



May, 28 2010

To the Shareholders of:

I have audited the Accounts of "Mantenimiento y Conservación de Vialidades, SA de CV", that include the Balance Sheet as of December 31 2009 and the Profit and Loss Account for the Period of January 1st to December 31 2009.

My responsibility is to express an opinion on the cited Accounts as a whole based on the performed work conducted in accordance with the generally accepted audit rules which require the examination by selected tests of the justificative evidence of the annual accounts and the evaluation of the presentation of the accounting principles used and of the estimates made.

IN MY OPINION, based on the audit conducted we report that the Accounts have been prepared in accordance with the General Accounting Plan and policies adopted by Elsamex Group, express in all significant aspects the true and fair view of the financial position of the company.

This report has been provided solely for the purpose of use in the Consolidation of Accounts of Elsamex SA.

L.C. Ricardo Dávila Santamaría Reg AGAFF 12828

Mantenimiento y Conservacion de Vialidades S.A. de C.V. Balance Sheet at December 31, 2009.

Assets		Liabilities	
Current Assets		Current Liabilities	393,802.79
Petty Cash	76,647.70	Accounts Payable (Local and Foreigner)	393,802.79
Bank	353,916.04	Taxes payable	308,594.55
Customers	1,406,182.22	Value Added credited	
Accounts Receivable	17,234.61	Estimaded income tax	258,231.76
Advances to suppliers	133,851.71	8 % 93.9	1,265,414.38
Value Added Tax	128,825.46	Total Liabilities	1,203,414.30
Recoverable Income Tax	356,768.43		
Employee at subsidy	9,581.23		
Investment	3,200,000.00		
Total Current Assets	5,683,007.40		
		Stockholders Equity	
Properties, Estructures and Equipment		Capital Stock	9,550,000.00
* * *		Losses of prior years	-1,056,610.76
Machinery and equipment	2,119,207.13	Net Income TD	-149,231.38
Less Accum. Dep.	-223,027.89		<u> </u>
Office Equipment	54,180.71		
Less Accum. Dep.	-7,110.46	Total Stockholders	8,344,157.86
Computing Equipment	110,185.65		
Less Accum. Dep.	-64,128.38		
Transporting Equipment	2,318,099.58		
Less Accum. Dep.	-1,088,942.97		
Financial Lease of Transporting Equipment	493,087.37		
Less Accum, Dep.	-61,635.92		
Total Properties, Est, and Eq.	3,649,914.82		
Other Assets			
Guaranty deposits	61,697.34		
Accrued interest	6,773.67		
Pre-paid Expenses	208,179.01		
Total Other Assets	276,650.02	ti e	
Total Assets	9,609,572.24	Total Liab. + Stock.	9,609,572.24

LIC. VERONICA VALDEZ LOPEZ REPRESENTANTE LEGAL

C.P.RICARDO J DAVILA SANTAMARIA R.F.C.: DASR660625195

CED. PROF.: 1632801

Mantenimiento y Conservacion de Vialidades S.A. de C.V. Incomes Sheet (01/01/09 at 31/12/09)

Sales	61,974,528.65
Cost of Goods Sold	48,082,391.34
Gross Income	13,892,137.31
OPERATING EXPENSES	
Managing Expenses	4,589,131.58
General Expenses	9,516,001.65
Operating Incomes	-212,995.92
FINANCIAL COST	
Financial Incomes	85,040.15
Financial Expenses	78,572.65
Incomes Before Misc. Items	-206,528.42
Other Icomes	468,083.45
Other Expenses	213,355.41
Incomes Before Taxes	48,199.62
ISR	42,771.00
IETU	81,147.00
PTU	73,513.00
Net Incomes TD	- 149,231.38

LIC. VERDINICA VALDEZI PEZ REPRESENTANTE LEGAL C.P.RICARDO J DAVILA SANTAMARIA R.F.C.: DASR660625195

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