that are similar in Mexico could cause additional health measures to be taken, which would decrease the demand for places of public accommodation

and consequently, have a material adverse effect on the business and operating results of Grupo Ostar and, as a result, on the Company.

Competition in the hotel industry

The hotel industry is highly competitive. Competition in the hotel industry is represented by a variety of international and local hotel operators, which are substantially larger than Grupo Ostar and may have more marketing and financial resources than Grupo Ostar.

Risks related to operations in Mexico

The operations of the Company are subject to economic and political operations in Mexico.

The business, operating results and financial condition of the Company may be affected significantly and adversely by changes in the policies of the Federal Government or other political, regulatory or economic developments in Mexico. In the past, on several occasions, the Federal Government has intervened in the economic and social structure of the nation. Among other actions, previous administrations have set controls over prices, currency rates of exchange and domestic and foreign investment as well as restrictions on importations and have expropriated assets from the private sector.

The economic situation in Mexico may affect the business of the Company.

The Company is a Mexican company that has substantially all its assets located in Mexico. Therefore, the economic or financial situation, operating results and forecasts may be affected by many factors, including without limitation, inflation, currency depreciation, legislation amendments, political, social and/or economic changes occurring in Mexico, which are beyond the control of the Company.

Violence linked to drug trafficking in various regions of the country could disrupt the projects and prospects of the Company

Certain regions in Mexico have experienced local outbreaks of violence linked to drug trafficking. Although the construction, real estate and land owned by the Company have not been adversely affected by these outbreaks of violence, any increase in the level of violence or a concentration of violence in areas where projects and prospects of the Company are located could have an adverse effect on operating results and financial situation of the Company.

Risks related to the structure of the Issuer

A limited number of persons exert control over the Company

The Company has 2,745,000,000 authorized series B-1 shares and 2,302,750,000 outstanding shares. Considering that the Company was incorporated as a result of a spin-off of Grupo Carso and considering that the most recent public information available for Grupo Carso on April 29, 2011, the date of the last annual ordinary shareholders' meeting of Grupo Carso, initially it was expected that 78.70% of the outstanding shares are directly or indirectly held by Mr. Carlos Slim Helú and members of his immediate family. The aforementioned persons will be entitled to appoint the majority of the members on the Board of Directors and determine the result of other shares that require the vote of the shareholders.

Information about Estimates and Related Risks

Information other than historical information that is included herein reflects the Company's perspective with respect to future events and may contain information about the financial results, economic situations, trends and uncertain facts. By evaluating such projections or estimates, the potential investor must take into account the risk factors described herein. These risk factors and projections describe the circumstances that could cause the actual results to significantly differ from the expected results based on future projections and estimates.

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d) OTHER SECURITIES

The Company has registered Series "B-1" representing its capital stock in the RNV of the CNBV, as well as maintaining them listed in the BMV traded under the ticker code "INCARSO."

Since the Company trades its shares of capital stock in the BMV, the Issuer shall be required to provide the CNBV, BMV and the investing public the financial, economic, accounting legal and administrative information according to Articles 33, 34, 35 and others that may be applicable of the Issuers' Regulations with the frequency established in such provisions, including without limitation the notices about press releases, annual and quarterly financial information, annual report, report about the degree of compliance with the Code of Better Business Practices as well as the annual legal information and about the shareholders' meetings, exercise of rights or significant corporate reorganizations.

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e) SIGNIFICANT CHANGES TO THE RIGHTS OF THE SECURITIES REGISTERED IN THE RNV

As of the date of this report, no significant changes have been made to the rights of the securities that the Company is registered in the RNV nor have new issuances been made or any other changes to other types of securities of the Company, except for issuances of stock certificates according to the issuance programs previously approved by the CNBV and disclosed to the investing public, according to subsection d) above.

f) PUBLIC DOCUMENTO

This annual report and other information about the Company may be consulted at the Bolsa, either at its offices or on the website: <http://www.bmv.com.mx>.

At the request of any investor, a copy of the aforementioned documents will be provided, prior written request addressed to Mr. Diego Gómez Ruiz at his offices located at Calle Lago Zurich No. 245, Edificio Presa Falcón, Piso 20, Colonia Ampliación Granada, Delegación Miguel Hidalgo, C.P. 11529, Mexico City, Federal District, telephone number (55) 1103-7313, extensions 1460 and 1461, respectively, or at the following e-mail: d.gomez@incarso.com..

The electronic website of the Company is in development under the domain name <http://www.incarso.com>. The information about the Company contained in its website is not part or the subject matter of this Report.

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2. THE COMPANY

a) ABOUT THE COMPANY

General Information

The Issuer is a public stock corporation of variable capital duly incorporated and validly existing in accordance with the laws of Mexico, which corporate name is "Inmuebles Carso, S.A.B. de C.V." and commercially identified as "Inmuebles Carso".

The Company was incorporated as a result of a spin-off of Grupo Carso, approved by the general extraordinary shareholders' meeting of said company, held on November 4, 2010, the minutes of which were formalized as evidenced in public instrument number 37,483 dated November 10, 2010; granted before Mr. Héctor Manuel Cárdenas Villarreal, Notary Public 201 of the Federal District, which the first official transcript of which was recorded in the Public Registry of Commerce of the Federal District on November 11, 2010 in commercial file number 33325. Due to its recent incorporation, the Company has not participated in relevant corporate events other than its incorporation which was formalized as evidenced in public instrument number 37,613 dated November 25, 2010, granted before the aforementioned notary public, the first official transcript was recorded in the Public Registry of Commerce of the Federal District on November 30, 2010 in electronic commercial file number 427522-1.

The Company's headquarters are located in "Plaza Carso" located Calle Lago Zurich No. 245, Edificio Presa Falcón, Piso 20, Colonia Ampliación Granada, C.P. 11529, Mexico City, Federal District. The telephone number of the Company is (55) 1103-7339.

Among its activities, Grupo Carso has successfully specialized in investing in real-estate projects in spaces that were originally industrial, recycled, reconverted, allowing the development of commercial, residential, cultural, health, education, sports and multiple purposes and identifying business opportunities to create new developments in various sectors. This spin-off was structured as part of the group's strategy so Inmuebles Carso may continue developing its own and new activities and maintaining the operation of its real-estate properties in a productive manner, which shall consolidate its strategy and continue with the group's expansion. It is estimated that the consolidation of the real-estate shall allow Inmuebles Carso to maximize its capacity to perform as an independent business unit and obtain significant business synergies, thereby improving the capacity of the management team to increase the growth of such business. So, it is expected for the consolidation of the real-estate business to also allow the group its management through a management and administrative team specializing in its development.

Consequently, this strategy is expected to:

- (i) Optimize the asset portfolio transferred to Inmuebles Carso as a result of the latter having its own infrastructure and a specialized management and administrative team to take advantage of said assets, thereby creating real-estate developments with high economic and social impact;
- (ii) Identifying and taking advantage of the business opportunities by acquiring new assets or recycling or reconvert its own assets in order to create new real-estate developments in the fields of commerce and service, entertainment, cultural, residential and housing, health and education and for multiple purposes; and
- (iii) Taking advantage of the vast experience acquired throughout the years in the real-estate business in Mexico and the capacity for innovation that has been generated in the development projects.

It is important to state that on December 8, 2010, Grupo Carso disclosed to the investing public that its Board of Directors had authorized an assessment of its real estate assets to define which of these could be transferred to a new company that would be spun-off from Grupo Carso and whose shares would be traded in the Securities Exchange. Thereafter, on August 24, 2010, Grupo Carso disclosed to the public that during the meeting of its Board of Directors held on such date, the progress of such analysis was submitted and the board informed about its intention of executing a Corporate Reorganization. Lastly, Grupo Carso informed about the terms of the Corporate Reorganization through an information statement distributed by the Securities Exchange on October 20, 2010.

The Corporate Reorganization

The Corporate Reorganization of Grupo Carso consisted in taking a series of corporate and contractual actions that implied the spin-off from Grupo Carso and many of its subsidiaries, which final result was the incorporation through the spin off of (i) Inmuebles Carso, the spin-off company directly or indirectly owning, through its Subsidiaries, many real estate properties used as such, previously owned by Grupo Carso and its subsidiaries; and (ii) Minera Frisco, the spin-off company directly or indirectly owning, through its subsidiaries, mining claims with concession that were previously owned by Grupo Carso and its subsidiaries.

As part of the Corporate Reorganization, Inmuebles CDX spun-off in order to transfer to two new spin-off companies the operating and mining assets and consolidated in the original company, Inmuebles CDX, the real estate assets. Inmuebles CDX owns sixteen real estate properties as well as directly and indirectly owning all of the shares representing the capital stock of the following real estate subsidiaries: (i) Inmuebles Sercoc; (ii) Inmuebles Macote and its subsidiaries Real estate Company Aluminio and Real estate Company Aluder; (iii) Inmuebles Inseo and its subsidiaries Apaseo, Inmuebles Ductin, Inmuebles Elmec and Inelmec; (iv) Inmuebles Meisac; (v) Inmuebles Eclo; (vi) Inmuebles Cisgro; and (vii) Inmuebles Riama.

Additionally, the company Inmuebles Cantabria spun-off as well in order to transfer to two new spin-off companies the operating and mining assets of said company and consolidate in Inmuebles Cantabria, as the spin-off company, the real estate assets thereof. Inmuebles Cantabria owns fourteen real estate properties as well as directly and indirectly owning all of the shares representing the capital stock of each of the following real estate subsidiaries: (i) Promociones Pedregal; (ii) Inmuebles Servicios Mexicanos; and (iii) Club de Golf Cuernavaca.

Similarly, Grupo Sanborns spun-off and as a result created Inmuebles Borgru; however, Grupo Sanborns was not extinguished. As part of the spin-off of Grupo Sanborns, this company transferred to Inmuebles Borgru in bulk a part of its assets, liabilities and capital including title to all of the shares representing the capital stock of the following real estate subsidiaries: (i) Inmuebles SROM (formerly Sears Roebuck de México, S.A. de C.V.); (ii) Dorian's; (iii) Inmuebles General; (iv) Promotora Sanborns; (v) Centro Histórico; (vi) Inmobiliaria Desarrollo de Proyectos; (vii) Administradora de PCC, which it owned, and (viii) other minority equity in various subsidiaries of the aforementioned companies.

Once the aforementioned spin-off were approved, the General Extraordinary Shareholders' Meeting of Grupo Carso held on November 4, 2010, subject to compliance with certain terms and conditions, approved the spin-off of Grupo Carso to, without extinguishing the latter, create the Company and Minera Frisco. As a result of compliance of the aforementioned terms and conditions and the subsequent creation by spin-off of the Issuer, Grupo Carso transferred to the latter, title to the shares representing the capital stock of Inmuebles Cantabria, Inmuebles CDX, Inmuebles Borgru and Grupo Ostar that it owned, all of the companies owning real estate and/or holding real estate companies and, in the case of Grupo Ostar, holding real estate companies and operating hotels.

According to the resolutions of the Extraordinary Shareholders' Meeting of Grupo Carso and based on the pro forma balance sheets of the spin-off Grupo Carso and the Company with figures to June 30, 2010, Grupo Carso transferred by spin-off to the Company and it was created with equity comprised of assets worth 16,310,077,000.00 Pesos (sixteen billion three hundred and ten million seventy seven thousand and 00/100 Pesos) (rounded to the nearest

thousand), a net worth for an equivalent amount and a capital stock fully subscribed and paid for of \$280,979,488.63 Pesos (two hundred eighty million nine hundred and seventy nine thousand four hundred eighty-eight and 63/100 Pesos).

As of December 31, 2010, the total capital stock that has been subscribed and paid-in of the Company totals the amount of \$279,793'547.93 Pesos (two hundred seventy nine million seven hundred and ninety three thousand five hundred forty seven and 93/100 Pesos).

The spin-off agreements of Grupo Carso were recorded the Public Registry of Commerce of the Federal District on November 11, 2010 under commercial folio 33325 of Grupo Carso and the publications referred to by Article 228 bis of the LGSM were made on November 10, 2010 in the Official Gazette of the Federation and in the newspapers El Universal, El Financiero and El Economista.

The Company is a shareholding, whose direct and indirect Subsidiaries are real estate companies and, in the case of the subsidiaries of Grupo Calinda, real estate companies and hotel operators. As a result of the many spin-offs described above, the Issuer shall own, through its Subsidiaries, 291 real estate properties as well as being the titleholder of trust rights in six trusts which estate is comprised of many real estate properties.

The following are all Subsidiaries of the Company to this date:

Subsidiary	Shareholding percentage	Nature of business
• Grupo Ostar	99.99%	Holding Company
Subsidiarias de Grupo Ostar:		
o Castilleja	99.99%	Real estate property leasing
Subsidiarias de Castilleja:		
• Castilleja Holdco	99.99%	Holding Company
• 7470 Highway	99.99%	Hotel management and operation
o Hotel Geneve	99.99%	Hotel management and operation
o Hotel Roma	99.99%	Hotel management and operation
o Hipocampo	99.73%	Hotel management and operation
o Sistema Traveler's Plus	99.99%	Brokerage and negotiation to market chattel and real estate properties
		Collection of fees for administration and use of trademark
o Hoteles Calinda	99.99%	
Subsidiaria de Hoteles Calinda:		Hotel management and operation
• Insalmar	99.99%	Rendering of administrative services of the personnel
o Compañía de Servicios Ostar	99.99%	
• Inmuebles CDX	99.60%	Holding Company and real estate property owner
Subsidiarias de Inmuebles CDX		
o Inmuebles Cisgro	99.57%	Real estate Company
o Inmuebles Eclo	99.57%	Real estate Company
o Inmuebles Macote	99.47%	Holding Company
o Real estate Company Aluminio	99.47%	Real estate Company
o Real estate Company Aluder	99.46%	Real estate Company
o Inmuebles Sercos	99.57%	Real estate Company
o Inmuebles Meisac	98.10%	Real estate Company
o Inmuebles Inseo	99.57%	Holding Company
o Apaseo	99.57%	Real estate property leasing
	99.42%	Real estate property leasing
	99.42%	Real estate property leasing

○ Inmuebles Elmec	99.56%	Real estate property leasing
○ Inelmecc	99.57%	Real estate Company
○ Inmuebles Ductin		
○ Inmuebles Riama		
• Inmuebles Cantabria	99.99%	Holding Company and real estate property owner
Subsidiarias de Inmuebles Cantabria		
○ Promociones Pedregal	99.99%	
○ Inmuebles y Servicios Mexicanos	99.99%	Real estate property leasing
○ Club de Golf Cuernavaca	89.52%	Real estate property leasing
		Promotion of sports, primarily golf courses
• Inmuebles Borgru	99.97%	Holding Company
Subsidiarias de Inmuebles Borgru		
○ Inmuebles SROM	84.93%	Real estate property leasing
Subsidiaria de Inmuebles SROM:		
- Inmose	84.93%	Real estate property leasing
○ Dorian's	99.97%	Real estate property leasing
○ Inmuebles General	99.97%	Real estate property leasing
Subsidiarias de Inmuebles General:		
- Atrios de Chapultepec	99.97%	Development of real estate projects
- Cervantes Saavedra	99.91%	Real estate property leasing
○ Promotora Sanborns	99.94%	Real estate property leasing
Subsidiarias de Promotora Sanborns:		
- Bajasur	99.94%	Real estate property leasing
- Bienes Raíces de Acapulco	99.94%	Real estate property leasing
- Desarrollos Sagesco	99.94%	Real estate property leasing
- Productos Chase	99.94%	Real estate property leasing
- Inmuebles Comerciales	99.94%	Real estate property leasing
- Central Real estate Company	99.94%	Real estate property leasing
- Inmobiliaria Diana	99.94%	Real estate property leasing
- Real estate Company Buenavista	99.94%	Real estate property leasing
- Acolman		
- Real estate Company Cd. Del Sol	99.94%	Real estate property leasing
- Operaciones e Inversiones	99.94%	Real estate property leasing
- Impulsora de Exportaciones	98.71%	Real estate property leasing
- Santepec	99.94%	Real estate property leasing
- Promotora Fresno	99.98%	Real estate property leasing
○ IDP		
Subsidiarias de IDP:		
- Real estate Company	99.98%	Real estate property leasing
- Insurgentes Acapulco	99.89%	Real estate property leasing
- Proyectos Educativos	19.27%	Real estate property leasing
- Asociación Pediátrica	99.98%	Rendering of administrative services of the personnel
○ Centro Histórico	Una parte	Manager of Plaza Carso's
○ Administradora PCC	social	Condominium Plaza Carso
○ Administradora de Plaza Carso		

The section “*The Company - Business Overview – Corporate Structure*” includes a table that describes the corporate structure of the Issuer.

The following section “*The Company - Business Overview – Main Activity*”, more information is provided with respect to the main activity of the most important Subsidiaries of the Company and the general business strategy followed by those Subsidiaries.

Investments carried out during the previous three fiscal years

The following table shows the main investments carried out by Inmuebles Carso, through its Subsidiaries, Inmuebles Borgru and Grupo Ostar, during the last three fiscal years:

INVESTMENTS	2008 Amount mill. \$	% contrib.	2009 Amount mill. \$	% contrib.	2010 Amount mill. \$	% contrib.
Project Plaza Carso	623.2	39.7%	1,605.1	58.6%	1,364.1	58.7%
Construction of hospitals		0.0%	492.2	18.0%	283.7	12.1%
Land reserves, Building Shopping Centers	236.1	15.0%	367.3	13.4%	646.5	27.8%
Equipment and Adaptations of Sear's Department Stores	129.5	8.2%	34.2	1.2%	21.6	0.9%
Hotel Industry	581.7	37.0%	241.5	8.8%	11.8	0.5%
TOTAL INVESTMENTS	1,570.5	100%	2,740.3	100%	2,327.7	100%

In addition, on June 2009, the following acquisitions were made by Inmuebles Borgru:

1. It was acquired from IDEAL all of the shares of IDP, holding company of a group of companies which main activities are the real estate property leasing destined to the health and education sectors; and
2. It was acquired a share holding of 19.3% in Centro Histórico, company whose main purpose is the sale and leasing of real estate properties within the perimeter called as Historic Center of Mexico City.

Finally, in September 2010, through 7470 Highway, it acquired a hotel in Kissimmee Orlando, commercially known as Ramada Kissimmee.

b) BUSINESS OVERVIEW

One of the main activities in which Grupo Carso has developed since its beginning was the investment and real estate projects, specifically in industrial areas within urban spaces, in order to recycle, restructure and allow commercial, residential, cultural, health, educative, sports and other projects that contribute not only to the environment, but to generate more and better jobs and community services.

Through the spin-off of Grupo Carso, Inmuebles Carso shall continue with the development of real estate assets of high profile and searching new opportunities. Additionally, it shall maintain the current operation of its real estate properties in a productive way, trying to generate cash flow that let the Company consolidate its strategy and accelerate its expansion.

Currently, there are several real estate projects with high economic and social impact:

- Plaza Carso and its following stages

- Plaza San Luis, a shopping center in the City of San Luis Potosí
- Plaza Altabrisa, a shopping center in the City of Villahermosa and Merida
- Restructure of an old aluminum plant of ALMEXA in the City of Veracruz in a multiple purpose center

Therefore, Inmuebles Carso shall continue distinguishing for its experience, selectivity, innovation and quality in its real estate projects and investments, by its dynamism and their several sources of incomes, which result in a high success and acceptance by its clients, tenants, renters, condominium owners, neighbors, authorities and among other participants with the Company.

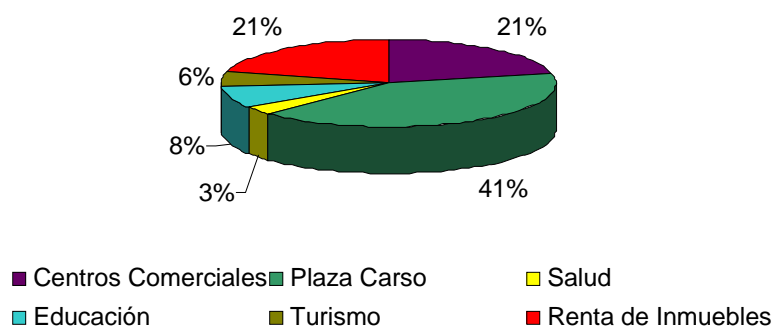
Participation of the Subsidiaries in the Company's income

The Issuer, through its Subsidiaries, is dedicated primarily to acquiring, selling, developing and leasing the real estate properties used as offices, commercial and service establishments (including without limitation department stores), hotels (and their operation), universities, hospitals, touristic developments and residential real estate developments, and country clubs and/or golf clubs.

The following diagram shows the Subsidiaries that contribute with more than 10% of the income and/or total assets of the Issuer as of December 31, 2010:

[Distribution of Sales According to the Type of Real-Estate Properties]

Distribución de ventas por tipo de inmueble



i) Main Activity

Through its subsidiary real estate companies, the Company participates in the real estate market in Mexico and in the hotel industry, specifically through its Subsidiary Grupo Ostar.

The activities carried out by the main Subsidiaries of Inmuebles Carso are summarized below:

Inmuebles SROM, a Subsidiary of Inmuebles Borgru

Inmuebles SROM originated from the real estate division of Sears Operadora and is responsible for the growth, leasing and administration of several real estate properties that include mainly 25 Sears stores, one Saks Fifth Avenue department store and one distribution center. Likewise, Inmuebles SROM has different interests in the operation of five shopping centers, which are known as Plaza Universidad, Plaza Satélite, Pabellón Polanco, Plaza Insurgentes and Plaza Imagen.

Plaza Universidad. Opened in 1969 and was the first shopping center in Mexico. In 2005, Plaza Universidad completed the total renovation of the building as well as improvements to its entertainment facilities. Currently, Plaza Universidad has 85 stores and, as a result of the aforementioned remodeling, its average level of occupancy is 100%. Inmuebles SROM owns 59% of the shares of Plaza Universidad and the remainder is owned by private investors.

Plaza Satélite. Was inaugurated in 1971 and is the most important shopping center located in the northeastern section of Mexico City. This shopping center targets middle and upper middle class consumers; and its clientele are mostly young people. Plaza Satélite is one of the largest shopping centers in Mexico with over 250 stores and approximately 5,700 parking spaces. Inmuebles SROM owns an equity interest of 46.87% in Plaza Satélite and additionally, a group of private investors have 46.875% co-invested therein while El Puerto de Liverpool, S.A.B. de C.V. owns the remaining 6.25%.

Pabellón Polanco. Opened in 1990 and is located in the Polanco area of Mexico City. This shopping center targets upper and upper middle class consumers. It is wholly owned by Inmuebles SROM and has 123 stores with 100% occupancy level. Pabellón Polanco also has entertainment facilities including "Cinemex" movie theaters. Pabellón Polanco enjoys the benefits of significant pedestrian flow every day from the office complexes located in the area.

Plaza Insurgentes. Was inaugurated in April 1999 and is wholly owned by Inmuebles SROM. It is located in the center-southern section of Mexico City and was constructed as a result of the remodeling of the Sears store, branch Insurgentes, which was the first Sears store in Mexico.

Plaza Imagen. With an equity interest of 83.4%, this shopping center opened in 1991. It is located in the residential zone of Colonia Campestre, in the city of Gómez Palacio, Durango, which forms part of the Comarca Lagunera zone. It has 116 stores and a Sears store as the anchor, which offer goods and services to middle and upper middle class persons. Presently, this shopping center also leases spaces to the Universidad Interamericana para el Desarrollo, which provides technical education to 300 students.

Dorian's

Dorian's manages several real estate properties, which includes Sears department stores and Dax store, an office building as well as two plots of land that include a land for urban development in the Polanco area of Mexico City.

Inmuebles General

The real estate division of Grupo Carso, prior to the Corporate Reorganization, was consolidated with the development "Plaza Carso", a project that recycled and converted industrial space of Polanco area in Mexico City in order to start the most important property state project in Latin America, with an investment of more than 800 million dollars, a surface area of 78,000 square meters and 860,000 square meters of construction, between a development with offices, housing, commerce, services, accommodations, entertainment, culture and green areas. The two stage development shall have the following:

Corporate Center. Consisting of three towers with 18, 19 and 22 floors, respectively, with a total of 150,000 square meters. The office tower "Presa Falcón" located between the streets of Miguel de Cervantes and Presa Falcón, behind the Soumaya Museum has 22 floors, 3 floors corresponding to the shopping center and 19 floors of offices, totaling 3,240 square meters per floor. The office tower "Zurich 245" located in the street of Lago Zurich, behind the office building of América Móvil has 19 floors, 2 floors corresponding to the shopping center and 17 floors of offices, totaling 2,100 square meters per floor. Lastly, the office building of América Móvil located between the streets of Miguel de Cervantes and Lago Zurich has 18 floors, 3 floors corresponding to the shopping center and 15 floors of offices, totaling 3,240 square meters per floor.

Residential Area: Consisting of three towers with 22 floors and another with 17 floors (with a surface of 94,176 square meters) and 440 apartments.

Shopping Center: Shall target the upper class market. It has a surface area of 46,818 square meters distributed on three floors with an innovative design that includes: the second Saks Fifth Avenue department store, which is internationally known for its designer collections that dictate style trends, fashion and elegance, as well as over 200 other brands. Additionally, the shopping center has famous boutiques, a wide selection of recognized and innovative restaurants, movie theaters, "VIP" movie theaters, coffee shops, gymnasium, entertainment centers for kids and teens, banks, boutiques, América Móvil's "Show Room" and a Sanborns store that shall be distinguished by its new concept and image. Because of its privileged location, this shopping center offers comfortable spaces and modern facilities that ensure lessees a constant flow of visitors and potential shoppers. Another advantage is that it shall naturally be in demand because of its cultural program, corporate spaces, housing and touristic flow from the hotel that shall be located within the project.

Cultural Complex: Consisting of the Soumaya Museum with a surface area of 15,858 square meters, the Jumex Museum with a surface area of 2,500 square meters and the Cervantes Theater with a capacity for 1,500 spectators.

Parking: Consists of 279,000 square meters and a capacity for 9,000 parking spaces distributed in 5 and 6 underground levels. Presently, it is the largest parking lot in Mexico.

Hotel: The complex shall include a five star hotel with 126 rooms and 38 luxury suites, which shall have a spa, business center and gourmet restaurants.

Housing shall be developed during the second stage of "Plaza Carso", which shall consist of a building with 188 apartments distributed in 17 floors as well as the hotel and the Jumex Museum that are expected to be concluded by 2013.

The magnitude of this architectural work is reflected not only in the quantity and variety of the materials, but in their quality and efficient management.

IDP

IDP is a subholding of a group of companies, whose primary businesses include real estate leasing as well as the acquisition and transfer of any title and/or property.

This company owns 19 school campuses that are leased long term to four different operators: Universidad Tecnológica de México, Grupo Sol, Colegio Hispano Mexicano de Querétaro and Universidad del Tercer Milenio.

With respect to health services, IDP owns 6 hospitals in operation and another five hospitals are planned or under construction, which are or shall be operated by Grupo Star Médica, one of the fastest growing hospital groups in Mexico that provides services to a large number of clients who are middle to lower middle class. According to their business partnership IDP shall construct, equip, develop and lease the real-estate properties where these hospitals shall be located and Grupo Star Médica shall operate and administrate them. As of December 31, 2010, six hospitals are operating in the states of San Luis Potosí, Mexico and the Federal District and five are under construction in the cities of Chihuahua, Querétaro, Mexico State, Veracruz, Leon and Tijuana.

IDP also has several land for urban developments as well as a shopping center located in the project "Ciudad Jardín Bicentenario" in Cd. Netzahualcoyotl, State of Mexico, which was developed in two lots over 250 hectares and includes the closure and cleanup of Neza I landfills. In one of the lots of sixty hectares, a sports center was constructed with a gymnasium, a bicycle path as well as sixty sports fields, making it the largest sports center in the metropolitan area. The second lot was constructed on a mixed private property complex where a shopping center is located that initiated operations at the end of 2008 as well as a technological institute of higher education, a specialized hospital, doctors' offices, community

center and an entertainment area. The benefits of this project include the elimination of a source of pollutant, urban gentrification, job creation and training, improvement of the environment due to the recovery, the availability of services that were previously unavailable, increasing safety and wastewater treatment. .

Promotora Sanborns

The main activity of this company is real estate property leasing, specifically, to subsidiaries of Grupo Sanborns for the operation of Sanborns' stores. Likewise, Promotora Sanborns acts as a subholding of other subsidiaries and that operate in the real estate business and whose revenue is generated from the leasing of shopping centers and real estate properties to operate stores in general. Presently, Promotora Sanborns owns real estate properties where twenty five Sanborns stores, eleven Sanborns Cafés, twelve Sears stores, nine Dax stores, the Hotel Veracruz Centro Histórico are operating, two office buildings leased to Sears and Grupo Sanborns and, among other real estate properties, it has residential houses, shops and many land for urban developments. Furthermore, Promotora Sanborns participates in the operation of the following shopping centers:

Plaza Altabrisa. Is located in the northeastern section of the City of Mérida, State of Yucatán on Av. Correa Rancho in an area that provides commerce and services known as Polígono Altabrisa. Presently, the area is undergoing an important development with respect to its urban infrastructure to the extent that it has been consolidated as an Urban Sub-center with services that include specialized clinics, office buildings, commercial and recreational areas, etc. The area where the commercial center is located has middle, upper middle and high class population and it shall have a sphere of influence over vast and important neighborhoods of this section of the City; in addition to all of the developments under construction on the other side of the highway in the northeastern section of the City. Promotora Sanborns owns 57.47% of this shopping center and has a leasing area of 48,695 square meters that includes one Sears store, Sanborns, cinemas and other establishments.

Forum Coatzacoalcos. Promotora Sanborns owns 50% of this shopping center, which is located in the City of Coatzacoalcos, State of Veracruz. "The Key to the Southeast" was the nickname given because of its privileged location as well as its proximity to various tourist attractions and it must be passed through when travelling to the states of the Yucatán peninsula. Forum Coatzacoalcos was planned to provide a shopping and entertainment center to the cities of Minatitlán y Coatzacoalcos. This commercial complex represents more than 800,000 inhabitants within a radius distance of not more than forty minutes by car. The complex was developed jointly with Grupo GICSA, S.A. de C.V. and is one of the most modern within the State of Veracruz. Forum Coatzacoalcos is located in the zone with the greatest upper middle class residential expansion in Coatzacoalcos in front of the new convention center and the auditorium of the City. It has 32,454 square meters of rentable space and 148 stores. Additionally, a shopping center is under construction in the City of San Luis Potosí, State of San Luis Potosí and another in the City of Villahermosa, State of Tabasco, which shall open its doors during the second half of 2011.

Grupo Ostar

Through Grupo Ostar, the Company operates and administrates real estate properties owned by it as well as by third parties, whose objective is to provide hotel services under the trademark *Ostar Grupo Hotelero*, including the following hotels: (i) Hotel Geneve Ciudad de México; (ii) Hotel Veracruz Centro Histórico; (iii) Hotel Francia Aguascalientes, (iv) Hotel Racquet Cuernavaca; (v) Hotel Calinda Beach Acapulco; and (vi) Hotel Ramada Orlando Kissimmee.

Furthermore, those hotels provide service of food and drinks, through its different restaurant cost centers.

Cyclical and Seasonal Behavior of the Key Business

The real estate division is cyclical. The fourth quarter is the best because of the end of the year season. The determination of the rent charged to its principle clients: companies that operate

Grupo Sanborns, the department stores Sears, Saks Fifth Avenue, Sanborns stores, Sanborns Café, as well as the establishments located within the shopping centers shall be calculated in terms of the percentage of sales of the stores, since a portion of the revenue of the consumer applied to the acquisition of the goods and services are increased during this period.

The hotel industry is favored by the business segment during the months of February, March, May, September, October and November; while the entertainment sector increases its revenue during the Holy Week, summer, end of the year, carnivals and weekends.

ii) Distribution Channels

Inmuebles Carso, through its Subsidiaries, principally through Inmuebles Borgru, directly markets the sale of residential apartments, offices, doctors' offices, and leases stores, school campuses, offices and hospitals.

Within the real estate properties managed by the Company, through its Subsidiaries, exists 176 real estate properties and six trust funds that include 38 Sears stores, one Saks Fifth Avenue department store, twenty five Sanborns stores, eleven Sanborns Cafés, ten Dax stores and one distribution center. Additionally, has equity participation in eight shopping centers, three office buildings, twenty nine land for urban developments, five houses, three warehouses, one hotel, nineteen school campuses, six operating hospitals, thirteen other real estate properties and as of the date hereof, five hospitals, two shopping centers, as well as the corporate, cultural, commercial and residential complex known as "Plaza Carso" are under construction.

Additionally, according to the agreement reached with UNITEC, two long-term leasing agreements have been executed for nine university campuses and another three operators are under the same program.

With respect to the hospital division, this Company owns six operating hospitals and five hospitals under construction, which are or will be managed by Grupo Star Médica. According to these negotiating terms, the Company, through its subsidiary Inmobiliaria Desarrollo de Proyectos, build, equip, develop and lease the real estate properties in which the hospitals are located and Grupo Star Médica operates and manages those. It is important to state that the doctors' offices are sold or leased for long terms to doctors.

Regarding the hotel division operated by Grupo OSTAR, accommodation services are offered through the following channels: (i) printed material such as periodical publications like magazines and newspapers, brochures or pamphlets as well as billboards; (ii) electronic means such as the internet through websites dedicated to promoting hotel services, including the reservation portal Sybelio, global distributors such as Synxis, different online and e-commerce agencies; campaigns also include radio and billboards; (iii) intermediaries, including domestic and foreign travel agencies, whether wholesalers or retailers, operators and business consortiums; and (iv) "Business to Business", through corporate accounts carried out as "Coupon Sales" among the different companies owned by Grupo Carso, airlines, reservation call centers and directly with the customer.

c) PATENTS, LICENSES, TRADEMARKS AND OTHER AGREEMENTS

The Company is the titleholder of several trademarks that identify certain real estate properties and projects as well as the hotels of Grupo Ostar. Listed below are the major trademarks and advertising slogans of the Company and its Subsidiaries:

Trademarks

Titleholder	Trademark	Registry Number	Class	Valid Term
Inmuebles Borgru	Ciudad Jardín Neza	In Process	35	In Process
Inmuebles Borgru	Logo Plaza Carso	1162626	35	August 12, 2019
Inmuebles Borgru	Plaza Carso	1093210	35	June 16, 2018

Inmuebles Borgru	Plaza San Luis	1157177	35	April 21, 2020
Inmuebles SROM	Pabellón Polanco	377717	36	December 19, 2014
Inmuebles SROM	Plaza Insurgentes	350729	36	October 15, 2018
Hoteles Calinda	Banneret	946176	43	July 16, 2016
Hoteles Calinda	Calinda Beach Acapulco	946177	43	July 16, 2016
Hoteles Calinda	Calinda Beach Acapulco y Diseño	996780	43	July 16, 2017
Hoteles Calinda	Calinda Hoteles y Diseño	941502	43	April 27, 2016
Hoteles Calinda	Calinda Viva Villahermosa	946178	43	July 16, 2016
Hoteles Calinda	Calinda Viva Villahermosa y Diseño	962726	43	September 26, 2016
Hoteles Calinda	Hoteles Calinda y Diseño	941501	43	April 27, 2016
Hoteles Calinda	Hotel Racquet Cuernavaca	939682	43	June 2, 2016
Hoteles Calinda	Hotel Racquet Cuernavaca y Diseño	941503	43	April 27, 2016
Hoteles Calinda	Hotel Veracruz Centro Histórico	1010895	43	July 16, 2016
Hoteles Calinda	Hotel Veracruz Centro Histórico y Diseño	1010894	43	July 16, 2016
Hoteles Calinda	Hotel Francia Aguascalientes y Diseño	1065303	35	September 5, 2018
Hoteles Calinda	Logo Shop Hotel Racquet Cuernavaca y Diseño	1068609	35	September 5, 2018
Hoteles Calinda	La Terraza Racquet y Diseño	1072991	43	October 20, 2018
Hoteles Calinda	La Cava Medieval y Diseño	1072990	43	October 20, 2018

Titleholder	Trademark	Registry Number	Class	Valid Term
Hoteles Calinda	Hotel Raquet Cuernavaca y Diseño	1140102	43	November 19, 2019
Hotel Geneve	Hotel Geneve y Diseño	950049	43	July 16, 2016
Hotel Geneve	Hotel Geneve y Diseño	949362	43	July 16, 2016
Hotel Geneve	Hotel Geneve Ciudad De Mexico 100 Años y Diseño	1067463	35	September 5, 2018
Hotel Geneve	Phone Bar Y Diseño	1066014	43	September 5, 2018
Hotel Geneve	Phone Bar Y Diseño	1064600	35	August 14, 2018
Hotel Geneve	La Terraza Geneve Restaurante Y Diseño	1058830	43	July 22, 2018
Inmuebles Carso	INCARSO	In Process	35	In Process
Inmuebles Carso	www.inmueblescarso.com	In Process	35	In Process
Inmuebles Carso	www.incarso.com	In Process	35	In Process
Inmuebles Carso	Inmuebles Carso	In Process	35	In Process
Inmuebles Carso	Inmuebles Carso y Diseño	In Process	35	In Process
Inmuebles Carso	INCARSO	In Process	36	In Process
Inmuebles Carso	www.inmueblescarso.com	In Process	36	In Process
Inmuebles Carso	www.incarso.com	In Process	36	In Process
Inmuebles Carso	Inmuebles Carso	In Process	36	In Process
Inmuebles Carso	Inmuebles Carso y Diseño	In Process	36	In Process
Inmuebles Carso	INCARSO	In Process	37	In Process
Inmuebles Carso	www.inmueblescarso.com	In Process	37	In Process
Inmuebles Carso	www.incarso.com	In Process	37	In Process
Inmuebles Carso	Inmuebles Carso	In Process	37	In Process
Inmuebles Carso	Inmuebles Carso y Diseño	In Process	37	In Process
Real estate Company General	Plaza Carso y Diseño	In Process	35	In Process
Real estate Company General	Plaza Carso y Diseño	In Process	36	In Process
Real estate Company Insurgentes Acapulco	Real estate Company Insurgentes Acapulco y Diseño	969008	36	June 28, 2016
Real estate Company Insurgentes Acapulco	Real estate Company Insurgentes Acapulco y Diseño	967496	37	June 28, 2016

Advertising Slogans

Titleholder	Commercial	Registry Number	Class	Valid Term
Hoteles Calinda	Usted Manda	22120	42	June 5, 2011
Hoteles Calinda	Excelencia y tradición con espíritu taurino	51582	43	December 16, 2018
Hotel Geneve	Hotel Museo	51533	43	December 16, 2018
Hotel Geneve	Siempre antiguo, siempre nuevo	50594	43	November 4, 2018
Hotel Geneve	Las llaves de su casa estarán por siempre en el Front Desk	50595	43	November 4, 2018
Hotel Geneve	El hotel mas legendario de México	49632	43	August 14, 2018
Hotel Geneve	Testigo de la Historia	49631	43	August 14, 2018
Hotel Geneve	El Hotel con mas tradición en México	49634	43	August 14, 2018
Hotel Geneve	El Hotel mas clásico de México	49633	43	August 14, 2018

All of the trademarks mentioned in the table above continue to be valid. The Company, directly or through its Subsidiaries has submitted on time and properly before the Mexican Institute of Intellectual Property, the corresponding renewal applications in the cases in which the records show that these shall expire soon.

All the trademarks and commercial slogans mentioned above and those that are developed by the Company or its Subsidiaries in the future,, are important, in the understanding that they constitute the distinctive sign of the services provided by the group, being of high importance the identification by the clients with quality services within the real-state property market, or hotel services referring to Grupo Ostar and its subsidiaries, which are highly competitive.

Other Agreements

The Company, through its Subsidiaries, has executed many lease agreements to rent its real estate properties to third parties that can be or not related parties. In general, said lease agreements are valid for two or three years and the lessee undertakes the payment obligation of a monthly rent plus a fee to cover utility charges, expenses of common areas, cleaning and other maintenance costs and a deposit equivalent to two and sometimes three months rent to pay for any damage caused to the leased property. The property tax is paid by the lessor. Additionally, in the case of leasing a shopping center, the lessees shall pay a fee in advance for access to the shopping center, which varies from contract to contract. If the lessee vacates the store, the latter may recover a portion of said fee with a charge to the new lessee.

The Company's policy with respect to commercial lease has focused on contracting the longest terms permitted by the applicable legislation.

Relevant agreements executed by the Company for the last three fiscal years, do not exist, different from those related to the regular business activities.

iv) Main Clients

As indicated previously (see "*General Information – Risk Factors*"), as of the date hereof, the principle clients of the Issuer are various Subsidiaries of Grupo Carso, such as Grupo Sanborns, which through its operating Subsidiaries of the Sears stores, Sanborns stores and Sanborns Café represent more than 10% of the total revenue of the Issuer, as well as other clients such as UNITEC with whom it reached a leasing agreement for 9 university campuses.

With respect to Grupo Ostar, its clientele does not include any representing 10% or more of the total individualized sales per property; however, this segment that represents 10% of the revenue from the total sales of the properties or the corporate accounts.

v) Applicable Legislation and Tax Situation

The Company is subject to compliance of the laws, regulations and provisions applicable to any variable capital business corporation, such as the LMV, Issuers' Regulations, LGSM, Commerce Code and the corresponding tax provisions.

Additionally, the following are the main constitutional provisions, laws, regulations and administrative provisions governing the activities carried out by Subsidiaries of the Company:

- Federal Labor Law;
- General Law of Ecological Equilibrium and Environmental Protection;
- Regulation to the General Law of Ecological Equilibrium and Environmental Protection in terms of Environmental Impact Assessment;
- Civil Codes for the states where the real estate property owned by the Issuer and its Subsidiaries are located;
- Financial Codes for the states where the real estate property owned by the Issuer and its Subsidiaries are located;
- Legislation about condominiums in the states where the real estate property owned by the Issuer and its Subsidiaries are located;
- Legislation in matters of urban development and construction for the states of Veracruz, Tabasco, Yucatán and the Federal District;
- Copyright Laws;
- Income Tax Law;
- Value Added Tax Law;
- Cash Deposit Tax Law;
- Flat Rate Corporate Tax Law;
- National Worker's Housing Act;
- Social Security Law;
- State legislation and municipal regulations on environmental, zoning, building permits, commercial establishments and real estate for the hotel industry;
- Mexican Official Standards; and
- Concession certificates granted by the Federal Government to the Subsidiaries of the Issuer for the use, use, development or exploitation of beach surfaces and/or federal maritime land and/or reclaimed land or other natural deposit of marine waters.

The Subsidiary of the Company 7470 Highway is subject to the corporate and tax laws of the State of Delaware and to the tax and real estate legislation for the State of Florida as well as to US federal tax law.

Additionally, in the ordinary course of their business, the Company and its Subsidiaries may be subject to antitrust provisions and, as such, the Federal Economic Competition Law and its Regulations; provisions in terms of consumer protection such as the Federal Law for Consumer Protection; intellectual property laws such as the Federal Copyright Law, the Industrial Property Law and their corresponding regulations and any other legal provisions applicable to the activities carried out during the ordinary and extraordinary course of their businesses.

vi) Human Resources

The Issuer does not have any employees; however, through its Subsidiaries, as of December 31, 2010, it employs over 690 persons whereby (i) 0.2% are executives; (ii) 94.8% are employees, where 36% are unionized; and (iii) 5% are workers, who have not joined a union.

	Management	Unionized	Total
Executives	2	0	2
Employees	401	254	655
Workers	33	0	33
Total	436	254	690

As of this date, the relationship between the Subsidiaries and the union has been good.

vii) Environmental Performance

The Company and Subsidiaries are in compliance with the environmental standards that are applicable; therefore, each of their real estate properties that are in operation or being developed have the corresponding governmental authorizations and comply with the requirements established by the applicable laws, particularly in terms of control and registration of wastewater, air emissions and the handling and disposal of solid waste and hazardous materials when these are generated because of the business requirements. For these purposes, normally services are retained from companies authorized by the respective environmental or health authorities. Additionally, both the Issuer as well as its Subsidiaries have internal control departments that carry out studies and reports about the environmental impact of each project.

The construction of mixed-use complex called “Plaza Carso” shall result in the urban revitalization of an area that was dedicated to industrial use, and that in recent years had entered a process of decadence, converting it into one of the main centers of urban development in Mexico City. “Plaza Carso” incorporates the latest technology in its facilities with respect to ecological sustainability: reducing energy consumption, potted gardens around the perimeter of the complex, rooftop gardens in parking lots and in the shopping area, on the other hand the rainwater shall be collected and sent to underground storm tanks. Furthermore, the complex has a drinkable water supply, which shall satisfy about 40% of its total demand.

The development of the project “Ciudad Jardín Bicentenario” in Cd. Netzahualcoyotl, State of Mexico, where a shopping center owned by the Company is located, converted and recovered an environmental liability making it into an economic and social asset. A total of 93,000 tons of CO2 per year ceased to be issued into the atmosphere as well as a reduction of the suspended particles and contaminating bacteria. Approximately, 350,000 m2 of grass was planted in the surrounding areas and up to 4MW will be generated by using the biogas generated by such system.

The Company, together with the Government of the Federal District through the Ministry of Urban Development and Housing, Public Space Authority and the Miguel Hidalgo Regional Office, is in the process of developing the “Cuernavaca Railroad Corridor”, which shall have a lineal park and a bicycle path that shall be constructed with materials that have a low environmental impact.

With respect to Grupo Ostar, this hotel division owned by the Issuer does not represent, nor in the future is expected to represent, a significant environmental risk; since, the hotel industry mainly focuses on providing accommodation services and, as the case may be, food and beverages. Moreover, the materials that shall be used in remodeling the hotels due to natural wear and tear are not hazardous nor pose a risk to the environment, since their use complies with the applicable legislation.

viii) Market Information

The real estate sector has an extensive number of participants as well as financial brokers that provide funding and management for this sector. The commercial real estate industry is extremely fragmented in Mexico. Although other companies exist, including department stores that develop shopping centers, a vast amount of real estate properties are developed by individuals. The Company considers that in the coming years, it shall face more competition in the markets for acquisition and development of shopping centers, housing and offices including competition from international companies. Some of the important and direct competitors for the Company in terms of commercial real estate properties include without limitation, those listed below:

- Grupo GICSA, S.A. de C.V.
- Acosta Verde
- Gigante Grupo Inmobiliario
- Mexico Retail Properties Fund I, S. de R.L. de C.V.
- Grupo Liverpool
- Mexico Retail Advisors
- Grupo Hines
- Grupo ACBC

The factors that affect the Issuer and its Subsidiaries the most are fluctuations in the real estate prices and in the rate of exchange of the peso against other currencies as well as events that result in a slowing world economy.

In terms of the hotel industry, the principle and direct competitors of the hotels owned by the Issuer are the following:

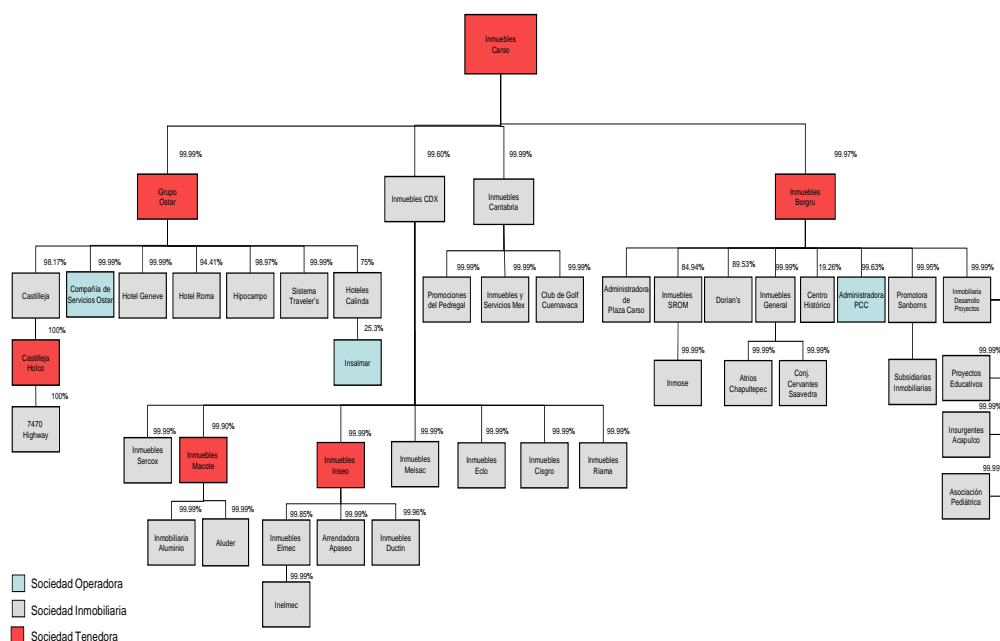
- Hotel Geneve Mexico City mainly competes with Fiesta Inn Reforma, Galería Plaza, Melia, NH Mexico City, Royal Zona Rosa and Holiday Inn Express.
- Hotel Veracruz Historical Center mainly competes with Hotel Diligencias, Fiesta Inn Historical Center and Holiday Inn Emporio.
- Hotel Francia Aguascalientes mainly competes with Fiesta Inn, Hotel las Trojes and Hacienda la Noria.
- Hotel Racquet Cuernavaca mainly competes with Villa Bejar, las Quintas, Fiesta Inn and Misión del Sol.
- Hotel Calinda Beach Acapulco mainly competes with El Cano, Casa Inn, Copacabana, Playa Suites, Fiesta Inn and Avalon.
- Hotel Ramada Orlando Kissimmee mainly competes with Ramada Maingate West, Holiday Inn Maingate, Clarion Hotel Maingate, Ramada Celebration, Best Western, Lakeside, Champions W. Resorts, Seralago Hotel.

Grupo Ostar, like any other hotel company, has positive and negative factors that influence its commercial performance. The positive factors include (i) the identity of the hotels; each hotel includes unique features in its architecture, interior design, history and services, in addition to having excellent locations; (ii) the hotel's focus on ensuring high standards of quality and warmth, attributes that are highly valued by guests and visitors, (iii) Grupo Ostar has over 30 years experience in the hotel industry and has the commitment to maintain high amounts of money in for remodeling, renovations, new hotel services and training their staff; (iv) the hotels have facilities for business and pleasure, as well as special events, (v) the hotels resorts are mainly located in tourist locations with facilities that allow the guest to carry out many activities in the hotel; and (vi) the quality of food in the hotel restaurants are very attractive and, in many cases, traditional cuisine.

However, the negative factors include: (i) increased competition for Grupo Ostar and, consequently, the demand is similar and in many cases less; (ii) insecurity in Mexico has caused hotel demand to fall, (iii) climate change and natural disasters; (iv) impacts to the economy of Mexico and abroad, affecting businesses and families, which result in a reduction in leisure and business travel and low rates and promotions.

ix) Corporate Structure

The Company is a subholding that indirectly controls the companies included in the following table:



The above table shows that the majority of the Subsidiaries are directly or indirectly totally controlled by the Company. All of the shares of the capital stock of the companies shown above are ordinary shares with vote rights. For a description of the activities of each of the abovementioned companies, refer to “*The Issuer – About the Issuer*” herein.

To the date hereof, there are no important agreements executed or business relations established between the Company and its Subsidiaries.

x) Description of the Main Assets

The main assets of the Company are shares of the capital stock of its direct or indirect Subsidiaries according to sections “*The Issuer – About the Issuer*” and “*The Issuer – Business Overview – Corporate Structure*”.

Indirectly, the most important assets of the Issuers are real estate properties or trust rights to real estate property owned by its Subsidiaries and all of the rights resulting from, inherent to these, including the lease agreements with respect to stores, offices, universities, hospitals and doctors’ offices.

The table below includes a summary of the real estate property owned by the Subsidiaries of the Issuer, the type of property and its current use as well as the square meters of construction and land. The section “*Financial Information – Reports about Relevant Credits*” includes a description about the collateral that was provided for these real estate properties in order to guarantee the loans contracted by the Subsidiaries of the Company.

Clasificación	Use	No. properties	Surface area m ²	Construction m ²
Inmuebles Borgu				
Commercial estate	real- Department stores	87	362,070	557,041
	Store - Restaurants Restaurants Pharmacies			
Schools	Schools and Universities	19	365,209	503,416
Hospitals in operation	Hospitals and clinics	6	74,743	82,938
* Hospitals under construction	Hospitals and clinics	5	66,493	156,995
** Plaza Carso	Centro Corporativo, Residencial, Cultural y Comercial	2	48,801	580,000
Hotel	Hotel	1	3,192	14,593
Distribution Centers	CDT - Sears	1	31,718	28,666
Corporate Offices	Offices	3	6,673	27,097
Territorial Reserves	Land	29	2,872,321	-
Other real-estate properties	Warehouses, Houses, Establishments	21	41,400	11,372
Centros Comerciales	Shopping Center	8	773,767	972,688
*Shopping Centers (under construction)	Shopping Center	2	255,604	401,888
SUBTOTAL Inmuebles Borgu:		184	4,892,985	3,320,800
Grupo Ostar				
Hotel Geneve	Hotel	2	5,408	19,662
Hotel Raquet	Hotel	2	40,223	27,950
Hotel Francia	Hotel	1	1,864	5,060
Calinda Beach	Hotel	1	5,000	19,641
Ensenada	Land for tourist development	25	Aprox 38,758 Has 1,630,428	0
Other real-estate	Land	2	13,563	0

properties				
			Aprox 38,758 Has	
SUBTOTAL Grupo Ostar:		34	1,698,735	72,313
Inmuebles Cantabria				
Houses	Houses	6	7,709	3,389
Environmental	Environmental management unit	1	55,130,000	0
Land	Land	3	506,837	0
Commercial	Offices	2	1,430	4,798
Industrial	Industrial	1	12,400	24,162
Real-estate development	Land for tourist development	1	44,283	0
SUBTOTAL Inmuebles Cantabria:		14	55,702,659	32,349
Inmuebles Servicios Mexicanos				
Comercial	Warehouses	3	12,125	12,234
Industrial	Industrial use	6	281,679	103,026
Corporativos	Offices	4	6,693	19,425
Land	Land for development	2	80,290	0
SUBTOTAL Inmuebles Mexicanos:	Servicios	15	378,813	152,229
Promociones del Pedregal				
Land	Land for development	1	2,334	0
SUBTOTAL Promociones del Pedregal:		1	2,334	0
Club de Golf Cuernavaca				
Golf Club	Private golf club	1	164,728	2,844
SUBTOTAL Club de Golf Cuerna:		1	164,728	2,844
Inmuebles CDX				
Various real-estate	Industrial, Warehouses, and Offices	16	350,567	42,653
SUBTOTAL Inmuebles CDX:		16	350,567	42,653
Inmuebles Sercox				
Corporate Industrial	and Offices and industrial use	2	27,371	10,877

SUBTOTAL Inmuebles Sercox:		2	27,365	20,418
Inmobiliaria Aluminio				
Land	Land	2	4,112,144	39,433
SUBTOTAL Inmobiliaria Aluminio		2	3,719,106	39,680
Inmuebles Elmec				
Corporate	Offices	3	2,155	1,116
SUBTOTAL Inmuebles Elmec:		3	2,155	1,116
Inelmec				
Industrial	Industrial use	2	32,944	13,259
SUB-TOTAL Inelmec:		2	32,942	13,259
Apaseo				
Industrial	Industrial use	1	32,131	3,811
SUBTOTAL Apaseo:		1	32,131	3,811
Inmuebles Ductin				
Industrial	Industrial and others	12	309,711	89,471
SUBTOTAL Inmuebles Ductin:		12	310,490	88,171
Inmuebles Meisac				
Industrial	Industrial use	1	162,954	68,298
SUBTOTAL Inmuebles Meisac:		1	162,953	65,725
Inmuebles Eclo				
Industrial	Industrial use	2	34,067	28,088
SUBTOTAL Inmuebles Eclo:		2	34,082	12,916
Inmuebles Cisgro				
Industrial	Warehouses	2	2,547	1,614
SUBTOTAL Inmuebles Cisgro:		2	2,547	1,614
Inmobiliaria Aluder				
Land	Land	1	581,601	31,376
SUBTOTAL Inmobiliaria Aluder:		1	581,601	31,376
Inmuebles Riama				
Commercial	Warehouses	1	39,252	8,967
SUBTOTAL Inmobiliaria Riama:		1	39,252	8,967
TOTAL:		294	Has:	Aprox. 38,831
			m2:	67,767,611

Expansion Plans

In the following years, the Company shall continue with its expansion plans. It shall begin with the second stage of Plaza Carso that includes a hotel with living accommodations, 3 residential towers, 1 office building and shall conclude in 2013.

In terms of the construction of shopping centers, the Company estimates that the shopping centers in the cities of San Luis Potosí and Villahermosa shall be inaugurated during the second half of 2011. In terms of the shopping center in Veracruz, the Company estimates that it shall conclude and open during the corporate year 2012.

- Cultural Center: the Soumaya and Jumex Museums, the Jumex Collection and the Cervantes Theater.
- Corporate Center: three office buildings with 150,000 square meters of construction.
- Shopping Center: three floors with 60,000 square meters of construction.
- Residential Center: three housing buildings with 440 apartments.
- Five star hotel with 126 rooms and 38 luxury suites.

In terms of hospitals, five new hospitals are under construction; identified as Luna Parc, Consultorios Casa Telmex, the expansion of the Private Children's Hospital, Chihuahua and Querétaro and three more upcoming projects.

With respect to the development of commercial centers, "Plaza Carso" shopping center is expected to open at the end of 2010 in Polanco. Built on three floors, this shopping center shall include boutiques, jewelry stores, restaurants, modern movie theaters, financial services and a gym; as well as a food court, distributed in 41 square meters until the department stores in an area of 60,000 square meters of construction, which shall include the second Saks Fifth Avenue department store in Mexico. Additionally, a shopping center in the City of San Luis Potosí, S.L.P. is under construction and shall include 74,000 square meters of construction and 58,600 square meters of rentable space, 130 premises including one or several anchor stores, parking for 2,600 cars, and shall generate 2,000 permanent jobs. Also under construction is the shopping center in the City of Villahermosa, State of Tabasco, that shall opened in October, 2011 and will have 72,000 square meters of rentable space and 174 premises, and some anchor stores and shall generate 2,000 permanent jobs for the area.

The commercial sector shall continue constructing new stores and restaurants by carefully select in the locations.

xi) Judicial, Administrative or Arbitration Proceedings

To this date, the Company does not face any judicial, administrative or arbitration proceedings that could represent a cost or benefit equivalent to, or greater than, 10% of the value of its assets.

xii) Shares Representing the Capital Stock Representativas del Capital Social

The subscribed and paid-in capital stock of the Company totals the amount of \$279,793.5 thousand pesos (nominal value), taking into consideration the shares purchased by the Company through operations to acquire its own shares according to the provisions of Article 56 of the LMV. This capital is represented by 2,302.7 million shares series B-1 that are registered, without par value and that represent the minimum fixed part of the capital stock.

xiii) Dividends

At every Ordinary Annual Shareholders Meeting, the Board of Directors of the Company will submit, for the consideration of the shareholders, the financial statements for the previous fiscal year, as well as a report thereon about these. The shareholders, once the financial statements have been approved, will determine the distribution of the net profits of the Company corresponding to the previous fiscal year. As provided by the LGSM, 5% of the net profits must be separated in order to create, or as the case may be, reconstitute the legal reserve. This reserve will not be available for distribution until its amount reaches 20% of the capital stock of the Company. Any surplus amounts applied to the legal reserve fund may be distributed to the other reserve funds as the shareholders determine or, if applicable, to create the maximum amount that the Company may use for the acquisition of its own shares in accordance with the provisions of Article 56 of the LMV. The remaining net profits, if any, will be available for distribution as dividends according to the resolution by the Shareholders' Meeting or the Board of Directors of the Company.

Shareholders of series B-1 shall have equal rights per share to receive dividends and other distributions, including any distributions when liquidating the Company. The shares that are partially paid shall participate in any distribution to the extent that such shares have been fully paid at the moment of the distribution or, if these have not been paid, only with respect to the portion that was paid.

The Company has not ordered any dividends to be paid during the last corporate year due to its investment and payment commitments and liabilities. Moreover, it is important to state that the Board of Directors does not have an express policy to order dividend payments or to submit such a proposal to the shareholders's meeting of the Company in the event of having profits during a certain corporate year.

xiv) Rate of Exchange Controls and Other Limitations Affecting the Titleholders

Presently, in the countries where the subsidiaries of the Company operate, there are no restrictions for currency conversions as well as payment of dividends in foreign countries. However, the performance of the economies of Latin America prove that from time to time certain countries have established restrictions for currency exchange and capital flow in order to correct unbalances in their payment balances.

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3. FINANCIAL INFORMATION

a) SELECTED FINANCIAL INFORMATION

The consolidated and selected financial information for the periods ending December 31, 2010, December 31, 2009 and December 31, 2008 that is submitted herein below is derived in part from the financial statements prepared by the Company and reviewed by the independent auditors, Galaz, Yamazaki, Ruiz Urquiza, S.C., a member of Deloitte Touche Tohmatsu, Limited, who issued their opinion regarding the consolidated and combined financial statements for the years ending on December 31, 2010 and 2009.

The consolidated financial information for the periods ending December 31, 2010, December 31, 2009 and December 31, 2008, complies with the NRS.

Said selected consolidated and combined financial information must be read together with the financial statements of the Issuer that have been incorporated to the Annexes hereof.

In order to the comparative financial information of the Issuer, the financial statements to December 31, 2010, December 31, 2009 and December 31, 2008 and the income, variation in net worth and cash flow statements for the years ending December 31, 2010, 2009 and 2008 have been combined to present the accounts of the companies forming part of the assets spun-off in 2010, as if the spin-off would have entered into force and effect since January 1st, 2008, since prior to such date said companies already had shareholders, management and operation in common with the spun-off company. The balances and operations between companies have been eliminated.

Inmuebles Carso, S.A.B. de C.V.

Información Financiera Seleccionada
(millones de pesos, excepto datos por acción)

Concept	Dec. 2010	Dec. 2009	Dec. 2008
Sales	3,028.7	1,862.2	3,781.9
Operating results	1,483.3	1,122.2	227.3
Operating margin	49.0%	60.3%	6.0%
Controlling stake	1,166.8	1,005.8	666.6
Profit per share (last 12 months)	0.52	0.00	0.00
EBITDA	1,780.3	1,374.6	424.0
Total assets	30,770.5	26,826.6	13,769.8
Net fixed assets	23,791.8	20,366.8	12,870.60
Total debt	6,937.3	5,911.4	1,315.6
Net debt	5,699.5	4,952.9	580.5
Consolidated net worth	17,927.4	16,527.2	12,731.4
Net worth of a controlling stake	16,719.2	15,310.3	11,628.5
Ratio EBITDA / Interests paid (last 12 months)	4.1	2.7	2.5

Concept	2010 vs 2009	2009 vs 2008
Sales	62.6%	-50.8%

Operating results	32.2%	393.7%
Operating margin	-18.7%	905.0%
Controlling stake	16.0%	50.9%
Profit per share (last 12 months)	100.0%	0.0%
EBITDA	29.5%	224.2%
Total assets	14.7%	94.8%
Net fixed assets	16.8%	58.2%
Total debt	17.4%	349.3%
Net debt	15.1%	753.21%
Consolidated net worth	8.5%	29.8%
Net worth of a controlling stake	9.2%	31.7%
Ratio EBITDA / Interests paid (last 12 months)	51.9%	8.0%

b) FINANCIAL INFORMATION PER BUSINESS, GEOGRAPHICAL ZONE AND EXPORTATION SALES

Attached hereto is the selected financial information of the Issuer per business for the years 2010, 2009 and 2008.

Inmuebles Carso, S.A.B. de C.V.

Selected Financial Information (millions of pesos)

	Real-Estate	Commercial	Hotel	Others	Total Consolidated
Jan-Dec 2010					
Sales	1,638.8	1,218.3	160.4	11.2	3,028.7
Operating results	1,493.7	(22.8)	11.3	1.1	1,483.3
Net consolidated results	1,298.6	(35.9)	(96.9)	1.0	1,166.8
Depreciation and amortization	155.6	123.2	18.1	0.2	297.1
Investment in shares	1,089.6	31.8	-	-	1,121.4
Total assets	26,993.2	2,190.1	1,565.1	22.1	30,770.5
Total liabilities	11,925.0	806.7	105.3	6.1	12,843.1
Jan-Dec 2009					
Sales	909.3	805.0	136.3	11.6	1,862.2
Operating results	660.5	470.7	(10.1)	1.1	1,122.2
Net consolidated results	1,113.9	(64.0)	(45.0)	0.9	1,005.8
Depreciation and amortization	154.7	78.6	18.6	0.2	252.1
Investment in shares	1,119.8	27.2	-	-	1,147.0
Total assets	22,714.5	2,665.6	1,424.2	22.4	26,826.7
Total liabilities	8,904.4	1,274.1	114.6	6.3	10,299.4
Jan-Dec 2008					
Sales	735.2	2,948.0	173.6	11.7	3,868.5
Operating results					

	333.6	(109.7)	13.5	1.6	239.0
Net consolidated results	852.6	(115.9)	2.2	1.0	739.9
Depreciation and amortization	70.2	94.9	19.6	0.2	184.9
Investment in shares	935.8	19.7	-	-	955.5
Total assets	13,382.9	2,874.5	1,205.6	22.0	17,485.0
Total liabilities	3,110.6	1,475.0	161.3	6.6	4,753.5

C) REPORT ABOUT RELEVANT CREDITS

The consolidated liability charged to the Company based on proforma figures prepared as of March 31, 2011 totals \$7.056 billion pesos. Included below are the relevant credits of the Subsidiaries of the Company:

On December 18, 2008, IDP executed a Trust Agreement with The Bank of New York Mellon, S.A., Institución de Banca Múltiple, Trustee, for the purpose of assigning the collections of the lease payments corresponding to the stores located within its real-estate property. Said contract establishes that IDP may recover the collection rights that were assigned by previously liquidating the credit received as a result of the assignment of collection rights. The \$700 million in credit that was received matures in January 2019 and is subject to an interest rate of 11.35%. Capital repayments are made each month. As of March 31, 2011, the balance was \$617 million pesos.

Through IDP, several loans have been contracts directly in Mexican pesos, which as of the close of March 31, 2011 totaled the amount of \$1.153 billion pesos with monthly maturities and the interests at average variable rate fluctuating from 5.48% to 5.50%.

On August 19, 2008, Proyectos Educativos executed a trust agreement with of Banco Inbursa for the purpose of assigning the collections rights to its real-estate properties. The contract establishes that the company may recover at any time the collection rights that were assigned by previously liquidating the credit received as a result of the assignment of the collection rights. The credit received generates interests at 1.5% each month plus the Interbank Equilibrium Rate (TIIE) for the corresponding month and that matures in September 2013. As of March 31, 2010, the balance was \$1.661 billion pesos.

Through Inmuebles General, various loans have been taken out in Mexico pesos that as of December 31, 2010 totaled the amount of \$2.240 billion pesos with monthly maturities of the capital and the interests at average variable rate fluctuating from 5.44% to 5.48%. Additionally, through a Subsidiary of Inmuebles General, a direct credit was taken out for \$89 million pesos, whose capital shall mature each month and with a variable interest rate.

On October 24, 2008, Promotora Sanborns, through its Trust 569/2005 Centro Comercial Altabrisa Merida, subscribed a note with Banco Inbursa for the amount of \$15 million pesos. This credit shall be paid in 108 monthly installments as of May 20, 2009 until October 20, 2017. The foregoing is subject to an interest rate per annum of 13.70%. At the close of March 31, 2011, the balance was \$10.9 million pesos.

On August 20, 2009, Promotora Sanborns, through its Trust 569/2005 Centro Comercial Altabrisa Merida, subscribed a note with Banco Inbursa for the amount of \$449.4 million pesos. This credit shall be paid in 98 monthly installments as of September 20, 2009 until October 20, 2017. The foregoing is subject to an interest rate per annum of 19.67%. At the close of March 31, 2011, the balance was \$407.3 million pesos.

On January 20, 2010, Promotora Sanborns, through its Trust 569/2005 Centro Comercial Altabrisa Merida, subscribed a note with Banco Inbursa for the amount of \$10 million pesos. This credit shall be paid in 105 monthly installments as of February 20, 2009 until October 20,

2017. The foregoing is subject to an interest rate per annum of 12.94%. At the close of March 31, 2011, the balance was \$7.5 million pesos.

Lastly, Promotora Sanborns, through its subsidiaries Bienes Raíces de Acapulco, Desarrollos Sagesco and Inmobiliaria Diana, directly took out a loan in pesos, which as of March 31, 2011 was in the amount \$255, \$218 and \$398 million pesos, respectively, whose capital shall mature each month and with a variable interest rate.

d) COMMENTS AND ANALYSIS OF THE ADMINISTRATION OF OPERATING RESULTS AND THE FINANCIAL SITUATION OF THE ISSUER

i) Operating Results

Comments about 2010 vs. 2009

During 2010, the real-estate business transferred to Inmuebles Carso as a result of the spin-off from Grupo Carso reached sales of \$3.028 million pesos, 62.6% more compared to the previous year. The costs totaled \$1.118 million pesos during 2010, 59.9% more compared to the previous year. Furthermore, operating expenses reached \$427 million pesos, 954.9% more compared to the previous year. Operation profits totaled \$1.483 million pesos, increasing 32.2% and the operating margin was 49%. The comprehensive financial result of 2010 was a surplus totaling \$224 million pesos, increasing 7.5% compared to the previous year. The operating cash flow totaled \$1.780 million pesos, compared to \$1.374 the previous year. The increase in the operating margins and cash flow can be explained by the operating margins that began to be generated for the "Plaza Carso" project.

Comments about 2009 vs. 2008

During 2009, the real-estate business transferred to Inmuebles Carso as a result of the spin-off from Grupo Carso reached sales of \$1.862 million pesos. Costs totaled \$699 million pesos during 2009. Moreover, operating costs totaled \$40 million pesos and operating profits totalled \$1.112 million pesos, equivalent to a 393.6% growth. The operating margin was 60.3%. So, the comprehensive financing result for 2009 was a charge amounting to \$241 million pesos. The operating cash flow totaled \$1.734 million pesos, compared to \$424 million pesos generated the previous year. The increase in the operating margins and cash flow may be explained by the operating margins that begun to be generated in 2009 by the project "Plaza Carso" and the acquisition of IDP in June 2009, which is 49.8% and 71.8%, respectively. The increase in the sales for the current year generated by the project "Plaza Carso" and Inmobiliaria Desarrollo de Proyectos was compensated by the reduction in the sales of the commercial sector.

During 2009, "Plaza Carso" was developed, a mixed-use project with an investment of over 800 million dollars in a space of 78,000 meters square of land and 860,000 meters square of construction or under construction, which includes corporate, residential, commercial and service spaces, a hotel and a cultural center. It has many green spaces and is located in Polanco, one of the most traditional neighborhoods of Mexico City. The first stage of this project must be completed by the end of 2010.

ii) Financial Situation, Liquidity and Capital Resources

Internal and External Sources of Liquidity

Internal sources of liquidity shall come from the own flow of the Company's Subsidiaries.

External sources of liquidity may come mainly from bank financing through credit lines granted in the short and long term and through short and long term stock debt (commercial paper and stock certificates, respectively).

The Company has authorized credit lines that may be used for the needs of its Subsidiaries in order to develop their investment projects. Additionally, the Issuer may opt for bank and/or stock financing, if deemed appropriate. In any case, the Company and its Subsidiaries shall seek the best sources of financing in terms of cost and terms, both from domestic as well as international sources.

With respect to the total debt as of December 31, 2010, the bank loans bear interests at variable rates with a specific surcharge, mainly over the TIIE rate. The average weighted cost of said debt (including interests and withheld taxes, but excluding fees) was approximately 6.73%. For more information, see "Section 3, *Financial Information*, item c) *Report about Relevant Credits*" herein.

Comments at the close of 2010 vs. 2009

The total debt at the close of the first half of 2010 was \$6.937 compared to \$6.499 for the previous year. The increase of the total debt was principally due to the fact that at the close of December 2010, the debt of Promotora Sanborns for the amount of \$687 million pesos was included.

At the close of December 2010, 91.2% of the debt was taken out in Mexican pesos and 38.450.4% of the total debt is long-term.

The ratio EBITDA / financial expense (last 12 months) was 4.1 times in the close of 2010, 51.9% less than at the close of 2009.

Comments at the close of 2009 vs. 2008

The total debt at the close of 2009 was \$5.911 billion pesos, which increased compared to \$1.316 billion pesos for 2008. The increase of the total debt was principally due to: (i) \$3.680 million pesos of the debt correspond to IDP and in 2008 it was not included because the company was acquired in June 2009; and (ii) the debt incurred to develop the project "Plaza Carso". The net debt at the close of 2009 totaled \$4.953 billion pesos.

At the close of 2009, 90.9% of the debt was taken out in Mexican pesos and 46.8% of the total debt is long-term.

The ratio EBITDA / financial expense was 2.7times in 2009, 8% more than 2008.

Seasonality of the requirements of credits and credit lines available

The credit requirements are not seasonal. The Company and its Subsidiaries execute credit agreements with the banks that offer the best costs and terms to satisfy the cash flow required for specific projects.

Policies governing the treasury

The Company shall individually invest its cash surplus in deposits and investments in financial institutions with good credit ratings and shall have guidelines regarding diversification and maturities that seek security and liquidity.

Cash and temporary investments shall be kept mainly in pesos and may be kept also in dollars or other currencies, depending on the investment requirements and the liquidity needs of each Subsidiary based on cash flow and debt structure.

It is important to note that the initial financial statements of the Company do not have significant transactions that have not been registered.

iii) Internal Control

The policies and guidelines to determine the measures for the Internal Control of the Company shall be contained in the internal control and audit guidelines applicable to the Company.

The internal structures of the Company are currently being created, including those in charge of supervising compliance with the rules for internal control of the Company. In due course, the corporate auditing department shall periodically review and set objectives for the annual programs, thereby issuing reports about the scope of the work carried out. If any discrepancy is discovered, then the program to correct such, subject to the resolution by the administration, shall be included as well. The internal corporate auditing department shall submit to the Auditing and Corporate Practices Committee of the Issuer any relevant discrepancies that are found, the measures that shall be taken to resolve these and, if necessary, the progress made in implementing these. As part of their auditing duties, the external auditors shall examine the internal control of the Issuer and its Subsidiaries and shall submit a report with recommendations to the administration and the Corporate Practices and Audit Committee of the Issuer.

e) ESTIMATES, CRITICAL ACCOUNTING PROVISIONS OR RESERVES

To prepare the financial statements based on NRS, for both the consolidated as well as for each of the Subsidiaries, it is necessary to make certain estimates of events that cannot be accurately quantified and that affect several headings and accounts. The estimates include opinions with a certain degree of inherent uncertainty that could be critical.

These estimates may be modified in the future as a result of changes in the selection of certain factors or premise that they are based on, if new considerations arise or due to changes to the physical or economic environment.

The estimates included in the financial information are explained below, which due to their degree of uncertainty may have a significant effect on the results.

Estimate of the useful life of the Real-Estate Properties

The estimate of the useful life takes into account the headings and specific activities of the real-estate that determines the charge made to the results as a result of depreciation on a straight line basis. As of December 31, 2010, the net worth of the real-estate properties, machinery and equipment was equivalent to \$23.792 billion pesos, which represents 77.3% of the total net worth of the Company and the depreciation expense accumulated to December 2010 was \$297 million pesos representing 19.2% of the costs and expenses. A change to the actual, technological or economic conditions could change the estimate of the useful life and, therefore, the charge made to the results, whether by depreciation or by the deterioration of the value of the asset.

Employee Retirement Obligations for Seniority Premiums and Pensions

The valuation of the retirement plans established with certain Subsidiaries of the Issuer is executed by independent experts based on actuarial studies. The following estimates are used that could have a significant effect: (a) to determine the present value of the future obligation and the net cost of the period, actual discount rates are used; (b) to calculate future earnings, the actual rates of the increase expected shall be taken into consideration, c) the actual rates of return expected from the fund, and d) turnover and mortality rates based on the on the known tables or experience.

The modifications to the plans, variations to the premises and adjustments as a result of experience and the liabilities of the transition shall be amortized over the average employment time remaining for employees who expect to be eligible for the benefits of the plan.

A change to the economic, employment and tax conditions could amend such estimates.

Estimate of Revenue as the Work Progresses

The revenue from executing the construction and manufacturing agreements of certain capital goods are periodically recognized as work is executed or progresses, which requires carrying out estimates about the amount and occasionally, price of the progress. Additionally, its related costs are subject to these estimates. This quantification could be affected by many uncertainties that depend on the result of future events; for example, changes in the scope of the work, escalating costs, penalties for delays, etc. The principle operations carried out by the Company that require of these estimates are: the construction of buildings carried out mainly by CICSA and the division of facilities of Grupo Condumex, S.A. de C.V.

The revenue from extraordinary work is recognized when its amount may be quantified in a reliable manner and reasonable evidence exists of its approval by the client. The revenue from claims is recognized when it can be quantified in a reliable manner and when as a result of the progress in the negotiation, reasonable evidence exists that the client shall accept its payment.

Estimating the Reserve for Inventory Obsolescence

The Subsidiaries of the Company, taking into consideration the type of business carried out by each one, shall estimate a reserve to cover the obsolescence of its inventories. This estimate takes into account the type of market in which the products are sold, the seasonality of demand, the impact of technological changes in their products, the extent of the market acceptance of the discounted sales for slow moving products, etc.

Any change to these premises could have a negative effect on the results and financial situation of the Company.

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4. MANAGEMENT

a) EXTERNAL AUDITORS

After the first meeting held February 24, 2011, the Corporate Practice and Audit Committee recommended to the Board of Directors of the Company the designation of the firm Galaz, Yamazaki, Ruiz Urquiza, S.C., a member of Deloitte Touche Tohmatsu (Deloitte), as the external auditor of the Company and its Subsidiaries for the corporate year concluding on December 31, 2011. It is advisable to appoint this firm because they are the external auditors of Grupo Carso and is familiar with the details of the Corporate Reorganization process carried out by Grupo Carso to incorporate the Issuer. During the meeting held on February 24, 2011, the Board of Directors, with the prior favorable opinion of the Corporate Practice and Audit Committee, approved of appointing Deloitte as the external auditor of the Company and its Subsidiaries for the corporate year concluding on December 31, 2011.

The appointment or ratification of the external auditors shall always be carried out as established by the LMV, the Sole Circular for Issuers and other applicable provisions, which presently provide that the external auditors shall be selected by the Board of Directors of the Company, prior favorable opinion from the Corporate Practice and Audit Committee, which shall verify their independence and shall approve the terms of the corresponding service agreement and the fees to be paid per audit.

To retain the services of external auditors, the Company shall follow the following procedure:

- a) The Audit Committee shall analyze several options and recommend to the Board of Directors the candidates for external auditors of the Company, including the extent of their authorities and the conditions for hiring. Their duties shall include carrying out the accounting audit of the Company for every corporate year;
- b) The Audit Committee shall interview the external auditors of the Company in order to verify compliance with the requirements of independence and whether they have the personnel necessary to comply with their obligation to rotate their personnel; and
- c) Based on the foregoing, the Company shall designate or ratify the hiring of the external auditors on an annual basis.

b) OPERATIONS WITH RELATED PARTIES AND CONFLICTS OF INTERESTS

In the normal course of operations, the Company and its Subsidiaries shall continue performing many financial and commercial transactions with related parties such as Subsidiaries and associates of AMX, Grupo Financiero Inbursa, CICSA, Telmex, and, principally Grupo Carso.

As indicated in the sections “*General Information – Risk Factors*” and “*The Issuer – Principle Clients*” of this Information Brochure, the majority of the real-estate properties owned by the Subsidiaries of the Company are leased to the Subsidiaries of Grupo Carso, who use these real-estate properties to carry out their corresponding activities and comply with their respective corporate purposes.

The operations with relevant related parties include the distribution of shares representing the capital stock of the Company through Indeval, which shall be carried out with the assistance of Inversora Bursátil.

Moreover, the Company and its Subsidiaries have received and in the future shall receive various financial services from the Subsidiaries of Grupo Financiero Inbursa, which include opening checking and investment accounts, taking out credits, taking out insurance policies and bonds and/or executing stock brokerage agreements; and maintaining business relationships with Telmex, AMX and/or their corresponding Subsidiaries during the normal course of business in terms of fixed and cellular telephone services, internet and other telecommunication services.

All of the operations executed with related parties are carried out in conditions and at market prices in order to comply with the provisions established by NRS and the applicable tax legislation. On February 24, 2011, the “Manual of Policies and Guidelines to Execute Transactions with Related Parties” was approved for the Issuer and its Subsidiaries. The Board of Directors shall review and approve, with the prior recommendation by the Audit and Corporate Practice Committee of the Issuer, all of the transactions with related parties in compliance with the LMV and the aforementioned policies.

To date, the Company has not executed transactions with its Subsidiaries or shareholders who hold more than 10% or more of its capital stock.

c) ADMINISTRATORS AND SHAREHOLDERS

The management of the Company is entrusted to a Board of Directors and to the CEO. According to the bylaws of the Company, the Board of Directors of the Company shall be comprised of a maximum of 21 Shareholding Members, whereby at least 25% must be independent. The shareholders’ meeting may approve of the designation of substitute board members; provided that the substitute board members of the independent board members must have the same nature. Board members are not required to be shareholders of the Company.

Presently, the Board of Directors of the Issuer is comprised of eight shareholding members and no substitutes have been appointed. The Board of Directors has shareholding members, independent members and related members.

The board members shall be appointed by the articles of incorporation of the Issuer and subsequently, this board shall be appointed by the shareholders of the Issuer during a general ordinary shareholders’ meeting.

The Board of Directors shall be entrusted with the administration and representation of the Company and its principle activities include establishing general strategies for conducting the business of the Company and the companies it controls. The Board of Directors has rights and obligations that corresponding according to the applicable laws and bylaws and the most extensive authorities to adopt any resolution and carry out acts of any kind that are necessary or advisable to carry out the purpose of the Company, with the exception of those expressly reserved by law or by the corporate bylaws to the shareholders’ meeting.

Furthermore, the Board of Directors shall be responsible for the duties established by Article 28 of the LMV and to comply therewith it has general powers for lawsuits and collections, acts of administration and acts of ownership, to subscribe, endorse, accept, endorse and negotiate all types of negotiable instruments, to open bank accounts, to designate intermediary committees and executives and decide the scope of their duties and powers, to open and close branches and, in general to execute all types of agreements and actions that are necessary and/or advisable to achieve the corporate purpose of the Company.

The list below includes the names of the board members of the Company and the position held by each of them. These members were ratified in their positions during the general ordinary shareholders' meeting of the Company held on April 29, 2011 and the persons designated therein shall continue occupying these positions, even after their term has concluded, until the shareholders' meetings appoints new board members and they take office.

Board of Directors of the Company*

Name (Shareholding Board Members)	Position	Type of Board Members
Mr. Alfonso Salem Slim	Chairman of the Board of Directors	Related
Mr. Gerardo Kuri Kaufmann	Non Independent Shareholding Member	Related
Mr. Carlos Slim Helú	Non Independent Shareholding Member	Shareholding
Mr. Alejandro Aboumrad González	Non Independent Shareholding Member	Related
Mr. Antonio Cosío Pando	Non Independent Shareholding Member	Independent
Mr. José Shedid Merhy	Independent Shareholding Member	Independent
Mr. Ernesto Vega Velasco	Independent Shareholding Member	Independent
Mr. Luis Ramos Lignan	Independent Shareholding Member	Independent

Executives of the Board of Directors

Chairman	Mr. Alfonso Salem Slim
Secretary non member	Mr. Raúl Humberto Zepeda Ruiz

Senior Executives

CEO: Gerardo Kuri Kaufmann
 Director of Administration and Finances: Armando Ibáñez Vázquez
 General Counsel: Verónica Ramírez Villela

The general information of the board members of the Company is included below:

Alfonso Salem Slim.- is a Civil Engineer from the Universidad Anáhuac. He is 49 years old. Mr. Salem is a member of the Board of Directors of the following companies Grupo Carso, CICSA and Centro Histórico and is a member and the Vice-President of the Board of Directors of IDEAL and Corporación Moctezuma, S.A.B. de C.V.

Gerardo Kuri Kaufmann.- is an Industrial Engineer from the Universidad Anáhuac. He is 28 years old. Since 2008, Mr. Kuri has served as Purchasing Manager of CICSA. He is a board member of Elementia, S.A. and Phillip Morris México, S.A. de C.V.

Carlos Slim Helú.- is a Civil Engineer from the National Autonomous University of Mexico. He is 71 years old. Currently, he is the Chairman of the Board of Directors of IDEAL and CICSA, Chairman of the Boards of Trustees of Fundación Carlos Slim, A.C. and Instituto Carlos Slim de la Educación, A.C. Mr. Slim was appointed Honorary Chairman for Life of the Boards of

Directors of Telmex and AMX and is a member of the Boards of Directors of Criteria CaixaCorp, S.A., Philip Morris Internacional, Inc. and Rand Corporation.

Alejandro Aboumrad González.- is a Civil Engineer from the Universidad Anáhuac. He is 31 years old. Mr. Aboumrad is the CEO of IDEAL and is on the board of directors of several Subsidiaries of the financial group headed by such Issuer.

José Shedid Merhy.- is a Civil Engineer from the National Autonomous University of Mexico with a Masters Degree in Science (Administration) by the University of Stanford. He is 71 years old. In the 1970's, Mr. Shedid worked in the Organización e Ingeniería Civil, S.A. de C.V. Thereafter, he was appointed CEO of Constructora Kaley, S.A. and Constructora Mazaryk, S.A. He has participated in projects for the construction and development of several office and apartment buildings in Mexico City. Currently, he is a board member of the following companies: IDEAL, CICSА, Porcelanite, S.A. de C.V., in several investment funds operated by Operadora Inbursa de Sociedades de Inversión, S.A. de C.V., Grupo Financiero Inbursa and Ferrosur, S.A. de C.V.

Antonio Cosío Pando.- is an Industrial and Information Technology Engineer from the Instituto Tecnológico y de Estudios Superiores de Monterrey (ITESM) and is the General Manager of the Compañía Industrial de Tepeji del Río, S.A. de C.V. He is 42 years old. Additionally, he is a board member of the following companies: Grupo Carso, Telmex, CICSА, Grupo Financiero Inbursa and several of its Subsidiaries, Kimberly-Clark de México, S.A.B. de C.V., Corporación Actinver, S.A.B. de C.V., Corporación Moctezuma, S.A.B. de C.V., Warehouses de Santo Tomás, S.A. de C.V., Hoteles Las Brisas, S.A. de C.V., Hoteles Las Hadas, S.A. de C.V. and La Suiza, S.A. de C.V.

Ernesto Vega Velasco.- is a Public Accountant from the Instituto Tecnológico Autónomo de México. He was born on December 17, 1937. Mr. Vega held several positions in Grupo Desc, S.A.B. de C.V. (currently Grupo Kuo, S.A.B. de C.V.), until he was appointed the Corporate Vicepresident thereof. Presently, he is a member of the Board of Directors and audit, planning and finance and evaluation and compensation committees of Grupo Kuo, S.A.B. de C.V. and Dine, S.A.B. de C.V. Additionally, he serves as the non-executive Chairman of the Board of Directors of Wal-Mart de México, S.A.B. de C.V. and as a member of the board of directors of Banco Wal-Mart de México Adelante, S.A., Institución de Banca Múltiple, Grupo Aeroportuario del Pacífico, S.A.B. de C.V., IDEAL and Industrias Peñoles, S.A.B. de C.V.

Luis Ramos Lignan.- is a Civil Engineer with a masters degree from the National Autonomous University of Mexico. He was born on August 20, 1939. Mr. Ramos has served as President of the College of Civil Engineers of Mexico, CEO of Procesamiento Electrónico, S.A. de C.V. and Chairman of the Instituto Mexicano de Auditoría Técnica, A.C.

Family relationship by blood or marriage up to the fourth degree between board members and the senior executives is:

- Third degree (collateral) : Alfonso Salem Slim with Carlos Slim Helú

According to the resolutions adopted by the shareholders' meeting of Grupo Carso in the General Extraordinary Shareholders' Meeting of said company, held on November 4, 2010, the shareholders of Grupo Carso are entitled to receive one share of the Company for each of their shares of Grupo Carso. Consequently, initially the shares of Grupo Carso shall be equally owned.

Pursuant to the most recent public information available for Grupo Carso provided to said Issuer in terms of Article 49 bis 3 of the Sole Circular for Issuers, on April 29, 2010 the last Annual Ordinary Shareholders' Meeting of Grupo Carso was held to resolve the issues concerning the results of the corporate year 2009, the shareholding interest of (i) the beneficial shareholders of more than 10% of the capital stock of Grupo Carso; (ii) the shareholders who exercise significant influence, control or authority; and (iii) the board members and senior management of Grupo Carso whose individual interests are equivalent to more than 1% and less than 10% of said capital stock, as follows:

Beneficiary shareholders of more than 10% of the capital stock

Messers. Carlos, Marco Antonio and Patrick Slim Domit are directly and indirectly beneficiaries of more than 10% of the capital stock, each of them.

Mr. Carlos Slim Helú and Mrs. María Soumaya Slim Domit, are directly and indirectly beneficiaries of more than 10% of the capital stock, each of them.

Mrs. Vanessa Paola Slim Domit and Mrs. Johanna Monique Slim Domit, are directly and indirectly beneficiaries of approximately 10% of the capital stock, each of them.

The management and investment trust F-127 created in Banco Inbursa, S.A. and Inmobiliaria Carso, S.A. de C.V. are shareholders of more than 10% of the capital stock of Grupo Carso, each of them.

Shareholders who exercise significant influence, control or authority

Mr. Carlos Slim Helú and the aforementioned six members of his immediate family are the principle shareholders of Grupo Carso since they are direct or indirect beneficiaries of 78.70% approximately of its capital stock.

It is important to state that the members of the Slim family are individuals with Mexican citizenships; therefore, the Company is a subholding controlled predominantly by Mexicans and as a result is not controlled, directly or indirectly by another company or foreign government.

The Issuer is not aware of any commitment that could signify a change of control of its shares. Furthermore, the Issuer has not executed any agreement or established program that could involve employees in the capital stock of the Issuer.

The board members shall receive \$15,600 pesos as remuneration for their assistance to each Board of Directors' Meeting that is held during the corporate year 2011. Additionally, the board members who are members of the Corporate Practices and Audit Committee shall additionally be paid \$7,800.00 pesos for each meeting of such committee that they attend during such corporate year.

The Issuer does not have pension, retirement or similar plans do not exist for board members, senior executives and persons who are related parties of the Issuer.

Corporate Practices and Audit Committee

The Corporate Practices and Audit Committee of the Company shall be comprised of the following shareholding board members: Mr. José Shedid Merhy, Chairman; Mr. Ernesto Vega Velasco and Mr. Luis Ramos Lignan. The Chairman of the Corporate Practices and Audit Committee is a financial expert as defined by the Sole Circular for Issuers, since he has extensive experience as an entrepreneur and consultant to several public and the financial sector.

The Corporate Practices and Audit Committee shall assist the Board of Directors in supervising the performance, management and execution of the business of the Company and the companies it controls and must comply with the activities, duties and obligations established by the LMV and in the bylaws, especially the activities provided by Article 42 of the aforementioned law. This Committee shall also exercise the other activities that are established by the aforementioned LMV or that are provided in the corporate bylaws of the Company or that the Board of Directors shall entrust, according to the duties that such law establishes.

d) BYLAWS AND OTHER AGREEMENTS

A continuación se hace del conocimiento público el texto íntegro de los estatutos sociales de la Compañía:

INMUEBLES CARSO, S.A.B. DE C.V. BYLAWS

CHAPTER ONE NAME, DOMICILE, PURPOSE, DURATION AND FOREIGNERS' ADMISSION CLAUSE

ARTICLE ONE.- The name of the company shall be "INMUEBLES CARSO", which shall be always followed by the term "Variable Capital Stock Corporation" ["**Sociedad Anónima Bursátil de Capital Variable**"] or the abbreviation "**S.A.B. de C.V.**"

ARTICLE TWO.- The domicile of the Company shall be in Mexico City, Federal District. The corporate domicile shall not be considered changed if the Company establishes branches and agencies in other locations. The Company may stipulate addresses for notices in the agreements or legal actions in which it intervenes; however, this shall not mean that the Company has changed its corporate domicile.

ARTICLE THREE.- The purpose of the Company is to:

- a) Acquire interests or equity in other corporations or associations, which form part of its incorporation or acquire shares or equity in those already existing, as well as to sell or transfer such shares or equity and carry out all of the relevant actions that may correspond to it as a holding for the companies in which it is a majority shareholder;
- b) Promote, organize and manage any type of corporation or association;
- c) Purchase, sell, construct, build, manage, give or take on lease, operate and negotiate with land, houses, buildings and generally with all types of real estate and acquire property rights over them.
- d) Urbanize, pave, build, construct, plan, design, decorate, and install facilities for drinking water, sanitation, electricity and others required for such property.
- e) Provide engineering, architectural and technical services for all kinds of negotiations as well as providing consulting services, prepare all types of zoning studies and territory planning and any other issue related to urban development and human settlements.
- f) Provide corporations and associations with administrative, organization, tax, consulting and technical assistance services for industrial, accounting, corporate or financial matters and, in general, consulting of any kind to companies;
- g) Grant loans to corporations or associations in which the Company holds an interest; is the majority shareholder; or in which it is entitled to designate the majority of its board members;
- h) Subscribe negotiable instruments, accept these, as well as endorse, guarantee or encumber them in any manner without such activity falling within the premises of Article

Two, section V of the Securities Exchange Law. This shall be carried out according to Article Nine of the General Law of Negotiable Instruments and Credit Operations and shall guarantee or secure, in any manner, compliance with the obligations undertaken by the companies in which the Company is a majority shareholder or in which it is entitled to designate the majority of its board members;

- i) Purchase, sell over the counter, in cash, futures or installments, the shares, debentures, commercial paper, bank acceptances, CETES and, in general, any negotiable instrument; give or receive as collateral or give or receive negotiable instruments on loan, obtain and grant credits to purchase or sell negotiable instruments.
- j) Execute all types of financing operations with domestic or foreign institutions, execute financial leasing operations according to the terms permitted by law, transact derivative operations of all kinds, including without limitations contracting swaps, futures, forwards, options and any other operations of this nature, and execute contracts or regulations to transact operations through any attorney-in-fact or representative of the Company, and provide collateral for payment thereof, and in general, obtain all types of loans or credits, issue debentures, commercial paper and any other credit instrument or equivalent, with or without the granting of specific personal or property guarantees.
- k) Become an agent, broker or representative of domestic or foreign companies.
- l) Actively or passively contract all kinds of services, execute contracts, agreement as well as acquire negotiable instruments, patents, improvements, certificates of inventions, trademarks, designs and industrial drawings, notices and commercial names, options and preferences and, in general, any type of literary, industrial, artistic copyrights or concessions from any authority.
- m) Accept or confer all kinds of agencies and powers in the Company's name or on behalf of the principal or party granting the power of attorney.
- n) Purchase, sell, lease, import, export, possess, pledge and negotiate the title to any machinery, equipment, construction material and, in general, with all kinds of chattel.
- o) Acquire, transfer and by any title use, operate, negotiate and exploit all kinds of assets and rights.
- p) In general, execute and perform any type of actions, contracts and operations that are related, incidental or accidental, which may be necessary or advisable to carry out the previous objectives.

ARTICLE FOUR.- The corporate lifetime of the company shall be ninety nine years as of its incorporation date.

ARTICLE FIVE.- The Company is Mexican. All present or future foreign shareholders are formally required to consider themselves before the Ministry of Foreign Affairs as Mexican nationals with respect to the shares they may have acquired or own as well as the assets, rights, concessions, participations or interests owned by the organization or the rights and obligations arising out of the contracts with the Mexican authorities executed by the organization and not to claim for themselves the protection of their own government, under the penalty, if they did so, of forfeiting any interests they may have acquired in benefit of the Mexican nation.

CHAPTER TWO CAPITAL STOCK AND SHARES

ARTICLE SIX.- The capital of the Company is variable. The minimum fixed capital, without a right to withdrawal, is \$333'528,732.75 pesos (THREE HUNDRED AND THIRTY THREE MILLION FIVE HUNDRED AND TWENTY EIGHT THOUSAND SEVEN HUNDRED AND THIRTY TWO 75/100 pesos), represented by 2,745'000,000 (TWO THOUSAND SEVEN HUNDRED AND FORTY FIVE MILLION) shares series B-1, which are ordinary, registered and without par value, completely subscribed and paid-in. The amount of the variable portion of the capital stock shall be represented by the number of shares series B-2, which are ordinary, registered and without par value according to the Shareholders' Meeting that resolves its issuance.

ARTICLE SEVEN.- The companies controlled by the Company may not acquire, directly or indirectly, shares representing the capital stock of the latter or negotiable instruments representing such shares. However, acquisitions made through investment companies shall be exempted from this restriction. The Company may acquire shares representing its capital stock or negotiable instruments representing said shares without the restriction established by Article 134, first paragraph of the General Mercantile Corporations Law being applicable; provided that:

- (i) The acquisition is carried out in the Mexican securities exchange;
- (ii) The acquisition and, as the case may be, the sale in the securities exchange is carried out at market price, except for public tenders or auctions authorized by the National Banking and Securities Commission;
- (iii) The acquisition shall be charged to the net worth, in which case the Company may keep shares or negotiable instruments representing the its own holdings without needing to reduce its capital stock, or otherwise, with a charge to the capital stock, in which case these shall convert into unsubscribed shares kept at the treasury of the Company, without the need for a resolution from the Shareholders' Meeting. In any case, the amount of the subscribed and paid-in capital must be disclosed when the authorized capital represented by issued and unsubscribed shares has been published; and
- (iv) The Company that is up-to-date with the payment of the obligations derived from debt instruments recorded in the National Securities Registry.

The Ordinary Shareholders' Meeting shall expressly agree, for each corporate year, the maximum amount of the funds that may be applied to repurchase its shares or negotiable instruments representing these, with the only restriction that the sum of the funds applied for this purpose may never exceed the total balance of the net profits of the Company, including those withheld.

The acquisition and sale of shares of the Company or of the negotiable instruments representing these may never exceed the percentages established by Article 54 of the Securities Exchange Law or breach the placement requirements of the stock exchange where these are traded.

While the shares or negotiable instrument representing these belong to the Company, they may not be represented or voted in Shareholders' Meetings nor may corporate or financial rights of any kind be exercised.

Its own shares or negotiable instrument representing these belong to the Company or, as the case may be, to unsubscribed shares kept in the treasury may be placed among the investing public without the need for a resolution by the Shareholders' Meeting or Board of Directors; therefore, for such purposes the provisions of Article 132 of the General Mercantile Corporations Law shall not apply.

The acquisitions and sales referred to herein, the reports about such operations must be submitted to the Shareholders' Meeting, the rules on information disclosure and the manner and terms in which these operations are revealed to the National Banking and Securities Commission, the securities exchange and the investing public shall be subject to the general provisions issued by the Commission.

According to the terms of Article 48 of the Securities Exchange Law, as a measure to prevent the acquisition of shares granting direct or indirect Control of the Company to third parties or to the shareholders according to Article 130 of the General Mercantile Corporations Law, the acquisition of shares issued by the Company or of the negotiable instruments issued based on such shares or the rights to such shares may only be made with the prior authorization from the Board of Directors if the number of shares or rights to such shares intended to be acquired in an act or series of acts, with no time limit, by a person or group of persons who are related and act together, means 10% (ten percent) or more of the voting shares issued by the Company.

For the purposes of the previous paragraph, the person or group of persons interested in acquiring a shareholding stake equivalent or greater than 10% (ten percent) of the voting shares issued by the Company must submit a written authorization addressed to the Chairman and Secretary of the Board of Directors of the Company. The request must contain at least the following information:

- (i) The number and series of the shares issued by the Company that are owned by a person or group of persons who intend on carry out the acquisition;
- (ii) The number and series of the shares subject matter of the acquisition;
- (iii) The identity and nationality of each potential buyer; and
- (iv) A statement about whether this party intends on acquiring a significant influence or Control of the Company, according to the terms defined by the Securities Exchange Law. The foregoing shall be applicable; however, the Board of Directors may request additional information that is considered necessary or advisable to take a decision.

If the Board of Directors, according to the terms herein, denies the authorization, it shall designate one or more buyers for the shares, who must pay the price registered in the securities exchange to the interested party. In the event that the shares are not recorded in the National Securities Registry, the price to be paid shall be determined according to Article 130 of the General Mercantile Corporations Law.

The Board of Directors shall issue its resolution in a term that shall not exceed three months as of the date in which the corresponding request is submitted or on the date in which it receives the additional information that may have been requested, if applicable, and, in any case, must take into consideration that: (i) the criteria in the best interest of the Company, its operations and long-term vision of the activities of the Company and its subsidiaries; (ii) it does not exclude one or more shareholders of the Company other than the person intending on obtaining control

from the financial benefits that, as the case may be, may result from applying this Article; and (iii) does not restrict in any manner taking Control of the Company. The Company may not take measures to invalidate the exercise of property rights by the buyer or that contravene the legal provisions for forcible takeover bids.

Notwithstanding the foregoing, each one of the persons acquiring shares, negotiable instruments, certificates or rights representing the capital stock of the Company in breach to the provisions of the previous paragraph shall be obligated to pay the Company liquidated damages in an amount equivalent to the price of all the shares, negotiable instruments, certificates or rights representing the capital stock of the Company that they directly or indirectly own or that are the subject matter of the restricted operation. If the transactions which caused the shares, negotiable instruments, certificates or rights representing the capital stock of the Company are equivalent or greater than 10% (ten percent) of the capital stock to be acquired free of charge, then the liquidated damages shall be equivalent to the market value of such shares, negotiable instruments or certificates; provided that the authorization referred to herein was not given.

While the Company keeps the issued shares in the National Securities Registry, the previous requirement, in the case of operations executed through the securities exchange, shall be additionally subject to the rules established by the Securities Exchange Law or those that according to the latter are issued by the National Banking and Securities Commission.

For the purposes of clarity, it is hereby stipulated that the transfer of shares of the Company that do not imply that a single person or group of persons acting together to acquire a shareholding stake equivalent or greater than 10% (ten percent) of the voting shares of the Company executed through the securities exchange shall not require the previous authorization from the Board of Directors of the Company.

The person or group of persons who are obligated to carry out a public tender for acquisition that do not or that obtain Control of the Company in breach of Article 98 of the Securities Exchange Law may not exercise the corporate rights resulting from the shares acquired in breach of these provisions nor of those that are acquired subsequently during the alleged breach and any resolution taken subsequently shall be invalid.

The acquisitions in breach of the provisions of the aforementioned Article 98 shall be partially invalidated and the person or group of person who have carried these out shall be liable to the other shareholders of the Company for the damages and lost profits caused as a result of the breach to the obligations established in the applicable legal provisions. Moreover, in terms of acquisitions that must be carried out by public tenders according to the Securities Exchange Law, buyers must (i) comply with the requirements established by the valid legal provisions; (ii) obtain the corresponding regulatory authorizations; and (iii) obtain authorization from the Board of Directors for the transaction prior to the start of the period for the tender for acquisition. In any case, the buyers must previously disclose at all times the existence of this authorization procedure by the Board of Directors for any acquisition of shares implying 10% (ten percent) or more of the shares representing the capital stock of the Company. Additionally, a majority of the members of the Board of Directors who have been selected for such position prior to confirming any circumstance that may imply a change of control must grant their authorization in writing through a resolution taken at a board meeting expressly called for such purposes according to the terms of the bylaws in order for such change of control to be carried out in the Company. The stipulations contained herein shall not preclude in any manner and apply in addition to the communications, notices and/or authorizations that potential buyers may submit or obtain according to the current legislative provisions.

The acquisitions that are carried out in breach of the previous procedure shall not be recorded in the Shareholders Registration Book of the Company. The Board of Directors may determine whether any of the persons are acting jointly or in a coordinated manner for the purposes regulated herein. If the Board of Directors adopts this determination, the corresponding persons shall be considered as a single person for the purposes hereof.

While the shares of the Company or the negotiable instruments representing these are recorded in the National Securities Registry, according to the terms of the Securities Exchange Law and the general provisions issued by the National Banking and Securities Commission in the event of cancelation of the registration of the shares of the Company in such Registry, whether at the request of the Company or as a result of the resolution adopted by the National Banking and Securities Commission according to the provisions of the law, the Company shall carry out a public tender for acquisition pursuant to Article 108 of the Securities Exchange Law, which shall be addressed exclusively to the shareholders or holders of the negotiable instruments who represent such shares that do not form part of the group of persons who have Control of the Company (i) on the date of the request made by the National Banking and Securities Commission in terms of cancelling the inscription by resolution of the Committee or (ii) on the date of the resolution adopted by the General Extraordinary Shareholders' Meeting in terms of the voluntary cancelation thereof.

The Company must place in trust, for at least a 6 (six) month period as of the date of cancellation, the resources necessary to purchase at the same price of the public tender to purchase the shares of the investors who did not attend or did not accept the offer, if once the purchase tender is made and prior cancelation in the inscription of the shares representing the capital stock of the Company or other securities issued based on these shares in the National Securities Registry, the Company did not acquire 100% (one hundred percent) of the paid-in capital stock.

The aforementioned public tender must be carried out no less than at the highest price between: (i) the quoted value; and (ii) the net worth value of the shares of negotiable instruments representing these shares according to the last quarterly report submitted to the National Banking and Securities Commission and the securities exchange prior to the start of the tender, which may be adjusted when such value is amended according to the criteria applicable to the determination of the relevant information, in which case, the latest information available to the Company must be taken into account attached with a certificate by an authorized executive of the Company with respect to the determination of such net worth.

For the purposes above, the market value shall be the average weighted price per volume of the operations that have been carried out during the last thirty days in which the shares of the Company or negotiable instruments representing these shares were transacted, prior to the date of the tender, during a period that may not exceed six months. If the number of days in which such shares or negotiable instruments representing these shares, during the period set forth, is less than thirty then the days in which these were actually transacted shall be taken into account. When transactions were not carried out during this period, the net worth shall be taken into consideration.

The National Banking and Securities Commission, when resolving the authorization of the public tender to purchase shares that cancels the aforementioned registration, may authorize a different price. The cancelation of the registration of the shares of the Company in the National Securities Registry also entails another requirement established in the Securities Exchange Law and other applicable provisions: (i) the approval of the National Banking and Securities Commission and (ii) the favorable resolution by the Extraordinary Shareholders' Meeting

adopted with a voting quorum of at least 95% (ninety five percent) of the capital stock.

ARTICLE EIGHT.- The minimum fixed capital of the Company may not be increased or decreased without the resolution of the General Extraordinary Shareholders' Meeting and as a result the bylaws are amended, except in the case of increases and decreases established by Article 56 of the Securities Exchange Law. The variable capital of the Company may be increased or decreased without the need to amend the bylaws. The only formality, if any, shall be that any decrease must be approved by the General Ordinary Shareholders' Meeting, whose minutes must be certified by a notary public except in the case of increases and decreases established by Article 56 of the Securities Exchange Law. Such cases shall not require either the aforementioned approval or the formalization. Inscription in the Public Registry of Commerce of the domicile of the Company shall not be needed for the notary instruments containing increases or reductions to the variable portion of the capital stock.

ARTICLE NIINE.- The Company may issue unsubscribed shares of any series or class that form part of the capital stock for their inscription by public tender, which shall be kept in the treasury of the Company to be placed among the investing public; provided that these comply with the requirements provided by Article 53 of the Securities Exchange Law.

ARTICLE TEN.- The shares of the company are represented by the stock certificates or provisional certificates, which are numbered consecutively and that must contain the handwritten or facsimile signature of two board members according to the terms of the applicable legal provisions. All of the aforementioned negotiable instruments and certificates shall be issued according to Articles 125, 127 and others of the General Mercantile Corporations Law and shall always contain the text of Article Five of these bylaws.

ARTICLE ELEVEN.- Each share is indivisible, therefore, if two or more persons own a single share, they shall appoint a joint representative according to the provisions of Article 122 of the General Mercantile Corporations Law. If a joint representative is not appointed, the Company shall take into consideration the person whose name appears first on the Share Ledger kept by the Company according to Article 122 of the aforementioned law.

All the transfers of shares shall be considered as unconditional and without any restriction for the Company; therefore, the buyer of one or more shares shall assume all of the rights and obligations of the previous holder in terms of the Company.

ARTICLE TWELVE.- The Company may redeem the shares and charge these to the distributed profits according to the provisions of Article 136 of the General Mercantile Corporations Law and pursuant to the procedure determined by the General Extraordinary Shareholders' Meeting that resolved the redemption.

ARTICLE THIRTEEN.- Increases to the capital may not be authorized until the shares representing the previous increase have been fully subscribed and paid-in. By adopting the corresponding increases to the capital stock, the Shareholders' Meeting that ordered the increase shall specify the terms and conditions to carry it out and shall set the amount of the value of the contribution to the capital stock that must be paid by the subscribers of each share and, as the case may be, the amount of the premium of that the buyers must pay in excess of the sum contributed to the capital stock for each share.

Shareholders shall be entitled to preferential rights in proportion to the number of their shares to subscribe those that are issued in the case of an increase to the capital, according to Article 132 of the General Mercantile Corporations Law and according to the provisions herein. This right

must be exercised within the next fifteen calendar days following the publication of the resolution to increase the capital taken by the Shareholders' Meeting in the Official Gazette of the Federation. If the term has elapsed for shareholders to exercise their preferential right, even if certain shares remain unsubscribed, these shall be offered for their subscription and paying in the conditions and terms established by the Shareholders' Meeting that resolved to increase the capital or, otherwise, by the Board of Directors, but never in conditions that are more favorable than those granted to the shareholders. This preferential subscription right shall not apply in terms of increases to the capital resulting from any merger by one or other companies; from the conversion of debentures into shares; from the placement of the shares acquired by the Company representing their capital stock in terms of the provisions of Article 56 of the Securities Exchange Law and these bylaws; from the capitalization of premiums on shares; from withheld profits and reserves or other equity interests; from public tenders of shares according to Article 53 of the Securities Exchange Law; and in any other case in which the law permits this right not to be applied.

In terms of a reduction to the capital, the provisions of Article 153 and other of the General Mercantile Corporations Law shall apply and in terms of a reduction to the fixed portion, the provisions of Article 9 of the aforementioned law shall apply. While the Company is a publicly traded on the stock market, the shareholders of the variable portion of the capital stock of the Company shall be entitled to a withdraw right provided by Article 220 of the General Mercantile Corporations Law. Under no circumstance may the capital be reduced to an amount that is less than the legal minimum. The Company may only issue the shares in which the rights and obligations of their holders are not limited or restricted, which are known as ordinary. The National Banking and Securities Commission may authorize the issuance of shares other than ordinary according to the terms established by Article 54 of the Securities Exchange Law.

CHAPTER THREE SHAREHOLDERS' MEETINGS

ARTICLE FOURTEEN.- The Shareholders' Meetings is the supreme body of the Company. General Shareholders' Meetings are divided into Ordinary and Extraordinary and both shall be held at the corporate domicile, except in the event of Acts of God or force majeure.

General Ordinary Shareholders' Meeting shall be those that in accordance with the law or these by-laws address matters that are not reserved for General Extraordinary Shareholders' Meeting. General Ordinary Shareholders' Meeting shall meet at least once a year, during the first four months following the close of the corresponding corporate year to address, in addition to those issues on the agenda, the matters listed in Article 181 de la General Mercantile Corporations Law.

General Ordinary Shareholders' Meeting in addition to the provisions of the General Mercantile Corporations Law shall meet to:

- a) Approve of the operations that, as the case may be, the Company intends or the companies it controls intend on carrying out; during the corporate year when these represent 20% (twenty percent) or more of the Company's assets consolidated based on figures corresponding to the close of the previous quarter, regardless of the manner in which these are carried out, whether simultaneously or successively, but that due to their characteristics may be considered as a single operation. Shareholders with voting rights, including limited or restricted rights, may vote in such shareholders' meeting; and
- b) Comply with any other obligations that, as the case may be, are legally required.

General Extraordinary Shareholders' Meeting shall meet to address one or more matters provided by Article 182 of the General Mercantile Corporations Law.

ARTICLE FIFTEEN.- General Extraordinary Shareholders' Meeting shall be called by the Board of Directors, by the Chairman of the Board of Directors or by the Co-Chairman of the Board of Directors, if this position is covered, or by the Corporate Practices and Audit Committee(s) or by the Chairmen(s) of such Committees or by the Secretary of the Board of Directors or by the legal authority, if applicable.

Shareholders of voting shares, including those with limited or restricted rights, who individually or jointly hold 10% (ten percent) of the capital stock, shall be entitled to request the Chairmen of the Board of Directors or of the Corporate Practices and Audit Committee(s) to call a General Shareholders' Meeting; however, the percentage indicated in Article 184 of the General Mercantile Corporations Law shall not apply.

Furthermore, the shareholders with at least one voting right shall be entitled to call a meeting in the cases and terms provided by Article 185 of the General Mercantile Corporations Law.

The call must be published in one of the largest newspapers of the domicile of the Company, at least fifteen calendar days prior to the date set for the meeting. This call must contain the agenda, in other words the list of issues that must be addressed by the meeting; however, general matters or similar may not be included, as well as the date, place and time in which it shall be held and the signature of whoever is calling it. If called by the Board of Directors, the signature from its Secretary or delegate appointed thereby shall be sufficient. If called by the Corporate Practices and Audit Committee(s) the signature of the Chairmen of the corresponding Committee or its respective delegate shall be sufficient.

Shareholders of the Company shall be entitled to have at their disposal, at the Company's headquarters, the information and documentation related to each issue on the agenda of the corresponding Shareholders' Meeting free of charge and at least fifteen calendar days prior to the meeting and to prevent the Shareholders' Meeting from addressing general or similar matters.

In the case of a second or subsequent call, it must be published at least eight days prior to the date set for the meeting.

ARTICLE SIXTEEN.- In order for a General Ordinary Shareholders' Meeting to be considered legally installed by virtue of the first call, at least half of the voting shares of capital stock must be represented. In the case of a second or subsequent call, the General Ordinary Shareholders' Meeting shall be considered legally installed regardless of the voting shares that are represented. In order for the resolutions of the General Ordinary Shareholders' Meeting to be valid, these must always be taken at least by a majority voting shares that are present.

In order for a General Extraordinary Shareholders' Meeting to be considered legally installed by virtue of the first call, at least 75% (seventy five percent) of the voting shares of capital stock must be represented. In the case of a second or subsequent call, the General Extraordinary Shareholders' Meeting shall be considered legally installed when at least 50% (fifty percent) of the voting shares of capital stock are represented. In order for the resolutions of the General Extraordinary Shareholders' Meeting to be valid, these must always be taken at least by the favorable vote of the number of shares that represent, at least, half of the voting shares of capital stock.

Shareholders with voting rights, including limited or restricted rights, who individually or jointly have 10% (ten percent) of the capital stock of the Company may request a deferral to vote on any matter with respect to which they do not consider themselves to be adequately informed, complying with the terms and conditions provided for under Article 199 of the General Law of Mercantile Corporations.

Shareholders with voting rights, including limited or restricted rights, who individually or jointly have 20% (twenty percent) of the capital stock, may legally object to the resolutions taken by the General Shareholders' Meeting regarding which they have a right to vote without the percentages established by Article 201 of the General Mercantile Corporations Law being applicable. Except for the aforementioned percentages, in any case, the requirements of Article 201 and 202 of the General Mercantile Corporations Law must be satisfied in order to exercise this right to object.

ARTICLE SEVENTEEN.- The General Ordinary and Extraordinary Shareholders' Meetings may be legally held, without the need for a prior call and their resolutions shall be valid provided that at the time of the vote all of the shares are represented according to the provisions of Article 188 of the General Mercantile Corporations Law.

ARTICLE EIGHTEEN.- To assist to a Shareholders' Meetings, the shareholders must obtain the corresponding admissions cards at the domicile and with the anticipation indicated in the corresponding calls after submitting their share certificates that are deposited in any credit institution in Mexico or aboard or in a brokerage firm in Mexico. In terms of the shares deposited in any securities deposit institutions, the admission cards issued after submitting the corresponding certificates to the Company and, as the case may be, of the supplementary lists that are provided by Article 290 of the Securities Exchange Law.

Shareholders shall be entitled to one vote per share and may be represented by an authorized representative at all of the shareholders' meetings that are held through a simply proxy letter. In addition to the foregoing, and while the shares representing the capital stock are recorded in the National Securities Registry:

- a) The persons who assist on behalf of the shareholders to the shareholders' meeting of the Company shall evidence their legal capacity through the proxy forms prepared by the Company, which fulfill the requirements established by Article 49, section III of the Securities Exchange Law;
- b) The Company shall make available to the shareholders, through the brokers or the Company, during the term established by the aforementioned Article 49 of the Securities Exchange Law, the proxy forms so that these may be timely sent to their representatives; and
- c) The Secretary of the Board of Directors of the Company shall be obligated to confirm compliance with the provisions hereof, thereby informing the shareholders' meeting, which shall be noted in the corresponding minutes.

The members of the Board of Directors and the CEO may not represent any shareholder at the shareholders' meeting. The members of the Board of Directors and the CEO may assist the Shareholders' Meeting of the Company.

ARTICLE NINETEEN.- The Shareholders' Meetings shall be presided by the Chairman or by

the Co-Chairman of the Board of Directors, indistinctly, and in their absence by one of the Vice-Presidents, indistinctly, and in their absence by the person appointed by the shareholders who are present or represented at the meeting.

The Secretary of the Board shall be appointed as secretary of the meeting or, otherwise, the Assistant Secretary, or if applicable, the person appointed by the shareholders who are present or represented at the meeting.

At the beginning of the shareholders' meeting, the person presiding shall appoint two statutory examiners to determine the number of shares that are present and the percentage of the capital stock that these represent.

Minutes shall be kept for each Shareholder's Meetings that include the resolutions that were approved, which must be entered into the corresponding minute book. It shall be sufficient, if these are signed, at least, by the Chairman and the Secretary of the meeting for all the corresponding purposes. When the minutes of a shareholders' meeting cannot be entered into the corresponding book, then these shall be certified by a notary public. The minutes of the Extraordinary Shareholders' Meeting shall be certified by a notary public and registered in the Public Registry of Commerce.

CHAPTER FOUR MANAGEMENT AND SUPERVISION

ARTICLE TWENTY.- The Board of Directors and the CEO shall be entrusted with the management of the Company, which shall comply with their duties under the law and these bylaws.

The Board of Directors of the Company shall be comprised of a maximum of 21 (twenty one) Shareholding Members, according to the resolution of the Ordinary Shareholders' Meeting, whereby at least 25% (twenty five percent) must be independent according to the terms provided for by Articles 24 and 26 of the Securities Exchange Law. Each Shareholding Member may appoint its corresponding Substitute; provided that the Substitute Independent Shareholding Members shall be classified in the same manner.

The persons appointed as such may act as board members according to the Securities Exchange Law and other applicable provisions.

Independent Board Members and, as the case may be, their corresponding substitutes shall be selected based on their experience, capacity and professional prestige also taking into consideration that due to their characteristics such board members may perform their duties free from conflicts of interests and without being subject to personal, equity or financial interests.

The General Shareholders' Meeting in which the members on the Board of Directors are appointed or ratified or, as the case may be, the meeting to inform about such appointments or ratifications shall rate the independence of their members.

Independent board members, who during their term in office, cease to be classified as such must inform the Board of Directors no later than at its next meeting.

The persons who fall under the cases of impairment established by Article 24 of the Securities Exchange Law may never be Board Members of the Company. Similarly, Independent Board Members may never be persons who fall within the cases of impairment that are established by

Article 26 of the aforementioned law.

Shareholders with voting rights, including limited or restricted rights, who individually or jointly hold 10% (ten percent) of the capital stock of the Company shall be entitled to appoint or revoke, during a Shareholders' Meeting, a member of the Board of Directors. This appointment may only be revoked by the other shareholders when in turn the appointment of all of the other board members has been revoked, in which case the substitutes may not be appointed as such during the next twelve months following the revocation date.

If one or more shareholders appoint board members by exercising the right established by the previous paragraph, the other board members shall be appointed by majority of votes without calculating the votes corresponding to the minority shareholders who carried out such appointment(s).

Regardless of the obligation of the Company to comply with the principles established herein, and while this Article continues in force and effect, any noncompliance with the provisions herein by any cause shall not generate or grant any rights to third parties to object the lack of validity with respect to the legal actions, contracts, agreements or any other action executed by the Company on behalf of or through its Board of Directors or any other intermediary body, delegate, principal or attorney-in-fact nor shall the requirements of validity or existence for such actions be taken into account.

ARTICLE TWENTY ONE.- Neither the members of the Board of Directors, their substitutes or the members of any committee, including the Corporate Practices and Audit Committee(s), nor their administrators and managers shall need to provide a security interest to guarantee compliance with their duties undertaken in performing their office; except for the Shareholders' Meeting that expressly appoints this obligation. In this case, the guarantee shall be returned to whoever may have provided it until the corresponding accounts for the period in which they served in office have been properly approved by a General Shareholders' Meeting.

According to the terms established by the Securities Exchange Law, the responsibility consisting of indemnifying the damages and lost profits caused to the Company or to companies under its control or those in which it has significant influence over because of the negligence of the members of the Board of Directors, Secretary or Assistant Secretary of the Board, derived from the actions that are executed or the decisions that are adopted by the Board or by those that are not taken if such body cannot legally hold a meeting and, in general, for lack of due care, may not exceed in any case on one or more occasions and for each corporate year the amount equivalent to the total net fees that such members or executives of the Board have received in such capacity from the Company and, as the case may be, from the companies that it controls or those in which it has significant influence in the twelve months prior to the corresponding negligence. However, the limit to the amount of the indemnity contained in this paragraph shall not apply in the event of actions that are fraudulent, unlawful or in bad faith according to the Securities Exchange Law or other laws. The Company, in any case, shall indemnify and hold harmless the members of the Board of Directors, Secretary or Assistant Secretary of the Board from any liability incurred before others as a result of properly performing their duties and shall cover the amount of the indemnities for damages caused to third parties, except for actions that are fraudulent, unlawful or in bad faith according to the Securities Exchange Law or other laws.

The members of the Board of Directors shall perform their duties endeavoring to create value for the Company, without favoring a particular shareholder or group of shareholders. In fact, board members must act diligently and adopt rational decisions in compliance with the other

duties that are imposed according to the Securities Exchange Law and these corporate bylaws.

Shareholders who, individually or jointly, own the voting shares, including limited or restricted rights, representing 5% (five percent) or more of the capital stock may exercise the liability action established by Article 38 of the Securities Exchange Law, derived from the actions established by Chapter II, Title II of the aforementioned law. In any case, such shares must include the total amount of the responsibilities in favor of the Company or to companies under its control or those in which it has significant influence over and not only the personal interest of the plaintiffs.

ARTICLE TWENTY TWO.- The Board of Directors, in the first meeting it holds after a Shareholders' Meeting that appointed its members, or in any other meeting that is held, shall designate from among its members, a Chairman and shall also designate a Secretary; and may designate, if applicable, a Co-Chairman, one or more Vice-Presidents, a Treasurer, an Assistant Treasurer and an Assistant Secretary as well as any other executives of the Board of Directors that this body deems necessary including honorary or lifetime members. However, the Chairman and, as the case may be, the Co-Chairman and the Vice-Presidents must be members of the Board of Directors, but the Secretary, Treasurer, Assistant Secretary and Assistant Treasurer need not be members of this corporate body.

The members of the Board of Directors shall perform the duties inherent to their office. Any member may be removed from office without cause by resolution of the Board of Directors. The temporary or definitive absences of the Chairman may be substituted by the Co-Chairman, if any, or otherwise shall be substituted indistinctly by one of the Vice-Presidents, if any; however, provided that at any time the Board of Directors may appoint from among its designated board members of at least the majority of the ordinary shares, the Board Member who shall temporarily or definitively substitute the Chairman. If, upon designating a Co-Chairman, the latter is absent definitively, the office shall be occupied by the person who, as the case may be, may decide the Board of Directors.

Temporary and definitive absences of the Treasurer and Secretary shall be substituted, respectively, by the Assistant Treasurer and Assistant Secretary, if any, or in their absence by the persons designated by the Board. The Board shall also create special committees or commissions in addition to those established by the Securities Exchange Law and these bylaws, establishing their authorities and obligations and the remunerations, if applicable, for their members.

Shareholding Members and their Substitutes, the Chairman and the Co-Chairman of the Board of Directors, the Vice-Presidents, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary and other members of this body, who in the event of being designated, shall not have as a result of this appointment the authority to process the testimonies; therefore, shall be prevented from responding to interrogatories on behalf of the Company in any action or proceeding in which it is party. This authority shall correspond exclusively to the representatives of the Company who have been granted it expressly.

A person may occupy more than one office; however, a person may not simultaneously occupy the office of Chairman of the Board of Director and Chairman of the Corporate Practices and Audit Committee(s).

Board members shall continue performing their duties even after their term in office has concluded or resignation for up to thirty calendar days if a substitute has not been designated or when such substitute has not taken office, without being subject to the provisions of Article 154

of the General Mercantile Corporations Law.

The Board of Directors may designate provisional board members, without the intervention from the Shareholders' Meeting, as provided by the previous paragraph or Article 155 of the General Mercantile Corporations Law. The Shareholders' Meeting shall ratify these appointments or shall designate the substitute board members in the next Shareholders' Meeting following such event; however, it must respect at all times the rights of the minority shareholders established by Article 50, section I of the Securities Exchange Law.

ARTICLE TWENTY THREE.- The Board of Directors shall be entitled to the rights and obligations established by the applicable laws and these bylaws and shall have the most extensive powers to adopt all of the agreements and carry out all of the actions, of any kind, which may be necessary or advisable to carry out the purpose of the Company, except for those expressly reserved for the Shareholders' Meeting by law or by these bylaws.

Notwithstanding the foregoing, the Board of Directors shall perform the duties established by Article 28 of the Securities Exchange Law, including without limitation, the following duties: to discuss and, as the case may be, issue the resolutions that are considered necessary with respect to the actions and agreements of any committee created by the Company, including those contained in the reports about activities that such bodies must submit according to the provisions herein; to establish and close branches, agencies, offices or departments; and to supervise compliance with the resolutions of the Shareholders' Meeting, which may be carried out directly or through a Corporate Practices and Audit Committee(s).

ARTICLE TWENTY FOUR.- The Board of Directors shall represent the Company with the most extensive powers of an attorney-in-fact to:

- a) Lawsuits and Collections, in terms of Article 2,554, first paragraph of the Civil Code for the Federal District and its related articles of the Federal Civil Code and corresponding Civil Codes for all of the States of Mexico, with all general and special powers that may require a special clause according to law, especially as provided by Article 2,587 of the aforementioned law and its related articles of the other Civil Codes mentioned herein.
- b) Acts of Administration, in terms of Article 2,554, second paragraph of the Civil Code for the Federal District and its related articles of the Federal Civil Code and corresponding Civil Codes for all of the States of Mexico;
- c) Acts of Ownership and to Grant, Subscribe, Secure Payment, Endorse and Protest in any manner the Negotiable Instruments, in terms of Article 2,554, third paragraph of the Civil Code for the Federal District and its related articles of the Federal Civil Code and corresponding Civil Codes for all of the States of Mexico, and Article 9 of the General Law of Negotiable Instruments and Credit Operations.

These powers may be exercised before individuals and any kind of administrative or judicial authorities, including federal, local and before the Boards of Conciliation and Arbitration, local or federal and labor authorities. These powers shall include without limitation the following authorities: a) file all kinds of motions and remedies, including constitutional relief, and desist therefrom; b) desist; c) settle; d) agree to arbitration; e) answer and present interrogatories; however in terms of this power, neither the Board of Directors as a collegiate body nor its members individually shall exercise this power directly and may only delegate it to the attorneys-in-fact who are specially authorized thereto, who shall have the necessary authority to answer and present interrogatories on

behalf of the Company; and f) assign assets; g) recuse; h) receive payments; i) file criminal charges and complaints and desist therefrom and grant pardons when permitted by law and assist the Public Prosecutor; j) negotiate, discuss, execute and review bargaining agreements and, in general, represent the Company before the labor authorities in any employment matters in which the company is a part or an interested third party, both in the initial hearing as well as a result of the stages of labor law with the legal representation of the Company for these purposes; k) perform any type of operations and execute, amend, terminate and rescind agreements inherent to the purpose of the Company; l) open and manage bank accounts and designate the authorized signatures to draw checks and request fund transfers charged to such accounts; m) create and withdraw all kinds of deposits; n) execute all kinds of funding operations, including without limitation, all kinds of credit operations and derivative operations as per the terms permitted by the applicable provisions; o) jointly obligate the Company with third parties and grant, on behalf of the Company, all types of property and personal guarantees, including without limitation mortgages, pledges, stock pledges, trusts, bonds and/or third party guarantee or any other guarantee that may be granted according to the valid legal provisions in Mexico or abroad to guarantee obligations of the Company or third parties; p) represent the Company when it forms part of other companies, purchasing or subscribing shares or interests or intervening as part of their creation as well as in exercising the rights resulting from the shares, equity or interest that the Company owns; q) admit and exercise on behalf of the Company the powers and representation of Mexican or foreign individuals, whether to contract on behalf thereof or to appear in trial; and r) in general, to exercise the legal representation of the Company for all the corresponding legal purposes.

The Board of Directors shall also have the following powers:

1. To substitute or delegate all or part of these powers and grant general and special powers according to the terms and with the authorities that are considered necessary or advisable; however, the Board of Directors shall reserve the right to exercise these powers, always and in any case, shall also have the authority to revoke the substitutions or powers that it grants or may grant to any department or representative of the Company; and
2. So that, by substituting or delegating all or part of these powers to third parties, and granting general or special powers according to the terms and with the authorities that the Board of Directors considers necessary or advisable, transfer to such third parties, in turn, all or part of the authorities contained in section (i) above, so that such third parties may, to the extent authorized in each specific case, to carry out the following: substitute or delegate all or part of their corresponding powers and grant general or special powers according to the terms and with the powers that are considered necessary or advisable; however, such third parties must reserve the exercise of their powers, always and in any case, who, if authorized, may also revoke the substitutions or powers that have been granted or that have been granted for any other departments or representatives of the Company.

ARTICLE TWENTY FIVE.- The Board of Directors shall meet at least four times during each corporate year, either in person or electronically. Meetings may be held in Mexico City or elsewhere in Mexico or aboard at the designated location and dates established for such purpose. Board members must be called to these meetings by the Chairman or Co-Chairman thereof or through the Secretary or Assistant Secretary of such body. In addition to these regular meetings, the Board may hold extraordinary meetings. In any case, the Chairman of the

Board of Directors or the Chairmen of the Corporate Practices and Audit Committee as well as by 25% of the board members of the Company may call to a Meeting and insert in the agenda any issues that are considered relevant, the call must be made to its members by any written means no less than five calendar days in advance and may be carried out by the Secretary or Assistant Secretary of the Board of Directors.

The meetings of the Board of Directors shall be presided by the Chairman or by the Co-Chairman, indistinctly, in absence thereof by one of the Vice-President, indistinctly, in absence thereof by any of the present board members designated by the board members who have assisted to the corresponding meeting. The Secretary or the Assistant Secretary shall act as the secretary of the meeting and in absence thereof, the person designated by the board members.

ARTICLE TWENTY SIX.- At the meetings of Board of Directors:

- a) Each Shareholding Member shall be entitled to one vote. Substitute board members shall only have a vote when they assist and act in absence of the Shareholding Members.
- b) The majority of the assistance of the board members with voting rights shall be required for a Board of Directors meeting to be legally installed.
- c) The resolutions of the Board of Directors shall be valid when taken at least by the majority of the board members with voting rights who are present at the corresponding meeting that is legally installed. In the event of a tie, the Chairman shall have the tie-breaking vote.
- d) Minutes shall be taken at each board meeting, which shall include the resolutions that have been approved and must be entered into the corresponding minute book. It shall be sufficient, at least for the Chairman and Secretary of the corresponding meeting to sign for all legal purposes.

ARTICLE TWENTY SEVEN.- According to the provisions of Article 143, last paragraph of General Mercantile Corporations Law, the Board of Directors may validly adopt resolutions without the need for its members to personally meet in a formal session. This shall also apply to the remainder of the committees designated by the Board of Directors. The agreements that are taken outside of the meeting must be approved, in any case by the favorable vote of all of the shareholding members of such body or, in the event of a temporary or definitive absence or the incapacity of any of them with the favorable vote of the corresponding substitute members and shall have full legal effects provided that it is confirmed in writing according to the following rules:

- a) The Chairman, by his own initiative or at the request of any two shareholding members of the Board of Directors or of the corresponding committee must inform all of the shareholding members or, as the case may be, substitutes of the corresponding body either verbally or in writing and by the means considered advisable about the agreements that are intended to be taken outside of the meeting and the reasons to justify these actions. Additionally, the Chairman shall provide all of them, if requested, any of the documentation and explanations that may be required. The Chairman may be assisted by one or more board members or by the committee determined by the latter or by the Secretary or Assistant Secretary to carry out the aforementioned communications.

- b) In the event that all of the shareholding members of the Board of Directors or of the corresponding committee or, as the case may be, their substitutes, shall verbally state their consent with the agreements or resolutions that were submitted to their consideration, they must confirm their consent in writing no later than on the second business day following the date in which it was given. The written confirmation must be sent to the Chairman, Secretary and/or Assistant Secretary through mail, telex, fax, telegram, messenger service, e-mail or through any other means that guarantees that it is received within the next two business days.
- c) For the purposes provided in the section above, the Chairman shall send in writing to each member of the corresponding body, whether directly or through the persons in assistance, a draft of the meetings or resolutions that are intended to be adopted outside of the meeting any other documentation that is considered necessary, so that, in any case, once the amendments that are required have been made, the draft of the corresponding minutes or resolutions are sent to the Chairman, Secretary and/or Assistant Secretary, properly signed at the bottom by one of the members of the Board of Directors or of the corresponding committees.
- d) Once the Chairman, Secretary and/or Assistant Secretary receive confirmations in writing from all of the members of the corresponding body, they shall proceed immediately to enter the minutes that have been approved or drafted in the respective book, which shall contain all of the resolutions adopted. In this case, such minutes shall be formalized by the signature of the acting Chairman and the Secretary.
- e) The date of the minutes shall be the date in which the verbal or written consent was given, even if at such moment confirmations were not received in writing, which once received must be included within the file kept by the Company. Additionally, any written observations must be included in such file, which in any case may have been made by the Board of Directors or the corresponding committee about the respective draft of the resolutions.

ARTICLE TWENTY EIGHT.- The Board of Directors, to perform its duties, which include supervising the performance, management and execution of the business of the Company and the companies that it controls shall be assisted by one or more Committees that shall be established for such purposes.

The Corporate Practices and Audit Committee(s) shall be formed exclusively by Independent Board Members according to the terms of Article 25 of the Securities Exchange Law and by at least three members designated by the Board of Directors at the request of the Chairman.

The Chairmen of the Corporate Practices and Audit Committee(s) shall be appointed and/or removed from office exclusively by a Shareholders' Meeting. Such Chairmen may not chair the Board of Directors and shall be selected based on their experience, recognized capacity and professional prestige.

The aforementioned Committee(s) shall establish their internal rules and regulations that are considered appropriate for the best performance of their duties.

If, for whatever reason, the minimum number of members of the Corporate Practices and Audit Committee(s) are absent and the Board of Directors has not appointed Provisional Members according to the provisions of Article 24 of the Securities Exchange Law, any shareholder may request the Chairman of aforementioned Board sending the call, within a three day period, to a

Shareholders' Meeting for the corresponding appointment to be made. If a call is not made in the period established, any shareholder may request the judicial authorities at the domicile of the Company so the latter makes the call. In the event that the meeting is not held or, if it is held, the appointment is not made, the judicial authority of the domicile of the Company shall appoint the corresponding board members as per the request and proposal of any shareholder, who shall be in office until the Shareholders' Meeting makes the final appointment.

The Corporate Practices and Audit Committee(s) must assist the Board of Directors in supervising the performance, management and execution of the business of the Company and the companies it controls, thereby complying with the activities, duties and obligations established for these by the Securities Exchange Law and these bylaws, especially in terms of the activities listed in Article 42 of the aforementioned law. The aforementioned Committee(s) may also exercise other activities in the matters that the aforementioned Law establishes or that are provided for by these bylaws or that are entrusted by the Board of Directors, according to the duties that such legislation assigns thereto. The Board of Directors may assign, as the case may be, additional duties in other matters to the Committees mentioned herein. To prepare the reports about the activities corresponding to the aforementioned Committees provided by Article 43 of the Securities Exchange Law as well as the opinions established by Article 42 of such Law, the Corporate Practices and Audit Committee(s) must take into account the opinion of the relevant directors and, in the event of any difference of opinion with the latter, shall incorporate such differences in these reports and opinions.

The Corporate Practices and Audit Committee(s) may meet when necessary, through a call by the Chairman or through the Secretary or Assistant Secretary of the Board of Directors. To hold the ordinary and extraordinary meetings of the aforementioned Committees, the majority of the assistance of its members is needed and the resolutions shall be adopted by the favorable vote of the members who are present.

ARTICLE TWENTY NINE.- The duties of performance, management and execution of the business of the Company and the companies it controls shall be entrusted to the CEO; therefore, subject to the strategies, policies and guidelines approved by the Board of Directors. In any case, the CEO shall comply with the duties and obligations undertaken according to the Securities Exchange Law and these bylaws, especially the duties established by Article 44 of said legislation as well as the other duties, obligations, assignments and duties entrusted by the General Shareholders' Meeting or by the Board of Directors of the Company.

The CEO, in compliance with its duties, shall have the most extensive authorities to represent the Company in acts of administration and lawsuits and collections, including special powers that according to the laws require a special clause. In terms of acts of ownership, the CEO shall exercise these authorities according to the terms and conditions that the Board of Directors of the Company determines. The CEO, to exercise its authorities and activities, as well as to comply with its obligations shall be aided by the corresponding relevant directors for such purposes and by any employee of the Company and the companies it controls.

ARTICLE THIRTY.- The External Auditor shall be appointed and, as the case may be, removed prior opinion from the Auditing Committee, by the Board of Directors of the Company, which may be called to the meeting of the Board of Directors as a guest entitled to voice an opinion, but without a vote. However, said External Auditor shall refrain from being present during the discussion of the issues on the agenda in which the External Auditor may have a conflict of interest or that may compromise its integrity.

The individual designated by the company providing the external auditing services shall assist

to the Shareholders' Meeting of the Company.

ARTICLE THIRTY ONE.- The supervision of the performance, management and execution of the Company's business and the companies it controls, considering the relevance that the latter has over the financial, administrative and legal situation of the former shall be entrusted to the Board of Directors through the Corporate Practices and Audit Committee(s) as well as by the external auditing company of the Company, each in their respective areas of competence, according to the provisions of the Securities Exchange Law.

In terms of the provisions of Article 41 of the Securities Exchange Law, the Company shall not be subject to the provisions of Article 91, section V of the General Mercantile Corporations Law nor shall the following Articles apply 164 to 171, 172, last paragraph, 173 and 176 of the General Mercantile Corporations Law; therefore, in general, the Company shall not have one or more statutory examiners nor shall the legal provisions apply with respect to their appointment or the performance of their duties.

CHAPTER FIVE CORPORATE YEAR, ANNUAL DOCUMENTATION FOR THE SHAREHOLDERS' MEETING AND PROFITS

ARTICLE THIRTY TWO.- Corporate years shall coincide with the calendar year, save for the cases of exception provided by the applicable legal provisions.

According to the terms of Article 28, section IV of the Securities Exchange Law, the Board of Directors shall submit to the General Shareholders' Meeting that is held as a result of the close of the corporate year:

- a) The reports of the Chairman(s) of the Committee(s) that carry out corporate practices and auditing duties according to the Article 43 of the Securities Exchange Law;
- b) The report of the CEO according to the provisions of Article 44, section XI of the Securities Exchange Law attached with a report of the External Auditor.
- c) The opinion of the Board of Directors about the contents of the report of the CEO referred to in the section above;
- d) The report by the Company's Board of Directors according to Article 172, section b) of the General Mercantile Corporations Law, which contains the key policies and accounting and information principles followed when preparing the financial information; and
- e) The report about the operations and activities in which the Board of Directors intervened according to the provisions of the Securities Exchange Law.

ARTICLE THIRTY THREE.- From the net profits rendered by the financial statements that are approved by the General Shareholders' Meeting, each year at least 5% shall be separated to create, increase or, as the case may be, replace the reserve fund established by the General Mercantile Corporations Law until the reserve fund totals 20% of the capital stock paid to the Company. Additionally, the amounts agreed by the General Shareholders' Meeting of the Company to create the extraordinary, special or additional funds that are considered necessary to create or increase the general or specific reserves. The remaining profits may be applied and

distributed according to the resolution of the General Shareholders' Meeting or, as the case may be, the Board of Directors when it has delegated this authority.

Profit distribution shall be governed by the provisions of Article 19 of the General Mercantile Corporations Law. After the dividends have been ordered, the General Shareholders' Meeting or, as the case may be, the Board of Directors shall set the date for payment. All of the dividends that are not charged within a period of five years as of the date indicated for their payment shall be considered as waived and assigned in favor of the Company.

CHAPTER SIX DISSOLUTION AND LIQUIDATION

ARTICLE THIRTY FOUR.- The Company shall be dissolved at the end of the ninety-nine years from its incorporation unless this term is extended prior to its expiration by a resolution adopted by a General Extraordinary Shareholders' meeting or previously in any of the following cases:

- a) If it becomes impossible for the Company to carry out the purpose for which it was incorporated or in the event of accomplishing it;
- b) If bankruptcy proceedings are legally declared for the Company;
- c) By resolution taken at the Extraordinary Shareholders' Meeting;
- d) When the number of shareholders is less than as provided by law;
- e) For the loss of two thirds of the capital stock.

ARTICLE THIRTY FIVE.- If the Company needs to be liquidated, the shareholders shall designate for such purposes one or more liquidators in a General Extraordinary Shareholders' Meeting. In the event of having more than one liquidators, they must act jointly.

The liquidator(s) need not be shareholders, executives or board members of the Company. The liquidator(s) shall be authorized to wind-up the operations of the Company and liquidate its business in order to collect the amounts owed to the Company and to pay any debts; to sell the assets of the Company at the prices that are considered advisable to the best of their knowledge; to distribute the remnants of the Company's assets to the shareholders after paying all of the corporate debts according to the number of shares that each holds; to take the necessary or advisable measures to supplement the liquidation of the Company according to Article 242, 248 and others of the General Mercantile Corporations Law as well as to obtain the cancelation of the Registry of the Company, after concluding its liquidation. The liquidator(s) shall also have the authority granted by the shareholders' meeting at the moment of its designation.

CHAPTER SEVEN GOVERNING LAW AND JURISDICTION

ARTICLE THIRTY SIX.- While the shares of the Company are recorded in the National Securities Registry, they shall be subject to the special provisions contained in the Securities Exchange Law and, in the event of any omission thereof, to the provisions of the General Mercantile Corporations Law. In the case of any controversy between the Company and its shareholders or between the shareholders for issues related to the Company, both parties

expressly submit to the federal laws of the United Mexican States and to the jurisdiction of the competent federal courts with venue in Mexico City, Federal District.

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Agreements that have the effect of delaying, preventing, delaying or making more expensive a change in control of the Issuer

As far as the Issuer is aware, there are no non-statutory agreements which have the effect of delaying, preventing, delaying or making more expensive a change in control of the Issuer.

Measures that limit corporate rights conferred by shares

The corporate rights conferred by the shares to each shareholder of the Issuer shall not be limited by any trust or any other measure currently existing.

Bylaws or agreements between shareholders which may limit or restrict the administration of the Issuer

There are no statutory provisions or agreements between shareholders which may limit or restrict the administration of the Issuer or its shareholders in any way.

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5. STOCK MARKET

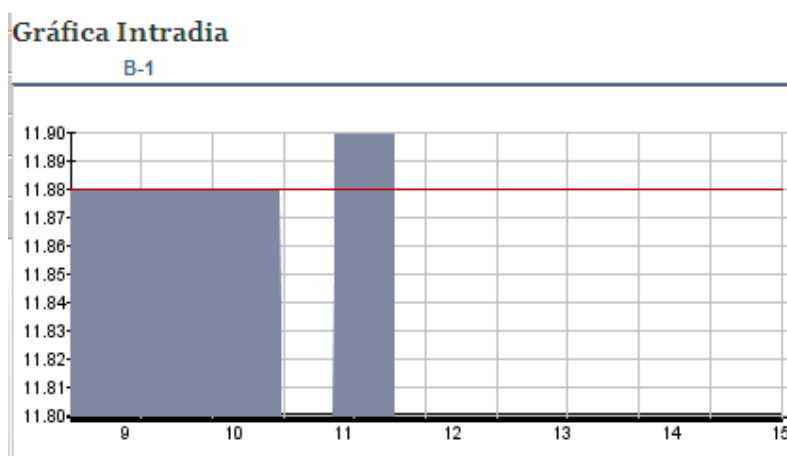
a) Shareholding Structure

The company has 2,745'000,00 shares series B-1 authorized; whereby, as of December 31, 2010, 2,302'750,500 shares are outstanding.

b) Shares Performance in the Stock Market

The table below contains information about the performance of the shares in the BMV as of April 29, 2011.

Annual Performance of the Company's Shares



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