

Edgar Filing: GRUPO RADIO CENTRO SA DE CV - Form SC 13G/A

GRUPO RADIO CENTRO SA DE CV  
Form SC 13G/A  
March 18, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 6)\*

Grupo Radio Centro, S.A. de C.V. (the "Issuer")

-----  
(Name of Issuer)

Series A Shares, without par value ("Series A Shares")

-----  
(Title of Class of Securities)

40049C 10 2

-----  
(CUSIP Number)

December 31, 2003

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

BBVA Bancomer, S.A., as Trustee of Trust No. F/23020-1 (the "Old Trust"), established pursuant to a Trust Agreement, dated April 24, 1992, as amended (the "Old Trust Agreement"), on behalf of the Old Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Mexican States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER None
	6	SHARED VOTING POWER 11,669,527 Series A Shares
	7	SOLE DISPOSITIVE POWER None
	8	SHARED DISPOSITIVE POWER 11,669,527 Series A Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 4(a).

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

See Item 4(b).

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

BBVA Bancomer, S.A., as Trustee of Trust No. F/29307-6 (the "New Trust" and, together with the Old Trust, the "Trusts"), established pursuant to a Trust Agreement, dated June 3, 1998, as amended (the "New Trust Agreement" and, together with the Old Trust Agreement, the "Trust Agreements"), on behalf of the New Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [X]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Mexican States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER None
	6	SHARED VOTING POWER 72,351,119 Series A Shares
	7	SOLE DISPOSITIVE POWER None

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8 SHARED DISPOSITIVE POWER  
72,351,119 Series A Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 4(a).

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

See Item 4(b).

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Maria Esther Aguirre Gomez

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [X]  
(b) [ ]

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Mexican States

	5	SOLE VOTING POWER 507,034 Series A Shares
NUMBER OF SHARES	6	SHARED VOTING POWER 84,020,746 Series A Shares
BENEFICIALLY OWNED BY EACH	7	SOLE DISPOSITIVE POWER 104,760 Series A Shares
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER 84,423,020 Series A Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 4(a).

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

See Item 4(b).

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Francisco de Jesus Aguirre Gomez
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United Mexican States
- |  |   |  |
|--|---|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5 | SOLE VOTING POWER<br>None                              |
|  | 6 | SHARED VOTING POWER<br>84,020,646 Series A Shares      |
|  | 7 | SOLE DISPOSITIVE POWER<br>None                         |
|  | 8 | SHARED DISPOSITIVE POWER<br>84,020,646 Series A Shares |
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
See Item 4(a).
- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
(SEE INSTRUCTIONS)
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
See Item 4(b).
- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
  
IN

- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Maria Adriana Aguirre Gomez
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United Mexican States
- |                                     |   |                           |
|-------------------------------------|---|---------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY | 5 | SOLE VOTING POWER<br>None |
|                                     | 6 | SHARED VOTING POWER       |

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OWNED BY EACH REPORTING PERSON WITH	84,020,646 Series A Shares
7	SOLE DISPOSITIVE POWER None
8	SHARED DISPOSITIVE POWER 84,020,646 Series A Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Item 4(a).

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
See Item 4(b).

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Ana Maria Aguirre Gomez

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [X]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United Mexican States

5	SOLE VOTING POWER 1,125,360 Series A Shares
6	SHARED VOTING POWER 84,020,646 Series A Shares
7	SOLE DISPOSITIVE POWER 1,125,360 Series A Shares
8	SHARED DISPOSITIVE POWER 84,020,646 Series A Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Item 4(a).

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
See Item 4(b).

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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Carlos de Jesus Aguirre Gomez

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Mexican States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 514,767 Series A Shares
	6	SHARED VOTING POWER 84,020,646 Series A Shares
	7	SOLE DISPOSITIVE POWER 514,767 Series A Shares
	8	SHARED DISPOSITIVE POWER 84,020,646 Series A Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 4(a).

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

See Item 4(b).

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Rafael Felipe de Jesus Aguirre Gomez

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)

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United Mexican States

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5	SOLE VOTING POWER 194,769 Series A Shares
6	SHARED VOTING POWER 84,020,646 Series A Shares
7	SOLE DISPOSITIVE POWER 194,769 Series A Shares
8	SHARED DISPOSITIVE POWER 84,020,646 Series A Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 4(a).

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

See Item 4(b).

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jose Manuel Aguirre Gomez

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [X]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Mexican States

5	SOLE VOTING POWER None
6	SHARED VOTING POWER 84,020,646 Series A Shares
7	SOLE DISPOSITIVE POWER None
8	SHARED DISPOSITIVE POWER 84,020,646 Series A Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 4(a).

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
(SEE INSTRUCTIONS)

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

See Item 4(b).

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Item 1.

(a) Name of Issuer:

Grupo Radio Centro, S.A. de C.V. (the "Issuer")  
-----

(b) Address of Issuer's Principal Executive Offices:

Constituyentes 1154 (7 Piso)  
Col. Lomas Altas  
C.P. 11950, Mexico, D.F.  
Mexico

Item 2.

(a) Names of Persons Filing:

- (1) The Old Trust
- (2) The New Trust
- (3) Each of the following members of the Aguirre Family (the "Aguirre Family"):

Maria Esther Aguirre Gomez  
Francisco de Jesus Aguirre Gomez  
Maria Adriana Aguirre Gomez  
Ana Maria Aguirre Gomez  
Carlos de Jesus Aguirre Gomez  
Rafael Felipe de Jesus Aguirre Gomez  
Jose Manuel Aguirre Gomez

(Each of the members of the Aguirre Family is a member of the technical committee of the Trusts. The technical committees of the Trusts (the "Technical Committees") make administrative and investment decisions for their respective Trust. The Technical Committees are organized pursuant to their respective Trust Agreements.)

- (4) The group is comprised of each of the members of the Aguirre Family and each of the Trusts (the "Group"), to the extent that each such member of the Aguirre Family and each such Trust shares power to vote or dispose, or direct the vote or disposition, of Series A Shares beneficially owned by the Group.

(b) Addresses of Principal Business Offices:



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(i) The Old Trust's principal business address is:

BBVA Bancomer, S.A. Fideicomiso F/23020-1  
Centro Bancomer  
Avenida Universidad 1200  
Col. Xoco  
C.P. 03339, Mexico, D.F.  
Mexico

(ii) The New Trust's principal business address is:

BBVA Bancomer, S.A. Fideicomiso F/29307-6  
Centro Bancomer  
Avenida Universidad 1200  
Col. Xoco  
C.P. 03339, Mexico, D.F.  
Mexico

(iii) Maria Adriana Aguirre Gomez's principal business address is:

Impulsora Publicitaria Sonorense, S.A. de C.V.  
Av. Kino y Quinta  
Col. Comercial  
C.P. 83449 San Luis Rio Colorado, Sonora  
Mexico

(iv) Ana Maria Aguirre Gomez's principal business address is:

Radiotelevisora FAJ, S.A. de C.V.  
Calle Guanajuato #224 - 105  
Col. Roma  
C.P. 06700 Mexico, D.F.  
Mexico

(v) Rafael Felipe de Jesus Aguirre Gomez's principal business address is:

Blvd. Kukulcan km. 11.5  
Zona Hotelera, Centro Comercial Flamingo Plaza Local 215  
C.P. 77500 Cancun, Quintana Roo  
Mexico

(vi) Jose Manuel Aguirre Gomez's principal business address is:

Promoimpac, S.A. de C.V.  
Calle Colima #410 Int. 401  
Col. Roma  
C.P. 06700 Mexico, D.F.  
Mexico

(vii) The principal business address for the remaining members of the Aguirre Family, including Maria Esther Aguirre Gomez, Francisco de Jesus Aguirre Gomez and Carlos de Jesus Aguirre Gomez is:

Grupo Radio Centro, S.A. de C.V.  
Constituyentes 1154 (7 Piso)  
Col. Lomas Altas  
C.P. 11950 Mexico, D.F.  
Mexico

(c) Citizenship:

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Each member of the Aguirre Family is a Mexican citizen, and each of the Trusts is a trust organized under the laws of the United Mexican States.

(d) Title of Class of Securities:  
Series A Shares, without par value ("Series A Shares")

(e) CUSIP Number:  
40049C 10 2

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a(n):

- (a)  Broker or dealer registered under Section 15 of the Act;
- (b)  Bank as defined in Section 3(a)(6) of the Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e)  Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940; or
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

(a)-(b) Amount Beneficially Owned and Percent of Class:

The Reporting Persons had, as of December 31, 2003, beneficial ownership of the following number and percentage of Series A Shares:

	Series A Shares	
	Number	% of Class(1)
Old Trust	11,669,527	7.2%
New Trust	72,351,119	44.5%
Maria Esther Aguirre Gomez	84,527,780 (2) (3)	52.0%
Francisco de Jesus Aguirre Gomez	84,020,646 (2)	51.7%

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Maria Adriana Aguirre Gomez	84,020,646 (2)	51.7%
Ana Maria Aguirre Gomez	85,146,006 (2) (4)	52.3%
Carlos de Jesus Aguirre Gomez	84,535,413 (2) (5)	52.0%
Rafael Felipe de Jesus Aguirre Gomez	84,215,415 (2) (6)	51.8%
Jose Manuel Aguirre Gomez	84,020,646 (2)	51.7%

- 
- (1) Based upon 162,667,561 Series A Shares issued and outstanding as of December 31, 2003.
  - (2) All Series A Shares beneficially owned by the Old Trust and the New Trust (the "Family Shares") are held for the benefit of the Aguirre Family and are deemed to be beneficially owned by each member of the Aguirre Family, each of whom is deemed to share power to vote or dispose, or direct the vote or disposition of, the Family Shares as a member of each of the Technical Committees.
  - (3) Includes 402,374 Series A Shares and 11,640 American Depositary Shares ("ADSs") beneficially owned by Maria Esther Aguirre Gomez, in addition to the Family Shares. Each ADS represents nine Ordinary Participation Certificates ("CPOs"), each representing one Series A Share.
  - (4) Includes 1,020,600 Series A Shares and 11,640 ADSs beneficially owned by Ana Maria Aguirre Gomez, in addition to the Family Shares. Each ADS represents nine CPOs, each representing one Series A Share.
  - (5) Includes 249,267 Series A Shares and 29,500 ADSs beneficially owned by Carlos de Jesus Aguirre Gomez, in addition to the Family Shares. Each ADS represents nine CPOs, each representing one Series A Share.
  - (6) Includes 21,641 ADSs beneficially owned by Rafael Felipe de Jesus Aguirre Gomez, in addition to the Family Shares. Each ADS represents nine CPOs, each representing one Series A Share.

The Group, as of December 31, 2003, may be deemed to have beneficially owned 86,362,676 Series A Shares, representing 53.1% of the Issuer's total Series A Shares outstanding as of December 31, 2003.

On June 30, 2003, 11,669,528 of the Issuer's CPOs held by the Old Trust and 20,746,853 CPOs held by the New Trust were converted into 11,669,528 Series A Shares and 20,746,853 Series A Shares, respectively, pursuant to the Trust Agreement, dated May 24, 1993, as amended, among the Old Trust and the Issuer, as grantors, and Nacional Financiera, S.N.C., Institucion de Banca de Desarrollo, Direccion Fiduciaria, as trustee. The CPOs held by the Old Trust and the New Trust were acquired by members of the Group prior to the registration of the Series A Shares pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

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The change, reflected in this Amendment No. 6, in the number of Series A Shares beneficially owned by the Trusts since the last report by Bancomer, S.A., as Trustee of the New Trust, on Amendment No. 5, in respect of the Series A Shares of the Issuer filed on February 14, 2000, is the result of (i) the conversion of the CPOs held by the Old Trust and the New Trust, as described in the immediately preceding paragraph, and (ii) increases in beneficial ownership in Series A Shares in aggregate amounts less than 2% of total outstanding Series A Shares during any 12-month period.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: See Item 5 on pages 2 through 10.

(ii) Shared power to vote or to direct the vote: See Item 6 on pages 2 through 10.

(iii) Sole power to dispose or to direct the disposition of: See Item 7 on pages 2 through 10.

(iv) Shared power to dispose or direct the disposition of: See Item 8 on pages 2 through 10.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the  beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit 1 attached for identities of members of the Group.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURES

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 17, 2005

BBVA BANCOMER, S.A.,  
as Trustee of Trust No. F/23020-1, and  
solely on behalf of Trust No. F/23020-1

/s/ Alfredo Azpeitia Mera  
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By: Alfredo Azpeitia Mera  
Attorney-in-Fact

BBVA BANCOMER, S.A.,  
as Trustee of Trust No. F/29307-6, and  
solely on behalf of Trust No. F/29307-6

/s/ Alfredo Azpeitia Mera  
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By: Alfredo Azpeitia Mera  
Attorney-in-Fact

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Maria Esther Aguirre Gomez  
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Francisco de Jesus Aguirre Gomez  
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Maria Adriana Aguirre Gomez  
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Ana Maria Aguirre Gomez  
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Carlos de Jesus Aguirre Gomez  
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Rafael Felipe de Jesus Aguirre Gomez  
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Jose Manuel Aguirre Gomez  
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\* /s/ Alfredo Azpeitia Mera  
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By: Alfredo Azpeitia Mera  
Attorney-in-Fact

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- Exhibit 1 Identification and Classification of Members of the Group.
- Exhibit 2 Powers of Attorney, filed as English translations.
- Exhibit 3 Joint Filing Agreement.