

28. Commitments

I. Retail sector:

- a. As of December 31, 2014, contracts have been executed with suppliers for the remodeling and construction of some of its stores. The amount of the commitments contracted in this regard is approximately \$2,071,540.
- b. Furthermore, as of December 31, 2014, the Entity and its subsidiaries have entered into lease agreements in 320 of its stores (Sears, Saks, Sanborn Hermanos, Sanborn's - Café, Mix-Up, Discolandia, I Shop, Comercializadora Dax, Corpti and Sanborns Panama). The leases are for non-cancelable periods and range between one and twenty years. The rental expense during 2014 and 2013 was \$1,231,219 and \$1,165,982, respectively; also, the Entity and its subsidiaries, acting as lessees, have contracts whose terms range from one to fifteen years and the amount of rental income in 2014 and 2013 was \$254,402 and \$254,842, respectively.

- The amount of rentals payable according to its due date amount to:

Maturity	December 31, 2014
1 year	\$ 519,489
1 to 5 years	2,557,320
More than 5 years	3,587,085
	\$ 6,663,894

- The amount of rentals receivable according to their due date amount to:

Maturity	December 31, 2014
1 year	\$ 36,587
1 to 5 years	135,440
More than 5 years	147,405
	\$ 319,432

- c. In December 2010, Sears Operadora México, S.A. de C.V. (formerly Sears Roebuck de México, S.A. de C.V.) and Sears Roebuck and Co., signed an agreement whereby they have decided to extend under the same terms the Brand Use License Contract and the Merchandise Sale and Advisory Contracts governing the commercial relationship between them, which establishes the payment of 1% of the revenues from merchandise sales, and allows the use of the Sears name both in its corporate name and in its stores, and the exploitation of the brands owned by Sears Roebuck and Co. The agreement will be in effect up to September 30, 2019, but allows for a seven-year extension under the same conditions, unless one of the parties decides not to do so, in which case it must notify the other party two years in advance.
- d. Based on an agreement signed on September 12, 2006, the Entity executed a contract for the payment of consulting and brand use license for an initial term of 15 years with a 10 year renewal option, establishing the minimum annual payment of US\$500, and allowing the use of the name Saks Fifth Avenue both in its corporate name and in its stores.

II. Construction and infrastructure and Industrial:

Through its subsidiaries Operadora Cicsa, S.A. de C.V. ("Operadora") and Servicios Integrales GSM, S. de R.L. de C.V. ("GSM"), the Entity is competing in tenders of Pemex Exploración y Producción ("PEP") and the Pemex Petroquímica ("PPQ"), for public works contracts. Derived from this, the reported figures include the effect of the following contracts and formalized agreements, which provide the current advances to completion:

- a. In November 2014, PEP was awarded a contract to GSM for comprehensive fluid control work, the separation of solids and waste management for use at oil wells in the southern region. The contract amount was US\$ 54.9 million; operations will begin during January 2015.
- b. In October 2014, GSM executed a contract with the Federal Electricity Commission (CFE) to drill five geothermal wells and repair two others at the "Los Azufres" field in Michoacan State. The contract value is \$278.5 million; operations began during the first week of December 2014. At December 31, 2014, repairs were completed at the two geothermal wells and drilling of the first well began.
- c. In May 2014, PEP was awarded an oil well directional drilling contract to GSM for the amount of US\$88.7 million, for work to be performed over 882 days. Work began in June 2014; at December 31, 2014, a 64% work completion was reported.
- d. In May and June 2014, Bronco Drilling Mx, S.A. de C.V. executed contracts with Perfolat de México, S.A. de C.V. for the rental of three units of oil well drilling equipment in the Southern Region for a four-year period. At December 31, 2014, 24 wells had been drilled.
- e. In February 2014, GSM executed a contract with Petroalfa Servicios Integrados de Energía, S.A.P.I. de C.V. for the amount of US\$21.9 million. The contract is expected to conclude in 2016; at December 31, 2014, a 15% work completion was reported.
- f. During the second quarter of 2013, Operadora signed a contract with Pemex Exploración y Producción for the manufacture of a drilling rig light structure called Xanab-B amounting to US\$15 million, at December 31, 2014, there have been advances of 95% and is expected to conclude in February 2015.

- g. In June 2012, Operadora signed contracts with Pemex Exploración y Producción (“PEP”), resulting from the allocation of public works for the manufacture of three offshore production fields in the Campeche EK-A2, KU Ayatsil-A and-B. The amount of these contracts is US\$ 205 million, and will run over a period of approximately 17 months. The scope of the contract covers the engineering, procurement, construction, loading and mooring platforms, one octopod type, to December 31, 2014, there have been advances about 100%. At the date of issuance of the consolidated financial statements, three platforms have been launched and the contract documentation close is being performing.
- h. During the second quarter of 2013, a lease without a purchase option was signed with Pemex Exploración y Producción \$415 million, the same that began in June 2013, Operadora remains responsible for providing maintenance services.
- i. In December 2013, PEP was awarded a contract for the amount of \$231,764, plus US\$39,209 for the drilling of 15 wells. At December 31, 2014, construction and the placement of wellheads are underway; a 95% work completion has been reported for this project. At the date of issuance of these consolidated financial statements, the Entity has concluded the project and is engaged in the settlement process with the customer.
- j. In October 2014, Operadora executed a contract to build an Elevated Viaduct, a section at the start of the Mexico City. México – Cuernavaca highway, which will reach the Tlalpan tollbooth (interconnection with the “El Caminero” elevated ring road section) in Mexico City The contract amount is \$659,772; at December 31, 2014, work had already begun on this project.
- k. In July 2014, Operadora executed a contract for construction work on the Tepic Loop, with an extension of 30 Km., Type A2-, starting at the San Cayetano junction of the Guadalajara-Tepic highway and ending at the Trapichillo junction of the Tepic-San Blas highway. The contract amount is \$1,629,491; a work completion of approximately 18% was reported at December 31, 2014.
- l. In May 2014, Operadora executed a contract to increase several Type A2 Highway Sections (Atacomulco Piedras Negras and Piedras Negras-Entronque Autopista México Querétaro) to four lanes. The contract amount is \$1,360,000; an 18% work completion was reported at December 31, 2014.
- m. In the third quarter of 2013 a contract was signed to carry out the alternate scenic road work, which consists of building a tunnel from the Brisamar bypass to the junction with Cayaco – Puerto Márquez, and the road construction connecting the tunnel entrance with the Zona Diamante. The amount of this contract is \$1,938,043; in order to perform the contract the specific purpose entity Acatunel, S.A. de C.V. (Acatunel) was created, in which Operadora holds 50%. The contract is expected to be concluded within two years, to December 31, 2014 there have been advances of 50%.
- n. In February 2012, through Operadora, the Entity won a concession contract for the construction, operation, exploitation, conservation and maintenance of the 111 kilometer, type a-4 Southern Guadalajara highway that extends from the Zapotlanejo junction of the Zapotlanejo – Guadalajara highway to the Arenal junction of the Guadalajara – Tepic highway. Under this concession contract, the Entity will provide construction services. The value of the contract is \$5,977 million and fixed price contract is \$35 million. At December 31, 2014, there have been advances of approximately 51%.
- o. In May 2010, the SCT, a Federal Government agency, signed a concession title with the subsidiary Autovía Mitla Tehuantepec, S.A. de C.V., to construct, exploit, operate, conserve, maintain, modernize and expand the Mitla-Entronque Tehuantepec II federal highway, which is 169 km in length. For the construction of this highway, the special purpose entity Constructora MT de Oaxaca, S.A. de C.V. (MT) was created in December 2010, of which 40% is owned by Operadora. MT signed a contract in September 2011 with the concessionaire for the construction of this highway with value of \$9,318,200. At December 31, 2014, there have been advances of approximately 41%.
- p. In January 2010, CICSA announced that it was awarded a contract for the construction and operation of the Wastewater Treatment Plant at Atotonilco, Tula, Hidalgo, in which CICSA, through Infraestructura y Saneamiento de Atotonilco, S.A. de C.V., a consortium created at the end of 2010, would participate in the development of the structural and architectural engineering and in the civil construction project worth \$2,004,000 (including VAT). The Atotonilco Plant will be the largest in Mexico and one of the largest in the world with a capacity of 35 m³ per second (m3/s) for the treatment of wastewater in the Metropolitan Zone of the Mexico City, cleaning 23 m3/s during the dry season and another 12 m3/s more in the rainy season, by means of a physical-chemical process module. At December 31, 2013, there have been advances that reached about 98 % of the project and is expected to conclude in the first half of 2015.
- q. In December 2009, Operadora announced that it entered into a lump sum contract with the decentralized state agency named Sistema de Autopistas, Aeropuertos, Servicios Conexos y Auxiliares del Estado de México (SAASCAEM) for the modernization of the Tenango-Ixtapan de la Sal Highway, from Km 1+100 to Km 32+630, in the State of Mexico. The construction project consists of expanding the highway from two to four lanes, including earth grading work, drainage, structures, asphaltting, construction and upgrades of junctions for a total length of 31.6 km. The contract amount is approximately \$492,162 and will be performed over a 20 month period. At the date of the financial statements has an advance of about 88% and presents a suspension derived from a shelter by residents of a section of the project.
- r. In October 2009, Operadora announced that it has reached agreement with Impulsora Del Desarrollo y el Empleo en América Latina, S.A.B. de C.V. (“IDEAL”) (a related party) to perform the construction and modernization work on the “Proyecto Pacífico Norte”, which consists of: (i) The Southern Bypass of Culiacan and the Mazatlan Bypass and its connecting branches, and (ii) The Mazatlan-Culiacan High Specification Highway and the related modernization work. The work to be performed is worth a total of \$3,975,714, divided into three parts; the Culiacan Bypass for \$1,590,844, in which the work were completed during 2012, the Mazatlan Bypass for \$1,884,870, in which the Entity started the construction in certain trams and present an advance of 86% and modernization work for \$500,000; the latter will be performed after the first two phases have been concluded.
- s. In November 2008, through a consortium formed with other companies, CICSA signed the contract for the construction of the Eastern Emitter Tunnel, which will recover drainage capacity in the Metropolitan Zone of Mexico City and ensure the normal operation of deep drainage maintenance programs, thus eliminating the risk of flooding during the rainy season. The National Water Commission, the Federal District Government and the Government of the state of Mexico, through Trust number 1928, given the need for such construction projects and considering the technical capacity

and experience of the Mexican companies which comprise the consortium, made a direct award in accordance with the related Law of Public Works and Services, to assign such project to the company named Constructora Mexicana de Infraestructura Subterránea, S.A. de C.V. (COMISSA), whose shareholders are: CICSA with 40% of the equity, Ingenieros Civiles Asociados, S.A. de C.V. (ICA), Construcciones y Trituraciones, S.A. de C.V. (COTRISA), Constructora Estrella, S.A. de C.V. (CESA) and Lombardo Construcciones, S.A. de C.V. (LOMBARDO). The project began engineering and construction work under a mixed public works scheme on the basis of unit prices, lump sum and fixed term, which must be concluded in September 2012. However, with the authorizations made after the construction work ended, the deadline was extended. The contract stipulates the construction of a tunnel 7 meters (m) in diameter, approximately 62 kilometers (km) long and with a capacity of 150 m³ per second. The original amount of this contract was \$9,595,581, which has since been increased to \$13,947,805 for additional authorized work. At the date of the financial statements the project is 87% completed, including the aforementioned increases, and the project is expected to conclude in March 2018.

- t. In May 2014, the construction of the Cuatro Caminos Modal Transfer Station began. The total contract amount is estimated at \$1,093,000; a work completion of approximately 3% was reported at December 31, 2014.
- u. In January 2014, Operadora began the work needed to conclude a Federal Social Reinsertion Center in Morelos state, which had been initiated by another construction company. The respective contracts will have a value of \$1,780,000 and will conclude during the second half of 2015. At December 31, 2014, a work completion of approximately 77% was reported.
- v. In January 2014, Operadora started work on a shopping mall in Tlalnepantla. The total contract amount is estimated at \$1,300,000, with work conclusion expected during the second quarter of 2015. At December 31, 2014, a work completion of approximately 38% was reported.
- w. In 2013, the subsidiary Operadora began excavations for the Plaza Carso III project, which will be composed by commercial and residential buildings. The total contract amount is estimated at \$1,520,000; a work completion of approximately 2% was reported at December 31, 2014.
- x. Since 2012, the subsidiaries Grupo PC and Operadora won a series of contracts for the construction of the project called Plaza Carso II, which consists of various commercial and residential buildings, initially worth \$760,000. At December 31, 2014, he is finalizing the structure concerning the basement and it is estimated that the work will be fully completed in the second quarter of 2015. At December 31, 2014, there have been advances of 73%.
- y. Grupo PC has signed a series of contracts to implement the project called New Veracruz, consisting of a comprehensive urban development over an area of 487 hectares and will include a shopping mall, hospital, hotel, school and homes. The Mall opened in December 2013, the hospital and the hotel ended in 2014 and parallel construction of the university will start and continue with homes.
- z. As of 2011, Grupo PC and Operadora attendant contracts have been concluded for the construction of hospitals; Star Medica - Querétaro, Star Medica - Infantil private in Mexico City, Star Medica - Chihuahua, the total amount of the contract will be about \$ 733,000. In 2013 and 2012, the works were completed, in the Star Medica - Infantil private in Mexico City and Star Medica - Querétaro, respectively. The Medical Star - Chihuahua, is expected to be completed in the second quarter of 2015, at December 31, 2014, there have been advances in the hospital de Chihuahua of 73%, hospital de Veracruz of 79% and the hotel de Veracruz of 97%.
- aa. At December 31, 2014 and 2013, the Entity signed contracts and work orders related to Mexico and Latin America, for total amounts of \$2,578,571 and \$2,312,000 parts; and US\$227.5 and US\$170 million, respectively. Contracts include professional services for the construction and modernization of copper cabling networks (pair) and fiber optic outside plant and to build pipelines, installation of fiber optic, public works, and connections. Most of the projects contracted in Mexico is estimated to be completed during 2015.
- bb. At December 31, 2014, in the sector Industrial and Construction and Infrastructure has a contractual commitment for capital leases of machinery and equipment and operating leases of properties in the amount of \$888,707.

Maturities of contractual commitments denominated in Mexican pesos at December 31, 2014, consist of the following:

Years	Amount
2015	\$ 534,991
2016	170,228
2017	178,566
2018	184,805
2019 and thereafter	185,580
	\$ 1,254,170

The rents paid were \$207,129 and \$245,518 for the year ended December 31, 2014 and 2013, respectively.