The Bank of New York Mellon, S.A. IBM, Trust F/00939 and Subsidiaries

Condensed consolidated interim financial statements for the period ended March 31, 2014.

Unaudited

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The Bank of New York Mellon, S.A., IBM, Trust F/00939 and subsidiaries Condensed Consolidated Interim Statements of Financial Position (Expressed in thousands of Mexican Pesos)

	Note		March 31, 2014 (Unaudited)		December 31, 2013 (Audited)	
Assets			,		` '	
Non-current assets						
Investment properties	4	\$	21,117,969	\$	21,146,337	
(Cost: 03/31/2014 - \$21,023,650; 12/31/2013 - \$20,949,047)						
Derivative financial instruments - at estimated fair value	6		27,208		39,852	
Current assets						
Other assets			26,561		38,513	
Recoverable taxes	5		935,307		1,064,715	
Prepaid expenses			28,580		8,409	
Deferred rents receivables			63,106		41,282	
Accounts receivable			66,106		79,077	
(Net of allowance for doubtful accounts: 03/31/2014 - \$71,015; 12/31/2013 - \$49,279)						
Restricted cash			60.436		56.935	
Cash and cash equivalents			594,122		728,550	
Total assets			22,919,395		23,203,670	
			, ,			
Net assets attributable to Investors						
Contributions, net	8	\$	9.900.604	\$	9,900,604	
Retained earnings			55.584		246,413	
Currency translation adjustment			518,830		511,856	
Total net assets (Net Equity)			10,475,018		10,658,873	
			, ,			
Liabilities Non-current liabilities						
Borrowings	7	\$	11,222,829	\$	11,183,919	
(Cost: 03/31/2014 - \$11,272,699; 12/31/2013 - \$11,311,842	•	•	,,	•	,,	
Tenant deposits			159,626		147,986	
Current liabilities						
Accounts payable			334,425		409,537	
Borrowings	7		727,497		803,355	
(Cost: 03/31/2014 - \$734,790; 12/31/2013 - \$816,134)	•		. 21,401		300,000	
Total liabilities (excluding net assets attributable to the Investors)			12,444,377		12,544,797	
Total net assets and liabilities		ė	22 040 205	\$	22 202 670	
Total net assets and liabilities		\$	22,919,395	ð	23,203,670	

The accompanying notes are an integral part of these consolidated financial statements

The Bank of New York Mellon, S.A., IBM, Trust F/00939 and subsidiaries Condensed Consolidated Interim Statements of Comprehensive Income (Expressed in thousands of Mexican Pesos) (Unaudited)

			three months March 31, 2014	For the period from March 20 (inception) to March 31, 2013	
Rental revenues		\$	441,941	\$	31,299
Other operating income	9		54,145		10,570
Real estate operating expenses	10		(123,384)		(12,874)
Fees and other expenses	11		(47,881)		(2,692)
Realized gain from disposal of investment properties			703		-
Net (loss) gain unrealized from fair value adjustment on borrowings			(84,459)		-
Net (loss) gain unrealized from fair value adjustment on investment properties			(104,183)		-
Net (loss) gain unrealized from fair value adjustment on derivative financial instruments			(13,070)		(852)
Foreign exchange gain			46		42,004
Operating profit			123,858		67,455
Finance income	12		722		-
Finance cost	12		(133,719)		(6,339)
Finance cost - net			(132,997)		(6,339)
(Loss) profit for the period		\$	(9,139)	\$	61,116

The accompanying notes are an integral part of these consolidated financial statements

The Bank of New York Mellon, S.A., IBM, Trust F/00939 and subsidiaries Condensed Consolidated Interim Statements of Changes in Net Assets (Net Equity) For the period ended March 31, 2014 and from March 20 (inception) to March 31, 2013 (Expressed in thousands of Mexican Pesos)

			Att	tributa					
	Note	Net	contributions	t	Currency ranslation djustment	Re	etained earnings	Net	t assets attributable to Investors
Balance at January 1, 2014 (Audited)	8	\$	9,900,604	\$	511,856	\$	246,413	\$	10,658,873
Distributions to the Investors			-		-		(181,690)		(181,690)
Comprehensive Loss									
Net loss of the period			-		-		(9,139)		(9,139)
Other Comprehensive (loss) income									
Currency Translation			-		6,974		-		6,974
Total Comprehensive (loss) income					6,974		(9,139)		(2,165)
Net Assets attributable to investors for the period from January 1 to March 31, 2014 (Unaudited)	8	\$	9,900,604	\$	518,830	\$	55,584	\$	10,475,018
Capital Contribution, net of issuing costs	8	\$	9,900,604	\$	-	\$	-	\$	9,900,604
Comprehensive Income									
Net profit of the period			-		-		61,116		61,116
Other Comprehensive Income									
Currency Translation			-		(75,660)		-		(75,660)
Total Comprehensive (loss) income			_		(75,660)		61,116		(14,544)
Net Assets attributable to investors for the period from March 20 (inception) to March 31, 2013 (Unaudited)		\$	9,900,604	\$	(75,660)	\$	61,116	\$	9,886,060

The accompanying notes are an integral part of these consolidated financial statements

The Bank of New York Mellon, S.A., IBM, Trust F/00939 and subsidiaries Condensed Consolidated Interim Statements of Cash Flows (Expressed in thousands of Mexican Pesos) (Unaudited)

	For the three months Note ended March 31, 2014			For the period from March 20 (inception) to March 31, 2013		
Cash flows from operating activities						
(Loss) profit for the period		\$	(9,139)	\$	61,116	
Adjustments: Net loss (gain) unrealized from fair value adjustment on investment properties Net loss (gain) unrealized from fair value adjustment on derivative financial instruments Net loss (gain) unrealized from fair value adjustment on borrowings Realized gain from disposal of investment properties Bad debt expense (Increase) in restricted cash (Increase) in accounts receivable Decrease (increase) in prepaid expenses Decrease (increase) in other assets Increase in tenant deposits (Decrease) increase in accounts payable			104,183 13,070 84,459 (703) 21,980 (3,501) (30,833) 129,408 (20,171) 11,952 11,640 (75,112)		35,306) (35,306) (33,580) (31,011) (18,618) (1,271,189) 84,842 1,393,056	
Net cash (used in) generated from operating activities		-	237,233		150,162	
Cash flows from investing activities						
Acquisition of investment properties Improvements of investment properties Dispositions of investment properties	4 4		(8,101) (66,003) 11,011		(12,653,743) - -	
Net cash (used in) generated from investing activities			(63,093)		(12,653,743)	
Cash flows from financing activities						
Acquisition of derivative financial instruments Proceeds from borrowings Principal payments on borrowings Distributions to investors Proceeds from CBFI issued	8		(275) - (126,752) (181,690) -		(1,731) 7,950,119 (5,068,213) - 9,900,604	
Net cash (used in) generated from financing activities			(308,717)		12,780,779	
Net (decrease) increase in cash and cash equivalents			(134,577)		277,198	
Cash and cash equivalents at the beginning of the period Exchange rate effects on cash and cash equivalents			728,550 149		(28,872)	
Cash and cash equivalents at the end of the period		\$	594,122	\$	248,326	
Supplemental disclosure of non cash flow information:						
Issuance of CBFI for the acquisition of investment properties		\$	-	\$	1,764,042	

The accompaying notes are an integral part of these consolidated financial statements

Notes to the Condensed Consolidated Interim Financial Statements for the period ended March 31, 2014

(Unaudited)

(All amounts in thousands of Mexican Pesos, unless otherwise stated)

1. GENERAL INFORMATION

Terrafina ("Terrafina" or the "Trust") is a Mexican trust created pursuant to Trust Agreement F/00939 dated January 29, 2013 (as amended on March 15, 2013) entered into by and among PLA Administradora Industrial, S. de R.L. de C.V. as Trustor and beneficiary (the "Trustor") and The Bank of New York Mellon, S.A., Institución de Banca Múltiple, as trustee (the "Trustee") and Monex Casa de Bolsa, S.A. de C.V., Monex Grupo Financiero, as common representative (the "Common Representative") of the real estate trade certificates "CBFI" holders.

The Trust started operations in March 2013, anchored by an industrial portfolio and created mainly to acquire, develop, lease and manage real estate properties in Mexico, as well as to provide financing for said purposes secured by the respective related leased real estate properties.

Terrafina's address is Andrés Bello 10 piso 17, Colonia Polanco, Miguel Hidalgo, México D.F., 11560.

In order to carry out its operations, the Trust has entered into the following agreements:

- (i) An advisory agreement with PLA Administradora Industrial, S. de R.L. de C.V. (the "Advisor"), an affiliated company of PREI Latin America, which will provide advisory and real estate investment management services, as well as other related services.
- (ii) A management agreement with TF Administradora, S. de R.L. de C.V. (the "Manager"), in order for the latter to carry out certain management services on behalf of the Trust.

2. BASIS OF PREPARATION

The enclosed condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") IAS 34 "Interim Financial Reporting" which is part of the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standard Board (IASB), the International Financial Reporting Standards Interpretation Committee ("IFRIC") and the Standard Interpretation Committee ("SIC"). They do not include all of the information required in annual financial statements in accordance with IFRSs, and should be read in conjunction with the consolidated financial statements for the year ended December 31, 2013. There are no new IFRSs or IFRIC interpretations effective for periods beginning on January 1, 2014 applicable to Terrafina.

The enclosed condensed consolidated interim financial statements were authorized for their issuance by the Terrafina audit and technical committees on April 25, 2014.

Preparation of condensed consolidated interim financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires management to apply its judgment in the process of applying the Trust's accounting policies. Changes in assumptions may have a significant impact on the consolidated financial statements in the period in which the assumptions change. Management believes that the underlying assumptions are appropriate. The accounting policies, judgments and estimates used in the preparation of the condensed consolidated interim financial statements are consistent with those applied in the consolidated financial statements as of and for the year ended December 31, 2013.

Notes to the Condensed Consolidated Interim Financial Statements for the period ended March 31, 2014

(Unaudited)

(All amounts in thousands of Mexican Pesos, unless otherwise stated)

3. CONSOLIDATION BASIS

These condensed consolidated interim financial statements include assets, liabilities and results of operations of the entities listed below controlled by Terrafina as of and for the three months ended March 31, 2014. All significant intercompany balances and transactions have been eliminated from the consolidated financial statements.

Trustee: HSBC México, S. A., Institución de Banca Múltiple, Grupo Financiero HSBC, Trust Division as Trustee of the following trusts:

- Trust F/307823
- Trust F/307831
- Trust F/307840
- Trust F/307858
- Trust F/307866
- Trust F/307874
- Trust F/307882
- Trust F/307890
- Trust F/307904
- Trust F/307912
- Trust F/307920
- Trust F/307939
- Trust F/307947
- Trust F/307955
- Trust F/307963
- Trust F/307971
- Trust F/307980
- Trust F/308030Trust F/308048
- Trust F/308293
- Trust F/308285

Trustee: Banco Invex, S. A., Institución de Banca Múltiple, Invex Grupo Financiero as Trustee of the following trusts:

- Trust F/1411
- Trust F/1412

Trustee: Deutsche Bank México, S. A., Institución de Banca Múltiple, División Fiduciaria as Trustee of the following trusts:

- Trust F/128
- Trust F/129
- Trust F/ 824
- Trust F/ 1487

Trustee: The Bank of New York Mellon, S.A., Institución de Banca Múltiple, as Trustee of the following trusts:

- Trust F/666
- Trust F/463
- Trust F/824

TF Administradora, S. de R.L. de C.V.

Notes to the Condensed Consolidated Interim Financial Statements for the period ended March 31, 2014

(Unaudited)

(All amounts in thousands of Mexican Pesos, unless otherwise stated)

4. INVESTMENT PROPERTIES

	Ma	rch 31, 2014	December 31, 2013		
Initial balance / initial contribution	\$	21,146,337	\$	11,155,153	
Additions to investment properties:					
Acquisitions		8,101		9,405,557	
Capital expenditures		66,003		194,916	
Unrealized (loss) gain from fair value adjustment					
on investment properties		(104,183)		188,566	
Realized gain from disposal of investment properties		703		-	
Dispositions of investment properties		(11,011)		(559,352)	
Currency conversion		12,019		761,497	
Ending balance	\$	21,117,969	\$	21,146,337	

The most significant unobservable input used in determining the fair value of investment properties are listed as follows:

- Discount rate: The internal yield rate (internal rate of return or IRR) is the single rate that discounts all future net assets (net equity) benefits in an opinion of net present value. The discount rate used as of March 31, 2014 and December 31, 2013 ranges between and 9% and 13% for both periods.
- Market yield growth rate: Based on information gathered from surveys, as well as market experience and Management's projections. Market yield growth rate ranges between 2.4% and 3.0%.
- Vacancy and collection loss assumptions: This is a function of the interrelationship between absorption, lease expiration, renewal probability, and estimated downtime between leases and a collection loss factor based on the relative stability and credit of the subject's tenant base.

Significant increases (decreases) in the discount rate would probably result in a significantly lower (higher) fair value measurement. However an increase (decrease) in any of the other two factors, would result in a higher (lower) fair value measurement.

Unrealized (loss) gain from fair value adjustment on investment properties is included in the condensed consolidated interim statements of comprehensive income.

5. RECOVERABLE TAXES

Recoverable taxes consist of the following:

	Marc	ch 31, 2014	Decei	December 31, 2013		
VAT Recoverable	\$	891,064	\$	1,019,690		
Income tax retained		44,243		45,025		
	\$	935,307	\$	1,064,715		

On September 27, 2013, Terrafina acquired a portfolio of 84 industrial properties. The transaction generated a recoverable VAT in the amount of \$971,699 of which \$120,600 were reimbursed to the Trust during the first quarter of 2014 by the Mexican Tax Authorities.

Notes to the Condensed Consolidated Interim Financial Statements for the period ended March 31, 2014

(Unaudited)

(All amounts in thousands of Mexican Pesos, unless otherwise stated)

6. DERIVATIVE FINANCIAL INSTRUMENTS

During the quarter ended March 31, 2014, the Fund acquired interest rate cap (Cap) with HSBC to replace the existing Cap with the same notional held with Banamex, which matured in March 2014.

During the quarter ended December 31, 2013, the Fund acquired two fixed rate option instrument with HSBC, which will mature in 2018.

As of March 31, 2014 and December 31, 2013, outstanding derivative financial instruments contracts are summarized as follows:

March 31, 2014

		Notional Amount	Underlying				_		
Derivative type	Bank	(USD)	Variable Rate	Strike Price	Fair value		e Price Fair value		Maturity Date
Cap	HSBC	105,000	3M Libor	1.00%	\$	_	December 26, 2014		
Cap	Banamex	5,000	3M Libor	2.00%		2	June 6, 2015		
Cap	Banamex	85,000	3M Libor	2.00%		50	June 29, 2015		
Cap	Banamex	305,000	3M Libor	2.00%		4,992	March 25, 2016		
Fixed Rate Option	HSBC	272,800	3M Libor	3.00%		18,708	September 4, 2018		
Fixed Rate Option	HSBC	47,850	1M Libor	3.00%		3,456	October 1, 2018		
_					\$	27,208			

December 31, 2013

Derivative type	Bank	Notional Amount (USD)	Underlying Variable Rate	Strike Price	Fa	ir value	Maturity Date
Cap	Banamex	105,000	3M Libor	2.00%	\$	-	March 25, 2014
Cap	Banamex	5,000	3M Libor	2.00%		10	June 6, 2015
Cap	Banamex	85,000	3M Libor	2.00%		209	June 29, 2015
Cap	Banamex	305,000	3M Libor	2.00%		6,634	March 25, 2016
Fixed Rate Option	HSBC	272,800	3M Libor	3.00%		27,827	September 4, 2018
Fixed Rate Option	HSBC	47,850	1M Libor	3.00%		5,172	October 1, 2018
•					\$	39,852	

Notes to the Condensed Consolidated Interim Financial Statements for the period ended March 31, 2014

(Unaudited)

(All amounts in thousands of Mexican Pesos, unless otherwise stated)

7. BORROWINGS

Borrowings include mortgage loans payable as summarized below:

		Borrowings at	March	31, 2014	Borrowings at December 31, 2013			er 31, 2013			
Credit Entity [1], [2], [3] & [4]	.[4] Cost		Fair value		Cost		Fair value		Interest rate (p.a.) [6], [7], [8] & [9]	Maturity Date	Terms [5]
Citibank	\$	6,534,785	\$	6,499,464	\$	6,531,189	\$	6,459,769	3 months Libor + 3.50%	March, 2016	I
Banorte		505,348		501,090		511,928		504,896	1 month Libor + 3.30%	May, 2016	P&I
GEREM		3,709,229		3,701,209		3,707,188		3,664,286	3 months Libor + 3.50%	September, 2018	P&I
HSBC		628,018		625,317		627,671		620,274	1 month Libor + 3.50%	September, 2018	P&I
HSBC		630,109		623,246		750,000		738,049	28 days TIIE + 2.60%	September, 2014	I
Total Borrowings	\$	12,007,489	\$	11,950,326	\$	12,127,976	\$	11,987,274			

^[1] Citibank = Citibank, N.A.

As of March 31, 2014 and December 31, 2013, borrowings are collateralized by investment properties with an aggregate estimated fair value of \$21,117,969 and \$21,146,337, respectively.

The main inputs used by the Trusts in determining the fair value of borrowings are derived and evaluated as follows:

- Discount rates: These rates are estimated based on the weighted average cost of capital of public companies that are, in the opinion of the Trust, comparable to the loans under valuation. The discount rate as of March 31, 2014 and December 31, 2013 ranged between 4.0% and 8.7% and 4.0% and 8.9%, respectively.
- Management has estimated fair values and historical data based on its experience, which is in line with internal credit
 policies. The unobservable inputs used in the fair value measurement of borrowings are the discount rates, for which a
 significant increase (decrease) would result in a significantly lower (higher) fair value measurement.

As of March 31, 2014, principal amounts of borrowings are payable as follows:

	<1 year		1-3 years		>	> 3 years	Total	
Borrowing payments	\$	734,790	\$	7,353,209	\$	3,919,490	\$	12,007,489

All borrowings are denominated in US Dollars, except the \$630,109 facility from HSBC which is denominated in Mexican Pesos (MXN).

Terrafina benefits from a principal amortization holiday in respect of the following facilities until the following dates: Citibank and HSBC (MXN) until their respective maturity dates; GEREM until September 2014 and HSBC (USD) until October 2014.

All of the Trust's current borrowings are variable-rate borrowings. Therefore, the Trust carries exposure to the risk from changes in interest rates related to these borrowings. Said risk decreases due to the use of interest rate cap agreements and fixed rate option derivatives described in Note 6.

^[2] Banorte = Banco Mercantil del Norte, S.A.

^[3] GEREM = GE Real Estate Mexico, S. de R.L. de C.V.

^[4] HSBC = HSBC Mexico, S.A.

^[5] P&I / I = Principal and interest; I = Only interest

^[6] At March 31, 2014, the 1 month Libor rate was 0.152% and the 3 months Libor rate was 0.2306%

^[7] p.a. = per annum

^[8] TIIE = Interbank balance interest rate

^[9] At March 31, 2014, the 28 days TIIE was 3.8125%

Notes to the Condensed Consolidated Interim Financial Statements for the period ended March 31, 2014

(Unaudited)

(All amounts in thousands of Mexican Pesos, unless otherwise stated)

8. NET ASSETS ATTRIBUTABLE TO INVESTORS (NET EQUITY)

Net Assets Attributable to Investors (Net Equity) constitute the initial contribution and the proceeds from the CBFI issued. As of March 31, 2014, the net contribution total is \$9,900,604 and is composed of 381,014,635 CBFI in circulation.

9. OTHER OPERATING INCOME

Other operating income was as follows:

	months ended ch 31, 2014	Period from March 20 (inception) March 31, 2013		
Service charge income Other income	\$ 50,253 3,892	\$	10,564	
	\$ 54,145	\$	10,570	

10. REAL ESTATE OPERATING EXPENSES

Real estate operating expenses were as follows:

	Three months ended March 31, 2014		Period from March 20 (inception) to March 31, 2013	
Repair, maintenance and facilities	\$	35,804	\$	2,656
Property tax and other taxes		30,970		7,465
Bad debt expense		21,980		-
Electricity		9,042		-
Broker fees		6,756		-
Property management fees		6,522		-
Property insurance		4,373		1,927
Security		2,973		-
Leasing commission		1,517		94
Publicity		169		-
Other expenses		3,278		732
	\$	123,384	\$	12,874

Notes to the Condensed Consolidated Interim Financial Statements for the period ended March 31, 2014

(Unaudited)

(All amounts in thousands of Mexican Pesos, unless otherwise stated)

11. FEES AND OTHER EXPENSES

Fees and other expenses were as follows:

	 Three months ended March 31, 2014		Period from March 20 (inception) to March 31, 2013	
Management fees	\$ 26,196	\$	2,063	
Administrative fees	10,457		233	
Payroll	4,687		-	
Other professional fees	2,603		219	
Legal fees	2,334		37	
Trustee fees	826		132	
Other expenses	 778		8	
	\$ 47,881	\$	2,692	

12. FINANCE COSTS - NET

Financing costs were as follows:

	 Three months ended March 31, 2014	m March 20 (inception) to March 31, 2013
Interest income on bank accounts	\$ 722	\$
Borrowing costs	\$ 9,863	\$ 4,612
Interest expense	123,640	1,723
Bank comissions	216	4
	\$ 133,719	\$ 6,339

13. RELATED PARTIES

The following detail includes the outstanding Trust related parties activities:

Trustor

The Trust reimburses to the Manager all costs incurred in carrying out its functions plus Value Added Tax.

The reimbursed cost for the period ended March 31, 2014 and for the period between March 20 and March 31, 2013 were \$6,560 and \$0, respectively and were eliminated at consolidation.

Notes to the Condensed Consolidated Interim Financial Statements for the period ended March 31, 2014

(Unaudited)

(All amounts in thousands of Mexican Pesos, unless otherwise stated)

13. RELATED PARTIES (continue)

Advisor

The Trust pays a management fee to the Advisor, equivalent to 0.5% per annum of the gross cost of the real estate assets plus the annual inflation rate and Value Added Tax.

The management fee accrued for the period ended March 31, 2014 and for the period between March 20 and March 31, 2013 were \$26,196 and \$0, respectively.

14. COMMITMENTS AND CONTINGENCIES

In the ordinary course of business there can be various legal actions related to properties of the Trusts. As of March 31, 2014, the Trust's management was not aware of any such matter that had or would have a material effect on Trust's financial condition or results of operations.

15. SUBSEQUENT EVENTS

On April 25, 2014, the Technical Committee approved a dividend payment of \$199,806 corresponding to \$.5244 cents per CBFI.