

**FIBRA TERRAFINA**

**CI Banco, S.A. Institución de Banca Múltiple, Trust F/00939 and  
Subsidiaries**

**Condensed consolidated interim financial statements  
for the period ended September 30, 2015**

**Unaudited**

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## FIBRA TERRAFINA

CI Banco, S.A. Institución de Banca Múltiple, Trust F/00939 and subsidiaries  
Condensed Consolidated Interim Statements of Financial Position  
(Expressed in thousands of Mexican Pesos)

	Note	September 30, 2015 (Unaudited)	December 31, 2014 (Audited)
<b>Assets</b>			
<b>Non-current assets</b>			
Investment properties	4	\$ 26,623,748	\$ 24,298,809
(Cost: 9/30/2015 - \$25,837,942; 12/31/2014 - \$23,843,700)			
Derivative financial instruments	5	879	454
<b>Current assets</b>			
Other assets		86,362	54,020
Recoverable taxes		160,895	115,683
Prepaid expenses		10,606	8,858
Acquisition prepayment		35,226	-
Deferred rents receivable		105,951	98,643
Accounts receivable		64,883	40,898
(Net of allowance for doubtful accounts: 9/30/2015 - \$107,875; 12/31/2014 - \$61,871)			
Restricted cash		62,168	53,261
Cash and cash equivalents		4,995,716	5,002,554
<b>Total assets</b>		<b>32,146,434</b>	<b>29,673,180</b>
<b>Net assets attributable to Investors</b>			
Contributions, net	7	\$ 15,227,911	\$ 15,681,752
Currency translation adjustment		5,281,401	2,500,872
<b>Total net assets (Net Equity)</b>		<b>20,509,312</b>	<b>18,182,624</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Borrowings	4 and 6	\$ 11,127,285	\$ 10,974,936
(Principal Balance: 9/30/2015 - \$11,127,285; 12/31/2014 - \$11,086,558)			
Tenant deposits		192,548	161,876
<b>Current liabilities</b>			
Accounts payable		317,289	353,744
<b>Total liabilities (excluding net assets attributable to the Investors)</b>		<b>11,637,122</b>	<b>11,490,556</b>
<b>Total net assets and liabilities</b>		<b>\$ 32,146,434</b>	<b>\$ 29,673,180</b>

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

## FIBRA TERRAFINA

CI Banco, S.A. Institución de Banca Múltiple, Trust F/00939 and subsidiaries  
Condensed Consolidated Interim Statements of Comprehensive Income  
(Expressed in thousands of Mexican Pesos)  
(Unaudited)

	Note	For the three months ended September 30, 2015	For the nine months ended September 30, 2015	For the three months ended September 30, 2014	For the nine months ended September 30, 2014
Rental revenues		\$ 529,283	\$ 1,498,513	\$ 446,244	\$ 1,320,088
Other operating income		30,768	123,077	57,693	154,469
Real estate operating expenses		(130,243)	(373,403)	(83,017)	(286,929)
Fees and other expenses		(70,213)	(339,651)	(80,531)	(173,232)
Realized (loss) gain from disposal of investment properties	4	-	(272)	-	703
Net gain (loss) unrealized from fair value adjustment on borrowings	4	47,450	(114,240)	(220,995)	(64,400)
Net gain (loss) unrealized from fair value adjustment on investment properties	4	115,988	7,627	(27,830)	183,860
Net gain (loss) unrealized from fair value adjustment on derivative financial instruments		870	400	(2,772)	(37,407)
Net gain in unrealized from fair value adjustment on bank investments		3,194	19,478	-	-
Foreign exchange loss		(44,342)	(212,337)	(100,573)	(106,281)
<b>Operating profit (loss)</b>		<b>482,755</b>	<b>609,192</b>	<b>(11,781)</b>	<b>990,871</b>
Finance income		3,440	32,047	5,135	6,599
Finance cost		(172,908)	(390,643)	(111,158)	(348,736)
<b>Finance cost - net</b>		<b>(169,468)</b>	<b>(358,596)</b>	<b>(106,023)</b>	<b>(342,137)</b>
<b>Profit (loss) for the period</b>		<b>\$ 313,287</b>	<b>\$ 250,596</b>	<b>\$ (117,804)</b>	<b>\$ 648,734</b>
Items that may be subsequently reclassified to profit or loss- currency translation differences		1,731,153	2,780,529	443,656	410,218
<b>Total comprehensive profit for the period</b>		<b>\$ 2,044,440</b>	<b>\$ 3,031,125</b>	<b>\$ 325,852</b>	<b>\$ 1,058,952</b>

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

## FIBRA TERRAFINA

CI Banco, S.A. Institución de Banca Múltiple, Trust F/00939 and subsidiaries  
Condensed Consolidated Interim Statements of Changes in Net Assets (Net Equity)  
For the period ended September 30, 2015 and September 30, 2014  
(Expressed in thousands of Mexican Pesos)  
(Unaudited)

	Note	Attributable to Investors			Net assets attributable to Investors
		Net contributions	Currency translation adjustment	Retained (losses) earnings	
Balance at January 1, 2014		\$ 9,900,604	\$ 511,856	\$ 246,413	\$ 10,658,873
Capital Contribution, net of issuing costs	7	5,891,767	-	-	5,891,767
Distributions to the Investors	7	-	-	(601,285)	(601,285)
<b>Comprehensive Income</b>					
Profit for the period		-	-	648,734	648,734
<b>Other Comprehensive Income</b>					
Currency Translation		-	410,218	-	410,218
<b>Total Comprehensive income</b>		-	<b>410,218</b>	<b>648,734</b>	<b>1,058,952</b>
<b>Net Assets attributable to investors at September 30, 2014</b>		<b>\$ 15,792,371</b>	<b>\$ 922,074</b>	<b>\$ 293,862</b>	<b>\$ 17,008,307</b>
Balance at January 1, 2015		\$ 15,681,752	\$ 2,500,872	\$ -	\$ 18,182,624
Capital Contribution	7	147,461	-	-	147,461
Distributions to the Investors	7	(601,302)	-	(250,596)	(851,898)
<b>Comprehensive Income</b>					
Profit for the period		-	-	250,596	250,596
<b>Other Comprehensive income</b>					
Currency Translation		-	2,780,529	-	2,780,529
<b>Total Comprehensive income</b>		-	<b>2,780,529</b>	<b>250,596</b>	<b>3,031,125</b>
<b>Net Assets attributable to investors at September 30, 2015</b>		<b>\$ 15,227,911</b>	<b>\$ 5,281,401</b>	<b>\$ -</b>	<b>\$ 20,509,312</b>

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

## FIBRA TERRAFINA

CI Banco, S.A. Institución de Banca Múltiple, Trust F/00939 and subsidiaries  
Condensed Consolidated Interim Statements of Cash Flows  
(Expressed in thousands of Mexican Pesos)  
(Unaudited)

		For the nine months ended September 30, 2015	For the nine months ended September 30, 2014
	Note		
<b>Cash flows from operating activities</b>			
Profit for the period		\$ 250,596	\$ 648,734
Adjustments:			
Net (gain) unrealized from fair value adjustment on investment properties	4	(7,627)	(183,860)
Net loss unrealized from fair value adjustment on derivative financial instruments		156	37,407
Net loss unrealized from fair value adjustment on borrowings	4	114,240	64,400
Realized loss (gain) from disposal of investment properties	4	272	(703)
Bad debt expense		50,310	26,099
Increase deferred rents receivable		(7,308)	(42,823)
Increase in restricted cash		(8,907)	(290)
(Increase) decrease in accounts receivable		(74,295)	11,128
(Increase) decrease in recoverable taxes		(45,212)	887,526
Increase in prepaid expenses		(1,748)	(1,189)
(Increase) decrease in other assets		(32,342)	17,869
Increase in tenant deposits		30,672	3,950
Decrease in accounts payable		(36,455)	(191,434)
<b>Net cash generated from operating activities</b>		<b>232,352</b>	<b>1,276,814</b>
<b>Cash flows generated from investing activities:</b>			
Acquisition of investment properties	4	-	(8,101)
Improvements of investment properties	4	(265,857)	(188,551)
Proceeds from dispositions of investment properties	4	1,552,237	11,011
Acquisition Prepayment		(35,226)	-
<b>Net cash generated from (used in) investing activities</b>		<b>1,251,154</b>	<b>(185,641)</b>
<b>Cash flows from financing activities:</b>			
Acquisition of derivative financial instruments	4	(556)	(275)
Proceeds from borrowings	4	5,684,146	-
Principal payments on borrowings	4	(7,199,794)	(771,085)
Distributions to investors	7	(851,898)	(601,285)
Proceeds from CBF1, net of issuing cost		147,461	5,891,767
Distributions pagadas a accionistas			
<b>Net cash (used in) generated from financing activities</b>		<b>(2,220,641)</b>	<b>4,519,122</b>
Net (decrease) increase in cash and cash equivalents		(737,135)	5,610,295
Cash and cash equivalents at the beginning of the period		5,002,554	728,550
Exchange rate effects on cash and cash equivalents		730,297	106,616
<b>Cash and cash equivalents at the end of the period</b>		<b>\$ 4,995,716</b>	<b>\$ 6,445,461</b>

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

## **Fibra Terrafina**

### **CI Banco S.A. Institución de Banca Múltiple, Trust F/00939 and Subsidiaries**

#### **Notes to the Condensed Consolidated Interim Financial Statements for the period ended September 30, 2015**

**(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 on 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, which was acquired by CI Banco 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 trust certificates “CBFI” holders.

Terrafina is an industrial portfolio 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 Presidente Masaryk 61, 7th floor, Chapultepec Morales, Miguel Hidalgo, México D. F., 11570.

Terrafina is treated as a Real Estate Investment Trust “FIBRA” according with Articles 187 and 188 of the Mexican Income Tax Law “LISR” for tax purposes.

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.

On March 20, 2015, as per the provisions of the Trust’s advisory agreement, Terrafina exercised 4,723,291 real estate trust certificates (“CBFI”) for the payment of performance fee to the Advisor.

On September 18, 2014, Terrafina carried out its second public placement of 221,472,434 CBFI which includes an over-allotment option, through a Global Offering as follows:

- (a) An international offering of 96,292,363 CBFI.
- (b) A simultaneous offering in Mexico of 96,292,363 CBFI.
- (c) Over-allotment option of 28,887,708 CBFI.

For further details on the public placement, refer to note 7.

# **Fibra Terrafina**

## **CI Banco S.A. Institución de Banca Múltiple, Trust F/00939 and Subsidiaries**

### **Notes to the Condensed Consolidated Interim Financial Statements for the period ended September 30, 2015**

**(Unaudited)**

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

#### **2. BASIS OF PREPARATION**

The enclosed condensed consolidated interim financial statements have been prepared in accordance with the International Accounting Standards (“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”). The condensed consolidated interim financial statements do not include all of the information and disclosure required in annual consolidated financial statements in accordance with IFRSs, and should be read in conjunction with the consolidated financial statements for the year ended December 31, 2014, which were prepared in accordance with IFRS. There are no new IFRSs or IFRIC interpretations effective for periods beginning January 1, 2015 applicable to Terrafina.

The enclosed condensed consolidated interim financial statements were authorized for their issuance by the Terrafina audit and technical committees on October 22, 2015.

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, 2014.

#### **3. CONSOLIDATION BASIS**

These condensed consolidated interim financial statements include net assets and results of operations of the entities listed below controlled by Terrafina as of and for the three months ended September 30, 2015. All significant intercompany balances and transactions have been eliminated from the condensed consolidated interim financial statements.

#### **Subsidiaries**

Subsidiaries are all entities over which the Trust has control. The Trust controls an entity when it is exposed, or has rights to variable returns as a result of their involvement in it, also has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Trust. They are deconsolidated from the date that control ceases.



## **Fibra Terrafina**

### **CI Banco S.A. Institución de Banca Múltiple, Trust F/00939 and Subsidiaries**

#### **Notes to the Condensed Consolidated Interim Financial Statements for the period ended September 30, 2015**

**(Unaudited)**

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

#### **3. CONSOLIDATION BASIS (Continued)**

Trustee: HSBC México, S. A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria 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/308030
- Trust 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: CI Banco, S. A., Institución de Banca Múltiple (formerly 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.

## **Fibra Terrafina**

### **CI Banco S.A. Institución de Banca Múltiple, Trust F/00939 and Subsidiaries**

#### **Notes to the Condensed Consolidated Interim Financial Statements for the period ended September 30, 2015**

**(Unaudited)**

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

#### **4. FAIR VALUE MEASUREMENTS**

IFRS 13 guide on fair value measurements and disclosures establishes a fair value measurement framework, provides a sole definition of fair value and requires expanded disclosure summarizing fair value measurements. This standard provides a three level hierarchy based on inputs used in the valuation process. The level in the fair value hierarchy under which fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement. The levels of the fair value hierarchy are as follows:

Level 1 – Fair value is based on unadjusted quoted prices in active markets that are accessible to the entity for identical assets or liabilities. These quoted prices generally provide the most reliable evidence and should be used to measure fair value whenever available.

Level 2 – Fair value is based on inputs, other than Level 1 inputs, that are observable for the asset or liability, either directly or indirectly, substantially for the full term of the asset or liability through corroboration of observable market data.

Level 3 – Fair value is based on significant unobservable inputs for the asset or liability. Such inputs reflect the entity's own assumptions about how market participants would price the asset or liability.

For items classified as Level 3, a reconciliation of the beginning and ending balances, as shown in table 2 below, is also required.

##### **a. Investment Properties**

In general terms, the fair value estimations are based on property appraisal reports prepared by independent real estate appraisers (members of the National Appraisal Institute or an equivalent organization) within a reasonable amount of time following the acquisition of real estate and no less frequently than annually thereafter. The Chief Real Estate Appraiser of Prudential Investment Management, Inc. (PIM), an affiliated company of the Advisor and the Manager, is responsible for ensuring that the valuation process provides independent and reasonable property fair value estimates.

The purpose of an appraisal is to estimate the fair value of investment properties at a specific date. Fair value is defined as the price to be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value estimate is based on conventional valuation approaches, all of which require the exercise of subjective judgment. The three approaches are: (1) current cost of replacement of the real estate less impairment and functional and economic obsolescence; (2) discounting of a series of income cash flows and their reversion at a specific yield or by directly capitalizing a single year's income by an appropriate factor; and (3) the value shown for recent sales of comparable real estate on the market. Key assumptions include rental income and expense amounts, discount rates and capitalization rates. In reconciling those three approaches, an independent appraiser uses one or a combination of these approaches to arrive at the approximate value of investment properties in the market.

In general terms, inputs used in the appraisal process are unobservable; therefore unless otherwise indicated, investment properties are classified as level 3 under the guidance on fair value measurement hierarchy.

As described above, the estimated fair value of investments properties is generally determined through an appraisal process. Those estimated fair values may vary significantly from the prices at which the real estate investments would sell, since market prices of real estate investments can only be determined through negotiations between a willing buyer and a seller. Such differences could be material to the consolidated financial statements.

## **Fibra Terrafina**

### **CI Banco S.A. Institución de Banca Múltiple, Trust F/00939 and Subsidiaries**

#### **Notes to the Condensed Consolidated Interim Financial Statements for the period ended September 30, 2015**

**(Unaudited)**

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

#### **4. FAIR VALUE MEASUREMENTS (Continued)**

##### **a. Investment Properties (Continued)**

The independent appraiser used the following unobservable inputs based on discounted cash flow method.

Most significant unobservable inputs:

- 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 as of September 30, 2015 and December 31, 2014, ranges between 9% and 12% respectively.
- 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% and 3%.
- 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.

##### **b. Borrowings**

Valuation process for Trust borrowings:

The valuations for financial reporting purposes, including Level 3 fair values are prepared by an independent third party. Discussions of valuation processes and results are held between the Director of capital markets and the appraiser at least once every year.

The main Level 3 inputs used by the Trust are derived and evaluated as follows:

- Discount rates: These rates are estimated based on the costs of loans that are comparable and available at public information sources or other sources available for the Trust. Discount rate as of September 30, 2015 ranges between 3.5% and 4.9%.
- Management has estimated fair values based on historical data and 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.

# Fibra Terrafina

## CI Banco S.A. Institución de Banca Múltiple, Trust F/00939 and Subsidiaries

### Notes to the Condensed Consolidated Interim Financial Statements for the period ended September 30, 2015

(Unaudited)

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

#### 4. FAIR VALUE MEASUREMENTS (Continued)

##### b. Borrowings (Continued)

Changes in all Level 2 and 3 fair values are analyzed at each reporting date during quarterly valuation discussions between the parties involved in the process. As part of this discussion, the team presents a report that explains the reasons for the fair value transactions.

##### c. Derivative financial instruments

The Trust records interest rate caps and fixed rate options at fair value, which is determined using discounted cash flow models. Models' key assumptions include the contractual terms of the agreement, along with significant observable inputs, including interest rates, credit spreads and other factors such as the Trust's nonperformance risk as well as that of the Trust's counterparties. Those derivatives are traded in the over-the-counter (OTC) market and are classified within Level 2 in the fair value hierarchy. OTC derivatives classified within Level 2 are valued using models generally accepted in the financial services industry that use actively quoted or observable market input values from external market data providers, non-binding broker-dealer quotations, third-party pricing vendors and/or recent trading activity.

##### d. Investments in securities and other cash equivalents

The Trust records the investments in securities and other cash equivalents at fair value, which is determined by using the valuation of the investment instruments that comprise the Trust portfolio at the end of the reported period. The portfolio securities funds titles and the debt instruments are negotiated into the active stock market and are valued by using models generally accepted in the financial services industry that include information that uses actively quoted or observable market input values from external market data providers, non-binding broker-dealer quotations, third-party pricing vendors and/or recent trading activity.

Table 1 below summarizes assets and liabilities measured at fair value on a recurring basis and their respective level in the fair value hierarchy:

**Table 1:**

	<b>Fair Value Measurements at September 30, 2015</b>				
	<b>Cost at 09/30/2015</b>	<b>Amounts measured at fair value 09/30/2015</b>	<b>Quoted prices in active markets for identical net assets (Level 1)</b>	<b>Other significant observable inputs (Level 2)</b>	<b>Significant unobservable inputs (Level 3)</b>
<b>Assets:</b>					
Investment properties	\$ 25,837,942	\$ 26,623,748	\$ -	\$ -	\$ 26,623,748
Interest rate Caps & Swaps	-	879	-	879	-
<b>Total assets</b>	<b>\$ 25,837,942</b>	<b>\$ 26,624,627</b>	<b>\$ -</b>	<b>\$ 879</b>	<b>\$ 26,623,748</b>
<b>Liabilities:</b>					
Borrowings	\$ 11,127,285	\$ 11,127,285	\$ -	\$ -	\$ 11,127,285
<b>Total liabilities</b>	<b>\$ 11,127,285</b>	<b>\$ 11,127,285</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 11,127,285</b>

# Fibra Terrafina

## CI Banco S.A. Institución de Banca Múltiple, Trust F/00939 and Subsidiaries

### Notes to the Condensed Consolidated Interim Financial Statements for the period ended September 30, 2015

(Unaudited)

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

#### 4. FAIR VALUE MEASUREMENTS (Continued)

	Fair Value Measurements at December 31, 2014				
	Cost at 12/31/2014	Amounts measured at fair value 12/31/2014	Quoted prices in active markets for identical net assets (Level 1)	Other significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Assets:</b>					
Investment properties	\$ 23,843,700	\$ 24,298,809	\$ -	\$ -	\$ 24,298,809
Short term investments	2,506,624	2,510,904	2,510,904	-	-
Interest rate Caps & Swaps	-	454	-	454	-
<b>Total assets</b>	<b>\$ 26,350,324</b>	<b>\$ 26,810,167</b>	<b>\$ 2,510,904</b>	<b>\$ 454</b>	<b>\$ 24,298,809</b>
<b>Liabilities:</b>					
Borrowings	\$ 11,086,558	\$ 10,974,936	\$ -	\$ -	\$ 10,974,936
<b>Total liabilities</b>	<b>\$ 11,086,558</b>	<b>\$ 10,974,936</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 10,974,936</b>

Table 2 below shows the reconciliation of the beginning and ending balances for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the periods from January 1, 2015 thru September 30, 2015 and from January 1, 2014 thru December 31, 2014.

**Table 2**

	Fair value measurements using significant unobservable inputs (Level 3)					Ending balance 09/30/15
	Beginning balance 01/01/15	Realized and unrealized net gain (loss)	Currency translation	Acquisitions and capital expenditures	Dispositions	
<b>Assets:</b>						
Investment properties	\$ 24,298,809	\$ 7,355	\$ 3,603,964	\$ 265,857	\$(1,552,237)	\$ 26,623,748
<b>Total assets</b>	<b>\$ 24,298,809</b>	<b>\$ 7,355</b>	<b>\$ 3,603,964</b>	<b>\$ 268,857</b>	<b>\$(1,552,237)</b>	<b>\$ 26,623,748</b>
<b>Liabilities:</b>						
Borrowings	\$ 10,974,936	\$ 114,240	\$ 1,553,757	\$ 5,684,146	\$(7,199,794)	\$ 11,127,285
<b>Total liabilities</b>	<b>\$ 10,974,936</b>	<b>\$ 114,240</b>	<b>\$ 1,553,757</b>	<b>\$ 5,684,146</b>	<b>\$(7,199,794)</b>	<b>\$ 11,127,285</b>

# Fibra Terrafina

## CI Banco S.A. Institución de Banca Múltiple, Trust F/00939 and Subsidiaries

### Notes to the Condensed Consolidated Interim Financial Statements for the period ended September 30, 2015

(Unaudited)

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

#### 4. FAIR VALUE MEASUREMENTS (Continued)

	Fair value measurements using significant unobservable inputs (Level 3)					Ending balance 12/31/14
	Beginning balance 01/01/14	Realized and unrealized net gain (loss)	Currency translation	Acquisitions and capital expenditures	Dispositions	
<b>Assets:</b>						
Investment properties	\$ 21,146,337	\$ 206,624	\$ 2,707,919	\$ 248,940	\$ (11,011)	\$ 24,298,809
<b>Total assets</b>	<b>\$ 21,146,337</b>	<b>\$ 206,624</b>	<b>\$ 2,707,919</b>	<b>\$ 248,940</b>	<b>\$ (11,011)</b>	<b>\$ 24,298,809</b>
<b>Liabilities:</b>						
Borrowings	\$ 11,987,274	\$ 44,343	\$ 1,410,582	\$ -	\$ (2,467,263)	\$ 10,974,936
<b>Total liabilities</b>	<b>\$ 11,987,274</b>	<b>\$ 44,343</b>	<b>\$ 1,410,582</b>	<b>\$ -</b>	<b>\$ (2,467,263)</b>	<b>\$ 10,974,936</b>

#### 5. DERIVATIVE FINANCIAL INSTRUMENTS

During the quarter ended September 30, 2015, the Trust obtained an interest rate Cap (Cap) to hedge the interest rate risk of Terrafina's loans.

The outstanding derivative financial instruments contracts at September 30, 2015, and at December 31, 2014, are summarized as follows:

September 30, 2015						
Derivative type	Bank	Notional amount (USD)	Underlying variable rate	Strike price	Fair value	Maturity date
Cap	Banamex	305,000	3M Libor	2.00%	\$ 1	March 25, 2016
Cap	Bancomer	300,000	3M Libor	2.00%	878	December 31, 2016
<b>Total</b>					<b>\$ 879</b>	

December 31, 2014						
Derivative type	Bank	Notional amount (USD)	Underlying variable rate	Strike price	Fair value	Maturity date
Cap	Banamex	5,000	3M Libor	2.00%	\$ -	June 6, 2015
Cap	Banamex	85,000	3M Libor	2.00%	-	June 29, 2015
Cap	Banamex	305,000	3M Libor	2.00%	27	March 25, 2016
Fixed Rate Option	HSBC	272,800	3M Libor	3.00%	70	September 4, 2018
Fixed Rate Option	HSBC	47,850	1M Libor	3.00%	357	October 1, 2018
<b>Total</b>					<b>\$ 454</b>	

## Fibra Terrafina

### CI Banco S.A. Institución de Banca Múltiple, Trust F/00939 and Subsidiaries

#### Notes to the Condensed Consolidated Interim Financial Statements for the period ended September 30, 2015

(Unaudited)

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

## 6. BORROWINGS

During the quarter ended September 30, 2015, Terrafina obtained a new Unsecured Syndicated Revolver Loan with Citibank as administrative agent and a commitment of US\$375 million. The first drawdown under this facility, made on the 25<sup>th</sup> of August of 2015 was used to fully prepay the former Revolver Loan.

Borrowings include the aforementioned Unsecured Syndicated Revolver Loan as well as GEREM and HSBC secured loans payable as summarized below:

Credit entity <small>[1], [2] &amp; [3]</small>	September 30, 2015		December 31, 2014		Interest rate (p.a.) <small>[5] &amp; [6]</small>	Maturity date	Terms <small>[4]</small>
	Principal balance	Fair value	Principal balance	Fair value			
CITIBANK	\$ 5,714,453	\$ 5,714,453	\$ 6,402,330	\$ 6,352,552	3 months Libor + 2.40%	August, 2018	I
GEREM	4,645,565	4,645,565	4,020,240	3,967,137	3 months Libor + 3.75%	September, 2018	P&I
HSBC	767,267	767,267	663,988	655,247	1 month Libor + 3.75%	September, 2018	P&I
<b>Total Borrowings</b>	<b>\$ 11,127,285</b>	<b>\$ 11,127,285</b>	<b>\$ 11,086,558</b>	<b>\$ 10,974,936</b>			

[1] CITIBANK = Citibank, N. A.

[2] GEREM = GE Real Estate México, S. de R. L. de C. V. As a result of the purchase of GEREM by Blackstone the new legal name of lender is BRE Debt México II, S.A. de C. V. SOFOM ENR

[3] HSBC = HSBC México, S. A.

[4] P&I = Principal and interest; I = Only interest

[5] As of September 30, 2015, and December 31, 2014, the 1 month Libor rate was 0.1930% and 0.17125% respectively, while the 3 months Libor rate was 0.3250% and 0.2556%, respectively.

[6] p.a. = per annum

All the borrowings are denominated in United States dollars.

As of September 30, 2015, principal amounts of borrowings are payable as follows:

	<1 year	1 – 3 years	3 years	Total
Borrowing payments	\$ -	\$ 11,127,285	\$ -	\$ 11,127,285

Terrafina gets benefit from no paying principal amortizations in respect of the following facilities until the following dates: Citibank until its respective maturity date; GEREM and HSBC until October 2016.

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 Swap Cap agreements and fixed rate option derivatives described in note 5.

# Fibra Terrafina

## CI Banco S.A. Institución de Banca Múltiple, Trust F/00939 and Subsidiaries

### Notes to the Condensed Consolidated Interim Financial Statements for the period ended September 30, 2015

(Unaudited)

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

#### 7. NET ASSETS ATTRIBUTABLE TO INVESTORS (NET EQUITY)

Net Assets Attributable to Investors (Net Equity) constitutes the initial contribution and the proceeds from the CBFI issued.

As of September 30, 2015, the net contribution is \$15,939,832 and is composed of 607,210,360 of CBFI's in circulation as follows:

No. of CBFI's	Details	
381,014,635	As of December 31, 2013	\$ 9,900,604
192,584,726	CBFI's issued through the second public offer, cost net (September 18, 2014)	5,097,355
28,887,708	CBFI's issued as over-allotment option	794,412
<u>602,487,069</u>	<b>As of December 31, 2014</b>	<u>\$ 15,792,371</u>
4,723,291	CBFI's exercised on March 20, 2015	147,461
<u><b>607,210,360</b></u>	<b>As of September 30, 2015</b>	<u><b>\$ 15,939,832</b></u>

The Technical Committee approved and paid distributions as an upfront payment to the CBFI's holders based on the tax result of the year during the period from January 1 to September 30, 2015, as follows:

<u>Distribution Date</u>	<u>Amount</u>
March 13, 2015	\$ 254,652
May 15, 2015	296,326
August 14, 2015	<u>300,920</u>
<b>Distribution Total</b>	<b>\$ <u>851,898</u></b>

#### 8. 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 costs for the periods ended September 30, 2015 and September 30, 2014 were \$4,889 and \$4,908 respectively, and were eliminated at consolidation.

##### 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 three months ended September 30, 2015 and September 30, 2014 were \$32,177 and \$27,055, respectively.



## **Fibra Terrafina**

### **CI Banco S.A. Institución de Banca Múltiple, Trust F/00939 and Subsidiaries**

#### **Notes to the Condensed Consolidated Interim Financial Statements for the period ended September 30, 2015**

**(Unaudited)**

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

#### **9. COMMITMENTS AND CONTINGENCIES**

In the ordinary course of business there can be various legal actions related to properties of the Trust. At September 30, 2015, 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.

#### **10. SUBSEQUENT EVENTS**

On October 22, 2015, the Technical Committee approved a dividend payment of \$286,217 corresponding to \$.4714 cents per CBFI.